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

August 31,2024

To BSE Limited, Phiroze Jeejeebhoi Towers, Dalal Street, Fort, Mumbai - 400 001

Ref: Scrip Code: - 505504 Scrip ID: - SINDUVA

<u>Sub: Outcome of the Board Meeting held today on August 31, 2024 pursuant to Regulation 30 of SEBI</u> (<u>Listing Obligations and Disclosure Requirements</u>) <u>Regulations, 2015</u>

Dear Sir/Madam,

With reference to the captioned subject, we wish to inform you that the Board of Directors of the Company, at their meeting held on Saturday, August 31, 2024 i.e. today have approved the following matters:

1. Approve appointment of Mr. Ajay Hans (DIN: 00391261) as Additional Director of the company subject to approval of members in the general meeting. Details under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023(Attached in Annexure A)

Further, in accordance with the Circulars dated June 20, 2018, issued by the BSE Limited and based on affirmation given by Mr. Ajay Hans we hereby confirm that he is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

- 2. Change in designation of Mr. Reby Thomas Elsan (Din: 06505474) from Managing Director to Whole time director of the company subject to approval of members in the general meeting. (Attached in Annexure B)
- **3.** Approve appointment of Mr. Ajay Hans (DIN: 00391261) as Managing Director of the company subject to approval of members in the general meeting. **(Attached in Annexure A)**
- **4.** Approve appointment of Mr. Shivrudrappa Anandappa Hanjage (DIN: 08525894) as Additional Director of the company subject to approval of members in the general meeting. Details under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (Attached in Annexure C)

Further, in accordance with the Circulars dated June 20, 2018, issued by the BSE Limited and based on affirmation given by Mr. Shivrudrappa Anandappa Hanjage we hereby confirm that he is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority

5. The Board accepted the resignation of M/s. P. Chandrasekar LLP, Chartered Accountants (Firm Reg no-0005805/5200066) Statutory Auditors of the Company dated 31.08.2024 **(Annexure D)**

- **6.** Considered and approved the appointment of M/S Manubhai & Shah LLP Chartered Accountants (FRN: Firm Reg no- 106041W/W100136) to fill up the vacancy in the office of Statutory Auditors subject to the approval of the shareholders. The brief profile in attached in **(Annexure E)**
- **7.** Appointment of M/s. Punit patel & Associates as Internal Auditor of the company for the financial year 2024-2025. (Brief Profile attached **Annexure F**)
- **8.** Appointment of M/s. Kothari H & Associates as Secretarial Auditor of the company for the financial year 2024-2025. (Brief Profile attached **Annexure G**)
- **9.** Mr. Kazim Raza Khan (DIN: 05188955) has tendered his resignation as an Independent Director of the Company, with effect from August 31st,2024 due to pre-occupation. The information in regard to the above mentioned in terms of Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 **(Attached in Annexure H)**
- **10.** Resignation of Mrs. Sandhya Deshpande as the Company Secretary and Compliance officer of the Company from closing hours w.e.f. 31.08.2024. **(Annexure I)**
- **11.** Appointment Mr. Amol Dhakorkar (A51150) as the Company Secretary and Compliance officer of the Company w.e.f. 01.09.2024 .(Annexure I)
- **12.** Approved the draft notice of the 47th Annual General Meeting along with draft of Board Report, Management Discussion and Analysis Report and other annexures for the Financial Year ended March 31st, 2024.
- **13.** Decided to hold Annual General Meeting for the Financial Year ended March 31st, 2024 on Monday, September 30th, 2024 at the registered office of the Company
- **14.** Appointment of M/s. Kothari H. & Associates, Practising Company Secretaries as the Scrutinizer for scrutinizing the remote e-voting and venue e-voting.
- **15.** The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive) for the purpose of 47th Annual General Meeting.
- **16.** The Board of directors in their meeting held today approved a sub contract agreement with GHV (India) Private Limited (The Principle Contractor) and SINDU VALLEY TECHNOLOGIES LIMITED (The Sub Contractor) for the purpose of Survey, Investigation, Design, Supply, Erection, Testing and Commissioning for Construction of Diversion Dam across Bhandura Nala.

The details, as required, to be disclosed under the aforesaid Regulation 30 read with Clause 7 of Para A of Annexure- I of SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09 September, 2015 is enclosed as (Annexure-J)

17. Re-constitution of following committees of the Board:

I Audit Committee

Name	Designation		Category
Mr. Samrathdan Zula	Non-executive	Independent	Chairperson
	Director		
Mrs. Kavita Akshay Chhajer	Non-executive	Independent	Member
	Director		
Mr. Reby Thomas Elsan	Executive Direct	or	Member

II Nomination and Remuneration Committee

Name	Designation	Category
Mr. Samrathdan Zula	Non-executive Indepen	dent Chairperson
	Director	
Mrs. Kavita Akshay Chhajer	Non-executive Indepen	dent Member
	Director	
Mr. Shivrudrappa Anandappa	Non-executive Non	Member
Hanjage	Independent Director	

III Stakeholders Relationship Committee

Name	Designation	Category
Mrs. Kavita Akshay Chhajer	Non-executive Independent	Chairperson
	Director	
Mr. Ajay Hans	Managing Director	Member
Mr. Reby Thomas Elsan	Executive Director	Member

The meeting commenced at 03:00 P.M and concluded at 05:45 P.M.

Thanking you,

Yours Faithfully,

For SINDU VALLEY TECHNOLOGIES LIMITED

SANDHYA DESHPANDE Company Secretary

Annexure-A

Details under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

1.	Reason for change viz. appointment, re-	Appointment
	appointment, resignation, removal, death or otherwise	
2.	Date of appointment/reappointment/cessation (as applicable) & term of appointment/re-appointment;	31st August,2024
3.	Brief profile (in case of appointment)	Mr. Ajay Hans is an Engineering Graduate passed out in year 1992. He had further completed his post gradation in Management of Business Finance (MBF) in year 1995 and Master of Business Administration (MBA) with specialization in Marketing in year 1998. He is Former Managing Director & CEO of Welspun Enterprises Ltd. executing Large Infrastructure Projects of BOT/HAM/EPC in Highways Projects, Water Supply Schemes, Waste Water Treatment Facilities, Oil & Gas development Projects. He was also CEO for Reliance Realty Ltd. and COO for Reliance Infrastructure Ltd. with turnover over Rs. 12,000 Crore and Managing
		Director of Petron Engineering Construction Ltd., a public listed company and Joint Managing Director for KSS Petron/Petron Civil Engineering Pvt. Ltd. with cumulative turnover 1,500 Crore plus
		He is a versatile professional having more than 30 years of overall work experience in business development, tendering and estimation, contracts management, operations/project execution, project management, procurement & materials management, finance management, corporate governance and other functions of BOT/HAM/Engineering, Procurement & Construction (EPC) Projects on various National & International Projects.
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not related to any of the Director/KMP of the Company.

Annexure -B

Details under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

SR.No	Particulars	Details of Director
1	Reason for change in	Re-designation and Appointment of Mr. Reby Thomas
	designation/appointment	Elsan (Din: 06505474) as Whole Time Director, of the
		Company would be beneficial for overall growth,
		development and prosperity of the Company
2	Date of appointment/re-	w.e.f. 31st August,2024 for a term of 5 (Five) consecutive
	appointment & term of	years with effect from 31st August,2024 till 30th
	appointment/re-	August,2029 liable to retire by rotation.
	appointment	
3	Brief Profile (In case of	NA
	Appointment)	
4	Disclosure of	NA
	relationships between	
	Directors	

Annexure-C Details under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

1.	Reason for change viz. appointment, re-	Appointment
	appointment, resignation, removal, death	
	or otherwise	
2.	Date of	31st August,2024
	appointment/reappointment/cessation	
	(as applicable) & term of	
	appointment/re-appointment;	
3.	Brief profile (in case of appointment)	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
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not related to any of the Director/KMP of the Company.

P. CHANDRASEKAR LLP

Chartered Accountants

August 31, 2024

The Board of Directors, Sindu Valley Technologies Limited No. 3, Dr TC M Royan Road, Opp Ayyappan Temple, Bangalore 560053

Dear Sir.

Sub: Resignation from your Company as a Statutory Auditor

With reference to the above captioned subject, it is to inform you that, Due to pre-occupation in other assignments we are not in a position to devote sufficient time to the affairs of the Company, we would be unable to continue as a Statutory Auditor of your company Sindu Valley Technologies Limited our resignation as a Statutory Auditor of your Company with immediate effect i.e. 31st August ,2024.

You are therefore requested to accept the Resignation letter with immediate effect and to complete all the formalities as required.

We would like to state that our firm neither have any sort of dispute nor have any concern relating to information provided or providing of details by the management of the Company for the purpose of carrying out audit procedures and we have received requisite information and details for the purpose of the audit. Please note that there are no other reasons except stated above for our resignation.

We have completed Statutory Audit in respect of Financial Statements for the year ended 31/03/2024 and issued our Audit Reports related to the Audit of Standalone Financial Statements on 29-05-2024, We have also submitted Limited Review report for Quarter One of F.Y 2024-25 on 5th August 2024. We further agree to provide all necessary assistance, clarification and information as may be required by the Company including Without limitation, the information required in accordance With circular issued by the Securities and Exchange Board of India bearing number CIR/CFD/CMPIN 44 2019 dated October 18, 2019.

We also request you to consider making applicable declarations to the Stock Exchanges as may be required under the SEBI (Listing Obligations and Disclosure Requirements Regulation) 2015.

Please find attached in Annexure A, the information to be obtained by the Company from the auditors for the resignation as required by Securities and Exchange Board of India circular CIR/CFD/CMD1/1 14/2019 dated 18 October 2019.

We thank the Company for the cooperation extended during our tenure as statutory auditor.

Thanking you,

Yours Sincerely,

For P.CHANDRASEKAR LLP Chartered Accountant (FRN: 000580S/S200066)

P CHANDRASEKARA CHANDRASEKARAN Date: 2024.08.31 16:57:55 +05'30'

P.Chandrasekaran

Partner

Membership No:- 026037



Bangalore / Chennai / Hyderabad

Head Office:

S-512-514, Manipal Centre, #47, Dikenson Road, Bangalore - 560042

©: 080-25585443 / 25597494

Annexure A

Information of Resignation of Auditor
(In accordance with SEBI Circular No CIR/CFD/CMD1/114/2019 dated 18th October, 2019)

L	Name of the listed entity/ material subsidiary:	Sindu Valley Technologies Limited
2	Details of the statutory auditor	- PULLED ACTIVAD III D
	a.Name	P. CHANDRASEKAR LLP
	b. Address	P. CHANDRASEKAR LLP
		Chartered Accountants
		Manipal Centre,
		S – 512-514,
		47, Dickenson Road,
		Bengaluru, 560 042
	c. Phone No	080 25585443/25597494
	d. Email	partner@pchandrasekar.com
3	Details of association with the listed entity/material subsidiary	
	a. Date on which the statutory auditors was	01.04.2021
	appointed	
	b. Date on which the term of the statutory	31.03.2026
	auditor was scheduled to expire	
	c. Prior to resignation, the latest audit	We have issued our audit report for the
	report/limited review report submitted by the	year ended March 31, 2024 on
	auditor and date of its submission	29.05.2024 and Limited Review Report
	auditor and date of its submission	for the quarter ended June 30, 2024 on
		05.08.2024
	Detailed reasons for resignation	Refer Resignation Letter dated
4	Detailed reasons for resignation	31.08.2024
_	In case of any concerns, efforts made by the	Not Applicable
5	The state of the s	
	additor prior	
	approaching the Audit Committee/Board of	
	Directors along with the date of communication	
	made to the Audit Committee/Board of	
	Directors)	
6	In case the information requested by the auditor	
	was not provided, then the following shall be	
	disclosed:	Not Applicable
	a. Whether the inability to obtain sufficient appropriate	
	evidence was due to a management-imposed limitation	
	or circumstances beyond the control of the audit	
	b. Whether the lack of information would have	Not Applicable
	significant impact on the financial statements/ results.	ORASE!
	c.Whether the auditor has performed alternative	Not Applicable
	procedures to obtain appropriate evidence for the	I the normalista
	purposes of audit/limited review as laid down in SA 705	18
	(Revised)	Tered Acc

	d. Whether the lack of information was prevalent in the previous reported financial statements/ results. If yes, on what basis the previous audit/ limited review	
7	reports were issued. Any other facts relevant to the resignation	Not Applicable

Declaration

- 1. We hereby confirm that the information given in this letter and its attachments is correct and complete.
- 2. We hereby confirm that there is no other material reason other than those provided above for resignation of my firm.

For P.CHANDRASEKAR LLP Chartered Accountant (FRN: 000580S/S200006)

P Digitally signed by P CHANDRASEKARAN Date: 2024.08.31 16-58:25 +05'30'

P.Chandrasekaran

Membership No:- 026037



Annexure- E

Details under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

SR.No	Particulars	Details of Auditor
1	Name of the Statutory Auditors	M/S Manubhai & Shah LLP Chartered Accountants (FRN: Firm Reg no- 106041W/W100136)
2	Reasons for Appointment	To fill up the Casual Vacancy in the Office of Statutory Auditor
3	Date and term of appointment	From this board meeting date till the upcoming ensuing Annual General Meeting of the Company.
4	Brief Profile of the Audit Firm	Manubhai & Shah LLP was established in 1975 by Mr. Manubhai Patel who started his practice in the year 1959. In the year 2014, Shah & Co. merged with the firm. Shah & Co. was established in the year 1945. 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. Manubhai & Shah LLP has been accredited with ISO 9001 certifications for its Quality Management Systems and its Knowledge Processing Division is accredited with ISO 27001 certification for Information Security Management Systems. The Firm is on the panel of consultants maintained by The World Bank, Asian Development Bank, Reserve Bank of India, Comptroller and Auditor General of India, Securities and Exchange Board of India, Government Departments, various regulatory bodies and institutions

Annexure-F

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SR.No	Particulars	Details of Internal Auditor
1	Reason for change viz,	Appointment as Internal Auditor for the FY 2024-25
	appointment	
2	Name	M/S Punit Patel & Associates, Chartered Accountants
3	Designation	Internal Auditors
4	Date and term of appointment	Appointed on 31st August,2024 for a Term of one year (FY 2024-25)
5	Brief Profile of the Audit Firm	The firm "Punit Patel & Associates" was set up in the year 2012 by CA. Punit Patel who has more than 12 years of

		experience in the profession
		Punit Patel & Associates strives to provide quality services in the areas of Audit, Investigation, Due Diligence, Accounting outsourcing, Taxation (Direct and Indirect), Company Law Matters for both domestic and foreign companies, Management Consultancy, Fixed Assets Verification, Information System Audit and FEMA, Financial Management, Financial Planning & Control.
6	Disclosure of Not applicable Relationships between Directors (in case of appointment of Directors)	

Annexure-G

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Details of Secretarial Auditors
Name of the firm	Kothari H. & Associates
Address	208, 2 nd Floor BSE Building, Dalal Street, Fort, Mumbai – 400 001
Appointment	For the financial year 2024-2025 (April 1, 2024 to March 31, 2025)
Qualification	Company Secretary
Membership of Institute	ICSI
Brief profile	CS. Hitesh Kothari, F.C.S., IP, L.L.B. B. Com, Company Secretary in practice, is a Partner of M/s KOTHARI H. & ASSOCIATES been engaged in rendering of Secretarial & Legal Services and Insolvency matter. The firm was started in the year 2003, Kothari H. & Associates (KHA) was initially set up by Mr. Hitesh Kothari, Company Secretary in the year 2003 as a Proprietorship firm. He worked as an associate with various firms and performed continuously for the continuing progress. The firm has then progressed under the incredible knowledge and guidance of the seniors and achieved milestones one after another and continued progressing. In 2015, KHA converted into a Partnership firm and Ms. Sonam Jain, Company Secretary was appointed as a Partner of the firm.

Annexure-H

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SR. NO.	PARTICULARS	DETAILS	
1	Reason for change viz., appointment, resignation, removal, death or otherwise	Resignation	
2	Date of Cessation	Mr. Kazim Raza Khan has submitted his resignation as Director effective from 31st August,2024	
3	Brief Profile (applicable in case of appointment)	Not applicable	
4	Disclosure of Relationship between directors (applicable in case of appointment)	Not applicable	
5	Letter of Resignation along with detailed reason for resignation	Enclosed herewith	
6	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any	He is a nominee director in NOIDA TOLL BRIDGE COMPANY LIMITED Member in the following committees 1. Nomination and Remuneration and Stakeholder Relationship Committee	
7	Confirmation that there is no material reasons other than those provided	Mr. Kazim Raza Khan has confirmed that there are no other material reasons for his resignation other than those mentioned in his resignation letter.	

Kazim Raza Khan

DIN-05188955

34, Clover Hills, NIBM-Undri Road,

Kondhwa, PUNE -411048

Date: 31st August, 2024

To,

Company Secretary,

Sindhu Valley Technologies Ltd.

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

Bangalore - 560053

SUB: RESIGNATION FROM THE POST OF INDEPENDENT DIRECTORSHIP.

Dear Sir,

I am writing to inform you that I will be formally resigning from the post of Independent Directorship effective from 31st August 2024, due to my pre-occupation and Busy Schedule will not able to manage the same.

I sincerely appreciate the support given to me by Sindhu Valley Technologies Ltd. During my tenure. I will always consider myself as part of the Company and wish my colleagues all the best in their future endeavors. Hoping that the Company will continue to grow and be successful in the coming future.

Please treat this letter as my resignation as Independent Director in your company. Request you to kindly acknowledge the same.

fectives.

31.08.2024

Thanking You,

Yours truly,

KayimRookho

(Kazim Raza Khan)

Mob: +919545453134

Annexure -I

Disclosure under Reg. 30 of SEBI (Listing Obligations and Disclosure Requirements) 2015 related to appointments and resignation as mentioned below:

s. No	Details of events that need to be provided	Information of such event(s)		
1.	Name of the Company Secretary	Mrs. Sandhya Deshpande	Mr. Amol Dhakorkar (A51150)	
2.	Reason for Appointment/Resignation	Company Secretary and	He is appointed as the Company Secretary and Compliance Officer of the Company w.e.f 01.09.2024	
3.	Date of Appointment/Cessation and terms of appointment		Date of appointment- 01.09.2024	
4.	Brief Profile (in case of appointment)	f	He is a Qualified Company Secretary and LLB and has rich experience of 6 years in the Secretarial works.	
5.	Disclosure of relationships between directors	NIL	He is not related to any Director or KMP and Promoters of the company.	
6.	Shareholding, if any in the company		He is not holding any shares in the company.	

August 31, 2024

Sandhya Deshpande 1882/2, 31st Cross, 10th Main Road Banashankari 2nd stage Bangalore 560070

The Board of Directors of Sindu Valley Technologies Limited No.3, 2nd Floor Dr TCM Royan Road Opp Ayyappan Temple Bangalore 560053

Dear Sirs,

Sub: Resignation from the post of Company Secretary

I hereby tender my resignation, due to personal reasons from the post of Company Secretary and Compliance Officer of the Company. I kindly request the Board of Directors to relieve me from the duties of my post with effect from August 31, 2024.

Kindly arrange to submit necessary form with the office of Registrar of Companies, Karnataka to give effect of this resignation.

Thanking You

Yours Sincerely

Sandhya Deshpande Membership No.A49284

Annexure -J

The details as required to be disclosed under the aforesaid Regulation 30 read with Clause 7 of Para A of Annexure I of SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09 September, 2015

a) Agr	reement			
(i)	Name of the entity(ies) with whom agreementis signed.	Sindu Valley Technologies Limited entered into sub contract agreement with GHV (India) Private Limited		
(ii)	Area of agreement.	"Survey, Investigation, Design, Supply, Erection, Testing and Commissioning for Construction of Diversion Dam across Bhandura Nala. Jack Well Cum Pump house on the Foreshore Rising Main (MS Pipe) from Jack well to Malaprabha River along .with Design, Supply, Installation, Testing and Commissioning of Pumping Machineries with 11 KV motors, 110 KV/11 KV Sub station, 110 KV power transmission line (OHT/UG cable) etc., Complete and Supply of Spare Parts, Tools including Requisite Man Power O&M of the System for Five Years from the Date of Completion on Turn Key Basis"		
(iii)	Domestic/international	Domestic		
(iv)	Share exchange ratio. ratio	Not Applicable		
(v)	Scope of business operation of agreement.	Construction & Development		
(vi)	details of consideration paid / received in agreement.	(Sindu Valley Technologies Limited has received contracts worth Rs 473,87,32,472 crores (excluding GST))		
(vii)	significant terms and conditions of agreement. in brief	The Work has to be completed within the stipulated tim period & as per industry standards set forth in agreement by client		
(viii)	fall within related party transactions and whether the promoter/ promoter group/group companies have any interest in the entity being	7		
(ix)	Size of the entity(ies);	The networth of GHV (INDIA) PRIVATE LIMITED is more than 700 crores		
(x)	Rationale and benefit expected	This contract can help a company expand its market & increase the company's revenue, improving its financial health and stability.		

(xi)	In the event that any such	Not Applicable
	arrangement is called off for any	
	reason, the same shall be	
	disclosed along with the reasons	

FOR SINDU VALLEY TECHNOLOGIES LIMITED

SANDHYA DESHPANDE

COMPANY SECRETARY