

## NOTICE

Notice is hereby given that 47<sup>th</sup> Annual General Meeting of Sindu Valley Technologies Limited (“the Company”) will be held on Monday, 30<sup>th</sup> September, 2024 at 11:30 a.m. IST at 23/14, 2nd Floor, Jalashambhavi Complex 1<sup>st</sup> Main, Gandhinagar Bangalore – 560009 to transact the business as set out in this Notice.

### **ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Financial Statements (Standalone) for the Financial Year ended 31<sup>st</sup> March, 2024, and the Reports of Board of Directors and Auditors thereon.
- 2) To appoint a director in place of Mr. Reby Thomas Elsan (DIN: 06505474) who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS :**

- 3) **Appointment of M/s Manubhai & Shah LLP Chartered Accountants, Ahmedabad (FRN:- 106041W/W100136) as the Statutory Auditors of the Company to fill casual vacancy:**

**To consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Audit Committee and Board of Directors through resolution passed on 31st August, 2024, M/s. Manubhai & Shah LLP, Chartered Accountants (Firm Registration No. 106041W/W100136), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s P. Chandrasekar LLP, Chartered Accountants.

**RESOLVED FURTHER THAT** M/s. Manubhai & Shah LLP, Chartered Accountants (Firm Registration No. 106041W/W100136), be and are hereby appointed as the Statutory Auditors of the Company who shall hold the office from 31st August 2024 until this ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period from 01st April, 2024 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Board/Management of the Company, in consultation with them.

**RESOLVED FURTHER THAT** any one Director and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

**4) Appointment of M/s Manubhai & Shah LLP Chartered Accountants, Chartered Accountants (Firm Registration Number: 106041W/W100136) as Statutory Auditors of the Company for 5 years and to fix their remuneration.**

**To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Manubhai & Shah LLP Chartered Accountants, Chartered Accountants (Firm Registration Number: 106041W/W100136), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 52<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2029, at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

**RESOLVED FURTHER THAT** any one Director and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

**5) Appointment of Mr. Ajay Hans (DIN: 00391261) as Director of the Company.**

**To consider and if thought fit, to pass the following resolution as an 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. Ajay Hans (DIN: 00391261), 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.

**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) Appointment of Mr. Ajay Hans (DIN: 00391261) as a Managing Director of the Company:**

**To consider and, if thought fit to pass the following Resolution 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. Ajay Hans (DIN: 00391261) as the Managing Director ('MD) of the Company for a period of 3 (three) years on commencing with

effect from 31<sup>st</sup> August, 2024 up to 30<sup>th</sup> August, 2027 upon such terms and conditions as may be fixed by the Board, and who shall not be 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."

**7) Appointment of Mr. Shivrudrappa Anandappa Hanjage (DIN: 08525894) as a Non-Executive Non-Independent Director of the Company liable to retire by Rotation:**

**To consider and, if thought fit to pass the following Resolution as an 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. Shivrudrappa Anandappa Hanjage (DIN: 08525894), 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 Non-Executive Non Independent Director of the Company liable to retire by rotation of 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."

**8) Appointment of Mr. Reby Thomas Elsan (DIN: 06505474) as Whole time Director of the Company liable to retire by Rotation**

**To consider and, if thought fit to pass the following Resolution 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 Whole time Director ('WTD') of the Company for a period of 5(Five) years on commencing with effect from 31st August, 2024 up to 30th August, 2029 upon such terms and conditions as may be fixed by the Board, and who shall not be 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 WTD, 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 WTD.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to provide the remuneration of WTD 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 WTD 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."

**Date: August 31, 2024**

**Place: Bangalore**

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

**Sd/-**

**SANDHYA DESHPANDE  
COMPANY SECRETARY**

**Registered Office**

No. 3, Dr TC M Royan Road,  
Opp Ayyappan Temple,  
Bangalore 560053

## NOTES:

1. A Member entitled to attend and vote is entitled to appoint one or more proxy (ies) to attend and vote instead of himself and the proxy (ies) need not be a member.
2. The proxy to be effective should be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting.
3. The Register of Members and the Share Transfer Books will remain closed from Tuesday, 24<sup>th</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (both days inclusive) (both days inclusive).
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to item No.2 of the notice convening the AGM is annexed.
5. As required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, profile of Directors seeking appointment/ re-appointment at the Annual General Meeting is provided separately in this report.
6. Members desiring any information as regards accounts or operations of the Company are requested to send their queries in writing at least seven days in advance of the date of the meeting so as to enable the management to keep the information ready.
7. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members, whose e-mail address is registered with the Company or the Depository Participant(s).
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Share Transfer Agent on [Ram.Jaiswar@linkintime.co.in](mailto:Ram.Jaiswar@linkintime.co.in) or [ravindra.utekar@linkintime.co.in](mailto:ravindra.utekar@linkintime.co.in). along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [Ram.Jaiswar@linkintime.co.in](mailto:Ram.Jaiswar@linkintime.co.in) or [ravindra.utekar@linkintime.co.in](mailto:ravindra.utekar@linkintime.co.in).
9. Members holding Shares in Dematerialized form are requested to intimate all changes pertaining to their Bank details such as Bank account number, name of the Bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agent, to provide efficient and better services. Members holding Shares in Physical form are requested to intimate such changes to Company's Registrars and Transfer Agent.
10. The Notice of AGM along with Annual Report for the financial year 2023-24, is available on the website of the Company The Notice of AGM along with Annual Report for the financial year 2023-24, is available on the website of the Company at [www.sinduvally.com](http://www.sinduvally.com) and on the website of BSE Limited and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com/>.
11. The members, who hold shares in electronic form are requested to write their client ID and DP ID and those who hold shares in physical form, are requested to write their Folio number in the attendance slip for attending the meeting.
12. Corporate member, intending to send their authorized representatives to attend the meeting, are requested to send a duly certified copy of the Board resolution, authorizing their representatives to attend and vote at the meeting.
13. The shareholders, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since the trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and

elimination of possibility of loss of documents and bad deliveries.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Share Transfer Agents.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014, the members are informed that the Company is pleased to offer e-voting facilities as an alternative mode to voting at the meeting. Necessary arrangements have been made by the Company with the National Securities Depository Limited (NSDL) to facilitate e-voting. The facility of casting votes by a member using remote e-voting system will be provided by NSDL. The facility of casting votes by a member using ballot paper (MGT-12) at venue on the date of AGM will be provided by the Company.
16. In case of joint holders attending the Meeting, the Members whose name appears as the first holder in the order of the names as per the Register of Members of the company will be entitled to vote.
17. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime India Private Limited) (**Unit: Sindu Valley Technologies Limited**) – C-101, 247 Park, LBS Road, Vikhroli West, Mumbai: 400083.
18. Members holding Shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's Registrars and Transfer Agent the details of such folios together with the Share Certificates for consolidating their holdings in one folio. A consolidated Share Certificate will be issued to such Members after making requisite changes.
19. As per the provisions of Section 72 of the Companies Act, 2013 the facility for making Nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding Shares in Physical form may submit the same to Company's Registrars and Transfer Agent. Members holding Shares in electronic form may submit the same to their respective Depository Participant.
20. Under the Companies Act, 2013 dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. As there is no unpaid or unclaimed Dividend lying with the Company that need to be transferred to IEPF, there is no information provided under this head.
21. The Company has designated an exclusive e-mail id viz. [sinduvalley76@gmail.com](mailto:sinduvalley76@gmail.com) to enable Investors to register their complaints, if any.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their de-mat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on **Friday, 27<sup>th</sup> September, 2024 (09:00 am) IST** and ends on **Sunday, 29<sup>th</sup> September, 2024 (05:00 pm) IST**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (“cut-off date”) i.e. Monday, 23rd September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 23rd September, 2024

**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 data-bbox="691 894 1485 1402">1. 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 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 data-bbox="691 1434 1485 1871">2. 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 data-bbox="691 1902 1485 2016">3. 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>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<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>

**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
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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.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 e-Voting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
  - a) If you are already registered for e-Voting, then you can user 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.co.in](mailto:evoting@nsdl.co.in) 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 is in active status.
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. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@khacs.com](mailto:info@khacs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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 and 022 - 2499 7000 or send a request to Mr. Rahul Rajbhar- Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

**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

**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 3 and 4:-** Appointment of M/s. Manubhai & Shah LLP, Chartered Accountants (Firm Registration No. 106041W/W100136) as Statutory Auditors to fill casual vacancy.

Appointment of M/s. Manubhai & Shah LLP, Chartered Accountants (Firm Registration No. 106041W/W100136) as Statutory Auditors of the Company and to fix their remuneration

M/s. P. Chandrasekar LLP, Chartered Accountants, Chartered Accountants (Firm Registration Number: 000580S/S200066) have tendered their resignation from the position of Statutory Auditors w.e.f August 31, 2024 due to their pre-occupation, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

In order to fill up such casual vacancy, the company has appointed M/s. Manubhai & Shah LLP., Chartered Accountants in the Board Meeting held on 31<sup>st</sup> August 2024 to conduct the audit

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s. Manubhai & Shah LLP, Chartered Accountants (Firm Registration No. 106041W/W100136) in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board.

Hence, the company has proposed their approval of the members in the item number 3 of the notice.

Further, the company has proposed their appointment in the item number 4 of the notice, for the period of 5 (five) years.

The Board recommends the Ordinary Resolutions set out at Item Nos. 3 and 4 of the Notice for approval by the members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**Statement pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Brief Details of Statutory Auditor seeking appointment**

Name of Statutory Auditors	M/S Manubhai & Shah LLP Chartered Accountants
Firm Registration Number	(FRN: Firm Reg no- 106041W/W100136)
Terms of Appointment	5 Years
Any material change in the fees payable to the auditor from that paid to the outgoing auditor along with the rationale for such change	No
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditors	The firm is having highly experienced, knowledgeable, young, enthusiastic and techno savvy partners. It has absorbed majority of partners from within the firm. This has resulted into a highly competent and dedicated team of professionals clearly focused on serving clients and providing value addition. As a result of this, the firm has gained confidence of the clients over decades of their association with the firm.

**ITEM NO. 5**

**TO APPROVE APPOINTMENT OF MR. AJAY HANS (DIN: 00391261), AS A 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. AJAY HANS (DIN: 00391261) as an Additional Director of the Company, w.e.f. August 31, 2024, would hold office of Director upto the date of Annual General Meeting of the Company for financial year 2023- 2024, not liable to retire by rotation and is not disqualified for being appointed as an 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. AJAY HANS (DIN: 00391261), as the Managing Director of our company for a period of 3 years subject to member's approval. He expected to substantially contribute towards the growth of the Company by his active participation and personal involvement.

**BRIEF PROFILE OF MR. AJAY HANS (DIN: 00391261)**

Brief Profile of MR. AJAY HANS (DIN: 00391261) 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 5 mentioned.

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 an Ordinary Resolution.

**Item No. 6: TO APPROVE APPOINTMENT MR. AJAY HANS (DIN: 00391261) AS MANAGING DIRECTOR OF THE COMPANY.**

The Board of Directors at its meeting held on August 31, 2024 on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Ajay Hans (DIN: 00391261) as Managing Director of the Company for a period of three years with effect from August 31, 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 infrastructure and Construction.

**BRIEF PROFILE OF MR. AJAY HANS (DIN: 00391261),**

Mr. Ajay Hans (DIN: 00391261), Executive Director, Age 53 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.

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. Ajay Hans 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 August 31, 2024, subject to members’ approval.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Board of Directors have at their meeting held on August 31, 2024 recommended his appointment as Managing Director of the Company for a period of Three years with effect from August 31, 2024.

He is also Director in the following companies:

Sr. No.	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	Date of appointment
1	WALKER AND PACE PROJECTS PRIVATE LIMITED	11/02/2005	11/02/2005
2	PYLON PROJECTS PRIVATE LIMITED	01/01/2023	01/01/2023
3	JES AEROSPACE PRIVATE LIMITED	06/05/2024	06/05/2024

Shareholding in the Company: NIL

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

**General Information:**

Nature of Industry: To carry on the business of Infrastructure and Construction

Date or expected date of commencement of commercial production: Not Applicable

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

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	(79.98)

Information about the appointee:

Background details: Refer as stated below.

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

Job Profile and his suitability

He is 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. Ajay Hans, Managing Director as required by Schedule V to the Companies Act, 2013 is given below: -

Salary, Perquisites, Allowances & Remuneration per annum

Tenure of Appointment: 3 Years

Remuneration: Upto 2.4 Crores per annum

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. Ajay Hans 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. 6 of the Notice.

### **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

### **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.

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. Ajay Hans 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.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Ajay Hans does not have any relationship directly or indirectly with the company, or relationship with the managerial personnel.

## **General**

Mr. Ajay Hans, 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. Ajay Hans 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. Ajay Hans 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 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 Annual General meeting.

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. 6 of the Notice.

The Board of Directors of the Company recommends the resolution set forth at Item no. 6 of the accompanying Notice, for the approval of the members as a Special Resolution.

## **ITEM NO. 7**

### **TO APPROVE APPOINTMENT OF MR. SHIVRUDRAPPA ANANDAPPA HANJAGE (DIN: 08525894), AS A NON-EXECUTIVE NON-INDEPENDENT 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. SHIVRUDRAPPA ANANDAPPA HANJAGE (DIN: 08525894) as an Additional Director of the Company, w.e.f. August 31, 2024, would hold office of Director upto the date of Annual General Meeting of the Company for financial year 2023- 2024, is liable to retire by rotation and is not disqualified for being appointed as an Non-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. SHIVRUDRAPPA ANANDAPPA HANJAGE (DIN: 08525894), as the as a Non-executive Non-independent director of our company subject to member's approval. He expected to substantially contribute towards the growth of the Company by his active participation and personal involvement.

### **BRIEF PROFILE OF MR. SHIVRUDRAPPA ANANDAPPA HANJAGE (DIN: 08525894)**

MR. SHIVRUDRAPPA ANANDAPPA HANJAGE (DIN: 08525894) 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 7 mentioned.

The Board of Directors of the Company recommends the resolution set forth at Item no. 7 of the accompanying Notice, for the approval of the members as an Ordinary Resolution.

He is also Director in the following companies:

Sr. No.	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	Date of appointment
1	NIRMALANAND BUILDCON PRIVATE LIMITED	Director	01/08/2019

Shareholding in the Company: NIL

#### **Item No. 8**

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

The Board of Directors at its meeting held on August 31, 2024 on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Reby Thomas (DIN: 06505474) as Whole Time Director of the Company for a period of five years with effect from August 31, 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 infrastructure and construction.

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

Mr. Reby Thomas (DIN: 06505474), Executive Director, Age 51 Years, proposed as a Whole Time Director of our company. He expected to substantially contribute towards the growth of the Company by his active participation and personal involvement.

The Board of Directors has decided to take approval of the members for his appointment as Whole Time 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 should continue to be available to the Company as the designation of Whole Time Director of the Company for a period of five years with effect from August 31, 2024, subject to members' approval.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Board

of Directors have at their meeting held on August 31, 2024 recommended his appointment as Whole Time Director of the Company for a period of Five years with effect from August 31, 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

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

General Information:

Nature of Industry: To carry on the business of Infrastructure and Construction

Date or expected date of commencement of commercial production: Not Applicable The Company was incorporated on 19/03/1976 commenced business thereafter.

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	(79.98)

Information about the appointee:

Background details: Refer as stated below.

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

Job Profile and his suitability

He was appointed as Managing Director of the Company. However, now he is proposed to change his designation from Managing Director to Whole Time Director of the company. Taking into consideration his qualification and expertise for the development of the 'Whole Time 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. Ajay Hans, Managing Director as required by Schedule V to the Companies Act, 2013 is given below: -

Salary, Perquisites, Allowances & Remuneration per annum

Tenure of Appointment: 5 Years

Remuneration: Upto 1.20 Crores per annum

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 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. 8 of the Notice.

#### 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 on the Company's business and telephone expenses at residence shall be reimbursed actual and not considered as perquisites

#### Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment of Whole Time Director 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.

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 Thomas 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.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Reby Thomas does not have any relationship directly or indirectly with the company, or relationship with the managerial personnel.

#### General

Mr. Reby Thomas 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. Reby Thomas 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 Reby Thomas 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 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 Annual General meeting.

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. 8 of the Notice.

The Board of Directors of the Company recommends the resolution set forth at Item no. 8 of the accompanying Notice, for the approval of the members as a Special Resolution.

**Registered Office:**

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

**ON BEHALF OF THE BOARD OF DIRECTORS**

**FOR SINDU VALLEY TECHNOLOGIES LTD.**

**Sd/-**

**SANDHYA DESHPANDE**

**COMPANY SECRETARY**

**Date: August 31, 2024**

**Place: Bangalore**

**ANNEXURE TO ITEM 02, 06, 07 AND 08**

This information forms a part of the Notice for the 47th Annual General Meeting. Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 issued by ICSI:

**Details of the Directors seeking appointment / re-appointment at the 47th Annual General Meeting (In pursuance of Regulation 36 of the SEBI (Listing and Disclosure Requirements) Regulations, 2015)**

This information forms a part of the Notice and Explanatory Statement for the 47th Annual General Meeting.

Details of Directors seeking appointment/ re-appointment at the 47th Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given hereunder:

1)

<b>Name of the Director</b>	Mr. Reby Thomas
<b>DIN</b>	<u>06505474</u>
<b>Capacity</b>	Whole time Director
<b>Date of Birth</b>	12/01/1973
<b>Date of Appointment</b>	31/08/2024
<b>Qualification</b>	Engineering Graduate and Post Graduate in Business Administration with specialization in Finance and Marketing
<b>Brief Profile</b>	Mr. REBY THOMAS ELSAN (DIN: 06505474), Executive Director, Age 51 Years, proposed as a Whole time Director of our company. 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 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 spectrum of projects and iconic ones on Pan-India basis.
<b>Directorship held in other Public Companies (excluding Section 25 and foreign Companies)</b>	NIL

<b>Memberships/ Chairmanship of committees of other companies (includes only Audit &amp; shareholders/ Investors Grievance/ Stakeholders Relationship Committee)</b>	NIL
<b>Relation between Directors</b>	N.A.
<b>Shareholding in the Company (Equity)</b>	NIL

2)

<b>Name of the Director</b>	MR. SHIVRUDRAPPA ANANDAPPA HANJAGE
<b>DIN</b>	08525894
<b>Capacity</b>	Non-Executive Non-Independent Director
<b>Date of Birth</b>	01/01/1987
<b>Date of Appointment</b>	31.08.2024
<b>Qualification</b>	Engineering Graduate
<b>Brief Profile</b>	Mr. Shivrudrappa A Hanjage he is a qualified Engineering Graduate He has infrastructure experience of over 15 years working in reputed Indian conglomerates like Rajdeep Buildcon & R S Kamthe and Kedareshwar infra, in the implementation of EPC, Design Build and Concessions Projects in field of National Highway, railway, Irrigation, Industrial, Environment and Urban Infrastructure. He has handled projects responsibility of a pan-India multi-vertical EPC business operations for over 10 years. He has experience of commencing and setting up complete operations of the Infrastructure Business enterprise and leading it. He has experience of handling Site team of projects and iconic ones on Pan- India basis. Commercial matters related to EPC projects.
<b>Directorship held in other Public Companies (excluding Section 25 and foreign Companies)</b>	NIL
<b>Memberships/ Chairmanship of committees of other companies (includes only Audit &amp; shareholders/ Investors Grievance/ Stakeholders Relationship Committee)</b>	NIL
<b>Relation between Directors</b>	N.A.
<b>Shareholding in the Company (Equity)</b>	NIL

3)

<b>Name of the Director</b>	Mr. Ajay Hans
<b>DIN</b>	00391261
<b>Capacity</b>	Managing Director
<b>Date of Birth</b>	12/09/1970
<b>Date of Appointment</b>	31/08/2024
<b>Qualification</b>	i) Engineering Graduate, ii) Post gradation in Management of Business Finance (MBF) and iii) Master of Business Administration (MBA) with specialization in Marketing
<b>Brief Profile</b>	<p>He is <b>Former Managing Director &amp; CEO of Welspun Enterprises Ltd. executing Large Infrastructure Projects of BOT/HAM/EPC in Highways Projects, Water Supply Schemes, Waste Water Treatment Facilities, Oil &amp; Gas development Projects with turnover of 2,500 Crore plus</b> and was responsible forturnaround of the company performance with more than double the turnover, profit increase by more than 7 times, new order book of 6,500 Crore, achieving PCOD/COD of 4 large HAM based Projects and capitalizing the same with equity upside and share price increase more than double during the short tenure of <b>one year (Oct 2021 – Oct 2022)</b>.</p> <p>He was also <b>CEO for Reliance Realty Ltd. and COO for Reliance Infrastructure Ltd.</b> with turnover over <b>Rs. 12,000 Crore</b> and <b>Managing Director of Petron Engineering Construction Ltd., a public listed company</b> and <b>Joint Managing Director for KSS Petron/Petron Civil Engineering Pvt. Ltd. with cumulative turnover 1,500 Crore plus</b>, which were involved in EPC and Composite Construction of Infrastructure, Industrial and Real Estate Projects and engaging an <b>overall manpower of 20,000 plus</b> on various projects across PAN India basis. <b>He was responsible for the Company's strategic development, P&amp;L, overall performance, day-to day running and achieving targets of the Company's business.</b></p>
<b>Directorship held in other Public Companies (excluding Section 25 and foreign Companies)</b>	NIL
<b>Memberships/ Chairmanship of committees of other companies (includes only Audit &amp; shareholders/ Investors Grievance/ Stakeholders Relationship Committee)</b>	NIL
<b>Relation between Directors</b>	N.A.
<b>Shareholding in the Company (Equity)</b>	NIL



**Date: August 31, 2024**  
**Place: Bangalore**

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

**Sd/-**  
**SANDHYA DESHPANDE**  
**COMPANY SECRETARY**

**Registered Office**  
No. 3, Dr TC M Royan Road,  
Opp Ayyappan Temple,  
Bangalore 560053

## Route MAP



**SINDU VALLEY TECHNOLOGIES LTD.**

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

**47<sup>TH</sup> ANNUAL GENERAL MEETING FOR THE YEAR 2023-24**

**ATTENDANCE SLIP**

<b>Regd. Folio/DP ID &amp; Client ID</b>	
<b>Name and Address of the Shareholder</b>	
<b>No. of shares held</b>	

I hereby record my presence at the 47<sup>TH</sup> ANNUAL GENERAL MEETING of the Members of the Company held on Monday, September 30, 2024 at 11.30 A.M. at the office of Bhadra Paper Mills Limited at No. 23/14, 2<sup>nd</sup> Floor, Jalasambhavi Complex, 1<sup>st</sup> Main Road, Gandhinagar, Bangalore-560009

Signature of the Shareholder/Proxy Present

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1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
2. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

**SINDU VALLEY TECHNOLOGIES LTD.**

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Email:sinduvalley76@gmail.com, CIN: L21000KA1976PLC173212

**Form No. MGT-11**

**PROXY FORM**

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

**47<sup>TH</sup> ANNUAL GENERAL MEETING FOR THE YEAR 2023-24**

<b>Name of the Member(s)</b>	
<b>Registered address</b>	
<b>E – Mail Id</b>	
<b>Folio No./Client Id</b>	
<b>DP ID</b>	

I/We, being the holder(s) of \_\_\_\_\_ equity shares of SINDU VALLEY TECHNOLOGIES LIMITED, hereby appoint

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

E-Mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

E-Mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-Mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 47<sup>th</sup> Annual General Meeting for the year 2023-24 of the Company, to be held on Monday, September 29, 2024 at 11.30 A.M. at the office of Bhadra Paper Mills Limited at No. 23/14, 2<sup>nd</sup> Floor, Jalashambhavi Complex, 1<sup>st</sup> Main Road, Gandhinagar, Bangalore-560009 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolutions</b>
1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a director in place of Mr. Reby Thomas Elsan (DIN: 06505474) who retires by rotation and being eligible offers himself for re-appointment
3. Appointment of M/s Manubhai & Shah LLP Chartered Accountants, Ahmedabad (FRN:-106041W/W100136) as the Statutory Auditors of the Company to fill casual vacancy
4. Appointment of M/s Manubhai & Shah LLP Chartered Accountants, Ahmedabad (FRN:-106041W/W100136) as the Statutory Auditors of the Company for a period of 5 years
5. Appointment of Mr. Ajay Hans (DIN: 00391261) as Director of the Company
6. Appointment of Mr. Ajay Hans (DIN: 00391261) as a Managing Director of the Company
7. Appointment of Mr. Shivrudrappa Anandappa Hanjage (DIN: 08525894) as a Non-Executive Non-Independent Director of the Company liable to retire by Rotation
8. Appointment of Mr. Reby Thomas Elsan (DIN: 06505474) as Whole time Director of the Company liable to retire by Rotation

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Re.1/-  
Revenue  
Stamp

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**Note**

1. This form in order to be effective should be deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting duly completed and signed.
2. For resolutions and notes, please refer to Notice of the 47<sup>th</sup> Annual General Meeting.

**Form No. MGT- 12 Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Company:</b> Sindu Valley Technologies Limited <b>Registered Office:</b> No. 3, 2nd Floor, Dr TCM Royan Road, Opp Ayyappan Temple, Bengaluru South, Bengaluru, Karnataka, 560053 <b>CIN:</b> L21000KA1976PLC173212				
<b>BALLOT PAPER</b>				
<b>S No</b>	<b>Particulars</b>	<b>Details</b>		
1.	Name of the first named Shareholder (In Block Letters)			
2.	Postal address			
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
<b>No.</b>	<b>Ordinary Business</b>	<b>No. of Shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and			
2.	To appoint a director in place of Mr. Reby Thomas Elsan (DIN: 06505474) who retires by rotation and being eligible offers himself for re-			
<b>Special Business</b>				
3.	Appointment of M/s Manubhai & Shah LLP Chartered Accountants, Ahmedabad (FRN:-106041W/W100136) as the Statutory Auditors of the Company to fill casual vacancy			
4.	Appointment of M/s Manubhai & Shah LLP Chartered Accountants, Chartered Accountants (Firm Registration Number: 106041W/W100136) as Statutory Auditors of the Company for 5 years and to fix their remuneration.			

5.	Appointment of Mr. Ajay Hans (DIN: 00391261) as Director of the Company			
6.	Appointment of Mr. Ajay Hans (DIN: 00391261) as a Managing Director of the Company			
7	Appointment of Mr. Shivrudrappa Anandappa Hanjage (DIN: 08525894) as a Non-Executive Non-Independent Director of the Company liable to retire by Rotation			
8	Appointment of Mr. Reby Thomas Elsan (DIN: 06505474) as Whole time Director of the Company liable to retire by Rotation			

**Place:**

**Date:**

**(Signature of the Shareholder)**

(\*As per Company records)