SHANTAI INDUSTRIES LIMITED
CIN: L46411GJ1988PLC013255
Reg Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat, Gujarat, 395007
Website: www.shantaiindustrieslimited.com, Email-id: shantaiindustriesltd@gmail.com, Tel: 0261-2211212

Date: September 2, 2026

To,
BSE LIMITED
Phiroze Jeejeebhoy towers,
Dalal Street,
Mumbai- 400 001.

Scrip ID/ Code / ISIN:	SHANTAI/ 512297/ INE408F01024
Subject:	Annual Report for the Financial year 2025-26
Reference No:	Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report of the company for the financial year 2025-26 and is also available on the website of the company at www.shantaiindustrieslimited.com.

This is for your information and record.

Yours Faithfully,
For Shantai Industries Limited

SHIPRA MEHTA Digitally signed by SHIPRA MEHTA Date: 2026.09.02 14:14:54 +05'30'

SHIPRA MEHTA
Company Secretary & Compliance Officer

Enclosure: - Annual Report for Financial year 2025-2026.

SHANTAI INDUSTRIES LIMITED

ANNUAL REPORT

2025-26

LIST OF CONTENTS

Contents	Page no.
Notice of Annual General Meeting	1
Director’s Report	32
Management Discussion and Analysis Report	46
Secretarial Audit Report	51
Independent Auditors Report & Financials	60

CORPORATE INFORMATION

BOARD OF DIRECTORS

- Mr. Harishbhai Fatandas Sawlani - Chairman and Managing Director
- Mr. Vasudev Fatandas Sawlani - Whole-time Director
- Mrs. Reena Harish Sawlani - Non-Executive Director
- Mr. Vipulbhai Subhashchandra Munshi - Non-Executive Independent Director
- Mrs. Vandanaben Satishbhai Dalal - Non-Executive Independent Director
- Mr. Jinesh Kanaiyalal Pandav - Additional Director
- Mr. Dishant Kanubhai Pandav - Additional Director
- Mr. Nikunj Vijaybhai Prajapati - Additional Director
- Mr. Keyur Gordhanbhai Kaklotar - Additional Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Shipra Mehta

CHIEF FINANCIAL OFFICER

Shailesh Joseph Damor

STATUTORY AUDITOR

DSI & Co.
Chartered Accountants
MF/14-26, Nariman Point Shopping Centre,
Surat 395007
Ph no. 0261-22230320

REGISTER & TRANSFER AGENT

MCS Share Transfer Agent Limited
Registrar to Issue & Share Transfer Agents

101, Shatdal Complex, 2nd Floor,
opp.Bata Show Room, Ashram Road,
Ahmedabad - 380009.
Email Id: mcsltdbaroda@gmail.com
Website: www.mcsregistrars.com
Ph. No.: +91- 0265-2314757 - 2350490
Tele Fax: +91-0265-2341639

REGISTERED OFFICE

Shop 10 2nd Floor, Agrasen Point, Nr
Agrasen Bhavan, Citylight Road, Bharthana,
Surat -395007
Ph. No.: +91-9913425000
Email: shantaiindustriesltd@gmail.com
Website:
www.shantaiindustrieslimited.com
CIN: L46411GJ1988PLC013255

AUDIT COMMITEE

Vipulbhai Subhashchandra Munshi – Chairman
Vandanaben Satishbhai Dalal- Member
Harishbhai Fatandas Sawlani- Member

NOMINATION & REMUNERATION COMMITTEE

Vipulbhai Subhashchandra Munshi - Chairman
Vandanaben Satishbhai Dalal - Member
Reena Harish Sawlani – Member

STAKEHOLDER'S SHAREHOLDERS & INVESTOR GREIVANCES COMMITTEE

Reena Harish Salwani- Chairman
Vipulbhai Subhashchandra Munshi – Member
Vandanaben Satishbhai Dalal – Member

ISIN : INE408F01024
Scrip Code: 512297

41st ANNUAL GENERAL MEETING
Date: Tuesday, September 29, 2026
Time: 04:00 P.M.
Venue: Video Conferencing /Other Audio-Visual Means

CHAIRMAN'S MESSAGE:

Dear Shareholders and Stakeholders,

It gives me immense pleasure to present the Annual Report of the Company for the Financial Year 2025-26. On behalf of the Board of Directors, I sincerely thank all our shareholders, customers, employees, business associates, bankers, regulators, and other stakeholders for their continued trust, confidence, and unwavering support.

The Company has traditionally been engaged in the textile manufacturing business and has, over the years, witnessed various opportunities and challenges in the course of its operations. As the Company now enters a new phase following a change in ownership and management, I believe this is an appropriate moment to reflect on the journey so far and look ahead to the opportunities that lie before the Company.

The change in ownership marks a strategic transformation in the Company's business direction, with the new management proposing to diversify the Company into the Food and Beverage ("F&B") sector. This transition represents an important step towards building a more sustainable and growth-oriented business model, leveraging the experience, capabilities and vision of the new management.

The transition to a new management and business segment naturally brings with it new opportunities as well as responsibilities. I am confident that the incoming management will approach this transformation with due diligence, professionalism and a long-term vision, while remaining committed to sound corporate governance, transparency and the interests of all stakeholders.

I would also like to place on record my appreciation for the contributions of the employees and the Board members who have supported the Company through its various phases. Their commitment and cooperation have been invaluable.

I thank all our shareholders for their continued confidence in the Company and look forward to your continued support in the years ahead.

Warm regards,
Sd/-
Harishbhai Fatandas Sawlani
Chairman

SHANTAI INDUSTRIES LIMITED
CIN: L46411GJ1988PLC013255

Reg Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007
Website: www.shantaiindustrieslimited.com , Email-id: shantaiindustriesltd@gmail.com, Tel: 9913425000

NOTICE OF 41ST ANNUAL GENERAL MEETING

Notice is hereby given of the 41st Annual General Meeting of the members of **SHANTAI INDUSTRIES LIMITED** will be held on Tuesday, September 29, 2026 at 4:00 PM IST through Video Conferencing /Other Audio-Visual Means (VC/OAVM) to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ***Ordinary Resolution:***

   "**RESOLVED THAT** the audited balance sheet, profit and loss account and cash flow statement for the year ended March 31, 2026 along with the Auditors' report and Directors' Report, be and are hereby considered, adopted and approved."

2. **To appoint a director in place of Mr. Vasudev Fatandas Sawlani, Whole-Time Director (DIN: 00831830), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ***Ordinary Resolution:***

   "**RESOLVED THAT** in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Vasudev Fatandas Sawlani, Whole-Time Director (DIN: 00831830), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as Whole-Time Director of the company, liable to retire by rotation."

3. **To re-appoint M/S. DSI & Co., Chartered Accountants (FRN: 127226W), as Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years i.e. from the conclusion of 41st Annual General Meeting ("AGM") until the conclusion of the 46th AGM to be held for the Financial Year 2030-31.**

   To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ***Ordinary Resolution****:*

   "**RESOLVED THAT** pursuant to Section 139(1), 141, 142, 143 and other applicable provisions of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force); and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the re-appointment of **M/S. DSI & Co.**, Chartered Accountants (FRN: 127226W), as Statutory Auditors of the Company to hold office for the second term of five consecutive years, commencing from the conclusion of 41st annual general meeting (to be held for the F.Y.2025-26) until the conclusion of the 46th AGM (to be held for the F.Y.2030-31) at such remuneration plus applicable taxes and out of pocket expenses, as stated in the explanatory statement, with the authority to the Audit Committee and Board of Directors of the Company to vary the said remuneration in consultation with the Auditors and duly approved by the Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

SPECIAL BUSINESS:

4. **To approve appointment and remuneration of Mr. Jinesh Kanaiyalal Pandav (DIN: 09544359) as a Director to be Designated as Executive Director of the company.**

   *To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:*

   "**RESOLVED THAT** pursuant to the provisions of section 152, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the company and as recommended by Nomination and Remuneration Committee and the Board of Directors of the company, the consent of the members be and is hereby accorded to appoint Mr. Jinesh Kanaiyalal Pandav (DIN: 09544359) as Executive Director of the Company, who was appointed as Additional Director w.e.f. August 10, 2026, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Executive Director of the Company for the period of five years starting from August 10, 2026 to August 09, 2031 and he is liable to retire by rotation.

   RESOLVED FURTHER THAT the remuneration payable to Mr. Jinesh Kanaiyalal Pandav (DIN: 09544359) shall be ₹1,00,000/- (Rupees One Lakh Only) per month, inclusive of all perquisites and other benefits payable under the terms of his appointment.

   RESOLVED FURTHER THAT where in any financial year during the tenure of Director, the Company has no profits or its profits are inadequate as contemplated under the provision of Schedule V to the Companies Act, 2013, the Company shall pay such remuneration as the minimum remuneration provisions of the law.

   RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

5. **To approve appointment and remuneration of Mr. Dishant Kanubhai Pandav (DIN: 09544360) as a Director to be Designated as Executive Director of the company.**

   *To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:*

   "**RESOLVED THAT** pursuant to the provisions of section 152, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the company and as recommended by Nomination and Remuneration Committee and the Board of Directors of the company, the consent of the members be and is hereby accorded to appoint Mr. Dishant Kanubhai Pandav (DIN: 09544360) as Executive Director of the Company, who was appointed as Additional Director w.e.f. August 10, 2026, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Executive Director of the Company for the period of five years starting from August 10, 2026 to August 09, 2031 and he is liable to retire by rotation.

   RESOLVED FURTHER THAT the remuneration payable to Mr. Dishant Kanubhai Pandav (DIN: 09544360) shall be ₹1,00,000/- (Rupees One Lakh Only) per month, inclusive of all perquisites and other benefits payable under the terms of his appointment.

RESOLVED FURTHER THAT where in any financial year during the tenure of Director, the Company has no profits or its profits are inadequate as contemplated under the provision of Schedule V to the Companies Act, 2013, the Company shall pay such remuneration as the minimum remuneration provisions of the law.

RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

6. **To approve appointment and remuneration of Mr. Nikunj Vijaybhai Prajapati (DIN: 09544361) as a Director to be Designated as Executive Director of the company.**

   *To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:*

   RESOLVED THAT pursuant to the provisions of section 152, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the company and as recommended by Nomination and Remuneration Committee and the Board of Directors of the company, the consent of the members be and is hereby accorded to appoint Mr. Nikunj Vijaybhai Prajapati (DIN: 09544361) as Executive Director of the Company, who was appointed as Additional Director w.e.f. August 10, 2026, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Executive Director of the Company for the period of five years starting from August 10, 2026 to August 09, 2031 and he is liable to retire by rotation.

   RESOLVED FURTHER THAT the remuneration payable to Mr. Nikunj Vijaybhai Prajapati (DIN: 09544361) shall be ₹1,00,000/- (Rupees One Lakh Only) per month, inclusive of all perquisites and other benefits payable under the terms of his appointment.

   RESOLVED FURTHER THAT where in any financial year during the tenure of Director, the Company has no profits or its profits are inadequate as contemplated under the provision of Schedule V to the Companies Act, 2013, the Company shall pay such remuneration as the minimum remuneration provisions of the law.

   RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

7. **To approve appointment of Mr. Keyur Gordhanbhai Kaklotar (DIN: 11464818) as a Non-Executive Independent Director of the company for a period of five years.**

   *To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:*

   "RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, read with Schedule IV and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder including Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the company and as recommended by Nomination and Remuneration Committee and the Board of Directors of the company, the consent of the members be and is hereby accorded to appoint Mr. Keyur Gordhanbhai Kaklotar (DIN: 11464818) as Non-Executive Independent Director of the Company, who was appointed as Additional Director w.e.f. August 10, 2026, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Independent Director of the Company for the period of five years starting from August 10, 2026 to August 09, 2031 and he is not liable to retire by rotation.

   RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

8. **Increasing the overall Borrowing Limits under Section 180 of the Companies Act, 2013.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a ***Special Resolution:***

"**RESOLVED THAT** pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and the provisions of the Memorandum of Association and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall be deemed to include any committee constituted by the Board) to borrow any sum or sums of money together with the monies already borrowed by the Company, if any (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) upto the limit which may exceed 100% of aggregate of paid up capital, free reserves and securities premium of the company but shall not exceed ₹ 1,00,00,00,000/- (Rupees One Hundred Crores Only) at any time, as and when required from any Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s)and/ or any other entity(ies) and/ or any other lender(s) by whatsoever name(s) it may be called.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and such other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto as amended from time to time (including any statutory modifications or re-enactments thereof), and including such other applicable law(s), if any, consent of the members of the company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s) and/ or any other entity(ies) and/ or any other lender(s) to secure the amount borrowed by the Company for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company shall not exceed a sum of ₹ 1,00,00,00,000/- (Rupees One Hundred Crores Only) at any time, as and when required.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

9. **Approval of giving loans, guarantees or security under Section 185 of the Companies Act, 2013.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a ***Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members of the company be and is hereby accorded to the Board of directors of the Company (hereinafter referred to as the "board", which term shall be deemed to include, unless the context otherwise required, any committee of the board or any director(s) or officer(s) authorised by the board to exercise the powers conferred on the board under this resolution) for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by a group company or any other body corporate covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to subsection 2 of Section 185 of the Act, up to an aggregate amount not exceeding Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) at any time in such form or manner the Board may think fit in their absolute discretion and in the interest of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

10. Approval for loans, investments, guarantee or security under Section 186 of the Companies Act, 2013.

*To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:*

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors (including any Committee of Directors) subject to such other approvals, consent, sanctions as may be necessary including from banks and financial institutions, if any, any such other statutory approvals, if any, and such conditions as may be prescribed by any of the concerned authorities for;

a. giving any loan to any person or other body corporate
b. giving any guarantee or providing security in connection with a loan to any other body corporate or person and /or
c. acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate,

in excess of the (i) sixty per cent. of its paid-up share capital, free reserves and securities premium account or (ii) hundred per cent of its free reserves and securities premium account; whichever is more, up to an aggregate amount not exceeding Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores Only), at any time in such form or manner the Board may think fit in their absolute discretion and in the interest of the company.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

11. To approve change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company

*To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and subject to the approval of Central Government and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from **'Shantai Industries Limited'** to **'Radhe Dhokla Retail Limited.'**

RESOLVED FURTHER THAT the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

I. The name of the Company is "**Radhe Dhokla Retail Limited."**

RESOLVED FURTHER THAT in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the name **'Shantai Industries Limited'** wherever appearing in any of the documents/records of the Company be substituted by the new name '**Radhe Dhokla Retail Limited'** in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company including making of application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, acting, representing and/or appearing before any statutory authorities for and on behalf of the Company, delegating all or any of the aforesaid powers in favor of any person(s) / official(s) etc., settling any question, doubt or difficulty which may arise in this regard."

12. Alteration of the Object Clause in the Memorandum of Association of the Company:

*To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with applicable Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or variation thereof or any other applicable law(s), regulation(s), guideline(s) and subject to such approvals, consents, sanctions and permissions as may be required from the Registrar of Companies, Stock Exchange(s) and/or other statutory or regulatory authorities, the consent of the Members of the Company be and is hereby accorded for alteration of the Memorandum of Association ("MOA") of the Company by substituting the existing Clause III. A. with the following:

Clause III. A. The objects to be pursued by the company on its incorporation are:

1. To carry on the business of manufacturing, processing, producing, preserving, packaging, repackaging, branding, importing, exporting, buying, selling, distributing and otherwise dealing in food and beverage products, nutritional foods, health foods, frozen foods, ready-to-eat and ready-to-cook foods, dairy products, bakery and confectionery products, beverages and allied products; to undertake contract farming, cultivation, procurement, processing, storage, warehousing, cold chain and supply of agricultural and allied produce; to manufacture and deal in packaging materials and packaging solutions; and to establish, own, operate, manage, franchise and license restaurants, cafes, cloud kitchens, quick service restaurants (QSRs), catering, takeaway and food delivery services under Company Owned Company Operated (COCO), Franchise Owned Franchise Operated (FOFO), Franchise Owned Company Operated (FOCO) or any other business model, and to undertake all activities incidental or ancillary thereto.

2. To carry on in India or elsewhere the business to generate, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker representative, consultant, collaborator, trader or otherwise to deal in all energy giving products such as renewable and unconventional energy, solar energy products, solar power plants, and other power plants for residential, commercial, industrial, and agricultural purposes and provide all types of services for project financing, project approval, designing and engineering, installation and commissioning, own and develop renewable energy, construction of renewable energy and related infrastructure.

3. To design, manufacture, install, and sell solar panels, solar inverters, and related solar energy equipment and accessories, as well as to provide services for the installation, commissioning, operation, and maintenance of solar energy systems.

RESOLVED FURTHER THAT the existing provisions of Clause III. B., titled "Matters which are necessary for furtherance of the objects specified in Clause III. A.", of the Memorandum of Association of the Company be and are hereby altered to support the new objects of the company in conformity with the provisions of the Companies Act, 2013 and Table A of Schedule I thereto.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company including making of application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, acting, representing and/or appearing before any statutory authorities for and on behalf of the Company, delegating all or any of the aforesaid powers in favor of any person(s) / official(s) etc., settling any question, doubt or difficulty which may arise in this regard."

13. **Approval and ratification of Related Party Transactions:**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a ***Special Resolution:***

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules and regulations made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the approval and recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to ratify and approve the related party transaction(s) entered into by the Company with Radhe Dhokla Private Limited, being a related party within the meaning of Section 2(76) of the Act, details of which are set out in the Explanatory Statement annexed to this Notice, for an aggregate amount not exceeding ₹6,70,00,000 (Rupees Six Crores Seventy Lakhs only), on such terms and conditions as were agreed between the parties.

RESOLVED FURTHER THAT the Members hereby ratify and approve all acts, deeds, matters and things already done or executed by the Board of Directors and/or authorised officers of the Company in connection with the aforesaid related party transaction(s).

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/or any officer(s) authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things, and to execute such documents, deeds and writings as may be necessary, expedient or desirable for giving effect to this resolution."

Date: August 27, 2026
Reg. Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007
Email: shantaiindustriesltd@gmail.com
Website: www.shantaiindustrieslimited.com

By order of the Board
For Shantai Industries Limited

Sd/-
Shipra Mehta
Company Secretary and Compliance Officer

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), relating to the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.

2. The Annual General Meeting of the company shall be through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) through various circulars hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and relevant MCA the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting

votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. The facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as body corporates can attend the AGM through VC/OAVM and cast their votes through e-voting.

7. In compliance with the MCA Circulars, SEBI Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company/Registrar and Transfer Agent/ Depository Participants/Depositories.

   Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company/Registrar and Transfer Agent/Depository Participants/ Depositories. Members may also note that the Notice of the 41st AGM and the Annual Report 2025-26 will be available on Company's website i.e. www.shantaiindustrieslimited.com , website of BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com. For members who have not registered their email addresses, a letter providing the web-link of the path of Annual Report on company's website is being sent by the permitted mode.
8. The Company has engaged the services of National Securities Depository Limited (NSDL), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.

9. Since, the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.

10. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.

11. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

12. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the AGM through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting.

13. Pursuant to Regulation 46 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the securities of a Recognized Stock Exchange are required to be maintained in Demat mode.

14. The Shareholders are requested to direct change of address notifications and update details to their respective Depository Participant(s).

15. Equity shares of the Company are under compulsory demat trading by all Investors.

16. Members seeking any information/document as referred in the notice are requested to write to the Company on or before September 28, 2026 through email at csshantaiindustries@gmail.com . The same will be addressed by the Company suitably.

17. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited, by clicking the link: www.mcsregistrars.com or Company.

18. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

    MCS Share Transfer Agent Limited
    Registrar to Issue & Share Transfer Agents
    101, Shatdal Complex, 2nd Floor,
    opp.Bata Show Room, Ashram Road,
    Ahmedabad – 380009, Gujarat
    Email Id: mcsltdbaroda@gmail.com
    Website: www.mcsregistrars.com
    Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding

19. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on September 22, 2026.

20. **Information and other instructions relating to e-voting are as under:**

    i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

    ii. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through E-voting

    iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

    iv. Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as e-voting during the AGM, in a fair and transparent manner.

    v. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. September 22, 2026.

    vi. A person, whose name is recorded in the register of members as on the cut-off date, i.e. September 22, 2026 only shall be entitled to avail the facility of e-voting. Any recipient of the notice, who has no voting rights as on the cut-off date, shall treat this notice as an intimation only.

    vii. A person who has acquired the shares and has become a member of the company after the dispatch of the notice of the AGM and prior to the cut-off date i.e. September 22, 2026 shall be entitled to exercise his/her vote either electronically i.e. e-voting by following the procedure mentioned in this part.

    viii. The remote e-voting period will commence on Saturday, September 26, 2026 at 9.00 a.m. and will end on Monday, September 28, 2026 at 5.00 p.m. During this period, the members of the company holding shares as on the cut-off date i.e. September 22, 2026, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.

    ix. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

x. The Scrutinizer, after scrutinizing the votes, will, not later than 2 working days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the company. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company. The results shall be communicated to the stock exchanges.

xi. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. September 29, 2026

21. **Instructions to Members for e-voting are as under:**

i. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

ii. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

v. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shantaiindustrieslimited.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

vii. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Saturday, September 26, 2026 at 9.00 a.m. and will end on Monday, September 28, 2026 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Tuesday, September 22, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 141942 then user ID is 141942001***

5. Password details for shareholders other than Individual shareholders are given below:

   a. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c. How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "141942" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to csshantaiindustries@gmail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to csshantaiindustries@gmail.com .If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at csshantaiindustries@gmail.com . The same will be replied by the company suitably.

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at csshantaiindustries@gmail.com. The same will be replied by the company suitably.

Date: August 27, 2026
Reg. Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat - 395007
Email: shantaiindustriesltd@gmail.com
Website: www.shantaiindustrieslimited.com

By order of the Board
For Shantai Industries Limited

Sd/-
Shipra Mehta
Company Secretary and Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS.

ITEM NO. 3:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the tenure of **M/S. DSI & Co.**, Chartered Accountants (FRN: 127226W), the Statutory Auditors of the Company, is ending with the conclusion of this annual general meeting (i.e., AGM being held for F.Y. 2025-2026).

Accordingly, in terms of provision of Section 139(1) and 139(2)(b), it is proposed before the shareholders to re-appoint M/S. DSI & Co., Chartered Accountants (FRN: 127226W), as Statutory Auditor of the Company for the second term of five consecutive years. Accordingly, M/S. DSI & Co. have consented to their appointment as Statutory Auditor of the Company and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The Audit Committee and the Board of Directors of the Company accorded their respective consents to recommend to the members to re-appoint M/S. DSI & Co., Chartered Accountants as the statutory auditors of the Company, pursuant to provisions of Section 139(1) of the Companies Act, 2013 for the second term of 5 years from the conclusion of 41st Annual General Meeting (to be held for the F.Y. 2025-26) until the conclusion of the 46th AGM (to be held for the F.Y. 2030-31) and accordingly the said matter is placed before the members for their approval. They have also confirmed that they do not have any financial interest in or association with the Company which may lead to conflict-of-interest situations.

DSI & Co. is a professionally managed Chartered Accountants firm established in 2007, based in Surat, Gujarat. Registered with the Institute of Chartered Accountants of India (ICAI Firm Registration No: 127226W), the firm delivers high-quality services in statutory auditing, tax compliance, and financial advisory. Backed by a robust team of experienced professionals, the firm specializes in statutory audits under the Companies Act, tax audits under the Income Tax Act, and internal control reviews across diverse sectors like manufacturing, textiles, and retail. Committed to the highest standards of regulatory compliance, financial transparency, and professional ethics, DSI & Co. leverages deep statutory knowledge and a technology-driven methodology to deliver precise, objective financial examinations that ensure seamless corporate governance.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s DSI & Co, Chartered Accountants has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The proposed fees payable to M/s DSI & Co, Chartered Accountants for the financial year 2026-27 would be ₹ 1,80,000/- (Rupees One Lakh Eighty Thousand only). The fees payable to M/s DSI & Co, Chartered Accountants for the remaining financial years would be fixed by the Board from time to time as mutually agreed between the Board of Directors and M/s DSI & Co, Chartered Accountants. Further, there were no material changes in terms of payment of fee payable to auditors.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution set out in item no. 3. Board of Directors of the Company recommends passing resolution set out in item no. 3 of the Notice as an Ordinary Resolution.

ITEM NO. 4:

Pursuant to the acquisition of Shantai Industries Limited by the Radhe Dhokla Group, resulting in a change in the ownership and management of the Company, and with a view to align the management of the Company with the new ownership and business direction, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Jinesh Kanaiyalal Pandav (DIN: 09544359) as an Additional Director of the Company with effect from August 10, 2026, pursuant to Section 161 of the Companies Act, 2013, to hold office up to the date of the Annual General Meeting. Considering his experience, knowledge and expertise, the Board proposes to appoint him as an Executive Director of the Company for a period of five (5) years commencing from August 10, 2026 to August 09, 2031, subject to the approval of the Members. He shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Pursuant to the provisions of Sections 196, 197, and all other applicable provisions of the Act, read with the Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder, all applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is proposed to seek approval of the Members, for appointment and remuneration of Mr. Jinesh Kanaiyalal Pandav (DIN: 09544359), as an Executive Director of the Company for a term of five years commencing from August 10, 2026 to August 09, 2031.

Mr. Jinesh Kanaiyalal Pandav has experience in business operations, finance, hospitality management, and outdoor catering. He has been associated with his family business since 2015 and has contributed to its modernization, operational efficiency, and growth. He holds a degree in Computer Engineering and has leveraged his technical knowledge and business acumen to support the development and expansion of the business.

The principal terms and conditions of his appointment are as follows:

1. **Period of Appointment:** Appointment for a term of 5 (five) consecutive years commencing from August 10, 2026 to August 09, 2031;
2. **Remuneration:** Rs. 1,00,000/- per month

The Company, in compliance with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

a) The payment of remuneration is approved by a resolution passed by the Board at a meeting held on August 27, 2026 and also by the Nomination and Remuneration Committee of Directors at a meeting held on August 27, 2026.
b) Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The Company has also received the following documents from Mr. Jinesh Kanaiyalal Pandav (DIN: 09544359), in compliance with the regulatory requirements:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
2. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified for being appointed as Directors under subsection (2) of Section 164 of the Companies Act, 2013, and

3. Declaration that he is not debarred or disqualified from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Jinesh Kanaiyalal Pandav (DIN: 09544359) is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI Order or any other relevant authority.

Apart from the above, additional disclosures as required pursuant to Regulation 36 of the SEBI Listing Regulations and as per Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) are stated in the table annexed hereto in **Annexure A** and forms an integral part of this Explanatory Statement.

The Board is of the opinion that the appointment of Mr. Jinesh Kanaiyalal Pandav as an Executive Director is in the best interests of the Company and accordingly recommends the Resolution set out at Item No. 4 of the Notice for approval of the Members. Except Mr. Jinesh Kanaiyalal Pandav and Mr. Dishant Kanubhai Pandav and their relatives up to the extent of their shareholding, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5:

Pursuant to the acquisition of Shantai Industries Limited by the Radhe Dhokla Group, resulting in a change in the ownership and management of the Company, and with a view to align the management of the Company with the new ownership and business direction, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Dishant Kanubhai Pandav (DIN: 09544360) as an Additional Director of the Company with effect from August 10, 2026, pursuant to Section 161 of the Companies Act, 2013, and he holds office up to the date of the Annual General Meeting. Considering his experience, knowledge and expertise, the Board proposes to appoint him as an Executive Director of the Company for a period of five (5) years commencing from August 10, 2026 to August 09, 2031, subject to the approval of the Members, and he shall be liable to retire by rotation.

Pursuant to the provisions of Sections 196, 197, and all other applicable provisions of the Act, read with the Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder, all applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is proposed to seek approval of the Members, for appointment of Mr. Dishant Kanubhai Pandav (DIN: 09544360), as an Executive Director of the Company for a term of five years commencing from August 10, 2026 to August 09, 2031.

Mr. Dishant Kanubhai Pandav is a second-generation business leader with experience in business operations, management, and brand expansion. He has been actively involved in modernising and scaling the family business, which has grown from its traditional product offerings into a diversified food and hospitality business. Along with other members of the management team, he has contributed to managing and expanding the business across Gujarat and Maharashtra, while supporting operational growth, service diversification, and overall business development.

The principal terms and conditions of his appointment are as follows:

1. **Period of Appointment:** Appointment for a term of 5 (five) consecutive years commencing from August 10, 2026 to August 09, 2031;
2. **Remuneration:** Rs. 1,00,000/- per month

The Company, in compliance with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

a) The payment of remuneration is approved by a resolution passed by the Board at a meeting held on August 27, 2026 and also by the Nomination and Remuneration Committee of Directors at a meeting held on August 27, 2026.
b) Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The Company has also received the following documents from Mr. Dishant Kanubhai Pandav (DIN: 09544360), in compliance with the regulatory requirements:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
2. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified for being appointed as Directors under subsection (2) of Section 164 of the Companies Act, 2013, and
3. Declaration that he is not debarred or disqualified from holding the office of director by virtue of any SEBI order or any other such authority.

Dishant Kanubhai Pandav (DIN: 09544360) is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI Order or any other relevant authority.

Apart from the above, additional disclosures as required pursuant to Regulation 36 of the SEBI Listing Regulations and as per Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) are stated in the table annexed hereto in **Annexure A** and forms an integral part of this Explanatory Statement.

The Board is of the opinion that the appointment of Mr. Dishant Kanubhai Pandav as an Executive Director is in the best interests of the Company and accordingly recommends the Resolution set out at Item No. 5 of the Notice for approval of the Members. Except Mr. Jinesh Kanaiyalal Pandav and Mr. Dishant Kanubhai Pandav and their relatives up to the extent of their shareholding, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6:

Pursuant to the acquisition of Shantai Industries Limited by the Radhe Dhokla Group, resulting in a change in the ownership and management of the Company, and with a view to align the management of the Company with the new ownership and business direction, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Nikunj Vijaybhai Prajapati (DIN: 09544361) as an Additional Director of the Company with effect from August 10, 2026, pursuant to Section 161 of the Companies Act, 2013, and he holds office up to the date of the Annual General Meeting. Considering his experience, knowledge and expertise, the Board proposes to appoint him as an Executive Director of the Company for a period of five (5) years commencing from August 10, 2026 to August 09, 2031, subject to the approval of the Members, and he shall be liable to retire by rotation.

Pursuant to the provisions of Sections 196, 197, and all other applicable provisions of the Act, read with the Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder, all applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is proposed to seek approval of the Members, for appointment of Mr. Nikunj Vijaybhai Prajapati (DIN: 09544361), as an Executive Director of the Company for a term of five years commencing from August 10, 2026 to August 09, 2031.

Mr. Nikunj Prajapati has over nine years of experience in information technology and software development, with expertise in full-stack web development, including PHP, WordPress, Shopware, JavaScript, HTML, and CSS. He has extensive experience in API integrations, website development, and managing technology-driven projects. He is responsible for modernising and scaling the brand through technology-led initiatives.

The principal terms and conditions of his appointment are as follows:

1. **Period of Appointment:** Appointment for a term of 5 (five) consecutive years commencing from August 10, 2026 to August 09, 2031;
2. **Remuneration:** Rs. 1,00,000/- per month

The Company, in compliance with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

a) The payment of remuneration is approved by a resolution passed by the Board at a meeting held on August 27, 2026 and also by the Nomination and Remuneration Committee of Directors at a meeting held on August 27, 2026.
b) Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The Company has also received the following documents from Mr. Nikunj Vijaybhai Prajapati (DIN: 09544361), in compliance with the regulatory requirements:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
2. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified for being appointed as Directors under subsection (2) of Section 164 of the Companies Act, 2013, and
3. Declaration that he is not debarred or disqualified from holding the office of director by virtue of any SEBI order or any other such authority.

Nikunj Vijaybhai Prajapati (DIN: 09544361) is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI Order or any other relevant authority.

Apart from the above, additional disclosures as required pursuant to Regulation 36 of the SEBI Listing Regulations and as per Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) are stated in the table annexed hereto in **Annexure A** and forms an integral part of this Explanatory Statement.

The Board is of the opinion that the appointment of Mr. Nikunj Vijaybhai Prajapati as an Executive Director is in the best interests of the Company and accordingly recommends the Resolution set out at Item No. 6 of the Notice for approval of the Members. Except Mr. Nikunj Vijaybhai Prajapati and his relatives up to the extent of their shareholding, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the special resolution at item no. 4 to item no. 6 of the notice is as follows:

SN	General Information	Particulars
1.	Nature of Industry	The company's ownership and management is in a transition phase. It has proposed a change in the nature of business from textiles manufacturing to entry in food and beverage sector.
2.	Date of Commencement of Commercial Production	Commercial production commenced in the year 1988
3.	In case of new companies, expected date of commencement of activities as per project approved by	Not Applicable.

<table>
<tr><td></td><td>financial institutions appearing in the prospectus</td><td></td></tr>
<tr><td>4</td><td>Financial Performance based on given indicators</td><td>As per standalone audited financials as on 31.03.2026:
<table>
<tr><th>Particulars</th><th>Amount in Lakhs</th></tr>
<tr><td>Paid up Capital</td><td>150.000</td></tr>
<tr><td>Reserves excluding Revaluation Reserves</td><td>485.170</td></tr>
<tr><td>Total Income</td><td>988.784</td></tr>
<tr><td>Total Expenses</td><td>1,116.606</td></tr>
<tr><td>Profit before Tax</td><td>(127.821)</td></tr>
<tr><td>Exceptional Item</td><td>0.00</td></tr>
<tr><td>Tax Expenses/ (Benefit)</td><td>3.532</td></tr>
<tr><td>Profit after Tax</td><td>(131.353)</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Foreign investments or collaborators, if any</td><td>The company has not entered into any foreign collaborations and no direct capital investment has been made in the company. Foreign investors, mainly comprising NRIS, are investors in the company on account of past issuance of securities /purchase of shares of the company from the secondary market.</td></tr>
<tr><td>II</td><td>Information about the director</td><td></td></tr>
<tr><td>1.</td><td>Background details</td><td>As Per Explanatory Statement to item no. 4 to 6</td></tr>
<tr><td>2.</td><td>Past remuneration</td><td>Nil</td></tr>
<tr><td>3.</td><td>Recognition or awards</td><td>Nil</td></tr>
<tr><td>4.</td><td>Job profile and his suitability</td><td>As Per Explanatory Statement to item no. 4 to 6</td></tr>
<tr><td>5.</td><td>Remuneration proposed</td><td>Salary of Rs. 1,00,000/- per month</td></tr>
<tr><td>6.</td><td>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</td><td>Keeping in view the profiles and the positions, the remuneration is fully justifiable and comparable to that prevailing in the industry.</td></tr>
<tr><td>7.</td><td>Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any</td><td>Mr. Jinesh Kanaiyalal Pandav and Mr. Dishant Kanubhai Pandav are brothers.
Mr. Nikunj Vijaybhai Prajapati is their cousin.</td></tr>
<tr><td>8.</td><td>Other Information
1. Reasons of loss or inadequate profits
2. Steps taken or proposed to be taken for improvement
3. Expected increase in productivity and profits in measurable terms</td><td>The Company was historically engaged in textile manufacturing and its operations remained at a low level, resulting in under-utilisation of resources, low operating income and continuing losses/inadequate profits. Pursuant to the change in management and ownership, the Company has proposed to diversify into the F&B sector with a view to reviving and expanding its business operations.

The new management proposes to focus on developing the F&B business, strengthening operational and managerial capabilities, optimising costs and resources, and leveraging new business opportunities to improve revenue and profitability.

The Company expects a progressive increase in revenue, operational efficiency and profitability upon commencement and</td></tr>
</table>

		scaling-up of its F&B operations. The Company aims to achieve sustainable growth and profitability over the ensuing financial years, subject to market and business conditions.

ITEM NO. 7:

Pursuant to the acquisition of Shantai Industries Limited by the Radhe Dhokla Group, resulting in a change in the ownership and management of the Company, and with a view to align the management of the Company with the new ownership and business direction, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Keyur Gordhanbhai Kaklotar (DIN: 11464818) as an Additional Director in capacity of Non-Executive Independent Director of the Company with effect from August 10, 2026, pursuant to Section 161 of the Companies Act, 2013, and he holds office up to the date of the Annual General Meeting. Considering his experience, knowledge and expertise, the Board proposes to appoint him as a Non-Executive Independent Director of the Company for a period of five (5) years commencing from August 10, 2026 to August 09, 2031, subject to the approval of the Members, and he shall not be liable to retire by rotation.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Keyur Gordhanbhai Kaklotar (DIN: 11464818), being eligible has offered himself for appointment as an Independent Director on the Board of the Company.

He is an Architect with over eight years of experience in residential architecture, interior design, and turnkey project execution. He has expertise in design development, preparation of working drawings, client coordination, site supervision, and project execution. His professional experience reflects strong capabilities in strategic decision-making, project oversight, cross-functional coordination, and delivering projects with a focus on quality, timelines, and client objectives.

His experience demonstrates strong capabilities in strategic decision-making, project management, cross-functional coordination and execution, which are considered relevant to the effective discharge of his role as an Independent Director.

The Company has also received the following documents from Mr. Keyur Gordhanbhai Kaklotar (DIN: 11464818), in compliance with the regulatory requirements:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
2. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified for being appointed as Directors under subsection (2) of Section 164 of the Companies Act, 2013, and
3. Declaration that he is not debarred or disqualified from holding the office of director by virtue of any SEBI order or any other such authority.
4. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Keyur Gordhanbhai Kaklotar is a person of integrity and fulfills the conditions specified in the Act read with the Rules framed thereunder and the SEBI Listing Regulations in respect of his appointment as an Independent Director and further that he is independent of the Management.

Apart from the above, additional disclosures as required pursuant to Regulation 36 of the SEBI Listing Regulations and as per Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) are stated in the table annexed hereto in **Annexure A** and forms an integral part of this Explanatory Statement.

The Board is of the opinion that the appointment of Mr. Keyur Gordhanbhai Kaklotar as a Non-Executive Independent Director is in the best interests of the Company and accordingly recommends the Resolution set out at Item No. 7 of the Notice for approval of the Members. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than Mr. Keyur Gordhanbhai Kaklotar for his respective appointment, is concerned or interested, financially or otherwise, in this resolution

ITEM NO. 8:

Pursuant to provisions of section 180(1)(c) of the Companies Act, 2013; the board of directors of the company may borrow money on behalf of the company (along with the existing borrowings) up to the aggregate of company's paid-up share capital, free reserves and securities premium. Further, when the board requires to borrow money in excess of the aforesaid aggregate limit, a special resolution requires to be passed in the Company's General Meeting; to authorise the board to the borrow the sum(s) of money up to the specified limit in the said special resolution.

Further, provisions of Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed up to the specified limit in the said special resolution. Moreover, in order to facilitate the secured borrowing made by the Company, it would be necessary to create pledge, mortgage, hypothecate and/or charge on the assets or whole or part of the undertaking of the Company.

Keeping in view the Company's existing and future financial requirements to support its business operations and to ensure smooth cashflow, when required, it is now proposed that the Company may fix the overall borrowing limit at ₹ 100 crores and recommend the same to the shareholders for approval.

Accordingly, your directors recommend the resolution mentioned in item no. 8 of this notice for approval of the shareholders. None of the Directors or Key Managerial Personnel of the company or their relatives are considered to be interested or concerned in in passing the proposed resolution as set out in Item no. 8.

ITEM NO. 9:

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company and and the loans are utilised by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors has proposed for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs. 100 Crores.

Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company. The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

Accordingly, your directors recommend the resolution mentioned in item no. 9 of this notice for approval of the shareholders. None of the Directors or Key Managerial Personnel of the company or their relatives are considered to be interested or concerned in in passing the proposed resolution as set out in Item no. 9.

ITEM NO.10:

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 the Board of Directors of a Company is authorized to give loan, guarantee or provide any security to any person or body corporate or acquire by way of subscription, purchase or otherwise, the securities of anybody corporate, upto an amount of which shall not exceed the prescribed ceiling of sixty percent of the aggregate of the paid up capital, free reserves and securities premium account or hundred percent of its free reserves and securities premium account, whichever is more.

As per Section 186 (3) of the Act, the Company can give loans and make investments exceeding the aforesaid limits, after taking prior approval of members by means of a Special Resolution passed at a General Meeting of the Company.

Now, in order to make optimum use of funds available with the Company, the company may grant loans or give guarantee or provide security at many points of time up to an aggregate amount of ₹ 300 Crores for its business or any incidental activity thereto. Doing such activities many a times need urgent and quick decisions.

Accordingly, the Board of Directors may be authorized to give loans, guarantees, provide securities or make investments as mentioned above upto an aggregate amount outstanding which shall not exceed ₹ 300 Crores which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013. The members may note that board of directors would carefully evaluate proposals and provide such loans, guarantee or security to Company or any other group company/body corporate.

Accordingly, your directors recommend the resolution mentioned in item no. 10 of this notice for approval of the shareholders. None of the Directors or Key Managerial Personnel of the company or their relatives are considered to be interested or concerned in in passing the proposed resolution as set out in Item no. 10.

ITEM NO. 11:

Pursuant to the acquisition of Shantai Industries Limited by the Radhe Dhokla Group, resulting in a change in the ownership and management of the Company, and with a view to align the management of the Company with the new ownership and business direction, the Board of Directors at its meeting held on August 10, 2026, proposed the change of name of the Company from **"Shantai Industries Limited"** to **"Radhe Dhokla Retail Limited"** subject to name availability.

The Company has received a name availability letter dated August 18, 2026 from the Registrar of Companies, Central Registration Centre, informing no objection with respect to change in the name of the Company as proposed above. The proposed change of name would be subject to the necessary approvals in terms of the provisions of the Act.

Accordingly, your Board on August 27, 2026 approved the change in name of the Company from '**"Shantai Industries Limited"** to **"Radhe Dhokla Retail Limited"** and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as **Annexure B.**

Accordingly, your directors recommend the resolution mentioned in item no. 11 of this notice for approval of the shareholders. None of the Directors or Key Managerial Personnel of the company or their relatives are considered to be interested or concerned in in passing the proposed resolution as set out in Item no. 11.

ITEM NO. 12:

The Members are informed that the Company was originally engaged in the business of manufacturing of textile products. However, pursuant to the change in management and ownership of the Company, the Company proposes to diversify and expand its business activities into the food and beverage ("F&B") sector, including manufacturing, processing, packaging, distribution and sale of food and beverage products, as well as establishment and operation of restaurants, cafés, cloud kitchens, QSRs, catering and food delivery businesses.

Accordingly, it is proposed to alter Clause III.A. of the Memorandum of Association ("MOA") to include objects relating to the manufacture, processing, distribution and sale of food and beverage products, operation of restaurants, cafés, cloud kitchens, QSRs and allied businesses, as well as activities relating to renewable energy, solar power systems and related equipment.

It is further proposed to suitably alter the existing provisions of Clause III.B. – "Matters which are necessary for furtherance of the objects specified in Clause III.A." of the MOA so as to align the same with the proposed alteration in the Main Objects Clause and to facilitate the effective implementation of the proposed business activities.

The proposed alteration will enable the Company to undertake the aforesaid activities and pursue its proposed business plans and future growth opportunities. It is therefore considered to be in the best interests of the Company and its Members.

A copy of the existing MOA and the proposed altered MOA, together with other relevant documents, will be available for inspection by the Members electronically during business hours on all working days up to the date of the ensuing General Meeting. Both the MOAs are uploaded on the website of the company at https://shantaiindustrieslimited.com/moa-aoa/.

Accordingly, your directors recommend the resolution mentioned in item no. 12 of this notice for approval of the shareholders. None of the Directors or Key Managerial Personnel of the company or their relatives are considered to be interested or concerned in in passing the proposed resolution as set out in Item no. 12.

ITEM NO. 13:

The Company has entered into a lease arrangement with Radhe Dhokla Private Limited ("Related Party") for taking on lease certain movable assets required for the business operations of the Company.

The entered-into transaction constitutes a related party transaction falling within the ambit of Section 188 of the Companies Act, 2013 ("Act"), which specifically covers contracts or arrangements relating to the "leasing of property of any kind". Accordingly, pursuant to Section 188(1)(c) and other applicable provisions of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable SEBI circulars, the approval of the Members is being sought for ratification and approval of the aforesaid related party transaction.

The lease arrangement provides for a monthly lease rental of ₹10,00,000/- (Rupees Ten Lakh only) and a security deposit of ₹5,50,00,000/- (Rupees Five Crore Fifty Lakh only), subject to the terms and conditions of the relevant lease agreement.

The material particulars of the transaction are as follows:

Sr. No.	Description	Transaction details
1.	Name of the related party	Radhe Dhokla Private Limited
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Jinesh Kanaiyalal Pandav, Nikunj Vijaybhai Prajapati, Dishant Kanubhai Pandav are common directors in both the companies
3.	Type and Particulars of the proposed transaction	Leasing of property
4.	Nature, Duration/ tenure,	Lease of movable assets by the Company from Radhe Dhokla

	material terms, monetary value and particulars of contract/ arrangement	Private Limited for a period of 1 year (as of now), at a monthly lease rental of ₹10,00,000/- (Rupees Ten Lakh only) and a security deposit of ₹5,50,00,000/- (Rupees Five Crore Fifty Lakh only)
5.	Tenure of the transaction	Till 42nd AGM
6.	Value of the proposed transaction	Lease rent of ₹10,00,000/- (Rupees Ten Lakh only) per month and a security deposit of ₹5,50,00,000/- (Rupees Five Crore Fifty Lakh only)
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	≈68.28%
8.	Benefits of the proposed transaction	The movable assets proposed to be taken on lease are required for the Company's business operations and are expected to facilitate the Company's operational requirements without requiring the Company to incur the substantially higher upfront capital expenditure associated with outright acquisition of such assets.
9.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Jinesh Kanaiyalal Pandav, Nikunj Vijaybhai Prajapati, Dishant Kanubhai Pandav
11.	Additional disclosures to be made in case loans, inter- corporate deposits, advances or investments made or given	Not applicable
12.	Any other information that may be relevant	Not applicable

Accordingly, your directors recommend the resolution mentioned in item no. 13 of this notice for approval of the shareholders. Except mentioned above, none of the Directors or Key Managerial Personnel of the company or their relatives are considered to be interested or concerned in in passing the proposed resolution as set out in Item no. 12.

ANNEXURES TO NOTICE:

Annexure A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Companies Secretaries of India)

1. **Mr. Vasudev Fatandas Sawlani (DIN: 00831830)** is proposed to be re-appointed as Whole-time Director, who is liable to retire by rotation, his details are as under:

Name of Director	**Mr. Vasudev Fatandas Sawlani**
DIN	00831830
Date of Birth	14/10/1957
Qualification	H.S.C.
Expertise in specific functional areas	Experience of more than 38 years in Administration.
Terms and Conditions of Appointment/Reappointment	As per the resolution at Item No. 2 of the Notice convening this meeting, Mr. Vasudev Fatandas Sawlaniis liable to retire by rotation at the meeting.
Remuneration last drawn	1,50,000
Remuneration proposed	NIL
Date of First Appointment	27/07/2015
Relationship with Directors/Key managerial Personnel	Mr. Vasudev Fatandas Sawlani is the brother of Mr. Harishbhai Fatandas Sawlani, Managing Director of the company.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board	Shantai Industries Limited: a. Whole-time Director
No. of meetings of the board attended during the year 2025-26	10
Listed entities from which the person has resigned in the past three years	NIL

2. **Mr. Jinesh Kanaiyalal Pandav (DIN: 09544359)** is proposed to be appointed as an Executive Director, his details are as under:

Name of Director	**Mr. Jinesh Kanaiyalal Pandav**
DIN No.	09544359
Date of Birth	10/01/1997
Qualification	H.S.C
Expertise in specific functional areas	As per explanatory statement item no. 4
Terms and Conditions of Appointment/Reappointment	As per explanatory statement item no. 4
Remuneration last drawn	NIL
Remuneration proposed	Salary of Rs. 1,00,000/- per month
Date of First Appointment	10/08/2026
Relationship with Directors/Key managerial Personnel	Mr. Jinesh Kanaiyalal Pandav is the brother of Mr. Dishant Kanubhai Pandav and cousin of Mr. Nikunj Vijaybhai Prajapati.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board	Shantai Industries Limited: a. Additional Director
No. of meetings of the board attended during the year 2025-26	NIL
Listed entities from which the person has	NIL

resigned in the past three years	

3. **Mr. Dishant Kanubhai Pandav (DIN: 09544360)** is proposed to be appointed as an Executive Director, his details are as under:

Name of Director	**Mr. Dishant Kanubhai Pandav**
DIN No.	09544360
Date of Birth	19/08/2000
Qualification	H.S.C
Expertise in specific functional areas	As per explanatory statement item no. 5
Terms and Conditions of Appointment/Reappointment	As per explanatory statement item no. 5
Remuneration last drawn	NIL
Remuneration proposed	Salary of Rs. 1,00,000/- per month
Date of First Appointment	10/08/2026
Relationship with Directors/Key managerial Personnel	Mr. Dishant Kanubhai Pandav is the brother of Mr. Jinesh Kanaiyalal Pandav and cousin of Mr. Nikunj Vijaybhai Prajapati.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board	Shantai Industries Limited: a. Additional Director
No. of meetings of the board attended during the year 2025-26	NIL
Listed entities from which the person has resigned in the past three years	NIL

4. **Mr. Nikunj Vijaybhai Prajapati (DIN: 09544361)** is proposed to be appointed as an Executive Director, his details are as under:

Name of Director	**Mr. Nikunj Vijaybhai Prajapati**
DIN No.	09544361
Date of Birth	21/08/1999
Qualification	Bachelor of Education
Expertise in specific functional areas	As per explanatory statement item no. 6
Terms and Conditions of Appointment/Reappointment	As per explanatory statement item no. 6
Remuneration last drawn	NIL
Remuneration proposed	Salary of Rs. 1,00,000/- per month
Date of First Appointment	10/08/2026
Relationship with Directors/Key managerial Personnel	Mr. Nikunj Vijaybhai Prajapati is the cousin of Mr. Jinesh Kanaiyalal Pandav and Mr. Dishant Kanubhai Pandav.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board	Shantai Industries Limited: a. Additional Director
No. of meetings of the board attended during the year 2025-26	NIL
Listed entities from which the person has resigned in the past three years	NIL

5. **Mr. Keyur Gordhanbhai Kaklotar (DIN: 11464818)** is proposed to be appointed as a Non-Executive Independent Director, his details are as under:

Name of Director	**Mr. Keyur Gordhanbhai Kaklotar**
DIN No.	11464818
Date of Birth	13/04/1997
Qualification	Architect

Expertise in specific functional areas	As per explanatory statement item no. 7
Terms and Conditions of Appointment/Reappointment	As per explanatory statement item no. 7
Remuneration last drawn	NIL
Remuneration proposed	NIL
Date of First Appointment	10/08/2026
Relationship with Directors/Key managerial Personnel	Mr. Keyur Gordhanbhai Kaklotar is not related to any director
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board *	Shantai Industries Limited: a. Additional Director
No. of meetings of the board attended during the year 2025-26	NIL
Listed entities from which the person has resigned in the past three years	NIL
Number of equity shares held in the company, including shareholding as a beneficial owner	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per explanatory statement item no. 7

Date: August 27, 2026
Reg. Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007
Email: shantaiindustriesltd@gmail.com
Website: www.shantaiindustrieslimited.com

By order of the Board
For Shantai Industries Limited

Sd/-
Shipra Mehta
Company Secretary and Compliance Officer

Annexure B

CERTIFICATE UNDER REGULATION 45(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Board of Directors,
SHANTAI INDUSTRIES LIMITED,
8 to 12 2nd Floor,
Agrasen Shopping Centre,
Citylight,
Surat -395007

Subject: Certificate pursuant to Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, Vora Vora and Associates, Chartered Accountants, have examined the relevant books of account, records, documents and other information made available to us by the management of Shantai Industries Limited ("the Company") in connection with the proposed change in the name of the Company from **"SHANTAI INDUSTRIES LTD"** to **"RADHE DHOKLA RETAIL LTD".**

Based on our examination and the information and explanations provided to us by the management, we hereby certify that the Company has complied with the applicable conditions prescribed under Regulation **45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"),** as applicable to the proposed change of name, as follows:

1. Period elapsed since the last change of name
   As per the records and documents produced before us, the last change in the name of the Company was effected on **DECEMBER 19, 2016.**

   We confirm that a period of **more than one year** has elapsed from the date of the last change in the name of the Company.

2. Investment in the new activity/project
   Based on the books of account and records made available to us, the amount invested by the Company in the new activity/project and the assets considered for the purpose of Regulation 45(1)(c) are as follows:

Particulars	**Amount (₹ in Lakhs)**
Fixed assets	0
Advances	4,28,767
Work-in-progress / inventories	-
Investments	-
Trade receivables	2,02,03,668
Cash and cash equivalents	1,15,85,540
Total assets considered for the purpose of Regulation 45(1)(c)	**3,22,17,975**
Amount invested in the new activity/project	3,00,00,000
Percentage of investment in new activity/project to total assets	**93.12%**

We further confirm that **the amount invested in the new activity/project is at least 50% of the assets of the Company**, as determined in accordance with Regulation 45(1)(c) of the SEBI LODR Regulations.

3. Certification
   Based on our examination of the books of account, records and other relevant information and explanations provided to us, we certify that:

(i) a period of at least one year has elapsed from the last change in the name of the Company; and
(ii) at least 50% of the total revenue of the Company during the preceding one-year period has been accounted for by the new activity suggested by the new name;

OR

(iii) the amount invested in the new activity/project is at least 50% of the assets of the Company, as determined in accordance with Regulation 45(1)(c) of the SEBI LODR Regulations.

Accordingly, based on the information and explanations provided to us and our examination of the relevant records, the Company complies with the applicable requirements of **Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** in respect of the proposed change of name.

Restriction on Use
This certificate has been issued at the specific request of the management of **Shantai Industries Limited** for submission to the **BSE Limited / Stock Exchange(s) and other regulatory authorities**, as may be required in connection with the proposed change of name of the Company.

This certificate should not be used for any other purpose or distributed to any other party without our prior written consent.

For VORA VORA AND ASSOCIATES
Chartered Accountants

Sd/-
CA VIRAL S. VORA
Partner
Membership No.: 112575
UDIN: 26112575TBNCWF7739

Place: Surat
Date: 10/08/2026

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
141942

E-Voting shall start on Saturday, September 26, 2026 at 9.00 a.m. and will end on Monday, September 28, 2026 till the close of working hours i.e. 5.00 p.m.

Note: Please read the instructions carefully before exercising your vote.

DIRECTORS' REPORT

To,
The Members,
SHANTAI INDUSTRIES LIMITED

Your directors take pleasure in submitting the 41st Annual Report of the Business and operations of your Company and the Audited Financial Statements for the financial year ended March 31, 2026.

1. FINANCIAL RESULTS & PERFORMANCE

(Rs. in Lakhs)

Particulars	For the year ended 31-03-2026*	For the year ended 31-03-2025*
Revenue from operations	981.200	2024.965
Other Income	7.584	8.595
Total Revenue	**988.784**	**2033.559**
Profit before tax and Exceptional Items	(127.821)	32.550
Exceptional Items	-	-
Extraordinary Items	-	0.039
Profit before Taxation	**(127.821)**	**32.511**
-Current Tax	-	1.881
-Deferred Tax	3.532	-
-Income tax of earlier years	-	-
Net Profit/ (Loss) For the Year	**(131.353)**	**30.630**
Total Comprehensive Income for the Year	**(131.353)**	**30.630**

* Figures regrouped wherever necessary

The company has disclosed its results on quarterly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The Financial Statements as stated above are also available on the Company's website at www.shantaiindustrieslimited.com/yearly-reports.

2. STATE OF COMPANY'S AFFAIRS

During the year, your Company recorded total revenue of Rs 988.784 Lacs against Rs. 2033.559 Lacs in the previous year, and incurred Loss of Rs. 131.353 Lacs as compared to profit incurred of Rs. 30.63 Lacs in the previous year. A detailed analysis on the Company's performance is included in the "Management's Discussion and Analysis" Report, which forms part of this Report.

3. DIVIDEND

Keeping in mind the overall performance and outlook for your Company, your Board of Directors doesn't declared dividends as the company requires funds for expansion. Your directors do not recommend any dividend for the year ended March 31, 2026.

4. UNCLAIMED DIVIDEND

As on March 31, 2026, there is no balance lying in unpaid equity dividend account.

5. TRANSFER TO RESERVE

Company has not transferred any amount from profit to General Reserve.

6. MATERIAL CHANGES

There are no material changes between the end of the financial year of the company to which the financial statements relate and the date of the report, which is affecting the financial position of the company.

7. SHARE CAPITAL

During the year, there has been no change in the share capital of the company. The Authorized Share Capital of the Company as on March 31, 2026 was Rs. 5,00,00,000 and paid-up share capital of the Company as on March 31, 2026 was Rs. 1,50,00,000.

8. CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, there has been a change in the ownership and management of the Company pursuant to the takeover/acquisition by the new acquirers. In view of the change in ownership and the proposed future business plans of the Company, it is proposed to alter/amend the Objects Clause of the Memorandum of Association of the Company to reflect the proposed change in the nature and objects of the business.

The company was traditionally engaged in the manufacturing of textiles and now ventures into the food and beverage sector. Accordingly, the requisite resolution for alteration of the Objects Clause and consequential change in the nature of business of the Company has been proposed for approval of the Members at the ensuing Annual General Meeting, subject to such approvals as may be required under the applicable provisions of the Companies Act, 2013 and other applicable laws.

9. DEPOSITS

During the year, Company has not accepted any deposits from public within the meaning of the Section 73 of the Companies Act, 2013.

10. SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Holding, Joint Venture or Associate Company.

11. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant material order passed by the regulators or courts or tribunals impacting the going concern status and company's operation in nature.

12. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Vasudev Fatandas Sawlani, Whole-Time Director (DIN: 00831830), retire by rotation and is being eligible has offered herself for re-appointment at the ensuing Annual General Meeting. Company's policy on directors' appointment and remuneration is available on the website of the company at www.shantaiindustrieslimited.com/policies.

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act, 2013.

The following are the List of Directors and KMP of the Company during the year:

Name of Directors	Category & Designation	Appointment Date	Change in Designation	Resignation Date
Mr. Harishbhai Fatandas Sawlani	Managing Director	27/07/2015	04/11/2015	-
Mr. Vasudev Fatandas Sawlani	Whole-time Director	27/07/2015	29/09/2022	-
Mrs. Reena Harish Sawlani	Non-Executive Director	27/07/2015	05/08/2016	-
Mrs. Vandanaben Satishbhai Dalal	Non-Executive Independent Director	26/09/2020	-	-

Mr. Vipulbhai Subhashchandra Munshi	Non-Executive Independent Director	29/08/2024	-	-
Mr. Jinesh Kanaiyalal Pandav*	Additional Director	10/08/2026	-	-
Mr. Dishant Kanubhai Pandav*	Additional Director	10/08/2026	-	-
Mr. Nikunj Vijaybhai Prajapati *	Additional Director	10/08/2026	-	-
Mr. Keyur Gordhanbhai Kaklotar*	Additional Independent Director	10/08/2026	-	-
Mr. Sailesh Joseph Damor	Chief Financial Officer	04/11/2015	-	-
Mrs. Shipra Mehta	Company Secretary	12/03/2025	-	-

* Appointed w.e.f 10/08/2026

13. EXTRACT OF ANNUAL RETURN

As per amended section 92(3) of Companies Act, 2013 attachment of extract of annual return to Directors Report is discontinued, the Annual Return for FY 2025-26 is uploaded on the website of the Company and the same is available at www.shantaiindustrieslimited.com/annual-return

14. RELATED PARTY TRANSACTION

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under section 188 of the Companies Act, 2013 entered by the Company during the financial year, were in ordinary course of business and at arm's length basis. The Policy on Related Party Transactions is uploaded on the website of the company. The web link is www.shantaiindustrieslimited.com/policies

Further, all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, hence, disclosure in Form No. AOC-2 is not applicable to the company. The related party transactions entered into by the company are disclosed in the note 23 in the financial statements forming part of the Annual Report.

15. COMPOSITION OF BOARD AND ITS COMMITTEE, NUMBER OF MEETING HELD DURING THE YEAR

The Details of all meeting of Board of Directors and Committee meeting had taken place during the year and their detailed composition along with their attendance is mentioned below. The composition of the Board and its committee is also available on the website of the company at www.shantaiindustrieslimited.com

I. **BOARD MEETING**:

Composition of Board of Directors as on March 31, 2026 is as follows:

S. N	Name	Designation	Nature of Directorship
1	Harishbhai Fatandas Sawlani	Chairman/Managing Director	Executive Director
2	Vasudev Fatandas Sawlani	Whole-time Director	Executive Director
3	Reena Harish Sawlani	Non-Executive Director	Non-Executive Director
4	Vandanaben Satishbhai Dalal	Independent Director	Non-Executive Director
5	Vipulbhai Subhashchandra Munshi	Independent Director	Non-Executive Director

The Board meets at regular intervals to discuss and decide on the Company's performance and strategies. During the financial year under review, the Board met 10 (Ten) times and the gap between two meetings did not exceed one hundred and twenty days (120).

S. N.	Date of Meeting	Board Strength	No. of Directors Present
1.	14/04/2025	5	5
2.	30/05/2025	5	5
3.	14/08/2025	5	5
4.	29/08/2025	5	5
5.	11/10/2025	5	5
6.	12/11/2025	5	5
7.	27/11/2025	5	5
8.	28/01/2026	5	5
9.	05/02/2026	5	5
10.	13/02/2026	5	5

II. COMMITTEES MEETING

- **AUDIT COMMITTEE**

Our Company has constituted an Audit Committee with its composition, quorum, powers, roles and scope in line with the applicable provisions of the Act and Listing Regulations. The Audit Committee of the company consists of two Independent Directors and one Executive Director of the Company. All the Directors have good understanding Finance, Accounts and Law. Composition of audit committee of the company as on March 31, 2026 is as follows:

SN	Name of Member	Designation	Nature of Directorship
1	Vipulbhai Subhashchandra Munshi	Chairman	Non-Executive Independent Director
2	Vandanaben Satishbhai Dalal	Member	Non-Executive Independent Director
3	Harishbhai Fatandas Sawlani	Member	Managing Director

During the financial year 2025-26, Seven (7) meetings of Audit Committee were held on following dates:

14-04-2025	30-05-2025	14-08-2025
29-08-2025	12-11-2025	27-11-2025
05-02-2026		

Attendance of members for the meeting of Audit Committee held during the year 2025-26 are as below

SN	Name of Member	Status in Committee	No of meetings Attended	No of meetings entitled to Attend
1	Vipulbhai Subhashchandra Munshi	Chairman	7	7
2	Vandanaben Satishbhai Dalal	Member	7	7
3	Harishbhai Fatandas Sawlani	Member	7	7

The term of reference of Audit Committee is as below:

The scope of audit committee shall include, but shall not be restricted to, the following;

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.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The audit committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. management letters / letters of internal control weaknesses issued by the statutory auditors;
3. internal audit reports relating to internal control weaknesses; and

4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. statement of deviations:
    a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

- **NOMINATION AND REMUNERATION COMMITTEE**

Our Company has constituted Nomination and Remuneration Committee with its composition, quorum, powers, roles and scope in line with the applicable provisions of the Act and Listing Regulations. The Nomination and Remuneration Committee of the company consists of three Independent Directors of the Company. Composition of Nomination and Remuneration Committee of the company as on March 31, 2026 is as follows:

SN	Name of Member	Designation	Nature of Directorship
1	Vipulbhai Subhashchandra Munshi	Chairman	Non-Executive Independent Director
2	Vandanaben Satishbhai Dalal	Member	Non-Executive Independent Director
3	Reena Harish Sawlani	Member	Non-Executive Director

During the financial year 2025-26, Two (2) meetings of Nomination and Remuneration Committee were held on following dates:

14-04-2025	29-08-2025

Attendance of members for the meeting of Nomination & Remuneration Committee held during the year 2025-26 are as below:

SN	Name of Member	Status in Committee	No of meetings Attended	No of meetings entitled to Attend
1	Vipulbhai Subhashchandra Munshi	Chairman	2	2
2	Vandanaben Satishbhai Dalal	Member	2	2
3	Reena Harish Sawlani	Member	2	2

The term of reference of Nomination & Remuneration Committee is as below:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    a. use the services of an external agencies, if required;
    b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
    c. consider the time commitments of the candidates.

3. Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
4. Devising a policy on diversity of board of directors;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
6. 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.
7. Recommend to the board, all remuneration, in whatever form, payable to senior management.

The performance evaluation of the independent director was evaluated by the board after seeking inputs from all the independent directors on the basis of the criteria such as participation in decision making and rendering unbiased opinion; participation in initiating new ideas and planning of the company etc.

The board reviewed the performance of the independent directors on the basis of the criteria such as the contribution in raising concerns to the Board, safeguarding of confidential information, rendering independent unbiased opinion etc. The web link is www.shantaiindustrieslimited.com/policies

REMUNERATION OF DIRECTORS

During the year, company has paid Rs.1,20,000 sitting fees to non-executive directors.

Name	**Category**	**Remuneration (Rs.)**	**Sitting Fees (Rs.)**
Harish Fatandas Sawlani	Managing Director	1,50,000	-
Vasudev Fatandas Salwani	Whole-time Director	1,50,000	-
Reena Harish Sawlani	Non-Executive Director	-	40,000
Vandanaben Satishbhai Dalal	Non-Executive Independent Director	-	40,000
Vipulbhai Subhashchandra Munshi**	Non-Executive Independent Director	-	40,000

REMUNERATION POLICY

The Company has adopted and implemented the Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 which is available on the website of the Company www.shantaiindustrieslimited.com/policies

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long-term performance objectives appropriate to the working of the Company and support in the achievement of Corporate Goals.

- **STAKEHOLDER'S RELATIONSHIP COMMITTEE**

The term of reference of Stakeholder's Relationship Committee is as below:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

To solve the investors grievances Company has formulated Stakeholder's Relationship Committee.
Composition of the Committee as on March 31, 2026 is as follows:

SN	Name of Member	Designation	Nature of Directorship
1	Reena Harish Sawlani	Chairman	Non-Executive Director
2	Vipulbhai Subhashchandra Munshi	Member	Non-Executive Independent Director
3	Vandanaben Satishbhai Dalal	Member	Non-Executive Independent Director

During the financial year 2025-26, Four (4) meetings of Stakeholder's Relationship Committee were held on following dates:

30-05-2025	14-08-2025	12-11-2025	05-02-2026

Attendance of members for the meeting of Stakeholder's Relationship Committee held during the year 2025-26 are as below:

SN	Name of Member	Status in Committee	No of meetings Attended	No of meetings entitled to Attend
1	Reena Harish Sawlani	Chairman	4	4
2	Vipulbhai Subhashchandra Munshi	Member	4	4
3	Vandanaben Satishbhai Dalal	Member	4	4

Name & Designation and address of the Compliance Officer
CS SHIPRA MEHTA
Company Secretary & Compliance Officer,
Shantai Industries Limited,
Shop 10 2nd Floor, Agrasen Point,
Nr Agrasen Bhavan, City light Road,
Barthian, Surat, Gujarat, India, 395007

Pursuant to the Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; the details regarding investor's complaints during the year are as follows:

Status of Complaints pending, received, disposed and unresolved:

Number of Shareholders' Complaints Pending at the beginning of the year	0
Number of Shareholders' Complaints received during the year	9
Number of Shareholders' Complaints disposed during the year	9
Number of Shareholders' Complaints remain unresolved during the year	0

16. LOANS, GUARANTEES AND INVESTMENT

The particulars of loans given by the company under section 186(4) of Companies Act, 2013 have been disclosed in the financial statements of the company.

17. DECLARATION BY INDEPENDENT DIRECTORS

The company has received declaration from all the independent directors duly signed by them stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015.

There has been no change in the circumstances affecting their status as Independent Directors of the company so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant regulations.

All the independent directors have enrolled with the Indian Institute of Corporate Affairs at Manesar. All the independent directors have cleared online self-assessment test as conducted by the said institute.

SEPARATE MEETING OF INDEPENDENT DIRECTORS:
In terms of requirement of Schedule IV of the Companies Act, 2013, the Independent Directors of the company have complied with the code of Independent Director. Independent Directors met separately on March 02, 2026 to inter alia review the performance of Non-Independent Directors (Including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of the information between the Management and the Board.

18. FAMILIARIZATION TO INDEPENDENT DIRECTORS:

The Independent Directors of the Company are familiarized with the various aspects of the Company provided with an overview of the requisite criteria of independence, roles, rights, duties and responsibilities of directors, terms of appointment of the Company and policies of the Company and other important regulatory aspects as relevant for directors.

The Company, through its Executive Director or Manager as well as other Senior Managerial Personnel, conducts presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the company inclusive of important developments in business. The details of number of programs attended and the cumulative hours spent by an independent director are uploaded on the website of the company. The web link is www.shantaiindustrieslimited.com/policies

The terms and conditions of independent directors is available on the website of the company at www.shantaiindustrieslimited.com/policies

Meeting of Independent Director
During the financial year 2025-26 one meeting of Independent Director was held on March 02, 2026.

Attendance of Directors at Independent Directors meeting held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Vipulbhai Subhashchandra Munshi	Chairman	1
Mrs. Vandanaben Satishbhai Dalal	Member	1

19. VIGIL MECHANISM

Pursuant to section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Power) Rules, 2014, the Board of Directors have adopted vigil mechanism in the form of Whistle Blower Policy through which, its Directors, Employees and Stakeholders can report their genuine concerns about unethical behaviours, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

It is the Company's Policy to ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company. The practice of the Whistle Blower Policy is overseen by the Audit Committee of the Board and no employee has been denied access to the Committee. The said policy provides for adequate safeguards against victimization and also direct access to the higher levels of supervisors.

Mr. Vipulbhai Subhashchandra Munshi, the Chairman of the Audit Committee can be contacted to report any suspected/confirmed incident of fraud/misconduct on:
Email: vipulmunshi465@gmail.com
Contact no.: +919825150396

Your Company hereby affirms that no director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

20. DIRECTORS RESPONSIBILITY STATEMENT
Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, your directors hereby confirm:

A. That in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departments;

B. That the directors 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 if the Company at the end of the financial year and of the profit and loss of the Company for that period;

C. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregulations;

D. That the directors had prepared the annual accounts on a going concern basis; and

E. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

F. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. ANNUAL EVALUATION
During the year, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its committees and individual Directors, including Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee and individual Directors.

The board evaluated the performance of the board after seeking inputs from all the directors based on the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The board evaluated the performance of the committees after seeking inputs from the committee members based on the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors based on the criteria such as the contribution of the individual director to the board and committee meetings like decision-making, participation in meeting, overall performance, etc. In addition, the chairperson was also evaluated on the key aspects of his role.

The Board acknowledged certain key improvement areas emerging through this exercise and action plans to address these are in progress. The performance evaluation of the Non-Independent Directors, performance of Board as a whole including Chairman was carried out by the Independent Directors at a separate meeting of the Independent Directors on March 02, 2026.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

22. INTERNAL FINANCIAL CONTROL SYSTEM

The Company has a well-placed, proper and adequate internal financial control system which ensures that all the assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures. During the year no reportable material weakness in the design or operation were observed.

23. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Companies Act, 2013 re-emphasizes the need for an effective internal financial control system in the company. Rule 8(5) (viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of internal financial controls with reference to the financial statements to be disclosed in the boards' report. The detailed report forms part of Independent Auditors Report.

24. CORPORATE GOVERNANCE

The paid-up share capital of our company is below Rs. 10 crores and net worth of our company is below Rs. 25 crores therefore, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the compliance with corporate governance as specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation 2 of regulation 46 and Para C, D and E of Schedule V shall apply to the extent that it does not violate their respective statutes and guidelines or directives issued by the relevant authorities. Hence your company is exempted to comply with aforesaid provisions of the SEBI (LODR) Regulation, 2015. Hence corporate Governance does not form part of this Board's Report.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING

The particulars required to be included in terms of Section 134(3)(m) of the Companies Act, 2013 with regard to Conservation of energy, Technology absorption, foreign exchange earnings and outgo are given below:

A. CONSERVATION OF ENERGY

i. The steps taken or impact on conservation of energy: Nil
ii. The steps taken by the Company for utilizing alternate sources of energy: NA
iii. The capital investment on energy conservation equipment: NA

B. TECHNOLOGY ABSORPTION

i. The efforts made towards technology absorption: NA
ii. The benefits derived like product improvement, cost reduction, product development or import substitution: NA
iii. In case of imported technology (imported during last three years reckoned from the beginning of the financial year): NA
iv. The expenditure incurred on research & development during the year: NA

C. FOREIGN EXCHANGE EARNING AND OUTGO

The foreign exchange earnings and expenditure of your Company: Nil

26. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135(1) and 135(5) of the Companies Act, 2013 regarding constitution of Corporate Social Responsibility (CSR) Committee and spending of at least 2% of average net profit are not applicable to the Company.

27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, the Management Discussion and Analysis Report of the financial condition is annexed and forms an integral part of the Directors' Report is given in **Annexure - 1.**

28. STATUTORY AUDITORS

The Auditors, M/s. DSI & Co, Chartered Accountants, were appointed as Statutory Auditors on the 36th Annual General Meeting of the Company for a period of 5 years i.e. from the conclusion of the 36th AGM till the conclusion of the 41st AGM to be held for 2025-26.

Accordingly, in terms of provision of Section 139(1) and 139(2)(b), it is proposed before the shareholders to re-appoint M/s. DSI & Co, Chartered Accountants (FRN No. 127226W), as Statutory Auditors of the Company for the first term of five consecutive years i.e. from the conclusion of the 41st AGM till the conclusion of the 46th AGM to be held for FY 2026-2031.

The Statutory Auditor's Report does not contain any qualifications, reservations, adverse remarks or disclaimers. The Statutory Auditors of the Company have not reported any fraud to the Audit Committee of Directors as specified under Section 143(12) of the Act, during the year under review.

29. INTERNAL AUDITOR

The Company has appointed M/s. Dharan Shah & Associates, Chartered Accountants (FRN 145180W), as an Internal Auditor in the Board meeting held on May 25, 2026 for financial year 2026-27, after obtaining his willingness and eligibility letter for appointment as Internal Auditor of the Company.

Internal Auditors are appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the internal Audit of the Company to the Audit Committee on a quarterly basis. The scope of Internal audit is approved by the Audit Committee.

30. SECRETARIAL AUDITOR

The Company had appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, as Secretarial Auditor of the company for a period of five consecutive years commencing from April 01, 2025 till March 31, 2030.

The secretarial report for the financial year 2025-26 is attached as **Annexure-2**. The management hereby assures to stay more vigilant towards compliance and uphold strictest standards of corporate governance to avoid future non compliances.

31. COMMENTS ON AUDITOR'S REPORT

The notes referred to in the Auditor Report are self-explanatory and they do not call for any further explanation as required under section 134 of the Companies Act, 2013.

32. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There was no employee drawing remuneration in excess of limits prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Disclosure pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as per **Annexure - 3**.

33. RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's business. Risk Management is a structured approach to manage uncertainty. An enterprise-wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Structure, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

The risk management process over the period of time will become embedded into the Company's business system and processes, such that our responses to risk remain current and dynamic.

The detailed Statement on Risk Management has been attached in **Annexure –4.**

34. CEO and CFO CERTIFICATION

Pursuant to Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to declaration by CEO and CFO is not applicable to the company. Hence, the same does not does not form part of this Board's Report.

35. CODE OF CONDUCT

Pursuant to Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provision of Para D of Schedule V of SEBI (LODR) relating to Declaration by CEO is not applicable to the company. Hence the same does not does not form part of this Board's Report.

36. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has issued a certificate required under the listing regulations, confirming that none of the Directors on the Board of the company has been debarred or disqualified from being appointed or continuing as director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure - 5.**

37. SEXUAL HARASSMENT OF WOMEN

Your company adopted policy of "Prevention of Sexual Harassment of Women at Workplace". There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. The objective of this policy is to provide protection against sexual harassment of women at workplace and for redressal of any such complaints of harassment, internal complaints committee has been set up to redress the complaints, if any.

The company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Your director's further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

38. COMPLIANCE WITH MATERNITY BENEFIT ACT:

The company has complied with the provisions of the Maternity Benefit Act.

39. SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

The Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

40. FRAUD REPORTING

During the year under review, no fraud has been reported by Auditors under Section 143(12) of the Companies Act, 2013.

41. MAINTENANCE OF COST RECORDS

The company is not required to maintain Cost Records as specified by Central Government under section 148(1) of the Companies Act, 2013, and accordingly such accounts and records are not made and maintained.

42. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the

Trading Window is closed. The Board is responsible for implementation of the Code. The policy is available at www.shantaiindustrieslimited.com/policies.

43. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant material order passed by the regulators or courts or tribunals impacting the going concern status and company's operation in nature.

44. RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of Company.

45. INSURANCE:

All the properties and the Insurable Interest of the company including building and stocks wherever necessary and to the extent required have been adequately insured. The company keeps reviewing the insurance amount every year as per requirement.

46. OTHER DISCLOSURES

There are no proceedings initiated/ pending against your company under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.

47. APPRECIATION

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment and express their sincere thanks and appreciation to all the employees for their continued contribution, support and co-operation to the operations and performance of the company.

48. ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

Place: Surat
Date: August 27, 2026

For the Board of Director
Shantai Industries Limited

Sd/-
Harishbhai Fatandas Sawlani
Chairman and Managing Director
DIN: 00831848

Annexure-1

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This Report contains forward-looking statements that involve risks and uncertainties. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the included financial statements and the notes.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Global Economy and Outlook

The global economy remained resilient but faced an increasingly uncertain operating environment during the period under review. The International Monetary Fund, in its July 2026 World Economic Outlook Update, projects global output growth of 3.0% in 2026 and 3.4% in 2027, compared with an average growth rate of approximately 3.5% during 2024 and 2025. Growth remained uneven across economies, with advanced economies expanding at a relatively modest pace, while emerging market and developing economies, particularly in Asia, continued to record comparatively stronger growth.

The global operating environment was influenced by renewed geopolitical tensions and conflict in the Middle East, which affected trade flows, energy markets, business confidence and input costs. At the same time, continued investment in technology and the rapid adoption of artificial intelligence provided an offsetting source of momentum in several major economies.

Inflationary pressures moderated from their earlier peaks in several economies, although the global disinflation process remained uneven. Monetary policy also remained divergent across economies, with some central banks moving towards policy easing, while financing conditions continued to remain relatively tighter than those prevailing before the recent inflationary cycle.

For globally traded sectors such as textiles, the combination of subdued demand in certain developed markets, volatility in raw material and energy prices, geopolitical risks and the gradual reconfiguration of global supply chains continued to shape the operating environment. These factors had a direct bearing on the Company, particularly through movements in raw material prices and changes in global sourcing patterns, including the increasing opportunities for India in global textile and apparel supply chains.

Indian Economic Overview & Outlook

India continued to remain one of the fastest-growing major economies during the year. As per the provisional estimates released by the Ministry of Statistics and Programme Implementation (MoSPI), India's real Gross Domestic Product (GDP) is estimated to have grown by approximately 7.7% in FY 2025-26, compared with approximately 7.1% in the previous year. Real Gross Value Added (GVA) in the manufacturing sector grew by approximately 10.7% during FY 2025-26.

Economic activity was supported by resilient domestic consumption, continued public investment in infrastructure, a stable financial system and relatively moderate inflationary pressures. These factors provided resilience to the Indian economy amid an uncertain global environment.

The Indian textile and apparel industry continues to be an important contributor to the country's economy, exports and employment. As highlighted in the Economic Survey 2025-26, the Indian textile and apparel industry is estimated at approximately US$179 billion, contributing around 2% of India's GDP and approximately 11% of manufacturing GVA. India is the world's largest cultivator of cotton by acreage and the largest producer of jute, while remaining a major producer of silk and man-made fibres. India is also among the leading global producers of man-made fibres, including polyester and viscose.

For fabric and fashion manufacturers, domestic consumption remains an important driver of medium-term growth. Rising household incomes, increasing formalisation of retail, expanding e-commerce penetration and changing consumer preferences are supporting demand for value-added fabrics and garments. While regional disruptions and weather-related events affected local trade in certain markets during the year, the underlying trend in domestic consumption remained supportive. The Company expects India's expanding consumer market and evolving retail landscape to continue providing opportunities for growth over the medium term.

Industry Outlook and Trends

India is the world's second-largest producer of textiles and garments and remains one of the leading textile and apparel exporters globally. The sector accounts for approximately 2% of India's GDP and around 11% of manufacturing GVA, while providing direct employment to more than 45 million people. The industry is expected to remain an important contributor to India's manufacturing, employment and export ecosystem, with its contribution to the economy expected to increase over the coming years.

The domestic textile and apparel market is estimated at approximately US$225 billion in 2025 and is projected to reach approximately US$350 billion by 2030, representing an estimated annual growth rate of around 10% to 12%. Growth is expected to be supported by rising disposable incomes, increasing urbanisation, expanding e-commerce and organised retail, and evolving consumer preferences.

On the export front, India's textile and apparel exports remained resilient despite subdued global demand. Ready-made garments continued to constitute the largest export segment, followed by cotton textiles and man-made textiles. The combination of a large domestic market, an established manufacturing base, a diversified textile ecosystem and the ongoing diversification of global sourcing provides a favourable medium-term environment for Indian textile manufacturers.

The Company believes that India's increasing integration with global textile supply chains, together with the growth of the domestic market, presents opportunities for manufacturers to expand their product offerings, strengthen customer relationships and improve their competitive position.

Opportunities in 2026

The Company remains focused on sustainable and value-accretive growth by expanding its product portfolio, increasing the proportion of value-added offerings, diversifying its customer base, strengthening its market presence and improving operational efficiency.

The Company continues to focus on sustainability, renewable energy and responsible business practices. It remains attentive to developments in global economic conditions, trade policies, raw material prices, supply-chain dynamics and changing customer preferences.

The Company will continue to pursue opportunities arising from the growth of the domestic textile and apparel market and India's increasing participation in global sourcing. Through prudent financial management, product innovation, operational excellence, supply-chain resilience and a customer-centric approach, the Company aims to manage emerging risks effectively while creating sustainable long-term value for its stakeholders.

Segment-Wise or Product-Wise Performance

Over the last few years, as a **growth-oriented company** we have focused on diversifying into finished products as we see a long run way for growth in sales of these products.

The total revenue of the company stood at INR 981. 20 Lacs which was INR 2024.96 Lacs in previous year.

Outlook

The Company's business remains cautiously positive, supported by India's strong textile ecosystem, growing domestic demand, increasing global sourcing opportunities and policy support for man-made fibres and technical textiles.

The Company remains focused on strengthening its customer and supplier network, expanding its product portfolio, improving operational efficiency and exploring profitable domestic and international business opportunities while maintaining prudent financial and risk management practices.

Risks, Threats and Concerns

Raw Material Price Risk
Yarn and greige fabric prices moved sharply during the year on account of global conflict, affecting a meaningful part of the input cost base. The Company mitigates this through advance procurement, the higher in-house inventory that its integrated model naturally carries, and its ability to retain value across the chain, though volatility remains a risk that cannot be fully eliminated.

Competition and Margin Risk
The Company operates in a competitive market where intense competition, changing customer preferences and pricing pressures may affect margins and profitability. The Company focuses on product quality, cost efficiency, innovation, customer relationships and operational excellence to maintain competitiveness and support sustainable growth.

Working Capital Risk
Fluctuations in raw material prices, inventory levels and customer payment cycles may impact liquidity. The Company manages this risk through prudent cash flow, inventory and receivables management.

Demand and Macro Risk
Demand can fluctuate with consumer trends and the broader economy. The Company's spread across three routes to market and a wide product range provides some insulation against shifts in any single segment.

Cyber & Data Privacy Risk
Increasing cyberattacks; data breaches and evolving privacy requirements may create operational and reputational risks.

Consumer Behaviour Shifts
Rapid changes in fashion trends and customer preferences, especially in global markets, pose a risk of inventory obsolescence. The Company monitors market trends closely and maintains a flexible production model to respond to changing demand.

Climate and Natural Risks
Being dependent on agricultural inputs like cotton, the Company may be impacted by erratic weather patterns, droughts, or floods. These factors can affect both availability and cost of raw materials.

Material Developments in Human Resources / Industrial Relations Front, including number of people employed

Human resources remain an important contributor to the Company's growth and business execution. The Company seeks to maintain a professional, inclusive and performance-oriented work environment and focuses on employee capability, productivity and compliance with applicable employment laws.

The Company maintains cordial relations with its employees and workers, and continues to invest in skills and capability across design, printing, production, processing, procurement and merchandising.

Internal Control Systems and Their Adequacy

The Company continues to operate with a strong and well-structured internal control system that supports all areas of its business. This framework remains consistent with the previous year, ensuring operational efficiency, safeguarding of assets, accurate and transparent financial reporting, and compliance with applicable laws and regulations.

The Company conducts its business with integrity, high standards of ethical behaviour and in compliance with all applicable laws and regulations that govern its business. To maintain the integrity of our processes, the Company has established detailed management information systems, robust corporate policies, and clearly defined roles and responsibilities across departments. Qualified and experienced personnel oversee our internal processes, helping to prevent any unauthorized use of assets or misstatement of transactions.

Discussion on Financial Performance with respect to Operational Performance

During the FY 2025-26, company had placed adequate internal control in the company. The revenue from operations in FY 2025-26 was INR 981.20 Lacs as compared to INR 2024.96 Lacs in previous year.

Details of Significant Changes in Key Financial Ratios

The Significant ratios of the company are as follow: -

S. N.	Ratio	2026	2025	Variance
1	Income from Operations (In Lakhs)	981.20	2024.96	-51.54%
2	Operating Profit Margin	-12.08%	1.61	-848.01%
3	Current Ratio	1196.95	3.62	32957.72%
4	Trade Receivables Turnover Ratio	1.11	2.98	-62.81%
5	Trade Payables Turnover Ratio	5.20	8.41	-38.18%
6	Net Profit Margin	NA	NA	NA
7	Return on Capital employed	-20.12%	4.24%	-574.48%

Reasons for significant variation in ratios:
The reasons for variation in excess of 25% in various ratios are explained as follows: -

1. Operating Profit Margin
   During the year, the Company has incurred operating loss, whereas in the previous year, the Company had earned operating profit, resulting in a variation in the Operating Profit Margin.

2. Current Ratio
   During the year, current liability of the company has increased significantly as compared to the current asset of the company and hence, there is a variation in current ratio.

3. Trade Receivables turnover ratio
   During the year, the turnover and trade receivable of the company has increased significantly and thus, there is a variation in the Trade Receivable Turnover Ratio in the current year as compared to the earlier year

4. Trade payables turnover ratio
   During the year, the purchase of the company has increased significantly and hence, there is a variation in the Trade Payable Turnover Ratio.

5. Return on Capital employed
   During the year, the company have earned loss whereas in the earlier year the company has incurred profit and hence, there is a variation in the Return on Capital Employed Ratio.

Place: Surat
Date: August 27, 2026

For the Board of Director
Shantai Industries Limited

Sd/-
Harishbhai Fatandas Sawlani
Chairman and Managing Director
DIN: 00831848

Annexure-2

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

[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 Board of Directors
SHANTAI INDUSTRIES LIMITED
CIN: L46411GJ1988PLC013255
Shop 10 2nd Floor, Agrasen Point, Nr. Agrasen Bhavan,
Citylight Road, Bharthana,
Surat, Gujarat, India, 395007

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Shantai Industries Limited,** (hereinafter called the “company”). 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.

Based on my verification on test check basis of the **M/s. Shantai Industries Limited,** 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 **March 31, 2026** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place 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 **M/s. Shantai Industries Limited** for the financial year ended on **March 31, 2026** according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made there under;
ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable during the year: -
   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. **the regulation is not applicable during the Financial Year 2025-26**
   d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **the regulation is not applicable during the Financial Year 2025-26**
   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **the regulation is not applicable during the Financial Year 2025-26**
   f. 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; **the regulation is not applicable during the Financial Year 2025-26**
   g. The Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; **the regulation is not applicable during the Financial Year 2025-26** and
   h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. **the regulation is not applicable during the Financial Year 2025-26**

vi. Other Laws Specifically Applicable to Company:
   a. Income Tax Act, 1961
   b. Goods & Service Tax and other Indirect Taxes
   c. Labour Laws

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

i. Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with BSE Limited Stock Exchange of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During The year under review, the company has generally complied with the provisions of the act, rules, regulations and guidelines mentioned above except the Following:

1. *The disclosures required under Regulations 10(1)(g) and 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the transmission of shares from Mrs. Priya Sawlani to her husband, Mr. Vasudev Sawlani, were not made within a period of 4 working days from transmission. The transmission was effected on August 16, 2024 and the disclosure was done on February 06, 2026.*

2. *The Notice convening the Annual General Meeting held on September 24, 2025, contained an error in the resolution proposing the re-appointment of Ms. Vandana Dalal as an Independent Director for a further term of five years. The resolution incorrectly stated that her tenure would conclude on September 30, 2030, whereas the correct end date of her tenure should have been September 25, 2030.*

3. *The prior intimation of the Board Meeting scheduled to be held on May 30, 2025, was submitted in PDF mode on May 19, 2025, at 5:37 PM. However, the corresponding XBRL filing was made on May 20, 2025, at 5:51 PM, resulting in a delay of approximately 14 minutes beyond the prescribed 24-hour timeline from the PDF submission.*

4. *The prior intimation of the Board Meeting scheduled to be held on August 14, 2025, was filed with the Stock Exchange on August 3, 2025, accompanied by a covering letter dated August 1, 2025. Accordingly, the date mentioned in the covering letter did not correspond with the actual date of filing.*

I further report that, based on the information provided by the company, its officers and authorised representative during the conduct of the audit, and also on the review of reports by CS/CFO and Statutory Auditor of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

I further report that, the compliance by the company of applicable financial laws, like direct and indirect tax laws and other acts as mentioned in point (vi), has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

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, if any that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda 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.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

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.

I further report that, during the audit period, there were no specific events/actions in pursuance of the aforesaid laws, rules, regulations, etc. having a major bearing on the company's affairs except as mentioned:

- During the year under review, the Company was acquired by the Radhe Dhokla Group, resulting in a change in the ownership and management of the Company.

Date: August 27, 2026
Place: Surat

Sd/-
Ranjit Binod Kejriwal
FCS. No.: 6116
C P No.: 5985
UDIN: F006116H001252240
PR: I2004GJ424500

This report is to be read with our letter dated August 27, 2026 which is annexed and forms an integral part of this report.

To,

The Board of Directors
SHANTAI INDUSTRIES LIMITED
(CIN: L46411GJ1988PLC013255)
Shop 10 2nd Floor, Agrasen Point, Nr. Agrasen Bhavan,
Citylight Road, Bharthana,
Surat, Gujarat, India, 395007

Our Secretarial Audit report dated August 27, 2026 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were considered 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, we followed, provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. 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.

6. 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.

Date: August 27, 2026
Place: Surat

Sd/-
Ranjit Binod Kejriwal
FCS. No.: 6116
C P No.: 5985
UDIN: F006116H001252240
PR: I2004GJ424500

Annexure- 3

The Disclosures pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as under:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2025-26, ratio of the remuneration of the employees of the Company for the financial year 2025-26, and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for F.Y. 2025-26 (Amount in Rs.)	% increase in Remuneration in the F.Y. 2025-26	Ratio of Remuneration of each Director/to median remuneration of employees
1.	Harishbhai Fatandas Sawlani Managing Director	150000	11.11%	0:65:1
2.	Vasudev Fatandas Sawlani Whole-Time Director	150000	11.11%	0:65:1
3.	Reena Harish Sawlani Non–Executive Director	40,000^	NIL	0.17:1
4.	Vipulbhai Subhashchandra Munshi - Non-Executive Independent Director	40,000^	NIL	0.17:1
5.	Vandanaben Satishbhai Dalal Non-Executive Independent Director	40,000^	NIL	0.17:1
6.	Sailesh Joseph Damor Chief Financial Officer	5,70,000	22.65%	NA
7.	Shipra Mehta Company Secretary & Compliance Officer	2,40,000	NA	NA

^ Payment of Sitting fees

(i) Names of the top ten employees in terms of remuneration drawn from the Company in the financial year 2025-26:

Sr. No.	Name & Designation	Qualification	Remuneration (Amount in Rs.)	Date of Appointment	Age (In years)	Relative of Director/ Manager	% of Equity Shares
1	Vishal Vasudev Sawlani – Project Incharge	Diploma in Business Administration	6,00,000	01/04/2025	41	Son of Vasudev Salwani	NIL
2	Sailesh Joseph Damor - Chief Financial Officer	B. Com	5,70,000	04/11/2015	53	N.A.	NIL
3	Kajal Jitendrakumar Jain - Accountant	Graduate	4,00,000	01/09/2024	31	N.A.	NIL
4	Bahubal Kapadia - Advisor	Under Graduate	4,00,000	01/09/2024	68	N.A.	NIL
5	Vipul K. Kayastha - Accountant	B. Com	2,80,000	01/09/2024	52	N.A.	NIL
6	Mukeshkumar P. Sharma - Clerical Staff	Metric Pass	2,73,287	01/09/2024	50	N.A.	NIL
7	Suresh Kumawat	Under	2,40,000	01/09/2024	56	N.A.	NIL

	– Clerical Staff	Graduate					
8	Dineshchandra Chhotelal Kumavat -- Clerical Staff	Under Graduate	2,20,000	01/09/2024	54	N.A.	NIL
9	Shilvant Singh -- Clerical Staff	Metric Pass	1,93,884	01/09/2024	48	N.A.	NIL
10	Murli F. Sawlani— Business Administrator	Metric Pass	1,50,000	01/09/2024	50	Brother of Vasudev Salwani and Harish Sawlani	16%

(ii) The median remuneration of employees of the Company during the Financial Year was Rs. 2,30,000/-

(iii) In the Financial year, there the median remuneration of employees has increased by 44.69% compared to previous year.

(iv) There were 13 permanent employees on the rolls of the Company as on March 31, 2026;

(v) Average percentage in the salaries of employees other than the managerial personnel has decreased by 13.27% in comparison of the last financial year. Average percentage has increased by 37.25% in the salaries of the managerial personnel in comparison of the last financial year.

(vi) The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.

(vii) It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Place: Surat
Date: August 27, 2026

For the Board of Director
Shantai Industries Limited

Sd/-
Harishbhai Fatandas Sawlani
Chairman and Managing Director
DIN: 00831848

Annexure-4

STATEMENT OF RISK MANAGEMENT

The Company has established a robust Risk Management Policy and Framework to identify, assess, monitor and mitigate risks that may impact its business operations, financial performance, assets, reputation and long-term strategic objectives. The framework integrates risk management into the Company's decision-making processes, enabling proactive risk mitigation within the risk appetite approved by the Board of Directors.

1. Risk Management Objectives:

- Identify and evaluate key business risks on a continuous basis.
- Establish appropriate mitigation measures to minimize potential impact.
- Ensure compliance with applicable statutory and regulatory requirements.
- Strengthen operational resilience and business continuity.
- Safeguard the interests of shareholders and other stakeholders.

2. Key Risks Identified:

- **Market Risk:** Risks resulting from fluctuations in customer demand, input costs, commodity prices, inflation and overall economic conditions.
- **Cyber Security and Data Privacy Risk:** Increasing cyber threats, ransomware attacks and data privacy incidents may disrupt business operations and compromise confidential information.
- **Artificial Intelligence (AI) and Technology Risk:** Rapid adoption of AI and emerging technologies presents risks relating to governance, ethical use, data integrity, regulatory compliance and technology obsolescence.
- **Regulatory Change Risk:** Frequent amendments to corporate, securities, taxation and ESG regulations may require timely adaptation of business processes and compliance frameworks.
- **Liquidity and Capital Allocation Risk:** Volatility in financial markets and changing economic conditions may affect liquidity, funding requirements and efficient capital deployment.
- **Fraud and Financial Crime Risk:** Risks arising from fraud, bribery, corruption, money laundering or other unethical practices may result in financial loss and reputational damage.
- **Human Resource Risk:** Risks associated with talent acquisition, employee retention, succession planning and workforce capability.

3. Risk Mitigation Strategies:

- A well-defined internal control and governance framework.
- Periodic risk assessment and management review mechanisms.
- Internal audit and compliance monitoring systems.
- Information security and cyber security measures.
- Business continuity and disaster recovery planning.
- Regular review of policies, procedures and operational controls.
- Continuous monitoring of regulatory developments and compliance requirements.
- Enterprise Risk Management (ERM) framework for identifying and monitoring emerging risks.
- Vendor due diligence and third-party risk management processes.
- Segregation of duties and maker-checker controls for key business processes.
- Fraud risk management through Whistle Blower Mechanism and Code of Conduct.
- Periodic technology upgrades and digital infrastructure strengthening.
- Employee training and awareness programmes on compliance, cyber security and ethical practices.
- Adequate insurance coverage for key business assets and operational risks.
- Data privacy and confidential information protection measures.
- Liquidity planning and prudent treasury management.
- ESG and sustainability initiatives to address environmental and climate-related risks.
- Periodic review of key risks by the Board, Audit Committee and Risk Management Committee, wherever applicable.

4. Governance and Oversight:

The **Board of Directors** oversees the Company's Risk Management Framework, while the **Audit Committee** and the **Risk Management Committee**, wherever applicable, periodically review the effectiveness of the risk management systems, internal controls and compliance framework. The Management regularly identifies, evaluates and monitors emerging risks and implements appropriate mitigation measures to ensure effective risk governance across the organization.

Place: Surat
Date: August 27, 2026

For the Board of Director
Shantai Industries Limited

Sd/-
Harishbhai Fatandas Sawlani
Chairman and Managing Director
DIN: 00831848

Annexure-5

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Shantai Industries Limited
(CIN: L46411GJ1988PLC013255)
Shop 10 2nd Floor, Agrasen Point, Nr. Agrasen Bhavan,
Citylight Road, Bharthana,
Surat, Gujarat, India, 395007

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SHANTAI INDUSTRIES LIMITED** having CIN: L46411GJ1988PLC013255 and having registered office at Shop 10 2nd Floor, Agrasen Point, Nr. Agrasen Bhavan, Citylight Road, Bharthana, Surat, Gujarat, India, 395007 (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 March 31, 2026 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.

S. No.	Name of Director	DIN	Date of appointment in Company
1.	VASUDEV FATANDAS SAWLANI	00831830	27/07/2015
2.	HARISHBHAI FATANDAS SAWLANI	00831848	27/07/2015
3.	REENA HARISH SAWLANI	07245653	27/07/2015
4.	VIPULBHAI SUBHASHCHANDRA MUNSHI	03270383	29/08/2024
5.	VANDANABEN SATISHBHAI DALAL	08779138	26/09/2020

Ensuring the eligibility 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.

Place: Surat
Date: August 27, 2026

Sd/-
Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116H001252121
PR: I2004GJ424500

FINANCIAL STATEMENTS

AUDITOR'S REPORT TO THE MEMBERS

To,
The Members,
Shantai Industries Ltd.
(Formerly known as Wheel and Axle Textile Limited)

A **Report on the standalone Financial Statements**

We have audited the accompanying standalone financial statements of Shantai Industries Limited (formerly known as Wheel and Axle Textiles Limited) ("the Company"), which comprises the balance sheet as at **March 31, 2026**, the statement of profit and loss, statement of cash flows of the Company and the statement of changes in equity for the year ended on that date, and notes to the standalone financial statements, including 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 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **March 31, 2026**, and its profit, cash flows and changes in equity for the year ended on that date.

B **Basis of Opinion**

We conducted our audit in accordance with the standards on auditing 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 standalone 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 Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our opinion.

C **Key audit matters**

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

We have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the auditors' responsibilities for the audit of the standalone financial statements section of our report, including in relation to that matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying standalone financial statements.

The key audit matter	How the matter was addressed
Written off of Export Benefits The following export benefits are receivable by the company since long and the same stand write off in the current year: (i) IGST Refundable 8.44 lacs (ii) Duty 67.45 lacs (iii) ROSL 10.00 lacs	It may be noted that these export benefits are receivable by the company since long. The management of the company have decided to write off the said receivable of export benefit as the same is outstanding since long.

D **Information other than the standalone financial statements and auditors' report**

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises of the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Infomration, but does not include the 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 standaloane 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.

E **Responsibility of the Management and Board of Directors for the standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Management and 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 company's Mamnagement and Board of Directors are also responsible for overseeing the Company's financial reporting process.

F **Auditor's responsibilities for the audit of the standalone financial statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are 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 SAs 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 these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also -

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.

- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

G **<u>Report on Other Legal and Regulatory Requirements</u>**

1 As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in ***Annexure-A*** a statement on the matters specified in paragraphs 3 and 4 of the Order.

2 As required by section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The standalone balance sheet, the standalone statement of profit and loss, the standalone cash flow statement and standalone statement of Changes in Equity dealt with by this report are in agreement with the books of account;

(d) In our opinion, the aforesaid 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 the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2026** from being appointed as a director in terms of Section 164(2) of the Act;

(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 our separate report in ***Annexure-B*** . Our 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 Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company does not have any pending litigations which would impact its financial position;

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

(iii) There has been no amount which was required to be transferred to the Investor Education and Protection Fund by the Company during the year.

(iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entities including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) The Board of Directors of the Company has not paid or proposed any dividend either interim or final in the current previous year.

(vi) The company has not maintained its books of account in an accounting software that has a feature of recording audit trail (edit log) and preserving such audit trail as required under Rule 3(1) of the Companies (Accounts)Rule, 2014.

However, in our opinion, the company has, prima facie, maintained books of account that present a true and fair view of the state of affairs of the Company, as required under Section 128(1) of the Companies Act, 2013 for the financial year

As per our report of even date
For DSI & Co.
Chartered Accountants
ICAI FRN 127226W

sd/-
Eric Kapadia
Partner
Membership No. 136712
UDIN: 26136712GSUZEL5295

Place : Surat
Date : 25-05-2026

ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT

Auditor's Report to the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act.

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Shantai Industries Limited** *(formerly known as Wheel and Axle Textiles Limited*) of even date)

In terms of the information and explanations sought by us and given by the company and the books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that : -

1 <u>In respect of the Company's Property, Plant and Equipment and Intangible Assets:</u>

(a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipments.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular program of physical verification of property, plant and equipments and right-of-use of assets so as to cover all asssets, once every two years which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, the management has physically verified the property, plant and equipments and no material discrepancies were noticed on such physical verification.

(c) According to the information and explanation given to us and the records examined by us, since the company is not having any immovable properties as at the balance sheet date, reporting under Clause 3(i)(c) of the Order is not applicable to the company.

(d) The company has not revalued any of its Property, Plant and Equipments (including right-of-use assets) or Intangible Assets during the year.

(e) According to the information and explanation given to us, the company is not holding any Benami Property and hence no proceedings are initiated or are pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.

2 <u>In respect of its inventories and working capital</u>

(a) The physical verification of the inventory has been conducted at reasonable interval by the management and in our opinion the coverage and procedure of such verification by the Management is appropriate consdiering the size of the company and nature of its business and no material discrepancies were noticed on such physical verificaton.

3 <u>Investments, guarantees, securities and loans</u>

According to the information and explanations provided to us, the Company has not made any fresh investments in or provided any guarantee or security or loans during the year under consideration, but has granted inter corporate loans in earleir year, the details of which is as follows:

Sr. No.	Particulars	Investment	Guarantee	Security	Loans	Advances in Nature of
(i)	<u>Aggregate Amount Provided during the</u>					
	- Subsidiaries		-	-	-	-
	- Associates		-	-	-	-
	- Joint ventures		-	-	-	-
	- Other parties		-	-	-	
	Total		**-**	**-**	**-**	**-**
(ii)	<u>Balance Outstanding as on 31-03-2026</u>					
	- Subsidiaries		-	-	-	-
	- Associates		-	-		-
	- Joint ventures		-	-	-	-
	- Other parties		-	-	4.29	-
			-	**-**	**4.29**	**-**

4 <u>Compliance of Section 185 and 186 of the Companies Act, 2013</u>

In our opinion and according to the information and explanations given to us, the company has complied with the provisions of sections 185 and 186 of the Act, in respect of grant of loans, whereas, it has not made any investments or granted any guarantees or securities during the year.

5 Public Deposits:

The company has neither accepted any deposits from public nor accepted any amounts which are deemed to be deposits within the meaning of section 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the reporting under clause 3(v) of the order is not applicable to the company.

6 Cost Records:

According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of the activities carried out by the company. Therefore, the provisions of clause 3(vi) of the Order is not applicable to the Company.

7 Statutory Dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Income Tax, and other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanation given to us, there were no undisputed amounts payable in respect of statutory dues which were outstanding as at **March 31, 2026** for a period of more than six months from the date they became payable

(b) There was no amount of statutory dues as referred to in sub-clause (a), which have not been deposited on account of any disputes as at the year end.

8 Surrender or disclosure of transactions and income not recorded in the books of accounts:

In our opinion and according to information and explanations given to us, the company has not surrendered or disclosed any income or transactions which are not recorded in the books of account, during the year, in the tax assessments under the Income Tax Act, 1961.

9 Repayment of financial dues:

During the year under consideration, the company does not have any loans or borrowings from any financial institutions, banks, government or debenture holders. Accordingly, the reporting under clause 3(ix) of the order are not applicable to the company.

10 Utilization of fund raised by way of Initial Public Offer, Preferential allotment or Private placement, etc.:

During the year under consideration, the company does not have raised any money be way of initial public offer (IPO) or further public offer (including debt instruments) and term loans. Accordingly, the reporting under clause 3(x) of the order are not applicable to the company.

11 Frauds and whistle-blower complaints

(a) In our opinion and according to the information and explanations given to us, no fraud by the Company or any fraud on the company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year under consideration.

(c) In our opinion and according to the information and explanations given to us, no whistle-blower complaints have been received by the company during the year.

12 Compliance of Nidhi Company:

The company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the reporting under clause 3(xii) of the Order is not applicable to the company.

13 Transactions with the related parties:

In our opinion and according to the information and explanations given to us, the company is in compliance with Section 177 and 188 of the Companies Act where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the notes to financial statements as required by the applicable Accounting Standards.

14 Internal Audit System

(a) The company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the company issued till the date of the audit report, for the period under audit have been considered by us.

15 Non - Cash Transactions:

In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with the directors or the persons connected with its directors, as provided in Section 192 of the Companies Act, 2013. Accordingly, the reporting under clause 3(xv) of the order are not applicable to the company.

16 Registeration u/s. 45 IA of Reserve Bank of India Act,1934:

(a) In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi)(a) of the order are not applicable to the company.

(b) In our opinion and according to the information and explanations given to us,the company has not conducted any Non-Banking Financial or Housing Finance activities and accordingly, the reporting under clause 3(xvi)(b) of the order are not applicable.

(c) In our opinion and according to the information and explanations given to us,the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and accordingly, the reporting under clause 3(xvi)(c) of the order are not applicable.

(d) In our opinion and according to the information and explanations given to us, the Group does not have any Core Investment Company (CIC) and accordingly, the reporting under clause 3(xvi)(d) of the order are not applicable.

17 Cash Losses:

According to the information and explanation given to us and the records examined by us, the company has not incurred any cash losses in the current financial year whereas in the immediately preceding financial year, the company has incurred cash losses of

18 Issues, Observations, etc. raised by outgoing auditors:

There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

19 Material Uncertainty:

According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20 Corporate Social Responsibility:

(a) In our opinion and according to the information and explanations given to us, the company is not covered by the criteria specified under section 135. Hence, the company is not required to comply with second proviso to sub-section (5) of section 135 of the said Act.

(b) In our opinion and according to the information and explanations given to us, the company is not covered by the criteria specified under section 135. Hence, the company is not required to comply with sub-section (6) of section 135 of the said

21 Qualification, adverse remark in CARO of the companies included in consolidated financial statement:

In our opinion, clause 3(xxi) of the Order is not applicable on standalone Financial Statement. Hence, we are not required to express our opinion as required in this clause.

As per our report of even date
For DSI & Co.
Chartered Accountants
ICAI FRN 127226W

sd/-
Eric Kapadia
Partner
Membership No. 136712
UDIN: 26136712GSUZEL5295

Place : Surat
Date : 25-05-2026

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 2(F) under 'Report on other legal and regulatory requirements' section of our report to the members of **Shantai Industries Limited** *(formerly known as Wheel and Axle Textiles Limited)* , of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Shantai Industries Limited (formerly known as Wheel and Axle Textiles Limited) ("the Company"), as at **March 31, 2026**, in conjunction with our audit of the standalone financial statements of the Company for the period ended on that date.

Management's responsibility for internal financial controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **March 31, 2026**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

As per our report of even date
For DSI & Co.
Chartered Accountants
ICAI FRN 127226W

sd/-
Eric Kapadia
Partner
Membership No. 136712
UDIN: 26136712GSUZEL5295

Place : Surat
Date : 25-05-2026

SHANTAI INDUSTRIES LTD.
Statement of Assets and Liabilities as at March 31, 2026
(All amounts are in INR in Lacs unless otherwise stated)

		Note No.	As at 31-03-2026 (Amount in	As at 31-03-2025 (Amount in ₹)
I	**ASSETS**			
	1 Non-Current Assets			
	(a) Property, Plants and Equipments	**1**	**-**	0.845
	(b) Capital work-in-process		**-**	-
	(c) Investment Properties		**-**	-
	(d) Goodwill		**-**	-
	(e) Other Intangible Assets		**-**	0.090
	(f) Intangible assets under development		**-**	-
	(g) Biological Assets other than Bearer Plants		**-**	-
	(h) Financial Assets			
	(i) Investments			
	(ii) Trade Receivables			
	(iii) Loans			
	(i) Deferred Tax Assets (net)	**2**	**-**	3.532
	(j) Other non-current assets		**-**	-
	SUB TOTAL		**-**	4.467
	2 Current Assets			
	(a) Inventories	**3**	**-**	26.123
	(b) Financial Assets			
	(i) Investments		**-**	-
	(ii) Trade and Other Receivables	**4**	**553.973**	1,218.807
	(iii) Cash and Cash Equivalents	**5**	**70.295**	54.593
	(iv) Bank Balances Other than Cash and Cash Equivalents		**-**	-
	(v) Loans	**6**	**4.288**	79.271
	(c) Other Current assets	**7**	**7.146**	94.413
	SUB TOTAL		**635.702**	1,473.206
	Non-Current Assets Classified as Held for Sale		**-**	-
	TOTAL ASSETS		**635.702**	1,477.673
II	**EQUITY AND LIABILITIES**			
	A EQUITY			
	(a) Equity Share Capital	**8**	**150.000**	150.000
	(b) Other Equity	**9**	**485.170**	616.524
	TOTAL EQUITY		**635.170**	766.524
	B LIABILITIES			
	1 Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	**10**	**-**	290.000
	(ii) Trade Payables		**-**	-
	(iii) Others		**-**	-
	(b) Provisions	**11**	**-**	14.275
	(c) Deferred tax liabilities (Net)		**-**	-
	(d) Other Non Current liabilities		**-**	-
	SUB TOTAL		**-**	304.275
	2 Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings		**-**	-
	(ii) Trade Payables	**12**		
	- Total outstanding dues of micro enterprises and small		**-**	-
	- Total outstanding dues of creditors other than micro enterprise and small enterprises		**-**	363.103
	(b) Other Current liabilities	**13**	**0.523**	34.438
	(c) Provisions	**14**	**0.008**	9.332
	(d) Deferred tax liabilities (Net)		**-**	-
	SUB TOTAL		**0.531**	406.873
	TOTAL EQUITY AND LIABILITY		**635.702**	1,477.673
	Significant accounting policies and accompanying notes to the financial statements	**22-23**		

For & on behalf of the Board
Shantai Industries Ltd.

As per our report of even date
For D S I & Co
Chartered Accountants
ICAI FRN : 127226W

sd/-	**sd/-**	**sd/-**	**sd/-**
Harish Sawlani	**Vasudev Sawlani**	**Shailesh Damor**	**Shipra Mehta**
Chairman & MD	**WTD**	**CFO**	**Company Secretary**
DIN : 00831848	**DIN: 00831830**		

Place : Surat
Date : 25-05-2026

sd/-
Eric Kapadia
Partner
Membership No. 136712
UDIN: 26136712GSUZEL5295

Place : Surat
Date : 25-05-2026

Standalone Statement of Profit & Loss for the year ended March 31, 2026

(All amounts are in INR in Lacs unless otherwise stated)

		Notes	For the year ended on 31-03-2026 Amount in ₹	For the year ended on 31-03-2025 Amount in ₹
I	**INCOME**			
	Revenue from Operations	**15**	**981.200**	2,024.965
	Other Income	**16**	**7.584**	8.595
		Total	**988.784**	2,033.559
II	**EXPENDITURE**			
	Purchase of Goods		**943.356**	1,526.289
	Changes in Inventories of Finished Goods Work in Progress and Stock in Trade	**17**	**26.123**	412.434
	Employee Benefit Expenses	**18**	**38.672**	33.577
	Finance Costs	**19**	**0.027**	0.032
	Depreciation & Amortization Expenses	**20**	**0.183**	0.140
	Other Expenses	**21**	**108.245**	28.537
		Total	**1,116.606**	2,001.010
III	**Profit before Exceptional and Extraordinary Items and Tax**		**(127.821)**	32.550
IV	Exceptional Items		**-**	-
V	Extraordinary Items		**-**	0.039
VI	**Profit/(Loss) before tax**		**(127.821)**	32.511
VII	**Tax Expenses :**			
	- Current Tax		**-**	1.881
	- Deferred Tax		**3.532**	-
VIII	**Profit/(Loss) for the period from Continuing Operations**	**#DIV/0!**	**(131.353)**	30.630
IX	Profit / (Loss) from discontinuing operations		**-**	-
X	Tax expense of discounting operations		**-**	-
XI	Profit / (Loss) after Tax from Discontinuing Operations		**-**	-
XII	**Profit / (Loss) for the period**		**(131.353)**	30.630
XIV	**Other Comprehensive Income:**			
	(i) Items that will not be reclassified to Statement of Profit and Loss		**-**	-
	(ii) Income Tax relating to items that will not be reclassified to Statement of Profit and Loss		**-**	-
	(iii) Items that will be reclassified to Statement of Profit and Loss		**-**	-
	(iv) Income Tax relating to items that will be reclassified to Statement of Profit and Loss		**-**	-
	Total Comprehensive Income for the year		**(131.353)**	30.630
XV	Paid-up Equity Share Capital (F.V. of Rs. 2 each) (Previous Year 10 each)		**150.000**	150.000
XVI	Earning per Share of ₹ 2 each (previous year ₹ 10 each)			
	- Basic		**(1.751)**	2.042
	- Dilluted		**(1.751)**	2.042

Significant accounting policies and accompanying notes to the financial statements **22-23**

For & on behalf of the Board
Shantai Industries Ltd.

For D S I & Co
Chartered Accountants
ICAI FRN : 127226W

sd/-	sd/-	sd/-	sd/-	sd/-
Harish Sawlani	**Vasudev Sawlani**	**Shailesh Damor**	**Shipra Mehta**	**Eric Kapadia**
Chairman & MD	**WTD**	**CFO**	**Company Secretary**	**Partner**
DIN : 00831848	**DIN: 00831830**			**Membership No. 136712**
				UDIN: 26136712GSUZEL5295

Place : Surat
Date : 25-05-2026

Place : Surat
Date : 25-05-2026

SHANTAI INDUSTRIES LTD.

Standalone Statement of Cash Flow for the year ended March 31, 2026

(All amounts are in INR in Lacs unless otherwise stated)

	Particulars		For the Year Ended On 31-03-2026		For the Year Ended On 31-03-2025	
A	**Cash Flow from Operating Activities**					
	Net Profit before tax and extraordinary items			**(127.821)**		32.511
	Add: Adjustments for :					
	Depreciation & Amortisation Expenses		**0.183**		0.140	
	Gratuity Provision		**-**		0.683	
	Loss on sale of Fixed Assets		**0.610**			
	Finance Cost		**0.027**	**0.820**	0.032	0.855
	Less: Adjustments for :					
	Interest on Fixed Deposits			**6.531**		7.987
	Operating P/(L) before working capital changes			**(133.532)**		25.379
	Add: Adjustments for :					
	Increase/(Decrease) in Trade Receivables		**664.834**		######	
	Increase/(Decrease) in Trade Payables		**(363.103)**	**301.730**	363.048	(713.874)
	Less: Adjustments for :					
	Increase/(Decrease) in Inventories		**(26.123)**		(412.434)	
	Increase/(Decrease) in Short Term Loans		**(74.983)**		79.271	
	Increase/(Decrease) in Other Current Assets		**(87.267)**		(20.501)	
	Increase/(Decrease) in Other Current Liabilities		**33.914**		(34.200)	
	Increase/(Decrease) in Provision		**14.275**			
	Increase/(Decrease) in Short Term Provisions		**9.325**	**(130.858)**	(6.887)	(394.752)
	Cash generated from/(used in) Operating Activities			**299.056**		(293.744)
	Less: Provision for Tax			**-**		1.881
				299.056		(295.624)
	Less: Prior Year Expenses			**-**		-
	Net Cash generated from/(used in) Operating Activitie	**(A)**		**299.056**		(295.624)
B	**Cash Flow from Investing Activities**					
	Purchase of Fixed Assets			**(0.400)**		(0.279)
	Sale of Fixed Assets			**0.543**		
	Net Cash generated from/(used in) Investing Activitie	**(B)**		**0.142**		(0.279)
C	**Cash Flow from Financing Activities**					
	Add: Adjustments for :					
	Increase in Borrowings		**(290.000)**		290.000	
	Interest Income		**6.531**	**(283.469)**	7.987	297.987
	Less: Adjustments for :					
	Interest Expense			**0.027**		0.032
	Net Cash generated from/(used in) Financing Activitie	**(C)**		**(283.496)**		297.955
	Net Incr./(Decr.) in cash and cash equivalents	**(A+B+C)**		**15.703**		2.052
	Cash and cash equivalents at the begining of the year			**54.593**		52.541
	Cash and cash equivalents at the end of the year			**70.295**		54.593
	Components of the Cash and Cash Equivalents					
	- Cash on Hand			**11.514**		2.723
	- with Bank - in Current Accounts			**8.405**		2.990
	- with Bank - in Fixed Deposits Accounts			**50.376**		48.879
				70.295		54.593

For & on behalf of the Board
Shantai Industries Ltd.

For D S I & Co
Chartered Accountants
ICAI FRN : 127226W

sd/-
Harish Sawlani
Chairman & MD
DIN : 00831848

sd/-
Vasudev Sawlani
WTD
DIN: 00831830

sd/-
Shailesh Damor
CFO

sd/-
Shipra Mehta
Company Secretary

sd/-
Eric Kapadia
Partner
Membership No. 136712
UDIN: 26136712GSUZEL5295

Place : Surat
Date : 25-05-2026

Place : Surat
Date : 25-05-2026

(All amounts are in INR in Lacs unless otherwise stated)

		As at 31-03-2026 Amount in ₹	As at 31-03-2025 Amount in ₹
EQUITY SHARE CAPITAL			
Authorised Capital Equity Share Capital of ₹ 2 (Previous year ₹ 10) each:			
Opening Balance		**500.000**	500.000
Changes in Equity Share capital during the year		**-**	-
Closing Balance		**500.000**	500.000
No. of Equity Shares of ₹ 2 (Previous year ₹ 10) each at the end of the year		**250.000**	50.000
Issued, Subscribed and Paid-up Equity Share Capital of ₹ 2 (Previous year ₹ 10) each fully paid up			
Opening Balance		**150.000**	150.000
Changes in Equity Share capital during the year		**-**	-
Closing Balance		**150.000**	150.000
Reconciliation of Changes in No. of Equity Shares during the Year			
Equity Shares of ₹ 2 (Previous year ₹ 10) each at the beginning of the year		**75.000**	15.000
Add: Shares issued during the year		**-**	-
Equity Shares of ₹ 2 (Previous year ₹ 10) each each at the end of the year		**75.000**	15.000
OTHER EQUITY			
Profit & Loss Account		**63.569**	194.923
General Reserve		**400.942**	400.942
Capital Reserve		**20.659**	20.659
	Total	**485.170**	616.524
Profit and Loss Account			
Opening Balance		**194.923**	164.293
Add : Profit for the year		**(131.353)**	30.630
		63.569	194.923
Less : Transferred to Statutory Reserve		**-**	-
	Sub Total	**63.569**	194.923
General Reserve			
Opening Balance		**400.942**	400.942
Add : Transferred from Profit and Loss Account		**-**	-
	Sub Total	**400.942**	400.942
Capital Reserve			
Opening Balance		**20.659**	20.659
Add : Additions during the year		**-**	-
	Sub Total	**20.659**	20.659
	Total	**485.170**	616.524

For & on behalf of the Board
Shantai Industries Ltd.

For D S I & Co
Chartered Accountants
ICAI FRN : 127226W

sd/-
Harish Sawlani
Chairmen & MD
DIN : 00831848

sd/-
Vasudev Sawlani
WTD
DIN: 00831830

sd/-
Shailesh Damor
CFO

sd/-
Shipra Mehta
Company Secretary

sd/-
Eric Kapadia
Partner
Membership No. 136712
UDIN: 26136712GSUZEL5295

Place : Surat
Date : 25-05-2026

Place : Surat
Date : 25-05-2026

Sr. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As on 01-04-2025	Additions during the year	Deductions during the year	As on 31-03-2026	As on 01-04-2025	For the year	Deductions during the year	As on 31-03-2026	As on 31-03-2026	As on 31-03-2025
[A]	**Tangible Assets**										
1	Furniture and Fixtures	0.256	-	0.256	-	0.233	0.005	0.238	-	-	0.022
2	Computer	5.850	-	5.850	-	5.350	0.119	5.470	-	-	0.499
3	Machinery & Office Equipments	1.835	0.400	2.235	-	1.512	0.058	1.570	-	-	0.323
	Sub Total	7.940	0.400	8.341	-	7.096	0.183	7.279	-	-	0.845
[B]	**Intangible Assets**										
1	Software Purchase	1.807	-	1.807	-	1.717	-	1.717	-	-	0.090
	Sub Total	1.807	-	1.807	-	1.717	-	1.717	-	-	0.090
	Total	**9.748**	**0.400**	**10.148**	**-**	**8.813**	**0.183**	**8.996**	**-**	**-**	**0.935**
	Previous Year's figures	9.469	0.279	-	9.748	8.673	0.140	-	8.813	0.935	-

1.1 Depreciation on Property, Plant and Equipmenrs and Intangible Assets is calculated on Written Down Value Method. The depreciation for the respective assets has been computed on the basis of their useful life as specified in Schedule II to the Companies Act, 2013, in accordance with the information and explantions as provided to us by the management of the company.

1.2 Property, Plant and Equipments and Intangible assets are stated at cost of acquisition less depreciation.

1.3 The carrying amounts of the company's assets are reviewed at each balance sheet date. If any indication of impairment exists, an impairment loss is recognized to the extent of the excess of the carrying amount over the estimated recoverable amount.

(All amounts are in INR in Lacs unless otherwise stated)

		As at 31-03-2026 Amount in ₹	As at 31-03-2025 Amount in ₹
2	**DEFERRED TAX ASSETS**		
	Deferred Tax Assets		
	Opening Balance	**3.532**	3.532
	Add : Provision/(Write Off) during the year	**(3.532)**	-
	Total	**-**	3.532
3	**INVENTORIES** *(As taken valued and certified by the management)*		
	Finished Goods	**-**	26.123
	Total	**-**	26.123

3.1 All inventories are valued at cost. Inventories are taken, valued and certified by the management.

		As at 31-03-2026	As at 31-03-2025
4	**TRADE RECEIVABLES** *(Unsecured and considered good)*		
	- Trade receivables outstanding for a period exceeding six months from the date they are due for payment	**109.439**	**-**
	- Others	**444.533**	1,218.807
	Total	**553.973**	1,218.807

Trade Receivable Ageing Schedule

Sr. No.	Particulars	Outstanding for following periods from due date of payment: For Less Than 6 Months	For 6 Months - 1 Year	For 1 - 2 Years	For 2 - 3 Years	For More than 3 Years	Total As On 31-03-2026	Total As On 31-03-2025
(i)	Undisputed & Unsecured - Considered good							
	- As on 31-03-2026	444.53	109.44	-	-	-	**553.973**	-
	- As on 31-03-2025	1,194.78	-	24.03	-	-	**-**	1,218.807
(ii)	Undisputed & Unsecured - Considered Doubtful							
	- As on 31-03-2026	-	-	-	-	-	**-**	-
	- As on 31-03-2025	-	-	-	-	-	**-**	**-**
(iii)	Disputed & Unsecured - Considered good							
	- As on 31-03-2026	-	-	-	-	-	**-**	-
	- As on 31-03-2025	-	-	-	-	-	**-**	**-**
(iv)	Disputed & Unsecured - Considered Doubtful							
	- As on 31-03-2026	-	-	-	-	-	**-**	-
	- As on 31-03-2025	-	-	-	-	-	**-**	**-**
						Total	**553.973**	1,218.807

(All amounts are in INR in Lacs unless otherwise stated)

		As at 31-03-2026 Amount in ₹	As at 31-03-2025 Amount in ₹
5	**CASH & CASH EQUIVALENTS**		
	Cash on hand		
		11.514	2.723
	Balance with Bank		
	- In Current Accounts	**8.405**	2.990
	- In Fixed Deposit Accounts	**50.376**	48.879
		58.781	51.869
	Total	**70.295**	54.593
6	**LOANS**		
	Loans & Advances	**4.288**	79.271
	Total	**4.288**	**79.271**
7	**OTHER CURRENT ASSETS**		
	(a) Advance Tax & TDS/TCS Receivable	**6.523**	6.036
	(b) Balance with GST	**0.623**	0.986
	(c) IGST Refundable	**-**	8.442
	(d) Drawback on Export Receivable	**-**	67.447
	(e) ROSL on Export Rceivable	**-**	10.002
	(f) Rent Deposits	**-**	1.500
	Total	**7.146**	94.413
8	**SHARE CAPITAL**		
	Authorised Capital:		
	2,50,00,000 (Previous Year 50,00,000) Equity Shares of ₹ 2/- (Previous Year : ₹ 10/-) each	**500.000**	500.000
	Total	**500.000**	500.000
	Issued, Subscribed and Paid-up		
	75,00,000 (Previous Year : 15,00,000) Equity Shares of ₹ 2/- (Previous Year : ₹ 10/-) each fully paid up	**150.000**	150.000
	Total	**150.000**	150.000

8.1 Reconciliation of shares outstanding at the beginning and at the end of the year.

	No. of Shares	No. of Shares
Equity Shares of of ₹ 2/- (Previous Year : ₹ 10/-) each at the beginning of the year	**75.000**	15.000
Add : Shares issued during the year	**-**	
Equity Shares of ₹ of ₹ 2/- (Previous Year : ₹ 10/-) each at the end of the year	**75.000**	15.000

8.2 Terms/ rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 2/- (Previous Year : ₹ 10/-) each per share. Each share holder of equity share is entitled to one vote per share.

In the event of the liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(All amounts are in INR in Lacs unless otherwise stated)

	As at 31-03-2026 Amount in ₹	As at 31-03-2025 Amount in ₹

8.3 Details of shareholders holding more than 5% shares in the company

		31-03-2026		31-03-2025	
		No. of Shares	% of holding	No. of Shares	% of holding
	Equity Shares of ₹ 2/- each fully paid				
1	Disha M Sawlani	**6,60,000**	**8.80%**	1,32,000	8.80%
2	Harish F. Sawlani	**12,00,000**	**16.00%**	2,40,000	16.00%
3	Murli F. Sawlani	**12,00,000**	**16.00%**	2,40,000	16.00%
4	Reena H. Sawlani	**6,60,000**	**8.80%**	1,32,000	8.80%
5	Vasudev F. Sawlani	**18,60,000**	**24.80%**	3,72,000	24.80%
6	Others holding 5% or less shares	**19,20,000**	**25.60%**	3,84,000	25.60%
	Total	**75,00,000**	**100.00%**	**15,00,000**	**100.00%**

8.4 Details of shareholding of Promotors in the company

Sr. No.	Name of the Promotor	31-03-2026 No. of Shares	31-03-2026 % of holding	31-03-2025 No. of Shares	31-03-2025 % of holding	% Change during the Year
1	Disha M Sawlani	**6,60,000**	**8.80%**	1,32,000	8.80%	-
2	Harish F. Sawlani	**12,00,000**	**16.00%**	2,40,000	16.00%	-
3	Murli F. Sawlani	**12,00,000**	**16.00%**	2,40,000	16.00%	-
4	Reena H. Sawlani	**6,60,000**	**8.80%**	1,32,000	8.80%	-
5	Vasudev F. Sawlani	**18,60,000**	**24.80%**	3,72,000	24.80%	-
	Total	**55,80,000**	**74.40%**	11,16,000	74.40%	

8.5 During the year under consideration, the company has sub-divided its equity shares pursuant to the approval of the shareholders and accordingly, 15,00,000 equity shares of the face value of ₹ 10 each were sub-divided into 75,00,000 equity shares of the face value of ₹ 2 each, fully paid-up, effective from 09-05-2025. The revised face value and the corresponding number of shares have been reflected in the issued, subscribed, and paid-up share capital of the Company.

8.5 No shares have been reserved for issue under options and contracts/commitments for the sale of shares/ disinvestment.

8.6 During the past 5 years, the company has not allotted any shares pursuant to contracts, without payment being received in cash.

8.7 During the past 5 years, the company has not allotted any bonus shares.

8.8 During the past 5 years, the company has not bought back any shares.

8.9 During the past 5 years, no shares have been forfeited by the company.

9 OTHER EQUITY

			As at 31-03-2026	As at 31-03-2025
(a)	Surplus/ (deficit) in the statement of profit and loss (Retained Earnings)			
	Opening Balance		**194.923**	164.293
	Add : Profit/(Loss) for the year		**(131.353)**	30.630
		Sub Total	**63.569**	194.923
(b)	General Reserve			
	Opening Balance		**400.942**	400.942
	Add : Transferred from Profit and Loss Account		**-**	-
		Sub Total	**400.942**	400.942
(c)	Capital Reserve			
	Opening Balance		**20.659**	20.659
	Add : Additions during the year		**-**	-
		Sub Total	**20.659**	20.659
		Total	**485.170**	616.524

(All amounts are in INR in Lacs unless otherwise stated)

		As at 31-03-2026 Amount in ₹	As at 31-03-2025 Amount in ₹
10	**LONG TERM BORROWINGS**		
	Unsecured Loan from Corpotrate Entity	-	290.000
	Total	-	290.000

10.1 The closing balances of unsecured loan is subject to confirmation however, the Directors have certified the respective balances. The company has not provided for interest on unsecured loan.

11	**LONG TERM PROVISIONS**		
	Gratuity Provision		
	Opening Balance	**14.275**	13.592
	Add : Provision made during the Year	-	0.683
	Less: Paymemt/write off Made during the year	**(14.275)**	
	Total	-	14.275

11.1 The Company's liability towards gratuity to its employees is provided on the basis of an actuarial valuation basis. Actuarial gains and losses are recognised in full in the statement of profit and loss in the year in which they occur. The company has made provision on the basis of Gratuity Act.

12	**TRADE PAYABLES**		
	Sundry Creditors		
	- Micro, Small and Medium Enterprises	-	-
	- Others	-	363.103
	Total	-	363.103

Trade Payable Ageing Schedule

Sr. No.	Particulars	Outstanding for following periods from due date of payment: For Less Than 1 Year	For 1 - 2 Years	For 2 - 3 Years	For More than 3 Years	Total As On 31-03-2026	Total As On 31-03-2025
(i)	MSME						
	- As on 31-03-2026	-	-	-	-	-	-
	- As on 31-03-2025	-	-	-	-	-	-
(ii)	Others						
	- As on 31-03-2026	-	-	-	-	-	-
	- As on 31-03-2025	-	-	-	363.103	-	363.103
					Sub Total	-	363.103
(iii)	Disputed Dues - MSME						
	- As on 31-03-2026	-	-	-	-	-	-
	- As on 31-03-2025	-	-	-	-	-	-
(iv)	Disputed Dues - Others						
	- As on 31-03-2026	-	-	-	-	-	-
	- As on 31-03-2025	-	-	-	-	-	-
					Sub Total	-	-
					Total	-	363.103

12.1 The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the company regarding the status of suppliers under the MSMED Act.

12.2 Trade Payables are non interest bearing and are normally settled within the terms. There are no other amounts paid/payable towards interest/principal under the MSMED, Act.

(All amounts are in INR in Lacs unless otherwise stated)

		As at 31-03-2026 Amount in ₹	As at 31-03-2025 Amount in ₹
13	**OTHER CURRENT LIABILITIES**		
	Unclaimed Dividend Ac	**-**	0.237
	TDS Payable	**0.275**	0.447
	GST Payable (RCM)	**0.248**	0.248
	Balance with Bank (Due to reconciliation)	**-**	12.203
	Advance from Customers	**-**	21.301
	Total	**0.523**	34.438
14	**SHORT TERM PROVISIONS**		
	For Expenses	**0.008**	7.452
	For Income Tax	**-**	1.881
	Total	**0.008**	9.332

(All amounts are in INR in Lacs unless otherwise stated)

			For the year ended on 31-03-2026 Amount in ₹	For the year ended on 31-03-2025 Amount in ₹
15	**REVENUE FROM OPERATIONS**			
	Sale of Products			
	- Local Sales of Finished Cloths		**981.200**	2,024.965
		Total	**981.200**	2,024.965
16	**OTHER INCOME**			
	Interest on Bank FD		**1.767**	3.230
	Interest Income on IT Refund		**-**	0.011
	Dividend Income		**-**	0.055
	Sundry balance written off		**1.053**	-
	Short Term Capital Gain on Sale of Share		**-**	0.552
	Interest Income on Loans		**4.764**	4.745
		Total	**7.584**	8.595
17	**CHANGES IN INVENTORIES OF FINISHED GOODS WORK IN PROGRESS AND STOCK IN TRADE**			
	Finished Goods			
	Opening Stock		**26.123**	438.557
	Less : Closing Stock		**-**	26.123
		Total	**26.123**	412.434
18	**EMPLOYEE BENEFIT EXPENSES**			
	Salary to Staff		**35.672**	30.194
	Director Remuneration		**3.000**	2.700
	Provisions for Gratuity Expenses		**-**	0.683
		Total	**38.672**	33.577
19	**FINANCE COST**			
	Bank Charges		**0.027**	0.032
		Total	**0.027**	0.032
20	**DEPRECIATION AND AMORTISATION EXPENSES**			
	Depreciation on Property, Plant & Equipments		**0.183**	0.140
		Total	**0.183**	0.140
21	**OTHER EXPENSES**			
	(a) Operating Expenses			
	Job Work Expenses		**-**	8.620
	Loading/Unloaing Expenses		**1.431**	1.637
	Transportation Expenses		**0.778**	0.623
		Sub Total	**2.209**	10.880
	(b) Sales and Administrative Expenses			
	Advertisement & Business Promotion Expenses		**0.320**	0.349
	Auditor's Remuneration		**1.800**	1.800
	Director Sitting Fees		**1.200**	1.200
	Loss on Sale of Fixed Asset		**0.610**	-
	Legal & Professional Charges		**6.136**	7.872
	Listing Fees		**3.250**	3.250
	Write Off of Export Incentives		**77.449**	-
	Misc. Write Off (IGST refundable & Others)		**9.154**	-
	Office & General Expenses		**2.313**	0.824
	Printing & Stationery Expenses		**0.206**	0.257
	Rates & Taxes		**1.439**	0.025
	Rent Expenses		**2.160**	2.080
		Sub Total	**106.036**	17.657
		Total	**108.245**	28.537

22 Corporate Information

Shantai Industries Ltd. (formerly known as Wheel and Axle Textiles Limited) ('the Company') is a public limited company and incorporated under the provisions of the Companies Act, 1956 having CIN: L74110GJ1988PLC013255 and having its registered office at 10-12, 2nd Floor, Agrasen Point, Near Agrasen Bhavan, City Light, Surat 395 007. The company is engaged in the business of trading of textile item.

23 Significant accounting policies and accompanying notes to the financial statements

(a) Basis of Accounting

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('the Act'), read with companies (Indian Accounting Standards (Ind AS)) Rules, 2015 and the circulars and guideleines issued by the RBI from time to time to the extent they have an impact on the financial statements and current practices prevailing in India. The financial statements have been prepared on an accrual basis and under the historical cost convention. The financial statements are presented in Indian Rupees (INR) and all values are recorded to the nearest ruppes (INR), except otherwise indicated.

(b) Use of Estimates

The preparation of the financial statement in comfimity with Indian AS requires the management to make judgments, estimates and assumptions that effect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertaintity about these assumptions and estimates could result in the outcomes requiring a material adjustments to the carrying amounts of assets or liabilities in future periods.

(c) Prior period Items

Previous years adjustments are on account of payment of taxes, duties, interest etc., of earlier years due to short / excess provision thereof etc. which has been shown under the head 'Extraordinary Items.'

(d) Recognition of Income and Expenditure

All incomes and Expenditure are accounted on accrual basis. Sales, Purchases and all expenses are accounted for exclusive of tax, duties, gst, cess, etc. collected on behalf of the government and are net of goods returned, discount, rate difference, claim, etc. and are inclusive of other direct expenses on purchases.

(e) Government Grants

During the year under consideration the company has not received any government grants.

(f) Retirement benefits to Employees

Contribution to employee's benefit funds remitted to statutory authority, if any is charged to revenue. The Company's liability towards gratuity to its employees is provided on the basis of an actuarial valuation basis. Actuarial gains and losses are recognised in full in the statement of profit and loss in the year in which they occur. The company has made provision on the basis of Gratuity Act.

(g) Borrowing Cost

The total borrowing cost on the acquisition of fixed assets if pertaining to the period up to the date on which the said fixed assets have been put-to-use, has been capitalized in the respective fixed assets and the cost for the period after the said fixed assets have been put-to-use has been debited to the Profit and Loss Account.

(h) Segment Reporting

The company has only one business segment and geographical segment. Therefore there is no separate reportable segment as per AS-17.

(i) Dues to small scale and ancillary undertakings

According to the information and explanation provided to us, the Company has no amounts overdue under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) as at 31-03-2026 to the extent such parties have been identified by the management.

(j) Related Party Disclosure

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below.

(i) List of related parties and description of relationship

Sr. No.	Description of relationship		Names of related parties
1	Director and Key Management Personnel	(a)	Harish F. Sawlani (Chairman & Managing Director)
		(b)	Vasudev F. Sawlani (Whole-time Director)
		(c)	Reena H. Sawlani (Non Executive Director)
		(d)	Vipul Munshi (Independent Director)
		(e)	Vandanaben S. Dalal (Independent Director)
		(f)	Omprakash V. Lakhwani (Independent Director)
		(g)	Shailesh J. Damor (CFO)
		(h)	Shipra Mehta (CS and Compliance Officer)
		(i)	Komal Agarwal (CS and Compliance Officer)
2	Subsidiaries		-- None --
3	Associated Concerns	(a)	M/s. Shantai Exim Ltd.
		(b)	M/s. Sawlani Synthetics Pvt. Ltd.
		(c)	M/s. Shantai Technologies Ltd.
		(d)	M/s. Shantai Realty (India) Ltd.
		(e)	M/s. Sawlani Silk Mills
		(f)	M/s. Shantai Developers
		(g)	M/s. Swati International
4	Relative of Key Management Personnel	(a)	Murli F. Sawlani
		(b)	Disha M. Sawlani
		(c)	Vishal V. Sawlani

(ii) Transactions made during the year with the related parties.

(a) Director and Key Management Personnel

Sr. No.	Name	Nature of Transaction	Amount ₹ (In lacs)
1	Harish F. Sawlani	Director Remuneration	1.50
		Gratuity Expenses	3.53
		Unsecured Loan Received	45.27
		Unsecured Loan Repaid	45.27
2	Vasudev F. Sawlani	Director Remuneration	1.50
		Gratuity Expenses	4.04
		Unsecured Loan Received	98.97
		Unsecured Loan Repaid	98.97
		Rent Deposit Received	0.50
		Rent Expense	0.60
3	Reena H. Sawlani	Director Sitting Fees	0.40
4	Vipul Munshi	Director Sitting Fees	0.40
5	Vandanaben S. Dalal	Director Sitting Fees	0.40
6	CFO Shailesh J. Damor	Salary Expenses	5.70
		Gratuity Expenses	0.82
7	CS Komal Agarwal	Salary Expenses	0.05
		Gratuity Expenses	0.17
8	CS Shipra Mehta	Salary Expenses	2.40

(b) Subsidiaries
Since there is no subsidiaries of the company, not applicable.

(c) Associated concerns

Sr. No.	Name	Nature of Transaction	Amount ₹ (In lacs)
1	M/s. Shantai Technologies Ltd.	Rent Expenses	0.18
2	M/s. Shantai Realty (India) Ltd.	Rent Expenses	0.23

(d) Relative of Key Management Personnel

Sr. No.	Name	Nature of Transaction	Amount ₹ (In lacs)
1	Murli F. Sawlani	Rent Expenses	0.96
		Sale	35.96
		Gratuity	3.53
		Salary Expenses	1.50
		Rent Deposit Received	1.00
2	Disha M. Sawlani	Rent Expenses	0.60
3	Vishal V. Sawlani	Salary Expenses	6.00
		Sale	7.28

(k) Taxation

Tax comprises of Current income tax and Deferred tax. Current income tax in the books is recognised by opting the provisions of section 115BAA as introduced vide Taxation Laws (Amendment) Ordinance of 2019 to the Income Tax Act, 1961.

Deferred Tax Liability/Asset is recognised as per AS-22 (Accounting for Taxes on Income) arising out of temporary timing differences. During the year under consdieration, as per AS-22 "Accounting for Taxes on Income" issued by ICAI, company has recognised deferred tax assets and hence, not recognised in the books of accounts .

(l) Impairment of Assets

The carrying amounts of the company's assets are reviewed at each balance sheet date. If any indication of impairment exists, an impairment loss is recognized to the extent of the excess of the carrying amount over the estimated recoverable amount.

(m) Provisions, Contingent Liabilities and Contingent Assets

A provision arising out of a present obligation, as a result of past event, is recognised only when it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Wherever, there is a possible obligation that may but probably will not require an outflow of resources, the same is disclsoed by way of contingent liability.

The Company claims to have no Contingent liability and hence, it is not provided for in the books of accounts. Contingent assets are not recognised in the financial statements.

(n) Operating Cycle

Based on the nature of activities of the company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the company has determined its operating cycle as a 12 months for the purpose of classification of assets and liabilities as a current and non-current.

(o) Previous Year's Figures

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

(p) Other Information

The various other information as required under Schedule III of the Companies Act, 2013 are as follows:-

(All amounts are in INR in Lacs unless otherwise stated)

Sr. No.		Particulars	As on 31-03-2026	As on 31-03-2025
(i)		Contigent Liabilities and Commitments (to the extend not provided for)		
	(1)	Contingent Liabilities		
	(a)	Claims against the company not acknowledged as debts	Nil	Nil
	(b)	Guarantees	Nil	Nil
	(c)	Other money for which the company is contingently liable	Nil	Nil
	(2)	Commitments		
	(a)	Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
	(b)	Uncalled liability on shares and other investments partly paid	Nil	Nil
	(c)	Other commitments	Nil	Nil
(ii)		Dividend proposed and Arrears of dividends		
	(1)	Dividend proposed to be distributed to equity shareholders	Nil	Nil
	(2)	Dividend proposed to be distributed to equity shareholders per share	Nil	Nil
	(3)	Dividend proposed to be distributed to preference shareholders	Nil	Nil
	(4)	Dividend proposed to be distributed to preference shareholders per share	Nil	Nil
	(5)	Arrears of fixed cumulative dividends on preference shares	Nil	Nil
(iii)		Amount of Securities issued for specific purpose, but not utilised for the specific purpose	Nil	Nil
(iv)		Amount of borrowings from banks & financial institution not utilised for the specific purpose	Nil	Nil
(v)		Assets other than Property, Plant and Equipment, Intangible Assets and non-current investments which don't have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.	Nil	Nil
(vi)		Payment to Auditors		
	(1)	As Auditor	1.80	1.80
	(2)	for taxation matters	Nil	Nil
	(3)	for company law matters	Nil	Nil
	(4)	for management services	Nil	Nil
	(5)	for other services	Nil	Nil
	(6)	for reimbursement of expenses	Nil	Nil
(vii)		Value of Imports on C.I.F. basis		
	(1)	Raw Material	Nil	Nil
	(2)	Components and spare parts	Nil	Nil
	(3)	Capital Goods	Nil	Nil

(All amounts are in INR in Lacs unless otherwise stated)

Sr. No.	Particulars	As on 31-03-2026	As on 31-03-2025
(viii)	Expenditure in foreign currency duing the year on account of royalty, know-how, professional and consultation fees, interest and other matters.	Nil	Nil
(ix)	Imported and Indigenous Consumption		
	Raw materials		
	- Imported Materials	Nil	Nil
	- Indigenous Materials	Nil	Nil
	- Percentage of Imported Materials	Nil	Nil
	- Percentage of Indigenous Materials	Nil	Nil
	Spare Parts and Components		
	- Imported Materials	Nil	Nil
	- Indigenous Materials	Nil	Nil
	- Percentage of Imported Materials	Nil	Nil
	- Percentage of Indigenous Materials	Nil	Nil
(x)	Dividend remitted in foreign currencies		
	(1) Amount remitted during the year in foreign currencies on account of dividends	Nil	Nil
	(2) Total number of non-resident shareholders	Nil	Nil
	(3) Total number shares held by non-resident shareholders	Nil	Nil
(xi)	Earning in foreign exchange		
	(1) F.O.B. value of Exports	Nil	Nil
	(2) Royalty, Know-how, professional and consultation fees	Nil	Nil
	(3) Interest and dividend	Nil	Nil
	(4) Other income	Nil	Nil
(xii)	Undisclosed income		
	(1) Transacation not recorded in the books of accounts that have been surrendered or disclosed as income in tax assessments under the Income Tax Act, 1961	Nil	Nil
	(2) Previously unrecorded income and related assets which have been properly recorded in the books of accounts during the year.	Nil	Nil
(xiii)	Corporate Social Responsibility (CSR)	NA	NA
(xiv)	Detail of Crypto Currency or Virtual Currency		
	(1) Profit or loss on transactions in Crypto or Virtual Currency	Nil	Nil
	(2) Amount of currency held as at the reporting date	Nil	Nil
	(3) Deposits or advances from any person for the purpose of trading or investing in Crypto or Virtual Currency	Nil	Nil

(q) Additional Regulatory Information:

(i) The company does not have any immovable property.

(ii) The Company has not revalued any of its Property, Plant and Equipments.

(iii) Company has not given any Loans or Advances in the nature of loans to its promoters, directors, key managerial personnel and related parties.

(iv) CWIP Ageing Schedule
In absence of any Capital Work In Progress such details are not applicable.

(v) There is no intangible asset under development as at the year-end.

(vi) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(vii) The Company is not declared wilful defaulter by any bank or financial institution or other lender.

(viii) The Company does not have any transactions with companies struck off u/s. 248 of the Companies Act, 2013 or u/s. 560 of the Companies Act, 1956.

(ix) No charges or satisfaction is pending to be registered with Registrar of Companies beyond the statutory period.

(x) The company does not have any subsidiary and hence, there is no violation with regard to the number of layers prescribed u/s. 2(87) of the Act r.w. Companies (Restriction on number of Layers) Rules, 2017.

(xi) Ratio Analysis

(All amounts are in INR in Lacs unless otherwise stated)

Sr. No.	Particulars	F.Y. 2025-26	F.Y. 2024-25	Change (%)
(a)	Current Ratio	1,196.95	3.62	32957.72%
	(Current Assets / Current Liabilities)			
	Current Assets	635.70	1,473.21	
	Current Liabilities	0.53	406.87	
(b)	Debt-Equity Ratio	NA	NA	
	(Total Debts / Shareholder's Fund)			
	Since there is no debt in the preceeding year, the comparative ratio of the same is not applicable			
(c)	Debt Service Coverage Ratio	NA	NA	
	(Earnings available for debt service / Debt Service)			
	Since there is no debt in the preceeding year, the comparative ratio of the same is not applicable			
(d)	Return on Equity Ratio	NA	NA	
	(Net Profit after tax / Average Shareholder's Equity)			
	Since the company had incurred loss, net profit ratio is not applicable.			
(e)	Inventory Turnover ratio			
	(Cost Of Goods Sold / Average Inventory)			
	In the absence of inventories, the inventory turnover ratio is not applicable			
(f)	Trade Receivables Turnover ratio	1.11	2.98	-62.81%
	(Net Credit Sales / Average trade receivables)			
	Net Credit Sales of the company	981.20	2,024.96	
	Average Trade Receivables	886.39	680.35	
(g)	Trade Payables Turnover Ratio	5.20	8.41	-38.18%
	(Net Credit Purchases / Average Trade Payables)			
	Net Credit Purchases of the company	943.36	1,526.29	
	(i.e. Purchases of Material and Stock in Trade)			
	Average Trade Payables	181.55	181.58	
	(i.e. Average of Trade Payables and Other Payables)			

(All amounts are in INR in Lacs unless otherwise stated)

Sr. No.	Particulars	F.Y. 2025-26	F.Y. 2024-25	Change (%)
(h)	Net capital Turnover ratio	1.15	2.24	-48.41%
	(Net Sales / Average Working Capital)			
	Net Sales *(i.e. Revenue From Operations)*	981.20	2,024.96	
	Average Working Capital	850.75	905.74	
	(Working Capital = Current Assets - Current Liabilities)			
(i)	Net Profit Ratio	NA	NA	
	(Net profit after tax / Net Sales)			
	Since the company had incurred loss, net profit ratio is not applicable.			
(j)	Return on Capital employed	-20.12%	4.24%	-574.48%
	(Earning before interest and tax / Capital Employed)			
	Earning Before Interest and Taxes	(127.82)	32.51	
	Capital Employed	635.17	766.52	
	(i.e. Tangible Net Worth)			
(k)	Return on investment	NA	NA	
	(Value of investment increased / Value of Investment at start of the year)			
	Value of Investment at Time 0	NA	NA	
	Value of Investment at Time 1	NA	NA	
	Value of Investment Increased	NA	NA	

(l) Reasons for significant variation in ratios:
The reasons for variation in excess of 25% in various ratios are explained as follows :-

(1) Current Ratio
During the year, current liability of the company has increased significantly as compared to the current asset of the company and hence, there is a variation in current ratio.

(2) Trade Receivables turnover ratio
During the year, the turnover and trade receivable of the company has decreased significantly and thus, there is a variation in the Trade Receivable Turnover Ratio in the current year as compared to the earlier year.

(3) Trade payables turnover ratio
During the year, the purchase of the company has increased Significantly and hence, there is a variation in the Trade Payable Turnover Ratio.

(4) Net capital turnover ratio
During the year, the turnover of the company has decreased significantly thus, there is a variation in the Net Capital Turnover Ratio.

(5) Return on Capital employed
During the year, the company have incurred loss whereas in the earlier year the company has earned profit and hence, there is a variation in the Return on Capital Employed Ratio.

(r) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

(s) Utilisation of Borrowed funds, share premium or any other source or kind of fund:

(A) Company has not advanced or loaned or invested any funds to any person(s) or entity(ies) including foreign entities (Intermediaries) with the understanding that the Intermediary shall -

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoevr by or on behalf of the company (Ultimate beneficieries) or

(ii) provide any guarantee, security or the like to or on behalf of the Untimate Beneficiaries.

(B) Company has not received any funds from any person(s) or entity(ies) including foreign entities (Funding Party) with the understanding that the company shall -

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoevr by or on behalf of the Funding Party (Ultimate beneficieries) or

(ii) provide any guarantee, security or the like to or on behalf of the Untimate Beneficiaries.

For & on behalf of the Board
Shantai Industries Ltd.

sd/-	sd/-	sd/-	sd/-
Harish Sawlani	**Vasudev Sawlani**	**Shailesh Dam**	**Shipra Mehta**
Chairman & MD	**WTD**	**CFO**	**Company Secretary**
DIN : 00831848	**DIN: 00831830**		

Place : Surat
Date : 25-05-2026

For D S I & Co
Chartered Accountants
ICAI FRN : 127226W

sd/-
Eric Kapadia
Partner
Membership No. 136712
UDIN: 26136712GSUZEL5295

Place : Surat
Date : 25-05-2026

THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN A "GREEN INITIATIVE IN THE CORPORATE GOVERNANCE" BY ALLOWING PAPERLESS COMPLIANCES BY THE COMPANIES AND HAS ISSUED CIRCULAR STATING THAT SERVICE OF NOTICE/DOCUMENTS INCLUDING ANNUAL REPORT CAN BE SENT BY E-MAIL TO ITS MEMBERS. TO SUPPORT THIS GREEN INITIATIVE OF THE GOVERNMENT, MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS, SO FAR, ARE REQUESTED TO GET THEIR E-MAIL ADDRESSES, IN RESPECT OF ELECTRONIC HOLDING WITH DEPOSITORY THROUGH THEIR CONCERNED DEPOSITORY PARTICIPANTS. MEMBERS, WHO HOLD SHARES IN PHYSICAL FORM, ARE REQUESTED TO GET THEIR SHARES DEMATERIALIZED.