36TH
Annual Report
2020-21

SHANTAI INDUSTRIES LIMITED

(FORMERLY KNOWN AS WHEEL AND AXLE TEXTILES LIMITED)

CORPORATE INFORMATION

BOARD OF DIRECTORS

- Harish F. Sawlani
  -Chairman & Managing Director
- Vasudev F. Sawlani
  -Managing Director
- Vandanaben Satishbhai Dalal
  -Independent Director
- Omprakash V. Lakhwani
  -Independent Director
- Reena H. Sawlani
  -Non Executive Director

CHIEF FINANCIAL OFFICER(CFO)

- Shailesh J. Damor

COMPANY SECRETARY

- Rajvi Sheth from 07.11.2020

STATUTORY AUDITORS

- **S. Ramanand Aiyar & Co.**
  Chartered Accountant
  501/502, 5th Floor, Umerji House,
  Opp. Imperial Hotel, Telli Gully
  Above Bank of Baroda,
  Andheri (East), Mumbai
  Email: mumbai@sraco.in

REGISTERED OFFICE

- 820, Golden Point, Nr. Telephone Exchange,
  Begampura, Falsawadi,
  Ring Road, Surat 395003
- CIN: L74110GJ1988PLC013255
- Email: shantaiindustriesltd@gmail.com
- Website: www.shantaiindustrieslimited.com

REGISTRAR AND SHARE TRANSFER AGENT

- **MCS Share Transfer Agent Ltd.**
  10, Aaram Apartment,
  12, Sampatrao Colony, Alkapuri,
  Vadodara 390007

BANKERS

- Bank Of Baroda
- Kotak Mahindra Bank
- IDBI Bank Ltd

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NOTICE

Notice is hereby given that the 36th Annual General Meeting of Members of **SHANTAI INDUSTRIES LIMITED (Formerly Known as Wheel and Axle Textiles Limited) (CIN: L74110GJ1988PLC013255)** will be held at office of the Company at 741, Golden Point, Nr. Telephone Exchange , Begampura, Falsawadi, Ring Road, Surat 395003 on Friday, 24th September, 2021 at 04.00 P.M. to transact the following business: .

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

   RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted .

2. To appoint a Director in place of Shri Harishbhai Fatandas Sawlani (DIN: 00831848), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:** .

   RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Vasudev Fatandas Sawlani (DIN: 00831830), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation. .

3. To appoint **M/s. DSI & Co., Chartered** Accountant., (FRN No. 127226W) as Statutory Auditors of Company and fix their remuneration for Period of Five Years up to financial year ending 31/03/2026 and in this regard, pass the following resolution as an **Ordinary Resolution**. .

   RESOLVED THAT pursuant to the provisions of Section- 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, **M/s. DSI & Co.,** Chartered Accountant., (FRN No. 127226W) be and is hereby appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2026, at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

For Shantai Industries Limited

Place: Surat

Date: 19/08/2021

Sd/-

Harishbhai F. Sawlani
(DIN: 00831848)
Chairman and Managing Director

Explanatory Statement giving Document and Information to Shareholder Pursuant Regulation 36 of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 In respect of item no.3 of Agenda .

It is proposed to change the statutory auditors of the company since existing auditors have resigned.

The board of Directors at their meeting held on 19/08/2021 proposed to appoint new auditors to fill up casual vacancy. The fees payable to new auditor shall be decided by board of directors considering the quantum of working of company. the new auditors are eligible to be appointed and have sufficient expertise and experience in the opinion of board of Directors. There is no other rational since appointment of new auditor is required on account of voluntary resignation of previous auditors. .

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. .
2. In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the commencement of the meeting. .

   A person can act as a proxy on behalf of Members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other Member. .
3. Corporate Members intending to send their authorized representatives to attend the Annual General 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 the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting. .
4. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
5. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Company's registered office on all working days of the Company, during business hours up to the date of the meeting. .
6. The Register of Members and Share Transfer Books of the company will be closed from 18th September, 2021 to 24th September, 2021 both days inclusive. .
7. Members are requested to send all communications relating to shares to the Registrar & Share Transfer Agent of the Company at the following address:. .

   MCS Share Transfer Agent Ltd.
   10, Aaram Apartment, 12, Sampatrao Colony,
   Alkapuri, Vadodara 390007

   The members holding shares in electronic/ demat form, are required to furnish details of change of address and change in the Bank Accounts, etc. to the respective Depository Participants (DPs) .
8. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. .

9. **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER**

1. 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 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 36th Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 CDSL. It may be noted that this e-voting facility is optional. In order to facilitate those Members, who do not wish to use the e-voting facility, the company is enclosing a Ballot form, resolution passed by members through e-voting or ballot forms are deemed to have been passed as if they have been passed at Annual General Meeting. .

   The e-voting facility will be available at the link https://www.evotingindia.com during the following voting period: .

   Commencement of e-voting: 9.00 a.m. on Tuesday, 21st September, 2021 and ends on 5.00 p.m. on Thursday, 23rd September, 2021. .

2. 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 at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e.www.evotingindia.com. .

3. E-voting shall not be allowed beyond 5.00 p.m. on Thursday, 23rd September, 2021. During the e-voting period, shareholders of the Company, holding shares, as on Friday, 17th September, 2021 may cast their vote electronically. .

4. Members can opt for only one mode of voting i.e. either by Ballot Form or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and vote casted through Ballot Form shall be treated as invalid. .

5. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the Meeting shall be able to exercise their rights to vote at the Meeting through ballot paper in case they have not cast their vote by remote e-voting. .

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

7. The Company has appointed Mr. Kunjal Dalal, Proprietor K. Dalal & Co., Practicing Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner. .

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING UNDER:

(i) The voting period begins on 9.00 a.m. on Tuesday, 21st September, 2021 and ends on 5.00 p.m. on Thursday, 23rd September, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 17th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. .

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. .

(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. .

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	(1) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. . (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. . (3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration (4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the e-Voting is in progress during or before the AGM. .
Individual Shareholders holding securities in Demat mode with **NDSL**	(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: https://eservices.nsdl.com 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. .

Type of shareholders	Login Method
	(2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. . (3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. .
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. 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's 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 **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with **NDSL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 .

(iv) Login method for e-Voting for **shareholders other than individual shareholders & physical shareholders.**

(1) The shareholders should log on to the e-voting website www.evotingindia.com.

(2) Click on "Shareholders" module

(3) Now enter your User ID

(a) For CDSL: 16 digits beneficiary ID,

(b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

(c) Shareholders holding shares in Physical Form should enter Folio Number registered with the company.

(4) Next enter the Image Verification as displayed and Click on Login.

(5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used. .

(6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) . • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. .
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. . • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). .

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. .

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. .

(viii) Click on the EVSN for the **Shantai Industries Limited** on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution. .

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. .

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system. .

(xv) **Facility for Non Individual Shareholders and Custodians Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module. .
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. .
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. .
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. .
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **shantaiindustriesltd@gmail.com** (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same. .

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

(1) For Physical shareholders- please provide necessary details like 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 Company/RTA email id. .

(2) For Demat shareholders -, please provide Demat account detials (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id. .

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

By Order of the Board
For Shantai Industries Limited

Place: Surat
Date: 19/08/2021

Sd/-
Harishbhai F. Sawlani
(DIN: 00831848)
Chairman and Managing Director

Information in respect of appointment / re-appointment of director at Annual General Meeting Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Name of Director	**Mr. Harishbhai Fatandas Sawlani**
Age	61Years
Qualifications	D. Tex.
Experience	34 Years
Nature of Expertise	Administration
Inter-se Relationship	Brother of another Managing Director Shri Vasudev Fatandas Sawlani.
Name of the listed entity in which person holds directorship and membership of committee of board	Nil
Shareholding of non- executive directors	Not Applicable