



**SHANTIDOOT**

CIN: U93000BR2019PLC041303

**SHANTIDOOT INFRA SERVICES LIMITED**  
(formerly known as Shantidoot Infra Services Private Limited)

Reg. Off. : H No. - 221, 2nd Floor Patliputra Colony, Patna- 800013 

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**CORPORATE INFORMATION**

**SHANTIDOOT INFRA SERVICES LIMITED**

**BOARD OF DIRECTORS**

NAME	DESIGNATION
Avijeet Kumar	Managing Director
Tripurari Lal	Director
Navin Kumar	Director
Hiramani Kumari	Independent Director
Naveen Mani Tiwari	Independent Director

**KEY MANAGERIAL PERSONNEL**

NAME	DESIGNATION
Avijeet Kumar	Managing Director & Chief Financial Officer
Pallavi Pramod Bhandari	Company Secretary & Compliance Officer

**AUDIT COMMITTEE**

**NOMINATION & REMUNERATION COMMITTEE**

NAME	DESIGNATION	NAME	DESIGNATION
Hiramani Kumari	Chairman	Hiramani Kumari	Chairman
Naveen Mani Tiwari	Member	Naveen Mani Tiwari	Member
Navin Kumar	Member	Navin Kumar	Member

**STAKEHOLDER'S RELATIONSHIP COMMITTEE**

NAME	DESIGNATION
Navin Kumar	Chairman
Naveen Mani Tiwari	Member
Hiramani Kumari	Member

**REGISTERED OFFICE**

**BANKING PARTNERS**

House No. 221, Patliputra Colony, 2nd floor, Patna BR- 800013 Tel. Number: 06122271960, Mail: info@shantidootinfra.com	<b>ICICI BANK</b> , Patliputra Colony, Patna (IFSC- ICIC0002381)
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**INTERNAL AUDITOR**

<b>Arvind Arpan &amp; Associates</b>  20. 1st Floor BSIDC Colony Dr. Rameshwar Dayal Path Boring Road Patna – 800013 Ph.- 91-612 7961271, mob- 9334208590, 9931762688
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**STATUTORY AUDITOR**

**SECRETARIAL AUDITOR**

<b>Gupta Agarwal &amp; Associates</b> , Chartered Accountants  23, Gangadhar bapulane, Imax Lohia, Square, 3rd floor, Room No. 3A, Kolkata-70012 Tel. Number: +91 46021021, Mail: guptaagarwal.associate@gmail.com	<b>Govind Khandelwal &amp; Co.</b> , Company Secretaries  M-210, 3rd Floor, Street No.-13, Shastri Nagar, New Delhi-110052 Tel. Number: +91 9910838333 E-Mail: kkassociatescs@gmail.com,
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**REGISTRAR & SHARE TRANSFER AGENT**

**STOCK EXCHANGE(S)**

<b>Bigshare Services Pvt. Ltd</b>  E-3 Ansa Industrial Estate Saki Vihar Road, Sakinaka, Mumbai - 400072 Tel. Number: +91 2262638200, Mail: info@bigshareonline.com	<b>BSE Limited</b>  25th Floor, P.J. Towers, Dalal Street, Mumbai-400001. Tel. Number: 91-22-22721233/4, E-Mail: corp.relations@bseindia.com
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**NOTICE OF 4TH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Fourth (4th) Annual General Meeting (AGM) of the Members of Shantidoot Infra Services Limited, will be held on Saturday, 30th September, 2023 at 12:00 P.M. at The Park Pride, Plot No. 81, Road, No. 07, near Notre Dame School, Patliputra Colony, Patna, Bihar 800013

**ORDINARY BUSINESSES:**

1. Adoption of Financial Statements (Standalone)

To consider and adopt the Audited Financial Statement of the Company including the Audited Balance Sheet for the Financial Year ended on 31st March, 2023, the Statement of Profit and Loss and the Cash flow statement for the year end on that date and the report of the Board of Directors and Auditors thereon; and

*In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution;*

“**RESOLVED THAT** the standalone audited financial statement of the Company for the financial year ended on 31st March, 2023, the Statement of Profit and Loss and the Cash flow statement for the year end on that date and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. Re-Appointment of MR. TRIPURARI LAL (DIN: 08385623) as Director liable to retire by rotation:

*In this regard, 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 provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Tripurari Lal (DIN: 08385623), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company.

**For and on behalf of Board of Directors**  
**M/s Shantidoot Infra Services Limited**

Sd/-

**Avijeet Kumar**  
**(Managing Director & CFO)**  
**DIN: 05168425**  
Resident of Flat No-102,  
1/A Road NewPatliputra Colony,  
Dropadi Kunj Apartment Patna 800013  
Bihar India

**Date: 07. 09.2023**

**Place: Patna**



### **IMPORTANT NOTES**

1. A member entitled to attend and vote is entitled to appoint a Proxy instead and the Proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their copies of the Annual Report to the meeting. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
5. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members seeking any information with regards to the Accounts to be explained in the Meeting, are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
7. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
8. Route map showing directions to reach the venue of the 4th AGM is annexed.
9. The Record Date for the purpose of determining the eligibility of the Members to attend the 4th Annual General Meeting of Company will be 22nd September 2023.
10. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed.
11. The Notice of AGM along with Annual Report 2022-23 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at [www.shantidootinfra.com](http://www.shantidootinfra.com). The Notice and Annual Report 2022-23 can also be accessed from the website of the Stock Exchange(s) i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).





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12. The shareholders whether holding equity shares and who have not submitted their email addresses and in consequence to whom the Notice of AGM along with Annual Report 2022-23 could not be serviced via Email; So for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.

13. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

14. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.

15. The relevant details, pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors retires by rotation and seeking appointment/reappointment at this Annual General Meeting ("AGM") are annexed to the notice.

**For and on behalf of Board of Directors**  
**M/s Shantidoot Infra Services Limited**

Sd/-

**Avijeet Kumar**  
**(Managing Director & CFO)**  
**DIN: 05168425**  
Resident of Flat No-102,  
1/A Road NewPatliputra Colony,  
Dropadi Kunj Apartment Patna 800013  
Bihar India

**Date: 07. 09.2023**

**Place: Patna**

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**ANNEXURE TO THE NOTICE**

**The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follows:**

Name of Director	TRIPURARI LAL (DIN: 08385623)					
Date of Birth	13/03/1966					
Date of Initial Appointment	11/03/2019					
Date of Appointment (at current term)	09/07/2022					
Educational Qualifications	Post-graduate in History; Magadh University, Bodh Gaya Graduate in History (Hons.); Magadh University, Bodh Gaya Intermediate in Science (Bio); Bihar Intermediate Council through Magadh University, Bodh Gaya					
Expertise in specific functional areas – Job profile and suitability	Has an experience of more than 25 Years, Trained in Secretarial & Accounting Practices by Regional Resource Centre, Kolkata Has expertise in Administration, Supervision, Development & marketing					
Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)	<table border="1"> <tr> <td>U72900BR2020PTC046715</td> <td>GAUTAM TECH SOLUTIONS PRIVATE LIMITED</td> </tr> <tr> <td>U85300BR2022PTC057636</td> <td>GAUTAM HOSPITALS PRIVATE LIMITED</td> </tr> </table>		U72900BR2020PTC046715	GAUTAM TECH SOLUTIONS PRIVATE LIMITED	U85300BR2022PTC057636	GAUTAM HOSPITALS PRIVATE LIMITED
U72900BR2020PTC046715	GAUTAM TECH SOLUTIONS PRIVATE LIMITED					
U85300BR2022PTC057636	GAUTAM HOSPITALS PRIVATE LIMITED					
Memberships / Chairmanships of committees of other public companies	NIL					
Shareholding in the Company:	1, 550 Shares(0.10%)					
Inter-se Relationship with other Directors	NIL					

**For and on behalf of Board of Directors  
M/s Shantidoot Infra Services Limited**

**Sd/-  
Avijeet Kumar  
(Managing Director & CFO)  
DIN: 05168425  
Resident of Flat No-102,  
1/A Road NewPatliputra Colony,  
Dropadi Kunj Apartment Patna 800013  
Bihar India**

**Date: 07. 09.2023  
Place: Patna**



**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

The voting period begins on 27th September, 2023 at (9:00 A.M IST) and ends on 29th September, 2023(5:00 P.M IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. 22nd September, 2023) of Record Date (22nd September, 2023) may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

- i. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.







1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name <b>BIGSHARE</b> and you will</li> </ol>



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	<p>be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:**If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.  
*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.



### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
  - Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
  - Enter all required details and submit.
  - After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
  - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
- (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

### **Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.





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**Helpdesk for queries regarding e-voting:**

<b>Login type</b>	<b>Helpdesk details</b>
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE

Name and address of the registered member	
Folio No./DP ID No./ Client IDNo.	
No. of Shares	

I hereby record my presence at the Fourth (4th) Annual General Meeting (AGM) of the company will be held on Saturday, 30th September, 2023 at 12:00 P.M. at **The Park Pride** Plot No. 81, Road, No. 07, near Notre Dame School, Patliputra Colony, Patna, Bihar 800013

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Signature of the Member/Joint Member/Proxy attending the Meeting

**Note:** Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

4th Annual General Meeting on Saturday, 30th September 2023 at 12:00 P.M.

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U93000BR2019PLC041303
Name of the Company	SHANTIDOOT INFRA SERVICES LIMITED
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID – Client ID	

I/We, being the Member(s) of and hold/holds \_\_\_\_\_ shares of above named Company, hereby appoint:

1) Name. ....

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Address: .....  
Email ID: .....  
Signature .....

Or failing him/her

2) Name. ....  
Address: .....  
Email ID: .....  
Signature .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4th Annual General Meeting of the Company to be held on Saturday, 30th September, 2023 at 12:00 P.M. at **The Park Pride** Plot No. 81, Road, No. 07, near Notre Dame School, Patliputra Colony, Patna, Bihar 800013 at any adjournment thereof in respect of such resolutions as are indicated below:

**ORDINARY BUSINESS:**

Signature of the Member/Joint Member/Proxy attending the Meeting

Resolution No.	Resolution	For	Against
1.	Adoption of Financial Statements (Standalone) for the year ended 31 <sup>st</sup> March, 2023		
2.	To appoint a Director in place of Mr. Tripurari Lal (DIN: 08385623) who retires by rotation and, being eligible, offers himself for re-appointment		

Signed this.....day of.....2023

Signature of Member(s): .....

Signature of Proxy holder(s): .....

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 4th Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.





**SHANTIDOOT**

CIN: U93000BR2019PLC041303

**SHANTIDOOT INFRA SERVICES LIMITED**  
(formerly known as Shantidoot Infra Services Private Limited)

Reg. Off. : H No. - 221, 2nd Floor Patliputra Colony, Patna- 800013 

## ROAD MAP TO VENUE OF 04TH ANNUAL GENERAL MEETING







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## DIRECTORS REPORT

Dear Shareholders,

The Board of Directors hereby submits the report of the business and operations of your Company (Shantidoot Infra Services Ltd), along with the audited financial statements for the Financial Year ended on 31st March 2023. The performance of the Company has been referred to wherever required.

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info@shantidootinfra.com  
www.shantidootinfra.com



## STATE OF AFFAIRS OF THE COMPANY

### A. FINANCIAL RESULTS:

The Company's financial performance for the year ended on 31st March 2023 is summarized below:

PARTICULARS	AMOUNT (Rs.in Lacs) 2022-23	AMOUNT (Rs.in Lacs) 2021-22
Net Sales/Income from Operations	975.95	761.25
Other Income	0.46	0.88
Total Revenue (I+II)	976.42	762.13
Earnings Before Interest, Taxes, Depreciation and Amortization Expense	127.55	91.36
Finance Cost	3.13	4.62
Depreciation and Amortization Expense	29.36	36.64
Profit Before Tax (IV-V-VI)	127.55	191.36
Tax Expense:		
Less: Current Tax Expense	36.57	56.27
Less: Earlier Tax	3.65	1.06
Less: Deferred Tax	(3.40)	(5.19)
Profit After Tax (VII-VIII)	90.72	139.83

### B. DIVIDEND:

For the Financial Year 2022-23, the Board of Directors has not recommended any dividend.

### C. TRANSFER TO RESERVES:

The Company has transferred 90.72 lakhs, profit for the FY 2022-23 in Reserve and Surplus.

### D. INVESTOR RELATIONS

The Company believes in leading from the front with emerging best practices in investor relations and building a relationship of mutual understanding with International and Domestic investors. The Company's leadership team, including the Managing Director and Chief financial Officer (MD & CFO), spent significant time to interact with investors to communicate the strategic direction of the business during the previous financial year. Company ensures that critical information about the Company is available to all the investors, by uploading all such information on the Company's website.

### MAJOR EVENTS OCCURRED DURING THE YEAR



**A. BUSINESS DESCRIPTION:**

We are an integrated construction and real estate development company, focused primarily on construction and development of residential and commercial projects, in and around Bihar. We believe that we are establishing a successful track record in the real estate industry in Bihar by developing versatile projects through our focus on innovative architecture, strong project execution, and quality construction.

**B. CHANGE IN NATURE OF BUSINESS:**

During the year, your Company has not changed its business or object and continues to be in the same line of business as per the main object of the Company. The Company converted from private to public during the FY 2022-23 resolved through EGM dated 16.06.2022

**C. CHANGE IN SHARE CAPITAL:**

**i. AUTHORIZED CAPITAL:**

During the year, the Company increases its Authorised share Capital from Rs. 10,00,000/- comprising of 1,00,000/- Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 3,00,00,000/- comprising of 30,00,000/- equity shares of Rs. 10/- (Rupees Ten Only) each.

As on 31st March 2023 Authorised Share Capital of the Company is ₹ 3,00,00,000/- divided into 30,00,000 Equity Shares of ₹ 10/- (Rupees Ten Only) each.

**II. ISSUED, SUBSCRIBED & PAID UP CAPITAL:**

As on 31st March 2023, the issued, subscribed, and paid-up capital of the Company is ₹ 1,79,80,000/- divided into 1,79,8000 Equity Shares of ₹ 10/- (Rupees Ten Only) each.

During the year, the Company increased its Paid up share Capital from Rs. 5,00,000/- comprising of 50,000 equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,55,00,000/- comprising of 15,50,000 equity shares of Rs 10/-(Rupees Ten Only) each Through and subsequent issue of bonus equity shares in proportion ratio of 1:30 by way of Capitalization of Free Reserves.

During the year, the Company came out with an Initial Public Offer (IPO) and Public Issue of 4,96,000 Equity Shares of face value ₹ 10.00 each of Shantidoot Infra Services Limited for cash at a price of ₹ 81.00 per Equity Shares (including premium of ₹ 71.00 per Equity Shares) aggregating ₹ 401.76 Lakhs by our Company comprising of Fresh Issue of 2,48,000 Equity Shares of face value ₹ 10.00 each of our Company for cash at a price of ₹ 81.00 per Equity Shares (including premium of ₹ 71.00 per Equity Shares) aggregating ₹ 200.88 Lakhs and Offer for Sale of 2,48,000 equity Shares of face value ₹ 10.00 each for cash at a price of ₹



81.00 per Equity Shares (including premium of ₹ 71.00 per Equity Shares) aggregating to ₹ 200.88 Lakhs by the Selling Shareholder

## DEPOSITORY SYSTEM

As the Members are aware, the shares of the company are tradable compulsorily in electronic form and our Company has established connectivity with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, the members are requested to avail the facility of Dematerialization of the Company's shares on NSDL & CDSL. The ISIN allotted to the Company's Equity shares is **INE0LU301014**.

## BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

### Constitution of Board:

In terms of the Company's Corporate Governance Policy, all statutory and other significant & material information are placed before the Board to enable and discharge its responsibility of strategic supervision of the Company, the Board comprises of following Directors:

Name of Director	Designation	Date of Appointment at current Term and designation	No. of Shares held as on 31st March, 2023
AVIJEET KUMAR	Managing Director	23/03/2022	11,42,350
TRIPURARI LAL	Director	11/03/2019	1550
NAVIN KUMAR	Director	23/03/2022	1550
HIRAMANI KUMARI	Independent Director	16/06/2022	-
NAVEEN MANI TIWARI	Independent Director	16/06/2022	-
AVIJEET KUMAR	Chief Financial Officer	21/03/2022	11,42,350

None of the Directors of the Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Directors.

## DISCLOSURE BY DIRECTORS:

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP 1, intimation under Section 164(2) i.e. in Form DIR 8, and declaration as to compliance with the Code of Conduct of the Company.

## BOARD MEETINGS:





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Regular meetings of the Board are held at least once a quarter. Additional Board meetings are convened, as and when required, to discuss and decide on various business policies, strategies, and other businesses. The Board meetings are generally held at the registered office of the Company.

During the year under review, the Board of Directors of the Company met 10 times.

S. No.	Date of meeting
1.	07/05/2022
2.	13/06/2022
3.	09/07/2022
4.	30/08/2022
5.	11/07/2022
6.	12/07/2022
7.	29/10/2022
8	14/11/2022
9	07/03/2023
10.	28/03/2023

The meetings of the Board of the Companies within the intervals provided in section 173 of the Companies Act, 2013 (120 days) were compiled between two Board Meetings.

#### **REMUNERATION OF DIRECTORS:**

The details of remuneration paid during the Financial Year 2022-23 to Directors of the Company are provided in the Financial Statement.

#### **CHANGES IN THE COMPOSITION OF BOARD OF DIRECTORS AND KMPs:**

During the year under review,

- i. Rajani Kumari Singh (Din:05168436) resigned from Directorship of the company with effect from 09/06/2022.
- ii. Brajesh Ranjan Vyas (Din:08385624) resigned from Directorship of the company with effect from 07/05/2022.
- iii. Anshu Anshuman (Membership No. A65515) Company Secretary & Compliance officer of the company resigned with effect from 29/10/2022 and resigned with effect from 29.10.2023

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iv. Amrita Rathi (Membership No. A65489) appointed as Company Secretary & Compliance officer of the company with effect from 28.03.2023.

v. Amrita Rathi (Membership No. A65489) Company Secretary & Compliance officer of the company resigned with effect from 21.07.2023.

### **RETIREMENT OF DIRECTORS BY ROTATION**

Mr. Tripurari Lal (DIN: 08385623) Director of the company is liable to retire by rotation at the ensuing Annual General Meeting and offered his consent for reappointment.

### **PERFORMANCE EVALUATION:**

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

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

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

In addition, the performance of the chairman was also evaluated on the key aspects of his role. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed meaningful and constructive contribution and inputs in meetings etc.

Pursuant to section 134(5) of the Companies Act, 2013; the Board of Directors to the best of their knowledge and ability confirm that:

In preparation of Annual Accounts for the year ended 31st March 2023; the applicable accounting standards have been followed, and that no material departures have been made from the same;

The Directors have selected such accounting policies and applied them consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit or loss of the Company for that year;

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

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The Directors have prepared the Annual Accounts for the year ended 31st March 2023 on a going concern basis; The Directors have laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and

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

**COMMITTEES OF BOARD:**

The Board of Directors in line with the requirement of the Companies Act, 2013 has formed various committees, details of which are given hereunder:

- A. Audit Committee;
- B. Nomination and Remuneration Committee;
- C. Stakeholder’s Relationship Committee.

**A. AUDIT COMMITTEE**

The Board had constituted a qualified Audit Committee pursuant to provision of the Companies Act, 2013 as well as Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The committee has its charter for functioning having a primary objective to monitor and provide effective supervision of the management’s financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity, and quality of financial reporting.

During the financial year, the Committee met Four (4) times on July 12, 2022, September 01, 2022, November 14, 2022, and March 28, 2023. Composition of the Audit Committee of the Board are as below

NAME	DESIGNATION
HIRAMANI KUMARI	Chairperson
NAVEEN MANI TIWARI	Member
NAVIN KUMAR	Member

**ROLE OF THE AUDIT COMMITTEE:**

1. Overseeing the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.



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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 before submission to the board for approval, with particular reference to:
  1. Matters required being included in the Directors 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.
  2. Changes, if any, in accounting policies and practices and reasons for the same.
  3. Major accounting entries involving estimates based on the exercise of judgment by management.
  4. Significant adjustments made in the financial statements arising out of audit findings.
  5. Compliance with listing and other legal requirements relating to financial statements.
  6. Disclosure of any related party transactions.

**The Audit Committee shall mandatorily review the following information:**

- I. Management Discussion and Analysis of financial condition and results of operations.
- II. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- III. Management letters / letters of internal control weaknesses issued by the statutory auditors.
- IV. Internal audit reports relating to internal control weaknesses.
- V. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- VI. Statement of deviations:
  - a. Half yearly 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).

**Powers of the Audit Committee:**

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and

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Securing attendance of outsiders with relevant expertise, if it considers necessary.

**B. NOMINATION AND REMUNERATION COMMITTEE:**

The nominated and remuneration policy is being formulated in compliance with section 178 of the Companies Act, 2013 and rules made there under and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) regulations 2015.

During the year Committee met 2 (Two) times on September 01, 2022, and March 28, 2023.

Composition of the Nomination and Remuneration Committee are as below:

NAME	DESIGNATION
HIRAMANI KUMARI	Chairperson
NAVEEN MANI TIWARI	Member
NAVIN KUMAR	Member

The Stakeholder Relationships Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Investor Grievance Committee include the following:

- Redressal of shareholders' /investors' complaints;
- Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

**NOMINATION AND REMUNERATION POLICY:**

Nomination and Remuneration Policy in the Company is designed to create a high-performance culture. It enables the Company to attract motivated and retained manpower in a competitive market and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary, benefits, perquisites, and allowances to its Executive Directors and Key Managerial Personnel.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company and is annexed to this Report as Annexure – A.



**C. STAKEHOLDER'S RELATIONSHIP COMMITTEE:**

Pursuant to Provisions of Companies Act, 2013 and rules made there under and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Our Stakeholder Relationship Committee members, personally looking forward the issues if any, related to the stakeholders. The primary objective of the Committee is to consider and resolve the grievances of Security Holders of the Company.

During the year Committee met 1(One) time on October 15, 2022.

Composition of the Stakeholders Relationship Committee of the Board are as below:

NAME	DESIGNATION
NAVIN KUMAR	Chairperson
NAVEEN MANI TIWARI	Member
HIRAMANI KUMARI	Member

The Stakeholder Relationships Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Investor Grievance Committee include the following:

- Redressal of shareholders' /investors' complaints;
- Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal; Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**INDEPENDENT DIRECTORS:**

The Company has received the necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Act. A separate meeting of Independent Directors was held to review the performance of Non-Independent Directors and the Board as a whole and the performance of the Chairperson of the Company including assessment of quality, quantity, and timeliness of flow of information between Company management and Board. The terms and conditions of appointment of Independent Directors and the Code for Independent Directors are incorporated on the website of the Company.

**SEPARATE MEETING OF INDEPENDENT DIRECTORS:**



Pursuant to the Code of Independent Directors in compliance with Schedule IV of the Companies Act, 2013 and rules made there under and regulation 25 (3) of the SEBI Listing Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on to review the performance of Non independent directors (including the Chairman) and the Board as a whole. The Independent directors also reviewed the quality, content, and timeliness of the flow of information between the Management and the Board, and its committees which is necessary to effectively and reasonably perform and discharge their duties.

#### **PUBLIC DEPOSIT:**

The company has not accepted any deposits from the public. Hence the directives issued by the Reserve Bank of India and provision of Section 73 to 76 of the Company Act 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

#### **PARTICULARS OF LOANS GUARANTEE INVESTMENTS AND SECURITY:**

Details of Loans Guarantees Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

#### **SUBSIDIARIES OF THE COMPANY:**

As of the date of this Report company does not have any subsidiary.

#### **ASSOCIATES AND JOINT VENTURE OF THE COMPANY:**

During the year under review, the Company does not have any Associate or Joint Venture.

#### **GENERAL MEETING**

During the year under review, there were 4(Four) General Meetings held i.e. 1(One) Annual General Meeting held on September 14, 2022, and 3 (Three) Extra-ordinary General Meeting held on May 10, 2022, June 16, 2022, and July 12, 2022, respectively.

#### **ANNUAL RETURN:**

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the financial year ended March 31, 2022, is available on the Company's website.

#### **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and SEBI(LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provision of Section 188 of the Companies Act, 2013. Related party transactions with the Directors, Senior Management, Personnel, and their relatives are reported to the Audit Committee from time to time and have been disclosed under the Related Party Transactions as per IND-AS -24 "Related Party Disclosures" issued by the Institute of Chartered Accountants Of India (ICAI) which are set out in the Annual Report and other relevant notes to the financial statements for the year ended 31.03.2023.

Disclosure of related party transactions is set out in financial statements and in form AOC 2 attached with this report.

#### **MATERIAL CHANGES AND COMMITMENT:**

There are no material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial Year of the Company i.e. 31st March 2023 to the date of this Report other than as stated above.

#### **SIGNIFICANT AND MATERIAL ORDERS:**

There are no significant and material orders passed by the regulators or courts or tribunals that impact the going concern status and the Company's operations in the future.

#### **SEXUAL HARASSMENT OF WOMEN IN THE WORKPLACE:**

To foster a positive workplace environment free from harassment of any nature we have framed the Prevention of Sexual Harassment Policy through which we address complaints of sexual harassment at all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants.

We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review, there were no incidences of sexual harassment reported.

#### **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**



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Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and regulation 22 of SEBI (LODR) Regulations, 2015, the Company has formulated a Whistle Blower Policy for vigil mechanism for Directors and Employees to report to the management about the unethical behaviour, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and make provisions for direct access to the Chairperson of the Audit Committee in exceptional cases. The practice of the Whistleblower Policy is overseen by the Audit Committee of the Board and Mr Naveen Mani Tiwari (DIN: 09630294), Independent Director is the Vigilance Officer. None of the personnel of the Company has been denied access to the Audit Committee. The confidentiality of those reporting violations is maintained and they are not subject to any discriminatory practice.

#### **INSIDER TRADING CODE:**

As per SEBI (Prohibition of Insider Trading) Regulations, 2018, the Company has adopted Code of Conduct for Fair Disclosures of Un-published Price Sensitive Information and Regulating, Monitoring and Reporting of Trading by Designated Persons to deter the insider trading in the securities of the Company based on the Un-published Price Sensitive Information. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations and has laid down an effective monitory system for the said purposes.

#### **SECRETARIAL STANDARDS OF ICSI:**

The Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

#### **RISK MANAGEMENT:**

A well-defined risk management mechanism covering the risk mapping and trend analysis risk exposure potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and take advance actions to mitigate them. The mechanism works on the principles of probability of occurrence and impact if triggered. A detailed exercise is being carried out to identify evaluate monitor and manage both business and non-business risks.

#### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an adequate and efficient internal and external control system, which provides protection to all its assets against loss from unauthorized use and ensures correct reporting of transactions. The internal

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control systems are further supplemented by internal audits carried out by the respective Internal Auditors of the Company and Periodic reviews by the management. The Company has put in place proper controls, which are reviewed at regular intervals to ensure that transactions are properly authorized, and correctly reported and assets are safeguarded.

#### **CORPORATE GOVERNANCE:**

We wish to inform the members that in term of Regulation 15 (2) (b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Corporate Governance is not applicable to our Company as we have listed our securities on the SME Exchange. However, your Company has been practicing the principles of good corporate governance as it is committed to maintain the highest standards of Corporate Governance.

#### **STATUTORY AUDITOR AND THEIR REPORT:**

The Company has appointed M/S Gupta Agarwal & Associates, (Firm Registration No. 329001E), Chartered Accountants as Statutory Auditor of the company.

The Notes to the Financial Statements referred to in the Auditor's Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act 2013.

The Auditors' Report does not contain any qualification reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

In terms of Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a review of the performance of the Company for the year under review Management Discussion and Analysis Report is presented in a separate section which is annexed to this Report as Annexure - C.

#### **SECRETARIAL AUDITOR AND THEIR REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel Rules) 2014, the Company had Govind Khandelwal & Co. (Certificate of Practice no. 12327, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2022-23 is enclosed in this Annual Report.

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

The Auditors have remarked about some non-compliances in due filing of some forms and information on MCA, BSE and Companies Website which are as follows: -





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- During the period under review were carried out in compliance with the provisions of the Act. The company has passed the relevant resolution under section 179(3) for power of Board but has not been filed form MGT-14 and other forms due to inadvertence of the some and not maintained some statutory register.
- During the period under review were carried out in compliance with the provisions of the Act, DPT-03 for the year 2022 and 2023 were wrongly filed as per Balance sheet of the company.
- The company has not complied the web site disclosures and some return require to file with stock exchange with respect to LODR and other guidelines Issued by SEBI Act.
- During the period under Review Company fail to disclosure of related party transaction to RoC and Stock Exchange.

The Board has taken note of these lacunas and is keen to update this information to the extent possible at the earliest. The Board is also devising a better recording and reporting mechanism to avoid such lacunas in future.

#### **WEBSITE:**

As per Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company has maintained a functional website containing basic information about the Company. The website of the Company contains information like Policies, Shareholding Patterns, Financial, and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company, etc.

#### **GENERAL DISCLOSURE:**

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules 2014 and other applicable provisions of the Act and listing regulations to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- i. Details relating to deposits covered under Chapter V of the Act;
- ii. Issue of Equity Shares with differential rights as to dividend, voting, or otherwise;

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- iii. Annual Report and other compliances on Corporate Social responsibility;
- iv. No significant or material orders were passed by the Regulators or Courts or Tribunals that impact the going concern status and the Company's operations in the future.

#### **ACKNOWLEDGEMENT:**

Your Directors acknowledge the dedicated service of the employees of the Company during the year. They would also like to place on record their appreciation for the continued cooperation and support received by the Company during the year from bankers, business partners, and other stakeholders.

Date: 7th September 2023

For and on behalf of the Board of Directors

Place: Patna

Shantidoot Infra Services Ltd

Sd/-

sd/-

\_\_\_\_\_  
AVIJEET KUMAR  
Managing Director  
(Din- 05168425)  
Resident of Flat No-102,  
1/A Road NewPatliputra Colony,  
Dropadi Kunj Apartment Patna 800013  
Bihar India

\_\_\_\_\_  
NAVIN KUMAR  
Director  
(Din-09366671)  
330, Nehru Nagar  
PO – Patliputra  
Patna (BIHAR)  
PIN – 800013

**ANNEXURE – A**

#### **NOMINATION AND REMUNERATION POLICY**

##### **1. Objective:**

- a. The objective of this Policy is to guide the Board of Directors of the Company on the Appointment and removal of Directors, Key Managerial Personnel, and employees in Senior Management.
- b. Remuneration payable to the Directors, Key Managerial Personnel, and employees in Senior Management.
- c. Board Diversity.
- d. Succession plan for Directors, Key Managerial Personnel, and employees in Senior Management; and

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- e. Evaluation of individual Directors, Chairperson of the Board, the Board as a whole, and the Committees of the Board.

**2. Definition:**

- i. “Act” means Companies Act, 2013 any modifications and/or re-enactment thereof;
- ii. “Board” means the Board of Directors of the Company from time to time;
- iii. “Key Managerial Personnel” means a person defined in Section 2(51) of the Companies Act, 2013 and shall include:
  - 1. Chief Executive Officer or the Managing Director or the Manager
  - 2. Whole-time director
  - 3. Chief Financial Officer
  - 4. Company Secretary; and
  - 5. such other officer as may be prescribed under the applicable laws or nominated by the Board.
- iv. “Nomination and Remuneration Committee”/ “NRC” means the existing Nomination and Remuneration Committee of Independent directors of the Company, and any reconstitution of the same from time to time in accordance with the Act and the LODR, 2015;
- v. “Policy” means Nomination and Remuneration Policy;
- vi. “SEBI Regulations” means the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- vii. “Senior Management” means personnel of the Company who are members of its core management team excluding the Board of Directors and shall comprise all members of management one level below the MD & CEO, and include the Chief Financial Officer and the Company Secretary.

**I. Proceedings:**

- i. The meeting of the NRC shall be held at such regular intervals as may be required by the Company;
- ii. A member of the NRC is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated;
- iii. The NRC may invite such executives, as it considers appropriate, to be present at the meetings of the NRC;
- iv. Matters arising for determination at NRC meetings shall be decided by a majority of votes of Members present, and voting and any such decision shall for all purposes be deemed a decision

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of the NRC;

- v. In case of equality of votes, the Chairman of the meeting will have a casting vote;
- vi. The proceedings of all meetings shall be minuted and signed by the Chairman of the NRC at the subsequent meeting. Minutes of the NRC meetings will be tabled at the subsequent Board and NRC meeting.

**ii. Roles and Responsibilities:**

- i. To formulate a criteria for determining qualifications, the positive attributes and independence of a Director;
- ii. To recommend to the Board a policy relating to remuneration of the Directors, Key Managerial Personnel, and other employees;
- iii. To recommend to the Board the appointment and removal of Key Managerial Personnel and Senior Management;
- iv. To identify 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 for their appointment and removal;
- v. To recommend extending or continue the term of appointment of the independent directors, on the basis of the report on performance evaluation of independent directors;
- vi. To carry out an evaluation of a Director's performance and recommend to the Board appointment /removal based on his / her performance;
- vii. Recommend to the Board on:
- viii. The policy relating to remuneration for Directors, Key Managerial Personnel, and Senior Management; and
- ix. The Executive Director/s Remuneration and incentive;

**ANNEXURE – B**

***CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO***

(Pursuant to Section 134 (3) (m) of the Companies (Accounts) Rules, 2014 and rules made there under).

**A. CONSERVATION OF ENERGY:**

- i. The steps taken or impact on conservation of energy:

The Company has taken measures and applied a strict control system to monitor day-to-day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible

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wastage as far as possible. The day-to-day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.

- ii. The steps taken by the Company for utilizing alternate sources of energy.
- iii. The Company has not taken any steps to utilize alternate sources of energy.
- iv. The capital investment in energy conservation equipment.

During the year under review, the Company has not incurred any capital investment on energy conservation equipment.

**B. TECHNOLOGY ABSORPTION:**

- i. The effort made towards technology absorption:

The Company has not imported any technology and hence there is nothing to be reported here.

- ii. The benefit derived like product improvement, cost reduction, product development, or import substitution: None.
- iii. In the case of imported technology (imported during the last three years reckoned from the beginning of the financial year).
  - a. The details of technology imported: Nil
  - b. The year of import: Not Applicable
  - c. Whether the technology has been fully absorbed: Not Applicable
  - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable
- iv. The expenditure incurred on Research and Development:

During the year under review, the Company has not incurred any Expenditure on Research and Development.

**C. FOREIGN EXCHANGE EARNINGS & EXPENDITURE:**

- i. **Details of Foreign Exchange Earnings** (In Rs.)

Sr.No.	Particulars	F.Y.2022-2023	F.Y.2021-2022

- ii. **Details of Foreign Exchange Expenditure** (In Rs.)

Sr.No.	Particulars	F.Y.2022-2023	F.Y.2021-2022





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Date: 7th September 2023

For and on behalf of the Board of Directors

Place: Patna

Shantidoot Infra Services Ltd

Sd/-

sd/-

\_\_\_\_\_  
AVIJEET KUMAR  
Managing Director  
(Din- 05168425)  
Resident of Flat No-102,  
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Director  
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330, Nehru Nagar  
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Patna (BIHAR)  
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**ANNEXURE – C**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**GLOBAL ECONOMY**

Although recent vaccine approvals have raised hopes of a turnaround in the pandemic later this year, renewed waves and new variants of the virus pose concerns for the outlook. Amid exceptional uncertainty,

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the global economy is projected to grow 5.5 percent in 2022 and 4.2 percent in 2023. The 2023 forecast is revised up 0.3 percentage points relative to the previous forecast, reflecting expectations of a vaccine-powered strengthening of activity later in the year and additional policy support in a few large economies.

The projected growth recovery this year follows a severe collapse in 2021 that has had acute adverse impacts on women, youth, the poor, the informally employed, and those who work in contact-intensive sectors. The global growth contraction for 2022 is estimated at -3.5 percent, 0.9 percentage point higher than projected in the previous forecast (reflecting stronger-than-expected momentum in the second half of 2022).

## INDIAN ECONOMY

Real estate sector is one of the most globally recognized sectors. It comprises of four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth in the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

It is also expected that this sector will incur more non-resident Indian (NRI) investment, both in the short term and the long term. Bengaluru is expected to be the most favoured property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa, Delhi and Dehradun.

## MARKET SIZE

By 2040, the real estate market will grow to Rs. 65,000 Crore (US\$ 9.30 billion) from Rs. 12,000 Crore (US\$ 1.72 billion) in 2019. The real estate sector in India is expected to reach a market size of US\$ 1 trillion by 2030 from US\$ 120 billion in 2017 and contribute 13% to the country's GDP by 2025. Retail, hospitality, and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs. Indian real estate increased by 19.5% CAGR from 2017 to 2028.

Office space has been driven mostly by growth in ITeS/IT, BFSI, consulting and manufacturing sectors. During 2022, the office leasing space reached 60.6 MSF across eight major cities, registering a growth of 27% y-o-y. In 2022, office sector demand with commercial leasing activity reached 69.4 msf. Co-working space across top seven cities increased to reach 12 sq ft by end of 2025.

Date: 7th September 2023

Place: Patna

For and on behalf of the Board of Directors

Shantidoot Infra Services Ltd

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Sd/-

sd/-

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Patna (BIHAR)  
PIN – 800013

**FORM NO. AOC-2**

*(Pursuant to Clause (h) of sub section (3) of section 134 of the act and Rule 8/2 of the Companies Accounts Rules, 2014)*

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

**Details of contracts or arrangements or transactions not at arm's length basis**

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www.shantidootinfra.com



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There were no contracts or arrangements or transactions entered into during the year ended March31, 2023, which were not at arm's length basis.

**Details of material contracts or arrangement or transactions at arm's length basis**

Material contracts or arrangements or transactions entered into during the year ended March 31, 2023.

<b>List of Related parties</b>					
<b>Sl. No.</b>	<b>Name</b>	<b>Relation</b>			
<b><u>Key Mangerial Personnel</u></b>					
1	Mr. Avijeet Kumar	Director			
2	Brajesh Ranjan Vyas	Director			
3	Tripurari Lal	Director			
4	Amrita Rathi	Company Secretary			
5	Rajani Kumari singh	Director			
6	Naveen kumar	Director			
<b><u>Relative of Key Mangerial Personnel</u></b>					
<b><u>Enterprises having Significant Influence</u></b>					
7	Gautam Tech Solution	KMP have significant influence over the entity			
8	Gautam Medilife Private Limited	KMP have significant influence over the entity			
9	Right path founadtion	KMP have significant influence over the entity			
10	Shantidoot	KMP have significant influence over the entity			
11	Gautam Teachers Training College	KMP have significant influence over the entity			
12	Gautam Institute of Nursing & Paramedics	KMP have significant influence over the entity			
<b>AS ON 31.03.2023</b>					
<b>A. Transactions with Related Parties during the year</b>		<b>Director &amp; KMP</b>	<b>Relative of KMP</b>	<b>Holding Company</b>	<b>Enterprises having Significant Influence</b>
<b>Nature of Transactions</b>					
<b>Remuneration Paid</b>		25.20	-	-	-
<b>Loan Taken Refunded</b>		10.10	-	-	-
<b>Sale During the Year</b>		72.23			113.34
<b>Received During the Year</b>		32.41			119.50
<b>Advance received</b>			-	-	(0.65)
<b>Contract receipts</b>		-		-	





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<b>B. Outstanding Balances</b>	<b>Director &amp; KMP</b>	<b>Relative of KMP</b>	<b>Holding Company</b>	<b>Enterprises having Significant Influence</b>
<b>Nature of Transactions</b>				
<b>Remuneration Payable</b>	5.31	-	-	-
<b>Loan Taken</b>	15.89	-	-	-
<b>Advance Received</b>	-	-	-	(0.65)
<b>Debtors</b>	39.82	-	-	2.21
<b>AS ON 31.03.2022</b>				
<b>A. Transactions with Related Parties during the year</b>	<b>Director &amp; KMP</b>	<b>Relative of KMP</b>	<b>Holding Company</b>	<b>Enterprises having Significant Influence</b>
<b>Nature of Transactions</b>				
<b>Remuneration Paid</b>	3.05	-	-	-
<b>Loan Taken Refunded</b>	8.00	-	-	-
<b>Advance received</b>	(0.14)	-	-	10.01
<b>Contract receipts</b>	-	18.59	-	690.05
<b>B. Outstanding Balances</b>	<b>Director &amp; KMP</b>	<b>Relative of KMP</b>	<b>Holding Company</b>	<b>Enterprises having Significant Influence</b>
<b>Nature of Transactions</b>				
<b>Remuneration Payable</b>	3.21	-	-	-
<b>Loan Taken</b>	15.88	-	-	-
<b>Advance Received</b>	-	0.11	-	30.91
<b>Debtors</b>	-	-	-	8.37

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