

**SINDU VALLEY TECHNOLOGIES LTD.**

46, Mulji Jetha Bldg., Above BOB, 2<sup>nd</sup> Floor, 187, Princess Street, Mumbai. 400 002  
Tel No.022-22001747, Fax No.022-22001652  
CIN: L65990MH1976PLC018902

20<sup>th</sup> October, 2016

The Manager,  
Corporate Relationship Dept.  
BSE Ltd.  
Dalal Street,  
Mumbai.

Dear Sir,

**Sub: Annual Report 2015-16**

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith a copy of Annual report for the F.Y. ended 31<sup>st</sup> March, 2016.

Please acknowledge the receipt.

Thanks and Regards,

For Sindu Valley Technologies Limited



Authorized Signatory

# SINDU VALLEY TECHNOLOGIES LIMITED

CIN - L65990MH1976PLC018902

## ANNUAL REPORT

2015-2016

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of Sindu Valley Technologies Limited will be held at 11.00 a.m. on Friday, the 30<sup>th</sup> September, 2016 at 46, Mulji Jetha Building, 2nd floor, Princess Street, Mumbai 400 002, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2016 and Statement of Profit & Loss Account for the year ended on that date along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Sunila Shukla, who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify appointment of Auditors and fix their remuneration.

ON BEHALF OF THE BOARD OF DIRECTORS  
FOR SINDU VALLEY TECHNOLOGIES LTD.

Registered Office:  
46 Mulji Jetha Bldg, 2<sup>nd</sup> Floor  
Princess Street  
Mumbai 400 002

Sd/-  
ANAND JAIN  
(CHAIRMAN)

Place: Mumbai  
Date: 13.08.2016

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER / MEMBERS OF THE COMPANY.
  2. Proxies in order to be effective must be deposited at the Company's Registered Office not less than 48 hours before the time of the Meeting.
  3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
  4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 29<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive).
  5. The Corporate Members intending to send their duly authorized representative(s) are requested to send a duly certified copy of the Board resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
  6. Members are hereby requested to notify change in their addresses, make correspondence and send documents of share transfers, etc. either directly to the Company at the Registered Office or to the Office of Share Transfer Agents of the Company, M/s Universal Capital Securities Pvt. Ltd., at 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 93.
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7. The members who hold shares in electronic form are requested to write their client ID and DP ID and those who hold shares in physical form, are requested to write their Folio number in the attendance slip for attending the meeting.
8. The shareholders, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since the trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of possibility of loss of documents and bad deliveries.
9. Electronic copy of the Annual Report for 2015-16 is being sent to all the Members, whose e-mail IDs are registered with the Company/depository participants for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2015-16 is being sent in a permitted mode. Rules 18(3)(i) of the Companies (Management & Administration) Rules, 2014 requires a Company to provide advance opportunity at least once in a financial year to the Member to register his e-mail address and any change therein. In compliance with the same, we request the Members who do not have their e-mail ID registered with the Company, to get the same registered with the Company. Members are also requested to intimate to the Company the changes if any, in their e-mail address.
10. Voting through electronic means:  
In compliance with the provisions of Regulation 44 of the SEBI (LODR) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and the Secretarial Standard on General Meetings, the Company is pleased to provide to Members the remote e-voting facility to exercise their right to vote on business to be transacted at the Annual General Meeting by electronic means through e-voting services provided by Central Depository Services (India) Limited (CDSL). A Member who has voted on a resolution through the e-voting facility will not be entitled to change it subsequently. Further, a Member who has voted through the e-voting facility will not be permitted to vote again at the venue of the Annual General Meeting of the Company.

The instructions for Members for voting electronically are as under:-

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the</li> </ul>

	applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SINDU VALLEY TECHNOLOGIES LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The voting period begins on Tuesday, the 27<sup>th</sup> September, 2016 (9.00 A.M.) and ends on Thursday, the 29<sup>th</sup> September, 2016 (5.00 P.M.). During this period Shareholders of the Company holding share either in physical form or dematerialized form as on the cut-off date which shall be close of business hours on Friday, the 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions (FAQS) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

M/s. R. Soni & Co., Chartered Accountants has been appointed as Scrutinizer for conducting e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding 3 (three) working days from conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make Scrutinizer’s Report of the votes cast in favor or against, if any forthwith to the Chairman of the Company.

The results shall be declared as per the proceedings of the Annual General Meeting of the Company. The results declared along with Scrutinizer’s Report shall be placed on the Company’s website and on website of CDSL within 2 (two) days of passing of the Resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.

ON BEHALF OF THE BOARD OF DIRECTORS  
FOR SINDU VALLEY TECHNOLOGIES LTD.

Registered Office:  
46 Mulji Jetha Bldg, 2<sup>nd</sup> Floor  
Princess Street  
Mumbai 400 002

Sd/-  
ANAND JAIN  
(CHAIRMAN)

Place: Mumbai  
Date: 13.08.2016

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**DIRECTORS' REPORT**

The Members,

Your Directors are pleased to present their Annual Report on the working of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2016.

<b>FINANCIAL RESULTS</b>		
<b>Particulars</b>	<b>Year Ended 31-03-2016 Rs.</b>	<b>Year Ended 31-03-2015 Rs.</b>
<b>Income</b>		
Revenue from Operation	3,77,000	3,19,000
Other Income	-	-
<b>Total</b>	<b>3,77,000</b>	<b>3,19,000</b>
<b>Expenses</b>		
Finance Cost	-	450
Employees Benefit Expenses	20,000	61,560
Other Expenses	3,44,193	2,35,471
<b>Total</b>	<b>3,64,193</b>	<b>2,97,481</b>
<b>Profit/(Loss) before tax</b>	<b>12,807</b>	<b>21,519</b>
<b>Tax Expenses</b>		
Current Tax-earlier year	-	403
Current Tax	3,958	6790
<b>Profit/(loss) for the year</b>	<b>8,849</b>	<b>14,326</b>

**Dividend:**

Directors have not recommended any dividend.

**Directors' Responsibility Statement:**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to be best of their knowledge, confirm that –

- a) in the preparation of the accounts the applicable accounting standards have been followed along with proper explanations relating to material departure;
- b) appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) the annual accounts have been prepared on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Explanation / Comments on Qualifications / Remarks made by Secretarial Auditor:**

Due to low turnover & considering the financial conditions, your Company was unable to appoint a Company Secretary.

**MANAGEMENT DISCUSSION AND ANALYSIS**

To avoid duplication of certain information in Directors' Report and Management Discussion & Analysis, the Board of Directors of your Company has presented the composite summary of performance and functions of the Company.

**Industry Structure and Development:**

Your Company is Non-banking Finance Company NBFCs are strictly regulated by Reserve Bank of India by its guidelines and notifications.

In a subdued global economy and ongoing slowdown in China, India's macro-economic performance remained stable during the financial year 2015-16. According to Central Statistical Organisation, India's GDP growth is expected to be 7.6% in financial year 2015-16, marginally higher than 7.2% recorded in the previous year. An equally important aspect was the stability in retail inflation around 5% allowing RBI to continue with its accommodative policy stance. However, rate cuts to the tune of 100 basis points during the year did not translate into desired reduction in lending rates. Consequently, improvement in business and consumer confidence during the year were weak.

**Regulations:**

The Capital Market is regulated by stringent rules and regulations of the Securities & Exchange Board of India (SEBI) and the stock exchanges. The Company, being registered with the Reserve Bank of India as Non-Banking Finance Company (NBFC), is also subjected to strict rules and guidelines notified by the Reserve Bank of India from time to time.

**Performance:**

During the year under review, the Company earned revenue from its operations Rs.3,77,000/- as against Rs.3,19,000/- in previous year. Earnings before interest, tax, depreciation and amortization (EBITDA) was Rs.12,807 as against Rs.21,519/- a year ago. Profit after tax for the year was Rs.8,849/- as against Rs.14,326/- in 2014-15.

No appropriation of profit is made and it is proposed to carry forward the balance of Rs.8,849/- in the Profit & Loss account.

**Material Changes and Commitment:**

There have been no material change and commitment affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of this report.

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**Opportunity and Threats:**

Considering the Indian macro-economic factors are in much better shape, the capital market is expected to remain buoyant in the years to come. The market regulators are also concerned in regaining the confidence of investors, which was adversely effected due to economic slowdown and scams.

The worrying factors include the uncertainties regarding the monsoon as also the ability of scheduled commercial banks to extend credit against the backdrop of huge NPAs. Uncertainties in Euro zone and Betrix and volatility in crude prices will also have impact on the Indian economy.

**Future Outlook:**

According to new GDP, it seems that the country is getting back to a higher growth trajectory. Jobs are being created in the service sector, that coupled with government expenditure on core infrastructure and initiative such as 'Make in India' are giving the required impetus to urbanization, which will augur well for the economy in general and your Company in particular in medium to long term.

**Opportunity and threats**

The new Government is committed to encourage the healthy growth of economy industry for development of the Economy. The market regulators are also concerned in regaining the confidence of investors, which is adversely effected due to economic slowdown and scams.

**Future Outlook**

Your Directors are of the opinion that new government's policies of development and creating jobs for young generation will stimulate the growth. Your Directors foresee a better future of your company in forthcoming years.

**Subsidiary:**

The Company does not have any subsidiary company.

**Consolidated Financial Statement:**

Since the Company does not have any subsidiary company or associate or joint venture, consolidated financial statements are not prepared.

**Corporate Governance:**

Provisions of para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are not applicable to your Company. Hence, report on Corporate Governance is not annexed.

**Loans, Guarantees and investments**

The Company has not given any loan or guarantee. The Company has not made any investment in shares, securities and bonds.

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**Public Deposit:**

Your Company has not accepted any deposits from the public, its shareholders or employees during the year under review.

**Transaction with Related Parties:**

None of the transactions with related parties falls under the scope of Section 188(1) of the Companies Act, 2013. Hence, Information on transactions with related parties pursuant to Section 134 (3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 in Form **AOC-2** is not provided.

**Conservation of Energy, etc.**

Since your Company is not engaged in any manufacturing activity, information as required under the provisions of Section 143(3)(m) of the Act is not furnished. During the year, the Company neither earned nor spent any foreign exchange.

**Directors And Key Managerial Personnel**

Mr. S. Padmanabhan and Mr. Ashok Jain are the Independent Directors. Mr. Anand R. Jain is promoter Director. During the year under review, Mrs. Sunila Shukla was appointed as an Additional Director in the meeting of Board of Directors held on 30<sup>th</sup> July, 2015 and she was appointed as Director in the Annual General Meeting held on 30<sup>th</sup> September, 2015.

Mr. U. C. Shukla resigned as Director w.e.f. 30<sup>th</sup> July, 2015.

Mrs. Sunila Shukla shall retire by rotation at the ensuing Annual General Meeting and being eligible has offered herself for re-appointment.

During the year under review, none of the non-executive directors had any pecuniary relationship or transactions with the Company.

Mr. Gautam Jain was appointed as Chief Finance officer w.e.f. 01<sup>st</sup> September, 2015. Mr. Vipul Bhoj was appointed as Chief Executive Officer w.e.f. 1<sup>st</sup> September, 2015. He has resigned as CEO w.e.f. 28<sup>th</sup> May, 2016.

**Disclosure by Independent Directors:**

All the Independent Directors have furnished declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013.

**Audit Committee:**

The Committee presently comprises of Mr. Ashok Jain, Mr. S. Padmanabhan both Independent Directors and Mr. A. R. Jain. All the members of the Committee are having financial and accounting knowledge. The Committee met 4 times during the financial year 2015-16.

**Nomination & Remuneration committee/policy:**

The Committee presently comprises of Mr. Ashok Jain, Mr. S. Padmanabhan both Independent Directors and Mr. A. R. Jain. The Committee met twice during the financial year.

The Nomination and Remuneration Policy recommended by the Nomination & Remuneration Committee is duly approved and adopted by the Board of Directors. The said policy is annexed to the report as Annexure I.

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**Stakeholder Relationship Committee:**

Pursuant to the provisions of section 178 of the Companies Act, 2013 and other applicable provisions of Listing Agreement entered into with BSE Ltd. or SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Company does not have any security holder up to one thousand. Hence, Company was not required to form Stakeholder's Relationship Committee.

**Board Meetings:**

Six meetings of the board were held during the year under review. One meeting of the independent directors was also held during the year.

**Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 the Board of Directors had done the annual evaluation of its own performance, its committees and individual directors. The Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings.

**CSR Committee:**

The Company does not fulfill any of the three criteria specified in Section 135(1) of the Companies Act, 2013 and as such is not required to comply with the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014.

**Internal Control System:**

Adequate internal control systems are in place to maintain quality of product, proper accounting as per norms and standards prescribed, asset maintenance and its proper use. The Company has an independent internal auditor, who periodically reviews the accounts and reports to the Audit Committee.

**Risk Management:**

The management continuously access the risk involved in the business and all out efforts are made to mitigate the risk with appropriate action.

**Employee:**

Relations between the management and employees were cordial through-out the year.

No remuneration was paid to any of the directors. Hence, the particulars of employees required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not provided.

Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Management Personnel) Rule, 2014, and forming part of Directors' Report for the year ended 31<sup>st</sup> March, 2016 is given in a separate annexure to this report. The said annexure is not being sent alongwith this report to the members of the Company in line with the provisions of Section 136 of the Companies Act, 2013. Members, who are interested in obtaining these particulars, may write to the Company Secretary at the Registered Office of the Company. The aforesaid annexure is also available for inspection by the members at the registered office of the Company, 21 days before the annual general meeting and upto the date of the said annual general meeting during normal business hours on working days.

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**Auditors:**

According to Directors, there is no adverse remarks made by Statutory Auditors in their report. Notes to the accounts are self explanatory to comments/observation made by the auditors in their report. Hence, no separate explanation is given. M/s. R. Soni & Co., Chartered Accountants, have been appointed as Statutory Auditors of your Company to hold the office from the conclusion AGM held in 2014 till the conclusion of AGM to be held in the year 2019 subject to ratification of re-appointment by the members at every AGM. Members are requested to ratify the appointment of Auditors.

During the year, Secretarial Audit was carried out by Mr. Dhruval Baladha, Practicing Company Secretary for the financial year 2015-16. The report on the Secretarial Audit is appended as Annexure II to this report.

**Details of significant & material orders Passed by the regulators or Courts or Tribunal:**

No such order was passed by any of the authorities, which impacts the going concern status and company's operations in future.

**Extract of Annual Return**

An extract of Annual Return in Form MGT-9 in pursuance to the provisions of Section 92(3) of the Companies Act, 2013 is annexed to this report as Annexure II and forms part of this report.

**Vigil Mechanism:**

The Company has a vigil mechanism policy to deal with instances of fraud and mismanagement. The whistle blower policy is adopted by the Board of Directors and is hosted on the website of the Company.

**Fraud reporting:**

During the year, no fraud whether actual, suspected or alleged was reported to the Board of Directors.

**Prevention of sexual harassment at workplace:**

Since the Company does not have any woman employee, the provisions of the 'Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act are not applicable.

**Cautionary statement:**

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis may constitute forward looking statements within the meaning of applicable laws and regulations. Although the expectations are based on the reasonable assumption, the actual results might differ.

**Acknowledgement:**

The Directors wish to place on record their deep sense of appreciation to the Company's Bankers, all the staff members for their unstinted support. Your directors also wish to thank the shareholders for confidence reposed in the management of the Company.

For and on Behalf of the Board

Sd/-  
Anand Jain  
Chairman

Place: Mumbai  
Date: 13.08.2016

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## Annexure I

**Nomination and Remuneration Committee Policy of Sindu Valley Technologies Ltd.****1. OBJECTIVE**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read with relevant rules thereto and Clause 49 of the Listing Agreement. The Key Objectives of the Committee are:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity.
- To develop a succession plan for the Board and to regularly review the plan.

**2. DEFINITIONS**

- a) Act means the Companies Act, 2013 as amended from time to time and the Rules made thereunder.
- b) Board means Board of Directors of the Company.
- c) Directors mean Directors of the Company.
- d) Key Managerial Personnel means – (i) Chief Executive Officer or the Managing Director or Whole-time Director or the Manager; (ii) Chief Financial Officer; (iii) Company Secretary; and (iii) such other officer as may be prescribed.
- e) Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

**3. ROLE OF COMMITTEE**

3.1 Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

- 3.1.1 Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2 Identify persons who are qualified to become Director and persons, who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3 Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2 Policy for appointment and removal of Director, KMP and Senior Management

3.2.1 Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
  - b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
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- c) The Company shall not appoint or continue the employment of any person as Whole-time Director or Managing Director, who has attained the age of seventy years; Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### 3.2.2 Term / Tenure

#### a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole-time Director and designate them for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

#### b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director;

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.
- 3.2.3 Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

### 3.2.4 Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act and rules made thereunder.

### 3.2.5 Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## 3.3 Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

### 3.3.1 General

a) The remuneration / compensation / commission etc. to the Managing Director, Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission payable to Managing Director, Whole-time Director and Director shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

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b) The remuneration and commission to be paid to the Managing Director, Whole-time Director and Directors shall be in accordance with the conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

c) Increments/revision to the existing remuneration/compensation payable to Managing Director, Whole-time Director and Directors may be recommended by the Committee to the Board, which should be within the limits approved by the Shareholders.

d) Where any insurance is taken by the Company on behalf of its Directors, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel; Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**3.3.2 Remuneration to Whole-time, Managing Director, Directors, KMP and Senior Management Personnel:**

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If Managing Director and/or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**3.3.3 Remuneration to Non- Executive / Independent Director:**

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof; Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

#### **4. MEMBERSHIP**

4.1 The Committee shall consist of a minimum three (3) non-executive directors, majority of them being independent.

4.2 Minimum two (2) members shall constitute a quorum for the Committee meeting.

4.3 Membership of the Committee shall be disclosed in the Annual Report.

4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

#### **5. CHAIRPERSON**

5.1 Chairperson of the Committee shall be an Independent Director.

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5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

## 6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

## 7. COMMITTEE MEMBERS' INTERESTS

7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## 8. DUTIES OF COMMITTEE

A) The duties of the Committee in relation to nomination matters shall include:

8.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

8.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment;

8.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.

8.4 Determining the appropriate size, diversity and composition of the Board;

8.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

8.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

8.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

8.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

8.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;

8.10 Recommend any necessary changes to the Board; and

8.11 Considering any other matters, as may be requested by the Board.

B) The duties of the Committee in relation to remuneration matters shall include:

8.12 To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

8.13 To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

9. To delegate any of its powers to one or more member(s) of the Committee.

## 10. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings shall be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

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**SECRETARIAL AUDIT REPORT**

For the Financial ended 31<sup>st</sup> March, 2016

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

To,  
The Members,  
Sindu Valley Technologies Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sindu Valley Technologies Limited. (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period comprising the Company’s Financial Year from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31<sup>st</sup> March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not applicable since the Company does not have any FDI, ODI or ECB.
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI ACT’):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
-

I report that during the year under review there was no action/event in pursuance of-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

The Acts/ Guidelines specifically applicable to the Company:

- (a) Reserve Bank of India Act, 1934
- (b) Notification/circulars pertaining to Non-Banking Finance Company issued by RBI from time to time.

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

- a) Secretarial Standards with regard to Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of the Company Secretaries of India (effective from 1<sup>st</sup> July, 2015); and
- b) Listing Agreement entered into by the Company with the Stock Exchanges in India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (w.e.f. 1<sup>st</sup> December, 2015).

*During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable, except that pursuant to the provision of section 203 of the Companies Act, 2013, the Company was required to appoint Whole time Company Secretary however the same has not yet been complied with.*

I further report that –

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed proposal on agenda were sent in advance duly complying with the time limits specified and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meeting duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit, in my opinion adequate systems and processes and

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control mechanism exists commensurate with the size and operation of the Company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines.

I further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

I further report that during the audit period, there was no other specific event/action in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above, having major bearing on the Company's affairs.

For M/s. Dhruvalkumar Baladha & Co.

Place: Mumbai  
Date: 13.08.2016

Dhruvalkumar D Baladha  
Practicing Company Secretary  
ACS No. 38103  
C.P. No. 14265

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# Independent Auditors' Report

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To the Members of Sindu valley technologies Limited

## Report on the Financial Statements

We have audited the accompanying standalone financial statements of **Sindu valley technologies Limited** ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ( 'the Act' ) with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ( 'the Order' ) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

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

a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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

c. the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e. on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and

f. Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act")- refer to our separate report in Annexure B ;and


g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :

i. the Company does not have any pending litigations.

ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The Company does not have any derivative contract.

iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For R SONI & COMPANY  
Chartered Accountants  
Firm's registration number:130349W

  
Rajesh Soni  
Partner  
Membership No.133240  
Date- 28/05/2016  
Mumbai



## ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

(i) The Company does not hold any fixed Assets during the year hence clause (i) sub clause (a), (b) & (c) is not applicable to the company.

(ii) The Company does not hold any Inventory during the year hence clause (ii) is not applicable to the company.

(iii) (a) The Company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

Thus, paragraph (iii)(b) and (iii) (c) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with provision of section 185 and 186 of Act, with respect to the loan and investment made.

(v) The Company has not accepted any deposits from the public.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is regular in depositing undisputed statutory dues including provident fund, income tax, service tax, cess and other material statutory dues with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, wealth tax, duty of customs, value added tax, employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there is no dispute pending in respect of dues of income tax/sales tax/wealth tax/service tax/custom duty/excise duty/cess

(viii) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year

(ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instrument) and term loans during the year.

(x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and based on our examination of the record of the Company, no managerial remuneration has been paid or provided

(xii) In our opinion and according to the information and explanations given to us, the company is not nidhi company. Accordingly paragraph 3(xii) of Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the record of the Company, transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements as required by the applicable accounting standards.

(xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.


(xv) According to the information and explanations given to us and based on our examination of the record of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For R SONI & COMPANY

Chartered Accountants

Firm's registration number: 130349W

  
Rajesh Soni

Partner

Membership No.133240

Date- 28/05/2016

Mumbai





## ANNEXURE B TO THE AUDITORS' REPORT

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Sindu valley technologies Limited** ('the Company') as of 31-Mar-2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

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

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

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

## Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2016.

For R SONI & COMPANY

Chartered Accountants

Firm's registration number: 130349W

Rajesh Soni

Partner

Membership No.133240

Date- 28/05/2016

Mumbai



SINDU VALLEY TECHNOLOGIES LTD  
CIN: L65990MH1976PLC018902  
BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Notes	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	70,00,000	70,00,000
Reserves and Surplus	3	59,62,616	59,71,466
		<u>10,37,384</u>	<u>10,28,534</u>
<b>Non-Current Liabilities</b>			
Long-Term Borrowings	4	25,00,000	25,00,000
Other Long Term Liabilities	5	15,00,000	15,00,000
		<u>40,00,000</u>	<u>40,00,000</u>
<b>Current Liabilities</b>			
Trade Payables	6	62,815	55,689
Short-Term Borrowings	7	70,000	-
Short term Provision	8	3,958	6,790
		<u>1,36,773</u>	<u>62,480</u>
<b>Total</b>		<u><u>51,74,157</u></u>	<u><u>50,91,013</u></u>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets		-	-
Non-current investments		-	-
Deferred tax assets (net)		-	-
Long-Term loans and advances		-	-
Other non-current assets		-	-
<b>Total</b>		<u><u>-</u></u>	<u><u>-</u></u>
<b>Current Assets</b>			
Trade receivables		-	-
Cash and cash equivalents	9	3,90,945	3,15,801
Short-term loans and advances	10	47,03,919	46,93,919
Other Current Assets	11	79,293	81,293
		<u>51,74,157</u>	<u>50,91,013</u>
<b>Total</b>		<u><u>51,74,157</u></u>	<u><u>50,91,013</u></u>
Significant Accounting Policies	1		
Notes to Accounts	16		

As per our attached report of even date

For R SONI & COMPANY

Firm Registration No. - 130349W

Chartered Accountants

(Rajesh Soni)

Partner

M. No. : 133240



For and on behalf of the Board of Directors

(Anand Raj Jain)

Director

DIN: 00904322

(Sunila Shukla)

Director

DIN: 00220052

Place :- Mumbai

Date :- 28.05.2016

## SINDU VALLEY TECHNOLOGIES LTD

CIN: L65990MH1976PLC018902

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Notes	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
<b>Income</b>			
Revenue from Operation	12	3,77,000	3,19,000
Other Income		-	-
	<b>Total</b>	<b>3,77,000</b>	<b>3,19,000</b>
<b>Expenses</b>			
Finance Cost	13	-	450
Employees Benefit Expenses	14	20,000	61,560
Other Expenses	15	3,44,193	2,35,471
	<b>Total</b>	<b>3,64,193</b>	<b>2,97,481</b>
<b>Profit/(Loss) before tax</b>		<b>12,807</b>	<b>21,519</b>
<b>Tax Expenses</b>			
Current Tax-earlier year		-	403
Current Tax		3,958	6,790
<b>Profit/(loss) for the year</b>		<b>8,849</b>	<b>14,326</b>
<b>Earning per equity share</b>			
Basic		0.01	0.02
Diluted		0.01	0.02
Face Value of Share		10.00	10.00
Significant Accounting Policies	1		
Notes to Accounts	16		

As per our attached report of even date

For R SONI &amp; COMPANY

Firm Registration No. - 130349W

Chartered Accountants

(Rajesh Soni)

Partner

M. No. : 133240

Place :-Mumbai

Date :- 28.05.2016



For and on behalf of the Board of Directors

*Anand Raj Jain*  
(Anand Raj Jain)  
Director  
DIN: 00904322

*Sunila Shukla*  
(Sunila Shukla)  
Director  
DIN: 00220052

SINDU VALLEY TECHNOLOGIES LTD.  
CIN: L65990MH1976PLC018902  
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

PARTICULARS	Year Ended	Year Ended
	31.03.2016	31.03.2015
	Rs.	Rs.
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax & Extraordinary Items	12,807	21,519
Adjustment for:		
Interest Received	-	-
Operating Profit Before Working Capital Changes	12,807	21,519
Adjustment for:		
Trade & Other Receivables	(8,000)	5,90,000
Trade Payables & Other Current Liability	7,126	7,201
Cash Generated from Operations	11,933	6,18,720
Direct Taxes Paid	(6,790)	(403)
Net Cash From Operating Activities (A)	5,143	6,18,317
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest received	-	-
Net Cash Used in Investing Activities (B)	-	-
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Borrowings Received/(Repaid)	70,000	(3,20,000)
Net Cash from Financing Activities (C)	70,000	(3,20,000)
Net Increase / (Decrease) in Cash (A)+(B)+(C)	75,143	2,98,317
Cash and Cash equivalents at the beginning of the year	3,15,801	17,486
Cash and Cash equivalents at the end of the year (Refer Note 1 Below)	3,90,945	3,15,801

**Note 1**

1. Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the cash flow statement comprise of the following Balance Sheet items.

Particulars	31-03-2016	31-03-2015
	Rs.	Rs.
Cash In hand	3,64,190	2,52,439
Balance with Banks:	26,755	63,362
	3,90,945	3,15,801

2. Above statement has been prepared by the indirect method as set out in the Accounting Standard 3 on Cash Flow Statement as prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014.

3. Previous year's figures have been regrouped/ reclassified wherever necessary to conform to current years' classification

As per our attached report of even date

For R SONI & COMPANY

Firm Registration No. - 130349W

Chartered Accountants

(Rajesh Soni)  
Partner

M. No. : 133240

Place :- Mumbai

Date :- 28.05.2016



For and on behalf of the Board of Directors

(Anand Raj Jain)

Director

DIN: 00904322

(Sunila V. Shukla)

(Sunila Shukla)

Director

DIN: 00220052

# SINDU VALLEY TECHNOLOGIES LIMITED

Note – 1

## I. CORPORATE INFORMATION

The Company has incorporated on 19/03/1976 and the company is in to “auxiliary services” business.

## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 1. Basis for preparation of Accounts:

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by the Securities and Exchange Board of India (SEBI).

### 2. Use of Estimates:

The preparation of financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported year. Differences between the actual results and estimates are recognized in the period in which the results are known/ materialized.

### 3. Revenue Recognition:

In appropriate circumstances, revenue (income) is recognized when no significant uncertainty as to determination or realization exists. All revenue has been accounted on Accrual basis.

### 4. Taxation

The Provision for current taxation is based on assessable profits of the Company as determined under the provisions of the income tax act 1961. Deferred tax resulting from “timing differences” between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

### 5. Employment Benefits

No Provisions has been made for payment of gratuity since it is not yet applicable. Leave encashment benefits have been charged to profit & loss account.

### 6. Contingent Liabilities

Contingent liabilities, if material are disclosed by way of notes

### 7. Event occurring after the balance sheet

Material events occurring after the date of balance sheet have been taken cognizance Liabilities which are material and whose future outcome can't be ascertained with reasonable certainty have been treated as contingent liability and are disclosed by way of notes to accounts.

### 8. Other Accounting policies

These are consistent with generally accepted accounting practices.

SINDU VALLEY TECHNOLOGIES LTD  
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NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Note - 2 Share Capital

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
<b><u>AUTHORIZED CAPITAL</u></b>		
12,00,000 (12,00,000) Equity shares of Rs. 10/- each	1,20,00,000	1,20,00,000
<b>Total</b>	<u><u>1,20,00,000</u></u>	<u><u>1,20,00,000</u></u>
<b><u>ISSUED &amp; SUBSCRIBED &amp; PAID UP CAPITAL</u></b>		
700,000 (700,000) Equity shares of Rs. 10/- each fully paid up	70,00,000	70,00,000
<b>Total</b>	<u><u>70,00,000</u></u>	<u><u>70,00,000</u></u>

(a) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period.

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
At the beginning of the reporting period.	70,00,000	70,00,000
Equity Issued during the period	-	-
At the end of the reporting period.	<u><u>70,00,000</u></u>	<u><u>70,00,000</u></u>
At the beginning of the reporting period.	7,00,000	7,00,000
Equity Issued during the period	-	-
At the end of the reporting period.	<u><u>7,00,000</u></u>	<u><u>7,00,000</u></u>

(b) Terms & Right attached to equity shares

The company has only one class of equity shares having a par value of Rs.10/- per share. Each Holder of equity share is entitled to one vote per share. In the event of liquidation shareholder will be entitled to receive remaining assets of the company after distribution of all preferential amount. The Distribution will be in proportion to the member of equity share held by the share holder.

Details of shareholders holding more than 5% shares in the Company

	As at 31-03-2016	
	Number	% of holding
Equity Shares of Rs 10 each fully paid		
Upendra Shukla	1,55,200	22.17
Renu Jain	1,02,700	14.67
Anand Raj Jain	44,000	6.29
	As at 31-03-2015	
	Number	% of holding
Equity Shares of Rs 10 each fully paid		
Upendra Shukla	1,55,200	22.17
Renu Jain	1,02,700	14.67
Anand Raj Jain	44,000	6.29

SINDU VALLEY TECHNOLOGIES LTD  
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NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

**Note - 3 Reserve & Surplus**

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
Surplus/(Deficit) in the statement of profit and loss account		
Balance as at the beginning of the year	(59,71,466)	(59,85,792)
Profit/(Loss) for the current year	8,849	14,326
Net surplus in the statement of profit and loss account	(59,62,617)	(59,71,466)

**Note - 4 Long-Term Borrowings**

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
Unsecured Loans from Related Parties		
Unsecured Loans from other than Related Parties	25,00,000	25,00,000
<b>Total</b>	25,00,000	25,00,000

**Note - 5 Other Long Term Liabilities**

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
Long Term Liabilities to other than Related Parties		
	15,00,000	15,00,000
	15,00,000	15,00,000

**Note - 6 Trades Payable**

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
Due to MSME		
Due to others	62,815	55,689
<b>Total</b>	62,815	55,689

**Note - 7 Short-Term Borrowings**

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
Unsecured Loans from Related Parties		
	70,000	0
	70,000	0

**Note - 8 Short term Provision**

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
Provision for Tax		
	3,958	6,790
<b>Total</b>	3,958	6,790



SINDU VALLEY TECHNOLOGIES LTD  
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NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Note - 9 Cash & Cash Equivalents

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
Cash in hand	3,64,190	2,52,439
Balance in Current Account with Scheduled Bank	26,755	63,362
<b>Total</b>	<u><u>3,90,945</u></u>	<u><u>3,15,801</u></u>

Note - 10 Short-term loans and advances

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
Unsecured considered good Advances	32,04,919	31,94,919
Claim Recoverable Refer Note No. 16 (10)	14,99,000	14,99,000
<b>Total</b>	<u><u>47,03,919</u></u>	<u><u>46,93,919</u></u>

Note - 11 Other Current Assets

	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
Balance with Govt Authorities	75,293	75,293
Prepaid Expenses	4,000	6,000
<b>Total</b>	<u><u>79,293</u></u>	<u><u>81,293</u></u>

SINDU VALLEY TECHNOLOGIES LTD  
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NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Note - 12 Revenue from Operations

	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
Services Charges	3,77,000	3,19,000
<b>Total</b>	<b><u>3,77,000</u></b>	<b><u>3,19,000</u></b>

Note - 13 Finance Cost

	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
Interest on TDS	-	450
<b>Total</b>	<b><u>-</u></b>	<b><u>450</u></b>

Note - 14 Employees Benefit Expenses

	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
Salary	16,000	55,000
Staff Welfare	4,000	6,560
<b>Total</b>	<b><u>20,000</u></b>	<b><u>61,560</u></b>

Note - 15 Other Expenses

	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
Advertising	51,910	40,245
<b>Payment to Auditor:-</b>		
- Auditor Remuneration	13,740	13,483
- Certification fees	-	8,427
Bank Charges	257	86
Conveyance	1,434	14,550
Legal & Professional fees	25,947	5,000
Listing Fees, Custodial charges	2,30,420	1,18,360
Office Expenses	2,581	16,560
Printing And Stationary	1,235	3,560
Profession Tax	2,000	2,000
ROC Expenses	14,669	13,200
<b>Total</b>	<b><u>3,44,193</u></b>	<b><u>2,35,471</u></b>

## SINDU VALLEY TECHNOLOGIES LIMITED

### NOTE – 16 OTHER NOTES:

1. Auditor's remuneration paid / payable during the year financial year is as under:

Particulars	2015-2016	2014-2015
Statutory Audit Fee	13,740	13,483

2. In the opinion of the Board , the Current Assets, Loan and Advances a value on realization in the ordinary course of business at least equal to the amount as stated and adequate provision of all known liabilities of the Company has been made. Balances are subject to confirmation/reconciliation.

3. Earning Per Share (EPS):

Particulars	2015-2016	2014-2015
Profit attributable to the Equity Shareholders (Rs.)	8,849	14,326
Weighted average number of Equity Shares	700000	700000
Nominal Value of Equity Share	10	10
Earning Per Share Basic & Diluted	0.01	0.02

The Company does not have any potential dilutive equity shares. Consequently, the basic and diluted earnings per share remain the same

4. There is no amount due to small/micro undertaking.

5. Earning in foreign currency:               NIL

6. Foreign currency outgo:                   NIL

7. Contingent liability :                   NIL

8. There is no deferred tax asset/ liability at the end of the year.

9. **Segment Reporting:**

The Company operates in Single Business Segment of "Business auxiliary services" in domestic area only. Therefore, the Company is of the opinion that the disclosure requirements of Accounting Standard AS-17 issued by the Institute of Chartered Accountants of India are not applicable to the Company.

10. The Company was in the process of completion of acquisition of subsidiary company but due to non compliance of the terms of acquisition by their management and promoters, the company was compelled to rescind the arrangement. The company has claimed return of Rs. 14,99,000 which is included in Short Term loans and advances.

11. Disclosure in respect of related parties pursuant to Accounting Standard AS-18: -

- i) There are no related parties except the following: -

Name of Related Party	Nature of relationship
A) Upendra Shukla (HUF)	Associates
B) Anand Raj Jain	Director
C) Upendra Shukla	Relative of Director

- ii) During the year under review following transaction were carried out with the related party in the ordinary course of business :-

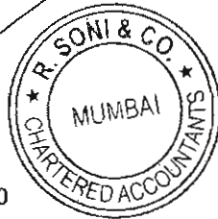
Sr. No.	Name of Party	Nature of Relationship	Nature of Transaction	(2015-16) Amount (Rs.)	(2014-15) Amount (Rs.)
1.	Upendra Shukla (HUF)	Associates	Loan Taken	-	-
			Loan Repaid	-	2,50,000
			Loan Outstanding	-	-
2.	Anand Raj Jain	Director	Loan Taken	70,000	1,30,000
			Loan Repaid	-	2,00,000
			Loan Outstanding	70,000	-
5.	Upendra Shukla	Relative of Director	Reimbursement of ROC fees	6,869	13,200
			Outstanding	49,075	42,206

12. Previous year figures have been regrouped and rearranged wherever necessary to confirm with the current year presentation

As per our report of even date

For R Soni & Co  
Chartered Accountants  
Firm Registration No. 130349W

(Rajesh Soni)  
Partner  
Membership No. 133240  
Place: - MUMBAI  
Date: 28.05.2016



For & on behalf of the board

(Anand Raj Jain)  
Director  
DIN: 00904322

(Sunila Shukla)  
Director  
DIN: 00220052