

SHANTAI INDUSTRIES LIMITED

CIN: L46411GJ1988PLC013255

Reg Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat, Gujarat, 395007

Website: www.shantaiindustrieslimited.com, Email-id: shantaiindustriesltd@gmail.com, Tel: 0261-2211212

Date: September 2, 2026

To,

BSE LIMITED

Phiroze Jeejeebhoy towers,

Dalal Street,

Mumbai- 400 001.

Scrip ID/Code / ISIN

SHANTAI/ 512297/INE408F01024

Subject:

Notice of 41st Annual General Meeting of the Company

Reference No:

Regulation 30 and Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

With reference to the above captioned subject, please find enclosed herewith the notice of 41st Annual General Meeting of the members of the Company scheduled to be held on Tuesday, September 29, 2026 at 04.00 P.M. through Video Conferencing /Other Audio-Visual Means (VC/OAVM) to transact the business as set out in the notice of the AGM.

This is for your information and record.

Yours Faithfully,

For Shantai Industries Limited

SHIPRA Digitally signed
by SHIPRA MEHTA
Date: 2026.09.02
14:07:26 +05'30'
MEHTA

SHIPRA MEHTA

Company Secretary & Compliance Officer

Place: Surat

Enclosure: - Notice of 41st Annual General Meeting of the Company.

SHANTAI INDUSTRIES LIMITED

CIN: L46411GJ1988PLC013255

Reg Office: Shop 10 2nd Floor, Agrasen Point, Nr Agrasen Bhavan, Citylight Road, Bharthana, Surat -395007

Website: www.shantaiindustrieslimited.com , Email-id: shantaiindustriesltd@gmail.com, Tel: 9913425000

NOTICE OF 41ST ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS:

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

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

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

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

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

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

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

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

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- I. The name of the Company is “**Radhe Dhokla Retail Limited**.”

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

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

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

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

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

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

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

1. To carry on the business of manufacturing, processing, producing, preserving, packaging, repackaging, branding, importing, exporting, buying, selling, distributing and otherwise dealing in food and beverage products, nutritional foods, health foods, frozen foods, ready-to-eat and ready-to-cook foods, dairy products, bakery and confectionery products, beverages and allied products; to undertake contract farming, cultivation, procurement, processing, storage, warehousing, cold chain and supply of agricultural and allied produce; to manufacture and deal in packaging materials and packaging solutions; and to establish, own, operate, manage, franchise and license restaurants, cafes, cloud kitchens, quick service restaurants (QSRs), catering, takeaway and food delivery services under Company Owned Company Operated (COCO), Franchise Owned Franchise Operated (FOFO), Franchise Owned Company Operated (FOCO) or any other business model, and to undertake all activities incidental or ancillary thereto.
2. To carry on in India or elsewhere the business to generate, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker representative, consultant, collaborator, trader or otherwise to deal in all energy giving products such as renewable and unconventional energy, solar energy products, solar power plants, and other power plants for residential, commercial, industrial, and agricultural purposes and provide all types of services for project financing, project approval, designing and engineering, installation and commissioning, own and develop renewable energy, construction of renewable energy and related infrastructure.
3. To design, manufacture, install, and sell solar panels, solar inverters, and related solar energy equipment and accessories, as well as to provide services for the installation, commissioning, operation, and maintenance of solar energy systems.

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

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

13. Approval and ratification of Related Party Transactions:

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

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

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

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

Date: August 27, 2026

Reg. Office: Shop 10 2nd Floor, Agrasen Point,
Nr Agrasen Bhavan, Citylight Road, Bharthana,
Surat -395007

Email: shantaiindustriesltd@gmail.com

Website: www.shantaiindustrieslimited.com

By order of the Board
For Shantai Industries Limited

Sd/-
Shipra Mehta
Company Secretary and Compliance Officer

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), relating to the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. The Annual General Meeting of the company shall be through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) through various circulars hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and relevant MCA the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting

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

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. The facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as body corporates can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In compliance with the MCA Circulars, SEBI Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company/Registrar and Transfer Agent/ Depository Participants/Depositories.

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

8. The Company has engaged the services of National Securities Depository Limited (NSDL), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
9. Since, the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
10. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
11. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
12. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the AGM through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting.
13. Pursuant to Regulation 46 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the securities of a Recognized Stock Exchange are required to be maintained in Demat mode.
14. The Shareholders are requested to direct change of address notifications and update details to their respective Depository Participant(s).

15. Equity shares of the Company are under compulsory demat trading by all Investors.
16. Members seeking any information/document as referred in the notice are requested to write to the Company on or before September 28, 2026 through email at csshantaiindustries@gmail.com. The same will be addressed by the Company suitably.
17. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited, by clicking the link: www.mcsregistrars.com or Company.
18. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

MCS Share Transfer Agent Limited

Registrar to Issue & Share Transfer Agents

101, Shatdal Complex, 2nd Floor,

opp.Bata Show Room, Ashram Road,

Ahmedabad – 380009, Gujarat

Email Id: mcsitdbaroda@gmail.com

Website: www.mcsregistrars.com

Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding

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

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

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
- ii. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through E-voting
- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as e-voting during the AGM, in a fair and transparent manner.
- v. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. September 22, 2026.
- vi. A person, whose name is recorded in the register of members as on the cut-off date, i.e. September 22, 2026 only shall be entitled to avail the facility of e-voting. Any recipient of the notice, who has no voting rights as on the cut-off date, shall treat this notice as an intimation only.
- vii. A person who has acquired the shares and has become a member of the company after the dispatch of the notice of the AGM and prior to the cut-off date i.e. September 22, 2026 shall be entitled to exercise his/her vote either electronically i.e. e-voting by following the procedure mentioned in this part.
- viii. The remote e-voting period will commence on Saturday, September 26, 2026 at 9.00 a.m. and will end on Monday, September 28, 2026 at 5.00 p.m. During this period, the members of the company holding shares as on the cut-off date i.e. September 22, 2026, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.
- ix. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

- x. The Scrutinizer, after scrutinizing the votes, will, not later than 2 working days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the company. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company. The results shall be communicated to the stock exchanges.
- xi. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. September 29, 2026

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

- i. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
- ii. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shantaindustrieslimited.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
- vii. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

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

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

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

NSDL Mobile App is available on



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

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

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

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

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

How to Log-in to NSDL e-Voting website?

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “141942” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to csshantaiindustries@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to csshantaiindustries@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

Date: August 27, 2026

Reg. Office: Shop 10 2nd Floor, Agrasen Point, Nr
Agrasen Bhavan, Citylight Road, Bharthana, Surat -
395007

Email: shantaiindustriesltd@gmail.com

Website: www.shantaiindustrieslimited.com

By order of the Board
For Shantai Industries Limited

Sd/-
Shipra Mehta
Company Secretary and Compliance Officer

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

ITEM NO. 3:

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

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

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

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

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

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

ITEM NO. 4:

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

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

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

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

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

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

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

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

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

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

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

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

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

ITEM NO. 5:

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

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

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

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

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

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

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

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

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

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

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

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

ITEM NO. 6:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

		scaling-up of its F&B operations. The Company aims to achieve sustainable growth and profitability over the ensuing financial years, subject to market and business conditions.
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ITEM NO. 7:

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

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

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

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

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

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

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

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

The Board is of the opinion that the appointment of Mr. Keyur Gordhanbhai Kaklotar as a Non-Executive Independent Director is in the best interests of the Company and accordingly recommends the Resolution

set out at Item No. 7 of the Notice for approval of the Members. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than Mr. Keyur Gordhanbhai Kaklotar for his respective appointment, is concerned or interested, financially or otherwise, in this resolution

ITEM NO. 8:

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

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

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

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

ITEM NO. 9:

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

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

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

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

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

ITEM NO.10:

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

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

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

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

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

ITEM NO. 11:

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

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

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

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

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

ITEM NO. 12:

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

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

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

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

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

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

ITEM NO. 13:

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

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

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

The material particulars of the transaction are as follows:

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

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

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

ANNEXURES TO NOTICE:**Annexure A****DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

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

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

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

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

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

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

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

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

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

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

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

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

Date: August 27, 2026

Reg. Office: Shop 10 2nd Floor, Agrasen Point,
Nr Agrasen Bhavan, Citylight Road, Barthana,
Surat -395007

Email: shantaiindustriesltd@gmail.com

Website: www.shantaiindustrieslimited.com

By order of the Board
For Shantai Industries Limited

Sd/-
Shipra Mehta
Company Secretary and Compliance Officer

Annexure B

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

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

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

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

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

1. Period elapsed since the last change of name

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

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

2. Investment in the new activity/project

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

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

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

3. Certification

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

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

OR

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

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

Restriction on Use

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

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

For VORA VORA AND ASSOCIATES
Chartered Accountants

Sd/-

CA VIRAL S. VORA

Partner

Membership No.: 112575

UDIN: 26112575TBNCWF7739

Place: Surat

Date: 10/08/2026

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
141942

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

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