

**SINDU VALLEY TECHNOLOGIES LIMITED**

No. 3, Dr TC M Royan Road, Opp Ayyappan Temple, Bangalore 560053  
CIN: L21000KA1976PLC173212, Telephone: 080 26706716, Email:sinduvalley76@gmail.com

**NOTICE OF POSTAL BALLOT**

[Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, that the Resolution appended below is proposed to be passed by the Members of SINDU VALLEY TECHNOLOGIES LIMITED (“Company”) by way of Postal Ballot including voting by electronic means (“e-voting”).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the Resolution setting out the material facts and the reasons thereof, is appended along with a Postal Ballot Form. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on 26<sup>th</sup> June 2024, has appointed Kothari H & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form in all respect in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Tuesday, July 30, 2024. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically on or before 5.00 p.m. (IST) on Tuesday, July 30, 2024. Members are requested to follow the procedure as stated in the Notes.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any Director authorised by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website [www.sinduvalley.com](http://www.sinduvalley.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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**SPECIAL BUSINESSES:**

**1. TO REGULARIZE MR. KAZIM RAZA KHAN (DIN: 05188955) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Kazim Raza Khan (DIN: 05188955) who was appointed as an Additional Director designated as an Independent Director of the Company on 26<sup>th</sup> June, 2024 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Kazim Raza Khan (DIN: 05188955), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from 26<sup>th</sup> June, 2024 to 25<sup>th</sup> June, 2029 and that he shall not be liable to retire by rotation; and

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**2. TO REGULARIZE MR. SAMRATHDAN ZULA (DIN: 03151303) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Samrathdan Zula (DIN: 03151303) who was appointed as an Additional Director designated as an Independent Director of the Company on 26<sup>th</sup> June, 2024 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Samrathdan Zula (DIN: 03151303), Director of the Company be and is hereby appointed as an Independent Director of

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the Company to hold office for first term of 5 (Five) consecutive years with effect from 26<sup>th</sup> June, 2024 to 25<sup>th</sup> June, 2029 and that he shall not be liable to retire by rotation; and

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**3. TO REGULARIZE MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Kavita Akshay Chhajer (DIN: 07146097) who was appointed as an Additional Director designated as an Independent Director of the Company on 26<sup>th</sup> June, 2024 and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mrs. Kavita Akshay Chhajer (DIN: 07146097), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from 26<sup>th</sup> June, 2024 to 25<sup>th</sup> June, 2029 and that, she shall not be liable to retire by rotation; and

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**4. TO APPROVE APPOINTMENT OF MR. REBY THOMAS ELSAN (DIN: 06505474) AS DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the "Act"), on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Reby Thomas Elsan (DIN: 06505474), be and is hereby appointed as Director of the Company, whose appointment as Managing Director of the company is proposed to members in this notice.

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**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**5. TO APPROVE APPOINTMENT OF MR. REBY THOMAS ELSAN (DIN: 06505474) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION THEREOF.**

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

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read along with Schedule V to the Act (including any amendment thereto or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination & Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded to appoint Mr. Reby Thomas Elsan (DIN: 06505474) as the Managing Director ('MD') of the Company for a three years commencing from 26<sup>th</sup> June, 2024 to 25<sup>th</sup> June, 2027 upon such terms and conditions as may be fixed by the Board, and who shall be not liable to retire by rotation, upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act and in the agreement entered into between the Company and MD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to provide the remuneration of MD from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**6. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:**

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

**"RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the members be and is hereby accorded to authorize 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 or officer(s) authorised by the Board to exercise the powers conferred on the Board subject to the approval of members of the company through this general meeting under this resolution) to 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 entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs. 100 (Rupees One Hundred Crore) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans

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are utilized by the borrowing company for its principal business activities."

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**7. TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS 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 **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and subject to the compliance of applicable laws, the consent of the members be and is hereby accorded to the Board of Directors and the Audit Committee from time to time to:

a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs.100 (Rupees One Hundred Crore); and

b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 100 (Rupees One Hundred Crore)

**RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution.

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**8. TO INCREASE IN THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the Consent of the Members 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 any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) by way of Inter Corporate Deposits, Long Term Loans, and External Commercial Borrowings or through issue of any securities, debentures, instruments, etc. or otherwise as it may think fit may exceed the aggregate of the paid up

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capital of the Company, free reserves and securities premium and provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 (Rupees One Hundred Crore)

**RESOLVED FURTHER THAT** the board be and is hereby authorized/ empowered to borrow monies within the above-mentioned limit as approved by the members pursuant to the provisions of Section 180(1)(c) of the Companies Act 2013 and when required by the company

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**9. TO CREATE SECURITY BY WAY OF CHARGE, MORTGAGE, HYPOTHECATION OR PLEDGE OF THE MOVEABLE OR IMMOVABLE ASSETS OR PROPERTIES 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 180(1)(a) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure the amount borrowed by the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings or borrowing to be availed by the Company or subsidiary(ies) or associates of Company, whether by way of debentures, loans, ICDs, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, in foreign currency or in Indian rupees, upto Rs. 100 (Rupees One Hundred Crore) within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**10. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF KARNATAKA TO THE STATE OF MAHARASTRA, MUMBAI :**

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

**"RESOLVED THAT** subject to the provisions of Section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the

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provisions of the said Act or under any other law for the time being in force, Consent of the Members be and is hereby accorded for shifting of the Registered Office of the Company from the State of KARNATAKA to the State of MAHARASTRA, Mumbai and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

**"II. The Registered Office of the Company will be situated in the State of Maharashtra, Mumbai."**

**RESOLVED FURTHER THAT** upon the approval of the Regional Director, the registered office of the Company be shifted from the State of KARNATAKA to State of MAHARASTRA, Mumbai.

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**11. ALTERATION IN MAIN OBJECT CLAUSE IN 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 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and subject to any statutory approval as may be required in this regard, consent of the members of the Company be and is hereby accorded to alter the Main Objects clause of the Memorandum of Association of the Company by substituting it with clauses in Clause III (A):-

1. To incorporate and utilize advanced technologies such as the Internet of Things (IoT), Artificial Intelligence (AI), machine learning, block chain, big data analytics, and other emerging technologies to enhance the efficiency, safety, sustainability, and intelligence of infrastructure projects. To conduct and promote research and development activities in the field of infrastructure technology, including the development of new technologies, materials, and methodologies. To provide consultancy, advisory, and technical support services related to infrastructure development and technology integration, including feasibility studies, project management, and engineering services.
2. To carry on in India or elsewhere, either alone or jointly with one or more person or other entities, government, local or other bodies, the business to construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, re-model, rebuild, undertake, Contribute, assist and to act as civil engineer, architectural engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, subcontractor, turn-key contractor and manager of all types of constructions & developmental works in all its branches such as roads, toll roads, ways, culverts, dams, bridges, railways, tramways, water tanks, reservoirs, canals, wharves, warehouses, factories, buildings, structures, drainage and sewage works, water distribution and filtration systems, docks, harbors, piers, irrigation works, foundation works, flyovers, airports, runways, rock drilling, aqueducts, stadiums, hydraulic units, sanitary works, power supply works, power stations, hotels, hospitals, dharmashalas, multistoried, shopping malls, colonies, complexes, housing projects and other similar works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all sorts of lands and buildings and to carry on all or any of the foregoing activities for building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials and facilities of whatsoever nature.

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3. To establish and canyon in India or elsewhere the business to acquire, undertake, promote, run, manage, own, lease, convert, build, commercialize, handle, operate, renovate, construct, maintain, improve, exchange, furnish, recondition, hire, let on hire, develop, consolidate, subdivide & organize, hotels, restaurants, cafes, taverns, rest houses, tea and coffee houses, flight carriers, lodging house keepers, refreshment rooms, swimming pools, turkish baths, lodges, apartments, housekeeper, cottage or grocers, poulterers, green grocers, licensed victuallere, discotheque, banquet halls, dressing rooms, laundries, hair dresser shops, stores, libraries, writing and newspaper rooms, places of amusement, recreations, art galleries, sports, entertainment, health clubs, traveling agencies, motor cabs, theatrical and opera box offices, cinemas and to prepare, produce, process, buy, sell, import, export, service, wholesale, retail, pack, repack or otherwise to deal in all kinds of vegetarian foods, non-vegetarian foods, beverages, waters, purveyors, cigarettes, tobaccos, soft drinks, ice creams, juices, cosmetics, clothes, provisions, spices and other allied goods, materials, substances, consumables & preparations connected thereto.

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**Registered Office:**

No. 3, 2nd Floor, Dr TCM Royan Road, Opp Ayyappan Temple,  
Bengaluru South, Bengaluru,  
Karnataka, 560053

**By Order of the Board of Directors**

**For SINDU VALLEY TECHNOLOGIES LIMITED**

**Mrs. Sandhya Despande**

**Company Secretary & Compliance Officer**

Date: June 26, 2024

Place: Bengaluru



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### IMPORTANT NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) read with Section 110 of the Act containing all material facts in respect of the Resolutions as specified above is annexed hereto.
- 2) The Company has appointed M/s. Kothari H & Associates, Practicing Company Secretaries, Mumbai to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.
- 3) The Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at General Meeting of the Members.
- 4) In line with MCA Circulars the Postal Ballot notice is being sent only by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories. Members may note that this Notice will be available on the Company's website, [www.sinduvalley.com](http://www.sinduvalley.com) websites of Stock Exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- 5) Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in dematerialized form and with the Company in case the shares are held by them in physical form to Company Registrar & Transfer Agent on [ashok.sherugar@linkintime.co.in](mailto:ashok.sherugar@linkintime.co.in)
- 6) In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders' whose names appear on the Register of Members/List of Beneficial Owners as on June 21, 2024, will be considered for the purpose of e-voting. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
- 7) In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility. The instructions for e-voting are provided as part of this Postal Ballot Notice
- 8) The voting period will commence from Monday July 01, 2024 at 9.00 a.m. IST and end on Tuesday, July 30, 2024 at 5.00 p.m. IST thereafter, the e-voting module shall be disabled.
- 9) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before August 01, 2024 at the Registered Office of the Company. The Resolutions, if passed by requisite majority shall be deemed to have been passed on July 30, 2024, being the last date specified by the Company for e-voting. The result along with the scrutinizers report shall also be available on the Company's website, and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- 10) Voting through electronic means:  
  
In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company is pleased to provide voting by electronic means (e-voting) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members.

## SINDU VALLEY TECHNOLOGIES LIMITED

No. 3, Dr TC M Royan Road, Opp Ayyappan Temple, Bangalore 560053  
CIN: L21000KA1976PLC173212, Telephone: 080 26706716, Email:sinduvalley76@gmail.com

### Instructions:

#### 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 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.	<ol style="list-style-type: none"><li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDEAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

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	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> App Store       Google Play</p> <p style="text-align: center;">      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method 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 101456 then user ID is 101456001***

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

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- 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

#### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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**

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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 [info@khacs.com](mailto:info@khacs.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Rahul Rajbhar at [evoting@nsdl.com](mailto: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 [sinduvalley76@gmail.com](mailto:sinduvalley76@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 [sinduvalley76@gmail.com](mailto:sinduvalley76@gmail.com). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.



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**EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) IN CONFORMITY WITH THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM NO. 1: TO REGULARIZE/ APPOINT MR. KAZIM RAZA KHAN (DIN: 05188955) AS NON -EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as Independent Directors on the board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularise appointment of Mr. KAZIM RAZA KHAN (DIN: 05188955) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mr. KAZIM RAZA KHAN (DIN: 05188955):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) a 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.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office upto the date of ensuing Annual General Meeting.

Since Mr. KAZIM RAZA KHAN (DIN: 05188955) was appointed as an Additional Director on the board on June 26, 2024 and his term of office will expire on the day of AGM. However he can be regularized as a Director with the approval of members of the Company at any general meeting or through postal ballot. He is qualified the Independent Director's Examination and fulfils the conditions for their appointment as Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. KAZIM RAZA KHAN (DIN: 05188955) as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Khan fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. KAZIM RAZA KHAN (DIN: 05188955) as an Independent non-executive Director is now being placed before the Members for their approval.

Copy of the letter of appointment issued to Mr. KAZIM RAZA KHAN (DIN: 05188955) setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to [sinduvalley76@gmail.com](mailto:sinduvalley76@gmail.com)

Mr. KAZIM RAZA KHAN (DIN: 05188955) being appointee is interested in his appointment. Besides this none of the other Directors and Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors commends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

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Details of Mr. KAZIM RAZA KHAN (**DIN:** 05188955) along with brief profile pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to this Postal Ballot Notice.

**ITEM NO. 2: TO REGULARIZE/ APPOINT MR. SAMRATHDAN ZULA (DIN: 03151303) AS NON –EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as Independent Directors on the board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularise appointment of Mr. SAMRATHDAN ZULA (**DIN:** 03151303) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mr. SAMRATHDAN ZULA (**DIN:** 03151303):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) a 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.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office upto the date of ensuing Annual General Meeting.

Since Mr. SAMRATHDAN ZULA (**DIN:** 03151303) was appointed as an Additional Director on the board on June 26, 2024 and his term of office will expire on the day of AGM. However he can be regularized as a Director with the approval of members of the Company at any general meeting or through postal ballot. He is qualified the Independent Director’s Examination and fulfils the conditions for their appointment as Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. SAMRATHDAN ZULA (**DIN:** 03151303) as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Samrathdan Zula fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Samrathdan Zula (**DIN:** 03151303) as an Independent non-executive Director is now being placed before the Members for their approval.

Copy of the letter of appointment issued to Mr. Samrathdan Zula (**DIN:** 03151303) setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to [sinduvalley76@gmail.com](mailto:sinduvalley76@gmail.com);

Mr. Samrathdan Zula (DIN: 03151303) being appointee is interested in his appointment. Besides this none of the other Directors and Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors commends the Special Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

Details of Mr. Samrathdan Zula (DIN: 03151303) along with brief profile pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company



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Secretaries of India, are provided in the “Annexure” to this Postal Ballot Notice.

**ITEM NO. 3: TO REGULARIZE/ APPOINT MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097) AS INDEPENDENT DIRECTOR OF THE COMPANY.**

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as Independent Directors on the board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularise appointment of MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097) from Additional Independent Director to Independent Director of the Company.

The Company has received from MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097):

- I. consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014
- II. intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- III. a declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office upto the date of ensuing Annual General Meeting.

Since MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097) was appointed as an Additional Director on the board on June 26, 2024 and her term of office will expire on the day of AGM. However she can be regularized as a Director with the approval of members of the Company at any general meeting or through postal ballot. She is qualified the Independent Director's Examination and fulfils the conditions for their appointment as Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097) as an Independent Director for a period of Five years. She is not liable to retire by rotation.

In the opinion of the Board MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097) fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as Independent Director and she is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097) as an Independent non- executive Director is now being placed before the Members for their approval.

Copy of the letter of appointment issued to MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097) setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to [sinduvalley76@gmail.com](mailto:sinduvalley76@gmail.com).

MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097) being appointee is interested in her appointment. Besides this none of the other Directors and Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the members.

Details of MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097) along with brief profile pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to this Postal Ballot Notice.

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**ITEM NO. 4: TO APPROVE APPOINTMENT OF MR. REBY THOMAS ELSAN (DIN: 06505474). AS ADDITIONAL DIRECTOR OF THE COMPANY**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act) and Articles of Association of the Company, have appointed MR. REBY THOMAS ELSAN (DIN: 06505474) as an Additional Director of the Company, w.e.f. June 26, 2024., would hold office of Director upto the date of Annual General Meeting of the Company for financial year 2023-2024, liable to retire by rotation and is not disqualified for being appointed as a Executive Director of the Company in terms of Section 164 of the Act

However, The Board and Nomination and Remuneration Committee has proposed appointment of MR. REBY THOMAS ELSAN (DIN: 06505474), as the Managing Director of our company for a period of 3 years. He expected to substantially contribute towards the growth of the Company by his active participation and personal involvement. Therefore, change in his designation is required from Additional Director for functioning as the Managing Director of the company w.e.f. June 26<sup>th</sup> 2024 subject to member's approval.

Brief Profile of MR. REBY THOMAS ELSAN (DIN: 06505474) and Additional Information, required under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, is given in Annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is concerned or interested in the Resolution 4 mentioned.

The Board of Directors of the Company recommends the resolution set forth at Item no. 4 of the accompanying Notice, for the approval of the members as an Ordinary Resolution.

**Item No. 5 : TO APPROVE APPOINTMENT MR. REBY THOMAS ELSAN (DIN: 06505474)AS MANAGING DIRECTOR OF THE COMPANY.**

The Board of Directors at its meeting held on June 26, 2024 on the recommendation of the Nomination & Remuneration Committee, approved the appointment of MR. REBY THOMAS ELSAN (DIN: 06505474) as Managing Director of the Company for a period of three years with effect from June 26, 2024 under the provisions of sections 196, 197, 203 and schedule V and other applicable provisions, if any of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 upon the terms and conditions and remuneration hereinafter indicated, to avail his expertise services in the Area of Business Management and Business Development. The said appointment is subject to the approval of the Members of the Company in General Meeting.

**BRIEF PROFILE OF MR. REBY THOMAS ELSAN (DIN: 06505474):**

Mr. REBY THOMAS ELSAN (DIN: 06505474), Executive Director, Age 51 Years, proposed as a Managing Director of our company. He expected to substantially contribute towards the growth of the Company by his active participation and personal involvement. He has also served on the Board of various Private Limited Companies.

The Board of Directors has decided to take approval of the members for his appointment as Managing Director in accordance with the provisions of Companies Act, 2013. With consideration of his contribution in various aspects relating to the Company's affairs and long business experience, the Board of directors is of the consideration and opinion that, the services of Mr. REBY THOMAS ELSAN should continue to be available to the Company as the designation of Managing Director of the Company for a period of three years with effect from 26th June, 2024, subject to members' approval.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board held on 26th June, 2024 and the Board of Directors have at their meeting held on 26th June, 2024 recommended his appointment as Managing Director of the Company for a period of three years with effect from 26th June, 2024, Since the Company has no profit or inadequate profit then no remuneration shall be paid to him in accordance with the provisions of the Companies Act. 2013 read with Schedule V of the Act.

He was also Director in the following companies: NIL

Shareholding in the Company: NIL

**SINDU VALLEY TECHNOLOGIES LIMITED**

No. 3, Dr TC M Royan Road, Opp Ayyappan Temple, Bangalore 560053  
CIN: L21000KA1976PLC173212, Telephone: 080 26706716, Email:sinduvalley76@gmail.com

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

**I. General Information:**

(i) Nature of Industry: The Company is, inter alia, in the business of incorporating advance Technologies such as AI, machine learning, blockchain, and big data analytics into infrastructure projects

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 19/03/1976 commenced business thereafter.

(iii) Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2024.

Particulars	Rs. In lakhs
Gross Turnover & Other Income	Nil
Net Profit	(43.47)
Net Worth	(36.50)

**II. Information about the appointee:**

i) Background details: Refer as stated below.

ii) Past remuneration during the financial year ended 31st March, 2024: NA

iii) Job Profile and his suitability

He is a proposed to be appointed as Additional Director of the Company. However, he is now proposed to be regularized as Executive Director of the company for his appointment as Managing Director of the company. Taking into consideration his qualification and expertise for the development of the 'Managing Director' is best suited for the responsibilities currently assigned to him.

Following are the details of the annual salary & remuneration (payable monthly) proposed to be paid to Mr. REBY THOMAS ELSAN (DIN: 06505474), Managing Director as required by Schedule V to the Companies Act, 2013 is given below: -

**III. Salary, Perquisites, Allowances & Remuneration per annum**

a) Tenure of Appointment: 3 Years

b) Remuneration: Upto 2 Lakhs per month

d) Perquisites & Allowance:.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification) or re-enactment thereof in the absence of any such rules perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration

Any increment in salary and perquisites and remuneration by way of incentive bonus/ performance linked incentive payable to Mr. REBY THOMAS ELSAN as may be determined by the Board and/or the Nomination and Remuneration Committee of the Board, shall not be included for the purpose of computation of the aforesaid ceiling of remuneration referred to in the resolution at item No. 5 of the Notice.

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e) Reimbursement of Expenses:

Expenses incurred for travelling board and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance including for their respective family members and provision of cars for use one the Company's business and telephone expenses at residence shall be reimbursed actual and not considered as perquisites

f) Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment of MD shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Act, from time to time.

g) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking in to consideration the size of the Company, level headedness of Mr. REBY and the industry benchmarks, the remuneration position and person proposed to be paid is commensurate with remuneration packages paid to similar senior level incumbents, in other hotel operating companies.

h) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. REBY THOMAS ELSAN does not have any relationship directly or indirectly with the company, or relationship with the managerial personnel.

i) General:

Mr. REBY THOMAS ELSAN (DIN: 06505474), satisfies all the conditions set out in Part- I of Schedule to the Act as also conditions set out under sub-section (3) of Section 196 of the Act being eligible for their Appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act. Mr. REBY is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Brief resume of Mr. REBY nature of their expertise in specific functional areas, names of companies in which he holds directorships and membership chairmanships of Board Committees shareholding and relationship amongst directors inter se as stipulated under SEBI (LODR), 2015, are provided in the Annexure A forming part of the Notice.

The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and elements of remuneration package etc. of all the directors has been made in the Notice postal ballot.

None of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board of Directors of the Company recommends the resolution set forth at Item no. 5 of the accompanying Notice, for the approval of the members as a Special Resolution.

**ITEMNO. 6: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company would be unable to extend financial assistance by way of loan, guarantee or security to other entities in the group.

In the light of provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

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The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources I accruals and I or any other appropriate sources, from time to time, only for principal business activities of any other entities in group up to an aggregate sum of Rs 100 Crores (Rupees One Hundred Crores Only)

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

None of the Directors and Key Managerial Personnel and their relatives is any way concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution as set out at Item No. 6 for approval of the members as Special resolution

**ITEM NO. 7: TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Accordingly, present resolution is proposed for approval of the members to authorize the board of directors of the Company to:

(a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 100 Crores;

(b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs.100 Crores (Rupees One Hundred Crores Only; and which exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

The Board of Directors recommends the resolution as set out at Item No. 7 for approval of the members as Special resolution.

None of the Directors and Key Managerial Personnel and their relatives is any way concerned or interested financially or otherwise in the resolution.

**ITEM NO. 8: TO INCREASE IN THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013**

The Company proposes an additional fund requirement for its Business expansion, thereby increasing the borrowing limit to Rs. 100 Crores (Rupees One Hundred Crores Only). This will be achieved through various means, including Inter Corporate Deposits, Long Term Loans, and External Commercial Borrowings, or through the issuance of securities, debentures, and other financial instruments.

The provisions of Section 180 of the Companies Act, 2013 requires the Companies to pass Special resolution to authorize the Board to borrow funds which will exceed the aggregate of the paid-up capital, free reserves and securities premium. In view thereof, it is proposed to obtain an approval of the Shareholders by a Special Resolution.

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None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

The Board of Directors commends the Special Resolution set out at Item No. 8 of this Postal Ballot Notice for approval by the members

**ITEM NO. 9: TO CREATE SECURITY BY WAY OF CHARGE, MORTGAGE, HYPOTHECATION OR PLEDGE OF THE MOVEABLE OR IMMOVABLE ASSETS OR PROPERTIES OF THE COMPANY**

In order to facilitate securing the borrowing availed / to be availed by the Company or subsidiary(ies) or associates of Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

The Board of Directors commends the Special Resolution set out at Item No. 9 of this Postal Ballot Notice for approval by the members.

**Item No. 10: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF KARNATAKA TO THE STATE OF MAHARASTRA, MUMBAI**

Presently, the Registered Office of the Company is situated in the Karnataka at No. 3 2<sup>nd</sup> Floor Dr TCM Royan Road, Opp Ayyappan Temple, Chickpet, Bangalore, Bangalore South, Karnataka, India, 560053, The Company has been taken over by new management pursuant to a share purchase agreement entered into with the shareholders and proposed new management and corporate office are situated in Mumbai and to exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company, by way of its resolution dated June 26, 2024, has approved the shifting of the Registered Office of the Company from the Karnataka to the State of Maharashtra, Mumbai, subject to the approval of the members and requisite statutory / regulatory approvals.

The shifting of Registered Office from the Karnataka to the State of Maharashtra, Mumbai is in the best interest of the Company, shareholders, all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director). Therefore, the approval of the members is sought through Postal Ballot / e-voting for shifting of the Registered Office of the Company from the Karnataka to the State of Maharashtra, Mumbai and consequently, for altering Clause II of the MOA.

Copy of the existing MOA indicating the proposed amendments, resolution passed by the Board of Directors and other allied documents, if any, being referred in the resolution would be available for electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an email to [sinduvalley76@gmail.com](mailto:sinduvalley76@gmail.com).

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid resolution.

The Board of Directors commends the Special Resolution set out at Item No. 10 of this Postal Ballot Notice for approval by the members.

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**Item No. 11: ALTERATION IN MAIN OBJECT CLAUSE IN MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Your Company was incorporated as 'Sindu Valley Technologies Limited'. The Company has takeover by the new management, has strategically decided to diversify its business activities and enter into the promising sector of infrastructure projects, anticipating significant growth opportunities in the infrastructure sector. Considering the experience of the Managing Director, the Company aims to leverage their expertise and experience to capitalize on anticipated growth in this sector in the future.

In order to make the main object clause of the Memorandum of Association comprehensive and concise and to include activities with future potentialities and opportunities of the Business it is proposed to modify the main object clause of the Memorandum of Association of the Company by substituting new business activity related to constructions & developmental works.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, any alteration in the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special / ordinary resolution and the approval of the Central Government, Registrar of Companies and all other statutory approvals.

Further, the change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as shareholders of the Company.

The Board of Directors commends the Special Resolution set out at Item No. 11 of this Postal Ballot Notice for approval by the members.

**Registered Office:**

No. 3, 2nd Floor, Dr TCM Royan Road, Opp Ayyappan Temple,  
Bengaluru South, Bengaluru,  
Karnataka, 560053

**By Order of the Board of Directors**  
**For SINDU VALLEY TECHNOLOGIES LIMITED**

**Mrs. Sandhya Despande**  
**Company Secretary & Compliance Officer**

Date: June 26, 2024

Place: Bangalore

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**Annexure A**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS ON GENERAL MEETINGS:**

<b>Particulars</b>	<b>MR. KAZIM RAZA KHAN (DIN: 05188955)</b>	<b>MR. SAMRATHDAN ZULA (DIN: 03151303)</b>	<b>MRS. KAVITA AKSHAY CHHAJER (DIN: 07146097)</b>	<b>MR REBY THOMAS ELSAN (DIN: 06505474)</b>
<b>Date of Appointment</b>	26 <sup>th</sup> June 2024	26 <sup>th</sup> June 2024	26 <sup>th</sup> June 2024	26 <sup>th</sup> June 2024
<b>Age in years</b>	55 Years	66 Years	40 years	51 years
<b>Qualification</b>	B. Tech. (Civil), Masters in Business Administration with elective as Finance and International Trade Management	Diploma (Civil)	Company Secretary, Law Graduate	Qualified Engineering Graduate and Post Graduate in Business Administration
<b>Expertise in specific functional area</b>	MR. KAZIM RAZA KHAN has done Masters in Business Administration with elective as Finance and International Trade Management and holds a Bachelor's degree in Civil Engineering. He has completed courses For Top Management Programme from Asian Institute of Management, Philippines and OWP programme from Institute for Management Development, Singapore. He also holds Life Membership of Indian Road Congress. He has vast experience in Construction of Highways and Airfields with an experience of World Bank Aided projects and various projects under PPP  Mr. Kazim Raza Khan has an overall professional experience of more than three decades in technical field	Mr. Samrathdan Zula Director of the Company. He is Diploma in Civil. He has more than 30 years of experience in the business of construction. Under his leadership, Company has achieved various millstones with focus on continuous innovation and relentless pursuit of growth and excellence, He has a strong background in Designing and Executing Civil Construction. His dedication and passion towards infrastructure saw him rise through the ranks, along with helping the company scale new heights He liaisons with government and non-government agencies, he is also responsible for financial planning, business process streamlining and is focused on business development.	Mrs. Kavita Chajjer is having an immense experience with various corporates ranging from manufacturing entities to Service business as Company Secretary and Legal advisory since 2007.  Having immense knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Legal Due Diligence Companies, Documents relating to Joint Ventures, FEMA, Merger, Demerger and Acquisitions, Drafting of various Legal Agreements including share purchase agreement, shareholders agreement, vetting of Tenders and various Business agreements, Litigation management. Handling compliances of Base	Mr. Reby Thomas is a qualified Engineering Graduate and Post Graduate in Business Administration with specialization in Finance and Marketing with Diversified experience of over 28 years working in reputed Indian conglomerates like Shapoorji Pallonji & Co., Thermax and Voltas, in the implementation of EPC, Design Build and Concessions Projects in field of Water Management, Irrigation, Industrial, Environment and Urban Infrastructure. He has handled P&L responsibility of a pan-India multi-vertical EPC business operations for over 21 years. He has experience of commencing and setting up complete operations of the Infrastructure Business enterprise and leading it. He has experience of handling broad



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	<p>focused towards Infrastructure. He joined IL&amp;FS group in December 2005 as Assistant Vice President in IL&amp;FS Transportation Networks Limited (ITNL) and hold the position as Senior Vice President and Regional Head of South and West India till January 2019 when the newly appointed IL&amp;FS Board appointed him as Business In-charge and then subsequently as CEO on May 16, 2019 in IL&amp;FS Engineering &amp; Construction Company Limited (IECCL). Under his leadership, IECCL has shown a complete turn-around and subsequently becoming a going concern company</p>		<p>Layer NBFCs</p>	<p>spectrum of projects and iconic ones on Pan-India basis</p> <p>Mr. Reby has lead conceiving and successfully implementing long &amp; short-term strategic business plans for driving each vertical to size and scale to grow it into a major business enterprise for a leading business group in the country. He has hands on experience of handling Project Operations, fund raising, Business Development, Contracts, Legal, Finance and Commercial matters related to BOOT and EPC projects in Municipal and Industrial sector. He is TSMG qualified Assessor of Business Systems and Processes and Ethics Counselling and he actively pursued these additional responsibilities of Business Process Audit of various Tata group Companies and Regional Ethics Counselling portfolio during his stint in Voltas.</p>
<b>Shareholding in the Company</b>	NIL	NIL	NIL	NIL
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	Not related	Not related	Not related	Not related

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<b>Number of Meetings of the Board attended during the year</b>	N.A.	N.A.	N.A.	N.A.
<b>Directorships held in other Public Limited in India</b>	Futureage Infrastructure India Limited Noida Toll Bridge Company Limited Road Infrastructure Development Company Of Rajasthan Limited Charminar Robopark Limited Grusamar India Limited	N.A.	Hind Commerce Limited	N.A.
<b>*Chairmanships / Membership of Committees in other public limited companies in India</b>	N.A.	N.A.	N.A.	N.A.

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**POSTAL BALLOT FORM**

(To be returned to Scrutinizer appointed by the Company)

Postal Ballot No.:

1.	Name and Registered Address of the sole/first named Member:	
2.	Name(s) of Joint Holder(s), if any:	
3.	Registered Folio No./ DP ID No. / Client ID	
4.	Number of equity shares held:	

I/We hereby exercise my/our vote in respect of the under-mentioned resolutions set out in the Notice dated 26<sup>th</sup> June 2024 to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick (√) mark in the appropriate box below:

<b>Item No.</b>	<b>Brief Particulars of the Resolution</b>	<b>Type of Resolution</b>	<b>No. of Equity Share(s) held by me / us</b>	<b>I/We assent to the Resolution (For)</b>	<b>I/We dissent to the Resolution (Against)</b>
1.	To Regularize Mr. Kazim Raza Khan (Din: 05188955) as an Independent Director of the Company	<b>Special</b>			
2.	To Regularize Mr. Samrathdan Zula (Din: 03151303) as an Independent Director of the Company	<b>Special</b>			
3.	To Regularize Mrs. Kavita Akshay Chhajer (Din:07146097) as an Independent Director of the Company	<b>Special</b>			
4.	To Approve Appointment of Mr. Reby Thomas Elsan (Din: 06505474) as Director of the Company	<b>Ordinary</b>			
5.	To Approve Appointment of Mr. Reby Thomas Elsan (Din: 06505474) As Managing Director of the Company And Fixing his Remuneration thereof.	<b>Special</b>			
6.	Approval of Loans, Investments, Guarantee or Security Under Section 185 Of Companies Act, 2013	<b>Special</b>			
7.	To Make Loans Or Investment(S) Or Provide Security And Guarantee In Excess Of The Prescribed Limits Under Section 186 of The Companies Act, 2013	<b>Special</b>			

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8.	To Increase In The Borrowing Limits of The Company Under Section 180(1)(C) Of Companies Act, 2013	<b>Special</b>			
9.	To Create Security By Way Of Charge, Mortgage, Hypothecation Or Pledge Of The Moveable Or Immovable Assets or Properties of the Company	<b>Special</b>			
10.	Shifting of Registered Office Of The Company from the State of Karnataka to the State of Maharastra, Mumbai	<b>Special</b>			
11.	Alteration In Main Object Clause In Memorandum of Association of The Company	<b>Special</b>			

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**INSTRUCTIONS:**

- 1) A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage prepaid self - addressed Business Reply Envelope which shall be properly sealed with adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage prepaid self - addressed Business Reply Envelope, will also be accepted.
- 2) The self-addressed Business Reply Envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- 3) The Postal Ballot Form should be signed by the Member as per specimen signature registered with Company/ Depository Participant. In case shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
- 4) Consent must be accorded by placing a tick mark (√) in the column 'I/We assent to the Resolution' or dissent must be recorded by placing a tick mark(√) in the column, 'I/We dissent to the Resolution'.
- 5) Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Tuesday, July 30<sup>th</sup> 2024. The Members are requested to send the duly completed Postal Ballot Form well before Tuesday, July 30<sup>th</sup> 2024, providing sufficient time for postal transit.
- 6) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, June, 21, 2024.
- 7) In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by certified copy of Board Resolution/ Authority and preferably with the attested specimen signature(s) of the duly authorised signatory(s) giving requisite authority to the person on the Postal Ballot Form.
- 8) Members are requested not to send any paper (other than the resolution /authority as mentioned under Sr. No. 1 and Sr. No.11 above) along with the Postal Ballot Form in the enclosed postage prepaid self - addressed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- 9) A Member cannot exercise his / her vote by proxy on Postal Ballot.
- 10) There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholder(s).

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- 11) Incomplete, unsigned or incorrect, defaced or mutilated Postal Ballot Forms will be rejected.
- 12) Members from whom no Postal Ballot Form is received / is received after the aforesaid stipulated period, shall not be counted for the purpose of passing of the resolution(s).
- 13) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
- 14) The result of the voting on the resolutions will be declared at the Corporate Office of the Company on Tuesday, July 30, 2024. The results will be informed to the stock exchanges on which the shares of the Company are listed and will also be hosted on the Company's website [www.sinduvalley.com](http://www.sinduvalley.com).
- 15) The Company is pleased to offer e-voting facility as an alternative for all the Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting has been provided in the Postal Ballot Notice.
- 16) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case a Member is opting for voting by Postal ballot, then please do not cast your vote by e-voting and vice-versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and votes cast through Postal Ballot Form shall be considered invalid.
- 17) A Member seeking duplicate Postal Ballot Form or having any query pertaining to the resolutions proposed to be passed by Postal Ballot or the Postal Ballot process can write to the Company Secretary, No. 3, 2nd Floor, Dr TCM Royan Road, Opp Ayyappan Temple, Bengaluru South, Bengaluru, Karnataka, 560053 or to the e-mail [sinduvalley76@gmail.com](mailto:sinduvalley76@gmail.com) Duly completed and signed duplicate Postal Ballot Form should, however, reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Tuesday, July 30,2024.

**Attention to the Members**

Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are requested to ensure that their email addresses are updated with their Depository Participants/the Company's Registrar and Transfer Agent, to continue to receive Company documents in electronic form. Further, Members who have not registered their email IDs are requested to register the same with their Depository Participants/the Company's Registrar and Transfer Agents for sending future communication(s) in electronic form.