

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **GHV Infra Projects Limited** (Formerly known as Sindu Valley Technologies Limited) (**Company**) will be held on Saturday, 28th June 2025 at 3:00 P.M. (IST) through video conference (“VC”)/ other audio-visual means (“OAVM”) facility to transact the following businesses:

SPECIAL BUSINESSES:

1) APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH GHV (INDIA) PRIVATE LIMITED:-

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

“RESOLVED THAT, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, Ratification/approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter into contracts/Sub Contracts/arrangements / transactions relating to construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment’s, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/Banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD’s, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site Manpower and Non Manpower Overhead charge/ allocation/ Management fees with GHV (India) Private Limited, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013, subject to the condition that the total value of all contracts / arrangements / transactions with GHV (India) Private Limited shall not exceed Rs. 15,000 crore (Rupees Fifteen Thousand Crore only) to be entered during FY2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including

Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

2) APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH GHV-MHK JV:-

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

“RESOLVED THAT, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, Ratification/approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter into contracts / Sub Contracts/arrangements / transactions relating to construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment’s, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/Banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD’s, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site Manpower and Non Manpower Overhead charge/ allocation/ Management fees with GHV-MHK JV, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013, subject to the condition that the total value of all contracts / arrangements / transactions with GHV-MHK JV shall not exceed Rs. 300 crore (Rupees Three Hundred Crore only) to be entered during FY2025-26 subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

3) APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NPIPL-GHV JV:-

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

“RESOLVED THAT, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, Ratification/approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter into contracts / Sub Contracts/arrangements / transactions relating to construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment’s, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/Banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD’s, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site Manpower and Non Manpower Overhead charge/ allocation/ Management fees with NPIPL-GHV JV, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013, subject to the condition that the total value of all contracts / arrangements / transactions with NPIPL-GHV JV shall not exceed Rs. 300 crore (Rupees Three Hundred Crore only) to be entered during FY2025-26 subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

4) APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. KEDARESHWAR INFRASTRUCTURE DEVELOPERS PRIVATE LIMITED:-

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

“RESOLVED THAT, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, Ratification/approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter into contracts / Sub Contracts/arrangements / transactions relating to construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment’s, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/Banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD’s, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site Manpower

and Non Manpower Overhead charge/ allocation/ Management fees with M/s. Kedareshwar Infrastructure Developers Private Limited, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013, subject to the condition that the total value of all contracts / arrangements / transactions with M/s. Kedareshwar Infrastructure Developers Private Limited shall not exceed Rs. 300 crore (Rupees Three Hundred Crore only) to be entered during FY2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

5) APPROVAL FOR RATIFICATION OF CERTIFICATE OBTAINED FROM PRACTICING CHARTERED ACCOUNTANT FOR CHANGE IN NAME OF THE COMPANY:-

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

“RESOLVED THAT, pursuant to the provisions of Sections 4 and 5 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 45(1) and 45 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to ratify certificate stating compliance with conditions provided in Regulation 45(1) of (“SEBI Listing Regulations”) obtained from ‘M/s. Punit Patel & Associates’ practicing Chartered Accountant dated 09th December 2024 with respect to its change in name of the Company from ‘Sindu Valley Technologies Limited’ to ‘GHV Infra Projects Limited’.

RESOLVED FURTHER THAT any of the Directors the Company and Company secretary, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution.”

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

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

"RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 if any, (including any statutory modification thereof for the time being in force and as may be enacted from time to time) read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board subject to the approval of members of the company through this general meeting under this resolution) to advance any loan including any loan represented by a book debt ("the Loan"), to, and/or give any guarantee (s) or providing of any security (ies) in connection with any loan taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company, or any other person (in which any director is deemed to be interested) upto an aggregate sum of Rs. 1000 Crore (Rupees One Thousand Crore only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take, from time to time, all decisions and such steps as may be necessary and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7) TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:-

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

"RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give loan to any person or other body corporate; (ii) give guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate/entity, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1000 Crore (Rupees One Thousand Crore only).

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving

loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for making investment, giving loans or guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8) TO CREATE SECURITY BY WAY OF CHARGE, MORTGAGE, HYPOTHECATION OR PLEDGE OF THE MOVEABLE OR IMMOVABLE ASSETS OR PROPERTIES OF THE COMPANY:-

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

“**RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the“Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall include any committee constituted by the Board or any person authorized by the Board to exercise the powers conferred on the Board by this resolution thereof) to exercise its powers, including the powers conferred on the Board by this resolution) to exercise its powers, including the powers conferred on the Board by this resolution of the Company, to mortgage, hypothecate, pledge and /or charge or create any security interest, in addition to the mortgage, hypothecation, pledge and/or charge already created , in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and/or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, of the Company and /or whole or part of any of the undertaking in favour of the Lender(s), Agent(s), investing agencies and Trustee(s), for securing the borrowing availed to be availed by the Company, subsidiary company, joint venture, associates or any other person/body corporate, by way of loan, debentures (comprising fully/partly convertible debentures and/or non-convertible debentures or any other securities) or otherwise, in foreign currency or in India rupees, from time to time , up to the limits as approved or as approved by the shareholders under section 180 (1) (c) of the Act (including any statutory modifications or re-enactments thereof) and other applicable provisions, along with interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company or the borrowing corporate/person including any increase as a result of devaluation/ revaluation/ fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writing as may be required.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to negotiate with the lending entities and to finalise and execute the documents and deeds as may be applicable for creating the appropriate mortgages, pledge, hypothecation and/or charges or security interest on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may be arise in this regard

as the Board may in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

9) TO INCREASE IN THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013:-

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

“**RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and any rules made under the Act (which term shall include any committee constituted by the Board or other any person authorized by the Board to exercise the powers conferred on the Board by this resolution), (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the Board of Directors of the Company be and is hereby authorized in term of Section 180 (1)(c) and other provisions, if any, of the Act, to borrow from time to time all such sums of money as they may deem necessary for the purpose of business of the Company notwithstanding that moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans (including working capital facilities) obtained from the Company’s banker in the ordinary course of business) (hereinafter referred to as the “**Borrowings**”) shall exceed the aggregate of the paid-up capital of the Company free reserves and securities premium, that is to say reserves not set apart for any specific purpose provided that the total amount of the borrowings by the Board of Directors, shall not at any time exceed Rs. 1000 Crore (Rupees One Thousand Crore only).

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to negotiate with the lending entities and to finalise and execute the documents and deeds as may be applicable for borrowing loan and other financial facilities on such term and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may be arise in this regard as the Board may in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”.

10) ISSUANCE OF CONVERTIBLE WARRANTS TO PROMOTERS/PROMOTER GROUP AND NON-PROMOTER ON PREFERENTIAL BASIS:-

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

“**RESOLVED THAT** pursuant to Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as may be amended from time to time, and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“**ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**the “Listing Regulations**”), provisions under Foreign Exchange Management Act, 1999, as amended, any other applicable laws, rules, regulations, circulars, notifications, clarifications, guidelines issued by the Government of India (“**GOI**”), the Securities and Exchange Board of India (“**SEBI**”) and the stock exchange where the shares of the Company are listed (“**Stock Exchange**”) or any other authority / body (including any amendment

thereto or re-enactment thereof), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/ regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “the **Board**” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot from time to time, in one or more tranches, upto 38,50,000 (Thirty Eight Lakhs and Fifty Thousand Only) Convertible Warrants (“**Warrants**”) and each Warrant convertible into one equity share of face value of Rs. 10 (Indian Rupees Ten) each fully paid-up (“**Equity Shares**”) of the Company at any time within a period of 18 (Eighteen) months from the date of allotment as per the ICDR regulations, at a price of Rs. 400/- (Four Hundred Only) per Warrant [including premium of Rs. 390/- [(Three Hundred and Ninety Only) per Warrant] or such other price as may be arrived at in accordance with the ICDR Regulations, whichever is higher (“**Warrant Issue Price**”) on such terms and conditions as the Board may think fit, by way of preferential allotment to the following allottees (hereinafter referred to as the “**Proposed Allottees**”):

Sr. No.	Names of the Proposed Allottees	Category (Promoter / Promoter Group)	No. of Warrants
1.	JHV Commercials LLP	Promoter	25,00,000
2.	SB Fortune Realty Pvt. Ltd.	Non-Promoter	7,63,500
3.	Park South LLP	Non-Promoter	4,73,500
4.	Pramod Mody	Non-Promoter	40,000
5.	Poonam Mody	Non-Promoter	40,000
6.	Kirtikumar Thaker	Non-Promoter	4,000
7.	Harsha Thaker	Non-Promoter	4,000
8.	Ram Yadav	Non-Promoter	15,000
9.	Sanidhya Yadav	Non-Promoter	10,000

RESOLVED FURTHER THAT as per the ICDR Regulations the “Relevant Date” for this proposed issue of the Warrants shall be 29th May 2025, being the date 30 (Thirty) days prior to the date of Extra-Ordinary General Meeting i.e. 28th June 2025;

RESOLVED FURTHER THAT the warrants to be offered, issued and allotted shall be subject to the provisions of the Act and ICDR Regulations including but not limited to the following: -

- In accordance with Regulation 169(2) of the ICDR Regulations, the warrant holder shall pay an amount equivalent to 25% (twenty-five percent) of the price fixed per Warrant on or before the allotment of Warrants. The balance exercise price i.e., 75% (seventy-five percent) of the issue price of the Warrants shall be payable by the warrant holder at the time of exercise of option which may be paid in tranches and be adjusted / set off against the price payable for the resultant equity shares;
- Subject to applicable provisions of law, such warrant(s) may at the option of the holder, be exercised for equity shares of the Company at any time prior to the expiry of 18 (Eighteen) months from the date of allotment of Warrants (the “**Warrant Exercise Period**”), and on such terms and conditions, in such form and manner as the Board and the holder of the Warrants may, in their absolute discretion, think fit;
- The equity shares to be issued and allotted by the Company on exercise of the Warrant(s) in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable

laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;

- d. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- e. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations relating to preferential issues.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- a. In the event the warrant holder does not exercise the warrants within warrant exercise period, the warrants shall lapse and the amount paid on such warrants shall stand forfeited by the Company;
- b. The warrant holder shall be entitled to exercise the option of exercising any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the warrant holder;
- c. Upon exercise of the warrants by the warrant holder, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of warrant holder and entering the name of warrant holder in the records of the Company as the registered owner of such Equity Shares;
- d. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- e. The Company shall re-compute the price of the Warrants / Equity shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such warrant holder to the Company in accordance with the provisions of ICDR Regulations;
- f. The warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the warrant holder thereof any rights with respect to that of a shareholder(s) of the Company;
- g. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee; and
- h. the Equity Shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the **Company** as may be required to be issued and allotted upon exercise of the option in the warrants held by the holder(s) of the warrants;

RESOLVED FURTHER THAT the company secretary, the chief financial officer, and each director of the Company be and is hereby severally authorized to modify, finalize and sign Form PAS-4 on behalf of the Company and to circulate it to the Proposed Allottees.

RESOLVED FURTHER THAT the company secretary, the chief financial officer, and each director of the Company be and is hereby severally authorized to do all such acts, deeds, matters including but not restricted to: (a) give effect to the above resolution effecting the issuance of securities therein, (b) issue of offer letter in Form PAS 4 to the Proposed Allottees; (c) maintaining a record of private placement offer letter in Form PAS 5; (d) signing and filing all such forms, documents and papers including Form MGT 14, as may be required to be submitted to the Registrar of Companies or any other authorities, in connection with the transaction, and (e) such other acts, deeds, matters and things as they may deem fit and proper in this regard

RESOLVED FURTHER THAT the Board of Directors of the Company or Company Secretary, be and are hereby severally and / or jointly authorized to do all such acts, deeds, matters and things they may in their absolute discretion deem necessary or desirable to give effect to the above resolution, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter Equity Shares further on exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, documents to give effect to the resolution above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and / or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrant to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolution on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolution and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

RESOLVED FURTHER THAT the company secretary, the chief financial officer, and each director of the Company be and are hereby severally authorized to sign a certified true copy of this resolution and provide the same to whomsoever concerned.”

11) ISSUANCE OF UNLISTED UNRATED SECURED OPTIONALLY CONVERTIBLE DEBENTURES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT :-

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the relevant and applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment (s) thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**“ICDR Regulations”**), including the provisions of Chapter V of the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time (**“Listing Regulations”**) and the listing agreement executed by the Company with the Stock Exchange (*as defined hereinafter*),

any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Ministry of Corporate Affairs (“MCA”), stock exchange where the shares of the Company are listed namely, BSE Limited (“Stock Exchange”), and/or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, from time to time, in one or more tranches, up to 16,000 (Sixteen Thousand) fully paid up 18% secured, unlisted, unrated, optionally convertible debentures of face value Rs. 1,00,000 /- (Rupees One Lakhs only) each (“OCDs”), aggregating to Rs. 160,00,000,00/- (Rupees One Hundred and Sixty Crores only), to the following identified persons (the “Proposed Allottees”) as given in the table below on a preferential basis by way of private placement, on such terms and conditions in accordance with the provisions of the Act and rules thereunder and, on such terms as contained in the Offer Letter in the prescribed Form PAS-4 (“Offer Letter”) (hereinafter referred to as “Preferential Issue”) entitling the OCD Holder(s) to, at their sole discretion, apply for and get allotted such number of equity share of the Company of face value of Rs. 10 (Indian Rupees Ten) (“Equity Shares”) and at such price, within a maximum period of 18 (eighteen) months from the date of allotment of OCDs, for each OCD proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations (including Chapter V), or other applicable laws in this respect:

Sr. No.	Names of the proposed allottee	Maximum Nos. of OCDs to be Allotted
1	Authum Investment & infrastructure limited	15,000
2	Cosmos Prime Project Limited	1,000
	Total	16,000

RESOLVED FURTHER THAT the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the OCDs will be 30 days prior to the date on which the Proposed Allottee is entitled to apply for conversion of OCDs to Equity Shares (“Relevant Date”). However, considering that the shares of the Company are not frequently traded, the price for conversion of OCDs to Equity Shares shall be determined in accordance with Regulation 165 of the ICDR Regulations, in the manner provided hereinafter.

RESOLVED FURTHER THAT each OCD Holder shall have the right to convert the OCDs into Equity Shares of the Company at a pre-determined pre-money enterprise valuation of 3 times EBITDA. EBITDA for the purpose of this calculation should be the pro rata EBITDA of the financial year in which the conversion is proposed subject to pre-money cap of Rs. 750 Cr. equity value. Since the shares of the Company are not frequently traded, the price has been determined by the Company in accordance with Regulation 165 of the ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of OCDs and the Equity Shares to be allotted on conversion of the said OCDs shall be subject to the following terms and conditions:

1. The OCD Holder shall be entitled to exercise the option to convert any or all of the OCDs into Equity Shares of the Company in one or more tranches, at any time during the term thereof as agreed, by issuing a written notice to the Company, specifying the number of OCDs proposed to be converted.

The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialised form. The subscription amount paid by the holders of OCDs towards subscription of the OCDs shall be appropriated and adjusted against the pre-determined price for conversion of OCDs to Equity Shares, as mentioned hereinabove, and no additional amounts shall be payable by the holders of OCDs for conversion of OCDs to Equity Shares.

2. The OCDs shall be convertible into Equity Share of the Company;
3. The OCD Holder shall make payment from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;
4. The term of the OCDs shall not exceed 18 (eighteen) months from the date of first allotment.
5. In accordance with the provisions of Rule 13(2)(h) of the Companies (Share Capital and Debentures) Rules, 2014 read with applicable provisions of ICDR regulations, the Company has determined the price of the resultant Equity Shares pursuant to conversion of the OCDs, upfront at the time of offer of the OCDs, in the manner provided hereinabove;
6. Upon exercise of the option by OCD holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the OCD holder(s);
7. The Equity Shares arising from the exercise of conversion will be listed on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
8. The Equity Shares so allotted on exercise of the conversion shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company, including entitlement to voting rights and dividend;
9. The OCDs by itself, until exercised and converted into Equity Shares, shall not give to the OCD Holder(s) thereof any rights with respect to that of an equity shareholder of the Company;
10. The OCDs and Equity Shares allotted pursuant to the exercise of the conversion shall be subject to lock-in as prescribed under the ICDR Regulations;
11. The OCDs shall be secured, with *inter alia* current assets of the Company, and such other security / security interest as mutually agreed between the Proposed Allottees and the Company;
12. No fractional Equity Shares shall be issued by the Company upon conversion;
13. The OCDs shall carry an interest of 18% per annum, payable half yearly from the date of allotment of first tranche of the OCDs.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the OCD Holder(s), if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations;

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the OCDs and a private placement offer letter in Form No. PAS-4 together with application form be issued to the Proposed Allottee inviting them to subscribe to the OCDs in one or more tranches.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of OCD, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the conversion, to issue certificates/clarifications on the issue and allotment of OCDs and thereafter allotment of Equity Shares further to exercise of the conversion, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the OCDs including deciding the size and timing of any tranche of the conversion), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of OCDs and listing and trading of Equity Shares issued on exercise of conversion), including making application to BSE for obtaining in-principle approval, filing of requisite documents with the Registrar of Companies, (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the OCDs/ Equity Shares (to be issued on exercise of the conversion) with the depositories, viz. NSDL and CDSL and for the credit of such OCDs / Shares to the respective dematerialized securities account of the OCD Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company (“**Committee**”), any director(s) and / or officer(s) and / or any person associated with the Company;

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects.”

12) TO APPROVE CONVERSION OF LOAN INTO EQUITY:-

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

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and rules made there under and in accordance with the Memorandum and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), on the terms and conditions contained in the financing documents, to *inter alia*, convert the whole or part of the outstanding loans / debt / credit facilities of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the financial institutions/banks and anybody corporate entity(ies) under the financing documents executed or to be executed in respect of the financial assistance which have already been availed or which may be availed) by the Company under the lending arrangements with various banks, financial institutions and anybody corporate entity(ies), including but not limited to the holders of optionally convertible debentures

issued / proposed to be issued by the Company, which debentures have not been converted into equity shares (hereinafter collectively referred to as the “**Lenders**”), at the option of the Lenders, the loans / debt / credit facilities (hereinafter referred to as the “**Financial Assistance**”), into fully paid up equity shares of face value Rs. 10 (Indian Rupees Ten) of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the “**Notice of Conversion**”) and in accordance with the following conditions:

- I. The conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistance;
- II. On receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of Equity Shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;
- III. The part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The Equity Shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said Equity Shares shall rank *pari passu* with the existing Equity Shares of the Company in all respects.
- IV. In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the Equity Shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, and list the Equity Shares on the Stock exchanges where the shares of the Company are presently listed and for the said purpose the Company shall take all such steps as may be necessary to ensure that the equity shares are listed in the Stock Exchanges.
- V. The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India (**SEBI**) Regulations at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into Equity Shares of the Company any time during the currency of the Financial Assistance, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and



GHV INFRA PROJECTS LIMITED

(Formerly known as Sindu Valley Technologies Limited)

Corporate Office : Kanakia Wall Street, A-511/512, 5th Floor,
Chakala, Andheri (East), Mumbai - 400 093. Tel: +91 22 6941 1500,
E-mail: info@ghvinfra.com, Web: www.ghvinfra.com

intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

**By order of the Board of Directors
For GHV Infra Projects Limited**

(Formerly known as Sindu Valley Technologies Limited)

**Place: Mumbai
Date: 28th May, 2025**

**sd/-
Ajay Hans
Managing Director
DIN : 00391261**

Registered Office:
No. 3, 2nd Floor, Dr. TCM Royan Road,
Opp. Ayyappan Temple, Bengaluru - 560053, Karnataka.
CIN: L43900KA1976PLC173212

NOTES:

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and the rules (the “Companies Act” and such statement, the “Explanatory Statement”) made thereunder setting out the material facts in respect of the business under items as set out in the notice to the Extraordinary General Meeting (EGM) (the “Notice”) is annexed hereto and forms part of this Notice.

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the EGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (‘SEBI’), vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’). In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM on Saturday, June 28, 2025 at 3:00 p.m. IST. The deemed venue for the EGM will be the Registered Office of the Company i.e. No 3 2nd Floor, Dr TCM Royan Road, Opp Ayyappan Temple, Chickpet, Bangalore South, Bangalore - 560053.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at (<https://www.ghvinfra.com>), The Notice can also be accessed from the websites of the Stock

Exchanges i.e. BSE Limited and at www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. www.evoting.nsdl.com.

7. The Board has appointed M/s. Kothari H. & Associates, Practicing Company Secretaries, as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. The Scrutinizer shall from the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated Scrutinizer's Report of the votes cast in favor or against, if any, to the Chairman or in his absence to any other Director authorized by the Board.

The Chairman or in his absence any other Director authorized by the Board shall forthwith on receipt of the Consolidated Scrutinizer's Report, declare the results of the voting.

The results of voting will be declared and published, along with consolidated Scrutinizer's Report, on the website of the Company www.ghvinfra.com and on NSDL website www.evoting.nsdl.com and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within two working days from the Conclusion of the EGM.

The Notice is being sent to all the members, whose names appeared in the Register of Members / records of depositories as beneficial owners, as on June 20, 2025.

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

The remote e-voting period begins on Wednesday 25th June 2025 at 09.00A.M. and ends on Friday 27th June 2025 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday 20th June 2025 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 Friday 20th June 2025.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-

- Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
 - If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
 - Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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 or joining virtual meeting & voting during the meeting.</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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@ghvinfra.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 cs@ghvinfra.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM"

placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@ghvinfra.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@ghvinfra.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@ghvinfra.com. These queries will be replied to by the company suitably by email.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 01:

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH GHV (INDIA) PRIVATE LIMITED:

Pursuant to the Share Purchase Agreement dated October 18, 2024, for the acquisition of 5,14,860 equity shares constituting 3.28% of the emerging equity and voting share capital (i.e., 1,57,00,000 fully paid-up equity shares of Rs. 10/- each of M/s. Sindu Valley Technologies Limited, being the capital post allotment of 1,50,00,000 equity shares and existing 7,00,000 equity shares) from Mr. Chirag Deepak Dedhia (Seller-1), Mr. Arvind Awadh Nath Sharma (Seller-2), and Mrs. Manisha Arvind Sharma (Seller-3) (collectively referred to as the "Sellers" / "Selling Shareholders") at a price of Rs. 30/- per equity share ("SPA"), and pursuant to the open offer made by (i) Mr. Jahidmohmed H. Vijapura, (ii) JHV Commercials LLP, and (iii) Mrs. Husena Vijapura (Persons Acting in Concert or "PAC") for the acquisition of up to 40,82,000 fully paid-up equity shares constituting 26.00% of the emerging equity and voting share capital of GHV INFRA PROJECTS LIMITED (formerly known as Sindu Valley Technologies Limited) and Mr. Jahidmohmed H. Vijapura is Designated partner/ Partner in JHV Commercials LLP and also Director and shareholder of GHV (India) Private Limited., GHV (India) Private Limited has, pursuant to this transaction, become a related party of the Company.

The Board of Directors on recommendation of the Audit Committee in their meetings held on May 28, 2025, has Ratification/approved entering into transactions relating to construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, give loan/advance/ make investment, Corporate Guarantees to parties and third parties, project execution support services including Corporate regional site Manpower and Non Manpower overhead charge/allocation/management fees with GHV (India) Private Limited, Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") subject to the condition that the total value of all transactions with GHV (India) Private Limited shall not exceed Rs. 15,000 Crore/- (Rupees Fifteen Thousand Crore only) to be entered during F.Y 2025-26 and such transactions shall be at arms' length basis and in an ordinary course of business.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with following related parties.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, particulars of the proposed transactions are as follows:

Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs :

Sr. No.	Description / Particulars	Details / Remarks
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	GHV (India) Private Limited Mr. Jahidmohmed H. Vijapura who is Designated partner/Partner in JHV Commercials LLP and said LLP is holding major stake in the GHV Infra Projects Limited. Mr. Jahidmohmed H. Vijapura is Designated partner/ Partner in JHV Commercials LLP and also Director and shareholder of GHV (India) Private Limited.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors or Key Managerial Personnel is related.
3	Type, Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components & mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter

		<p>of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site Manpower and Non Manpower Overhead charge/ allocation/ Management fees.</p> <p>Duration of contract or arrangement: as may be mentioned specifically in each order.</p> <p>Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 15,000/ Crores (Rupees Fifteen Thousand Crores only) for FY 2025-26 on an annual basis</p> <p>Particulars of contract or Arrangement and Material Terms: construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site Manpower and Non Manpower Overhead charge/ allocation/ Management fees</p>
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		Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business.
4	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 15,000/- Crore (Rupees Fifteen Thousand Crore only) for FY 2025-26 on an annual basis
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Not Applicable
6	Percentage of annual turnover of GHV (India) Private Limited on standalone basis considering as the immediately preceding financial year	Not Applicable
7	Justification for the proposed RPTs	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company.
8	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Nil
9	Details of the source of funds in connection with the proposed transaction	Not Applicable
10	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and - Tenure	Not Applicable
11	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
12	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	N.A.

14	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.
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The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 01.

Except Mr. Jahidmohmed H. Vijapura and his relatives none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 01 of the notice except to the extent of their shareholding in the Company.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 01 of this Notice to the Shareholders for approval.

ITEM NO. 02:

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH GHV-MHK JV :

The Board of Directors on recommendation of the Audit Committee in their meetings held on May 28, 2025, has Ratification/approved entering into transactions relating to construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, give loan/advance/ make investment, Corporate Guarantees to parties and third parties, project execution support services including Corporate regional site Manpower and Non Manpower overhead charge/allocation/management fees with GHV-MHK JV, Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") subject to the condition that the total value of all transactions with GHV -MHK JV shall not exceed Rs. 300 Crore/- (Rupees Three Hundred Crore only) each on an annual basis for FY 2025-26 to be entered and such transactions shall be at arms' length basis and in an ordinary course of business.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with following related parties.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, particulars of the proposed transactions are as follows:

Sr. No.	Description / Particulars	Details / Remarks
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>GHV-MHK JV.</p> <p>GHV (India) Private Limited and MHK Buildcon LLP are JV Partner in GHV-MHK JV.</p> <p>Mr. Jahidmohmed H. Vijapura who is Designated partner/Partner in JHV Commercials LLP and said LLP is holding major stake in the GHV Infra Projects Limited.</p> <p>Mr. Jahidmohmed H. Vijapura is Designated partner/ Partner in JHV Commercials LLP and also Director and shareholder of GHV (India) Private Limited.</p>
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors or Key Managerial Personnel is related.
3	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>Nature of Contract or Arrangement:</p> <p>construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site</p>

		<p>Manpower and Non Manpower Overhead charge/ allocation/ Management fees.</p> <p>Duration of contract or arrangement: as may be mentioned specifically in each order.</p> <p>Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 300/- Crores (Rupees Three Hundred Crores only) for FY 2025-26 on an annual basis</p> <p>Particulars of contract or Arrangement and Material Terms: construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site Manpower and Non Manpower Overhead charge/ allocation/ Management fees Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business.</p>
4	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 300/- Crore (Rupees Three Hundred Crore only) for FY 2025-26 on an annual basis

5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Not Applicable
6	Percentage of annual turnover of GHV MHK JV on standalone basis considering as the immediately preceding financial year	Not Applicable
7	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company.
8	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Nil
9	Details of the source of funds in connection with the proposed transaction	Not Applicable
10	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and - Tenure	Not Applicable
11	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
12	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	N.A.
14	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 02.

Except Mr. Jahidmohmed H. Vijapura and his relatives none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 02 of the notice except to the extent of their shareholding in the Company.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 02 of this Notice to the Shareholders for approval.

ITEM NO:- 03

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NPIPL-GHV JV:

The Board of Directors on recommendation of the Audit Committee in their meetings held on May 28, 2025, has Ratification/approved entering into transactions relating to construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, give loan/advance/ make investment, Corporate Guarantees to parties and third parties, project execution support services including Corporate regional site Manpower and Non Manpower overhead charge/allocation/management fees with NPIPL-GHV JV, Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") subject to the condition that the total value of all transactions with NPIPL-GHV JV shall not exceed Rs. 300 Crore/- (Rupees Three Hundred Crore only) each on an annual basis for FY 2025-26 to be entered during F.Y 2025-26 and such transactions shall be at arms' length basis and in an ordinary course of business.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with following related parties.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, particulars of the proposed transactions are as follows:

Sr. No.	Description / Particulars	Details / Remarks
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	NPIPL-GHV JV GHV (India) Private Limited and N.P. Infracore Private Limited are JV Partner in NPIPL-GHV JV.

		<p>Mr. Jahidmohmed H. Vijapura who is Designated partner/Partner in JHV Commercials LLP and said LLP is holding major stake in the GHV Infra Projects Limited.</p> <p>Mr. Jahidmohmed H. Vijapura is Designated partner/ Partner in JHV Commercials LLP and also Director and shareholder of GHV (India) Private Limited. Further GHV (India) Private Limited is JV Partner in NPIPL-GHV JV.</p>
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors or Key Managerial Personnel is related.
3	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>Nature of Contract or Arrangement: construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site Manpower and Non Manpower Overhead charge/ allocation/ Management fees.</p> <p>Duration of contract or arrangement: as may be mentioned specifically in each order.</p>

		<p>Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 300/- Crore (Rupees Three Hundred Crore only) for FY 2025-26 on an annual basis</p> <p>Particulars of contract or Arrangement and Material Terms: construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site Manpower and Non Manpower Overhead charge/ allocation/ Management fees Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business.</p>
4	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 300/- Crore (Rupees Three Hundred Crore only) for FY 2025-26 on an annual basis
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Not Applicable

6	Percentage of annual turnover of NPIPL-GHV JV on standalone basis considering as the immediately preceding financial year	Not Applicable
7	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company.
8	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Nil
9	Details of the source of funds in connection with the proposed transaction	Not Applicable
10	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and - Tenure	Not Applicable
11	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
12	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	N.A.
14	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 03.

Except Mr. Jahidmohmed H. Vijapura and his relatives none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 03 of the notice except to the extent of their shareholding in the Company.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 03 of this Notice to the Shareholders for approval.

ITEM NO:- 04

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. KEDARESHWAR INFRASTRUCTURE DEVELOPERS PRIVATE LIMITED :

The Board of Directors on recommendation of the Audit Committee in their meetings held on May 28, 2025 has approved entering into transactions relating to construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, give loan/advance/ make investment, Corporate Guarantees to parties and third parties, project execution support services including Corporate regional site Manpower and Non Manpower overhead charge/allocation/management fees with M/s. Kedareshwar infrastructure developers private limited Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") subject to the condition that the total value of all transactions with M/s. Kedareshwar infrastructure developers private limited shall not exceed Rs. 300 Crore/- (Rupees Three Hundred Crore only) to be entered during F.Y 2025-26 and such transactions shall be at arms' length basis and in an ordinary course of business.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with following related parties.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, particulars of the proposed transactions are as follows:

Sr. No.	Description / Particulars	Details / Remarks
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Shivrudrappa Hanjage who is director in the GHV Infra Projects Limited and he is also Authorized Signatory in M/s. Kedareshwar Infrastructure Developers Private Limited.
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Shivrudrappa Hanjage who is director in the GHV Infra Projects Limited and he is also Authorized Signatory in M/s. Kedareshwar Infrastructure Developers Private Limited.

3	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>Nature of Contract or Arrangement: construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site Manpower and Non Manpower Overhead charge/ allocation/ Management fees.</p> <p>Duration of contract or arrangement: as may be mentioned specifically in each order.</p> <p>Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 300/- Crore (Rupees Three Hundred Crore only) to be entered during FY 2025-26 on an annual basis and such contracts / arrangements / transactions shall be at arms' length basis and in an ordinary course of business.</p> <p>Particulars of contract or Arrangement and Material Terms: construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure,</p>
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		<p>industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with transactions related to Solar power projects, transfer of resources, royalty charges and agreed margins of Sub-contract, Purchase of fixed asset and inventory, equipments leasing & refinancing, utilizing funding limits of mentioned related parties provided by Receivable Exchange of India Limited or any other funding agency/banks etc., Inter-corporate Deposits in multiple tranches, Commission on guarantee, Security deposits, EMD's, bank guarantees, Commissions, Letter of Credit, Banking limits, Non-fund banking facility, Give Loan/ Advance/make Investment/ Corporate Guarantees to parties and third parties, project execution support services including Corporate / Regional Site Manpower and Non Manpower Overhead charge/ allocation/ Management fees</p> <p>Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business.</p>
4	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 300/- Crore (Rupees Three Hundred Crore only) to be entered during FY2025-26 on an annual basis.
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year	Not Applicable
6	Percentage of annual turnover of Kedareshwar Infrastructure Developers Private Limited on standalone basis considering as the immediately preceding financial year	Not Applicable
7	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company.
8	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or	N.A.

	given by the listed entity or its subsidiary	
9	Details of the source of funds in connection with the proposed transaction	Not Applicable
10	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and - Tenure	Not Applicable
11	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
12	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	N.A.
14	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 04.

Except Mr. Shivrudrappa Hanjage and his relatives none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 04 of the notice except to the extent of their shareholding in the Company.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 04 of this Notice to the Shareholders for approval.

ITEM NO: - 05

APPROVAL FOR RATIFICATION OF CERTIFICATE OBTAINED FROM PRACTICING CHARTERED ACCOUNTANT FOR CHANGE IN NAME OF THE COMPANY :

The name of the Company is changed from "SINDU VALLEY TECHNOLOGIES LIMITED" to "GHV INFRA PROJECTS LIMITED" vide approval of shareholders in Extra-ordinary General Meeting held on 19th November 2024. Further Company had inadvertently missed to include /insert the certificate stating compliance with conditions provided in Regulation 45(1) of ("SEBI Listing Regulations") obtained

from 'M/s. Punit Patel & Associates' practicing Chartered Accountant dated 09th December 2024 with respect to name change of the Company as per Regulation 45(3) of ("SEBI Listing Regulations").

Now Company is required to ratify the Practicing Chartered Accountant's Certificate and include certificate in front on the members of the Company for their approval as per Regulation 45(3) of ("SEBI Listing Regulations").

Certificate obtained from 'M/s. Punit Patel & Associates' practicing Chartered Accountant with respect to name change of the Company as per Regulation 45(3) of ("SEBI Listing Regulations") is attached to the notice as an **Annexure No. A**.

None of the Directors or any Key Managerial Personnel (KMP) of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Ordinary Resolution as set out in Item Number 05 in the accompanying notice for approval by the Members.

ITEM NO 06 :

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

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

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

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources, accruals, and or any other appropriate sources, from time to time, only for principal business activities of any other entities in group up to an aggregate sum of Rs.1000 crores (Rupees One Thousand Crores only)

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

None of the Directors or any Key Managerial Personnel (KMP) of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 06 of this Notice for approval by the members.

ITEM NO 07 :

TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 :

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can, subject to other conditions, make any investment make any investment, give loan, give any guarantee and provide any security beyond the prescribed ceiling of i) Sixty percent of the aggregate of the paid-up capital, free reserves and securities premium account or ii) One hundred percent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the Members of the Company in that regard.

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

- (a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 1000 Crores;
- (b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs.1000 Crores (Rupees One Thousand Crores Only; and which exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

None of the Directors or any Key Managerial Personnel (KMP) of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 07 of this Notice for approval by the members.

ITEM NO 08 and 09 :

APPROVAL FOR CREATION OF CHARGE ON COMPANY'S PROPERTIES/ASSETS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 AND TO AVAIL BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013.

The Company had already taken approval of members through postal ballot on 01st August 2024 for borrowing limit up to Rs. 100 Crores. In terms of the provision of Section 180 (1)(a) of the Companies Act, 2013, the Board of Directors of a Company cannot, inter alia, except with the consent of the Company by a special resolution, create mortgage, charge, pledge and hypothecation, etc. on the undertakings of the Company beyond the limit mentioned in the Section.

The Company for their business and such borrowings are required to be secured by mortgage, charge, pledge, and/or hypothecation etc. on all or any of the movable or immovable or any tangible or intangible assets/properties of the Company (both present and future) in favour of any lender, including the Financial Institution/ Banks/Debenture Trustees, etc., in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lenders.

The Mortgage, charge, pledge, hypothecation on any of the movable and/or immovable or any tangible or any intangible assets/properties and/ or the whole or any part the undertaking (s) of the Company may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (a) of the Act read with Rules made thereunder.

In terms of the provisions of Section 180 (1)(c) of the Companies Act, 2013, the Board of Directors of a Company cannot, except with the consent of the Company by a special resolution, borrow monies (apart from temporary loans obtained from Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves and securities premium, that is to say, reserves not set apart for any specific purpose. Considering the need of funds for achieving the business growth potential primarily in the present business segment, the limit for borrowing and for creation of mortgage, charge, pledge, hypothecation etc. shall not exceed Rs. 1000 crore to be approved and accordingly the resolutions at Item No. 08 and 09 have been proposed.

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

Accordingly, the special resolutions at item Nos. 08 and 09 of the Notice have been incorporated in the Notice to seek member's approval for availing the borrowing limits and for disposal of the Company's undertaking (s) by creation of mortgage/charge. thereon and for authorizing the Board (including any Committee thereof authorized for the purpose) to complete all the formalities in connection with the availing borrowing limits and create charge on the Company's properties respectively.

None of the Directors or any Key Managerial Personnel (KMP) of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 08 and 09 of this Notice for approval by the members.

ITEM NO. 10 : ISSUANCE OF CONVERTIBLE WARRANTS TO PROMOTERS/PROMOTER GROUP AND NON-PROMOTER ON PREFERENTIAL BASIS:-

The Board of Directors of the Company ("**Board**") at its Meeting held on May 28, 2025, subject to necessary approval(s), has approved the proposal for raising of funds by way of preferential issue of up to 38,50,000 (Thirty-Eight Lakh and Fifty Thousand Only) warrants, each convertible into, or exchangeable for , 1 (one) fully paid-up equity share of the Company of face value of Rs. 10 (Indian Rupees Ten) ("**Warrants**") at an issue price of ₹ 400/- (including premium of ₹ 390/-) per Warrant to Promoter / Promoter group and Non-Promoters, aggregating up to ₹ 154,00,000,00/-, for cash, in such form and manner and in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

Pursuant to the provisions of Section 23(1)(b), 42 and 62 of the Companies Act, 2013 ("**Act**") read with the rules framed thereunder, and in accordance with the provisions of Chapter V - "Preferential Issue" of ICDR Regulations, and on the terms and conditions as stipulated in the Act and the ICDR Regulations, the Company is eligible to undertake preferential allotment/private placement of Warrants only after obtaining prior approval of the Members of the Company by way of special resolution

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1) (c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Chapter V of the ICDR Regulations, are as under:

Sr. No.	Particulars	Disclosures
1.	Objects of the preferential issue	Please refer to Annexure 1 , forming part of this Notice.

2.	Maximum number of specified securities to be issued	38,50,000 Warrants convertible into 1 Equity Share of the Company having face value of Rs. 10 each
3.	Relevant date	The Relevant Date, as per the SEBI ICDR Regulations, for the determination of issue price of the Securities is taken to be 29th May, 2025 being the date which is 30 days prior to the date of the extraordinary general meeting i.e. 28th June, 2025.
4.	Particulars of the Preferential Issue including date of passing of Board resolution	The Board, at its meeting held on 28 th May ,2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 38,50,000 (Thirty-Eight Lakhs Fifty Thousand) Warrants to the Proposed Allottees, each at a price of Rs. 400 per Warrant (including a premium of Rs. 390 per Warrant), aggregating up to Rs. 154,00,00,000, for a cash consideration, by way of a preferential issue on a private placement basis.
5.	Kinds of Securities Offered and the Price at which security is being offered	Up to 38,50,000 (Thirty-Eight Lakhs Fifty Thousand) Warrants, at a price of Rs. 400 per Warrant (including a premium of Rs. 390 per Warrant) aggregating up to Rs. 154,00,00,000.
6.	Basis or Justification for the price (including the premium, if any) at which the offer or invitation is being made	<p>The price of the Preferential Issue has been fixed at Rs. 400 per Warrant (including a premium of Rs. 390 per Warrant).</p> <p>The Equity Shares of the Company are infrequently traded and in terms of Regulation 165 of ICDR Regulations, where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies and that a certificate has been obtained from an independent Registered Valuer in accordance with this regulation read with Regulation 166A of ICDR Regulations, 2018.</p> <p>Accordingly, a valuation report has been obtained by the Company from Bhavesh M Rathod, Registered Valuer (Registration No.: IBBI/RV/06/2019/10708) and the Independent Registered Valuer has arrived at a price of Rs. 352.55 per Warrant. The Board of the Directors has approved to issue and allot is Rs. 400 per Warrant (including a premium of Rs. 390 per Warrant).</p> <p>In terms of the applicable provisions of the ICDR Regulations, the price, at which the Warrants shall be issued and allotted is Rs. 400 each, which is not lower than the price determined by the Independent Registered Valuer. The same is in compliance and in accordance with Regulation 165 read with Regulation 166A of ICDR Regulations. The Articles of Association of the Company does not provide for any method of determination of any price and accordingly, the price has been determined as mentioned above.</p>
7.	Amount which the Company intends to raise	Aggregating up to Rs. 154,00,00,000

	by way of such securities	
8.	The class or classes of persons to whom the allotment is proposed to be made	The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, one of which is Promoter of the Company and the remaining belong to the class of Non-Promoters.
9.	Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer	Out of total 38,50,000 Warrants, 25,00,000 Warrants will be allotted to JHV Commercials LLP which is part of Promoter and Promoter Group. Apart from as disclosed above, no other promoters, members of the promoter group, directors, key managerial personnel or senior management of the Company, intend to subscribe to the issue.
10.	Shareholding pattern of the issuer before and after the preferential issue	The shareholding pattern of the Company before and after the Preferential Allotment is enclosed as Annexure 2 , forming part of this Notice.
11.	Time frame within which the preferential issue/allotment shall be completed	In accordance with Regulation 170 of the ICDR Regulations, the allotment of Warrants shall be completed within a period of fifteen (15) days from the date of passing of the resolution by members of the Company, provided that where the allotment is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.
12.	Principal terms of the assets charged as securities	Not Applicable
13.	Material Terms of raising the securities	The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below: <ul style="list-style-type: none"> i. <u>Tenure</u> The Warrants shall be convertible into Equity Shares within a period of 18 (eighteen) months from the date of the allotment of the Warrants. ii. <u>Conversion ratio:</u> Each Warrant shall be convertible into 1 (one) Equity Share of the Company.

		<p>iii. Lock-in The Warrants and the Equity Shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the ICDR Regulations.</p> <p>iv. Rights: The Warrants shall not carry any voting rights until they are converted into equity shares.</p>																																																																
14.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottees	<table border="1"> <thead> <tr> <th rowspan="2">Name of Proposed Allottees</th> <th rowspan="2">Identity of Natural Persons Who are the Ultimate Beneficial Owners</th> <th colspan="2">Pre-Issue Shareholding</th> <th colspan="2">Post-Issue Shareholding*</th> </tr> <tr> <th>No. of Equity Share</th> <th>%</th> <th>No. of Equity Share</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>JHV Commercials LLP</td> <td>1. Jahidmohmed H. Vijapura, Nafisa 2. Zahidbhai Vijapura, 3. Farhin J. Vijapura, 4. Zamilaben H. Vijapura</td> <td>94,00,000</td> <td>65.21</td> <td>1,19,00,000</td> <td>65.15</td> </tr> <tr> <td>SB Fortune Realty Pvt. Ltd.</td> <td>Shabana Balwa</td> <td>-</td> <td>-</td> <td>7,63,500</td> <td>4.18</td> </tr> <tr> <td>Park South LLP</td> <td>Asimah Balwa</td> <td>-</td> <td>-</td> <td>4,73,500</td> <td>2.59</td> </tr> <tr> <td>Pramod Mody</td> <td>-</td> <td>-</td> <td>-</td> <td>40,000</td> <td>0.22</td> </tr> <tr> <td>Poonam Mody</td> <td>-</td> <td>-</td> <td>-</td> <td>40,000</td> <td>0.22</td> </tr> <tr> <td>Kirtikumar Thaker</td> <td>-</td> <td>-</td> <td>-</td> <td>4,000</td> <td>0.02</td> </tr> <tr> <td>Harsha Thaker</td> <td>-</td> <td>-</td> <td>-</td> <td>4,000</td> <td>0.02</td> </tr> <tr> <td>Ram Yadav</td> <td>-</td> <td>-</td> <td>-</td> <td>15,000</td> <td>0.08</td> </tr> <tr> <td>Sanidhya Yadav</td> <td>-</td> <td>-</td> <td>-</td> <td>10,000</td> <td>0.05</td> </tr> </tbody> </table> <p>*Assuming all Warrants are exercised.</p>	Name of Proposed Allottees	Identity of Natural Persons Who are the Ultimate Beneficial Owners	Pre-Issue Shareholding		Post-Issue Shareholding*		No. of Equity Share	%	No. of Equity Share	%	JHV Commercials LLP	1. Jahidmohmed H. Vijapura, Nafisa 2. Zahidbhai Vijapura, 3. Farhin J. Vijapura, 4. Zamilaben H. Vijapura	94,00,000	65.21	1,19,00,000	65.15	SB Fortune Realty Pvt. Ltd.	Shabana Balwa	-	-	7,63,500	4.18	Park South LLP	Asimah Balwa	-	-	4,73,500	2.59	Pramod Mody	-	-	-	40,000	0.22	Poonam Mody	-	-	-	40,000	0.22	Kirtikumar Thaker	-	-	-	4,000	0.02	Harsha Thaker	-	-	-	4,000	0.02	Ram Yadav	-	-	-	15,000	0.08	Sanidhya Yadav	-	-	-	10,000	0.05
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15.	Change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change of control in the Company consequent to the Preferential Allotment.																																																																

16.	Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.	Rs. 100,00,00,000/-
17.	Undertaking	The Company hereby undertakes that: <ul style="list-style-type: none"> a) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing the re-computation of the price of shares shall not be applicable. b) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of ICDR Regulations where it is required to do so, c) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked in till the time such amount is paid by the warrant holder.
18.	Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower	Neither the Company nor its directors or promoters have been declared as willful defaulter or a fraudulent borrower under the ICDR Regulations.
19.	The current and proposed status of the allottee post the preferential issue, namely promoter or non-promoter	- Out of the total 38,50,000 (Thirty Eight Lakhs and Fifty Thousand) Warrants, 25,00,000 (Twenty Five Lakhs) Warrants will be allotted to JHV Commercials LLP, which is a part of Promoter and Promoter Group. - Balance 13,50,000 (Thirteen Lakhs and Fifty Thousand) Warrants will be allotted to Non-Promoters category;
20.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of	Nil

	number of securities as well as price	
21.	Justification for the allotment proposed to be made for consideration other than Cash together with valuation report of the registered valuer	Not Applicable
22.	Certificate of practicing company secretary	A copy of the certificate from a Practicing Company Secretary, Hitesh Kothari (Membership No. FCS F6038) certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations shall be available for inspection. The certificate will also be available on the website of the Company at https://ghvinfra.com/notice-of-agm-egm-others/
23.	Monitoring Agency	<p>Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed Acuité Ratings & Research Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").</p> <p>The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the BSE Limited.</p>
24.	Other terms and conditions of the Preferential Allotment	<ul style="list-style-type: none"> i. The warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals; ii. Equity Shares to be allotted upon conversion of Warrants, once allotted shall rank pari passu with the then existing Equity Shares of the Company, including voting rights and dividend; iii. Warrants shall be convertible into Equity Shares within a period of 18 (eighteen) months from the date of allotment; iv. The Warrant holders shall have the right to convert the Warrants into Equity Shares by delivering a notice of conversion to the Company. Prior to the conversion date, Warrant holders shall pay the respective warrant exercise amount;

		v. If the balance amount is not paid on exercise, the amount already paid by the Warrant holders shall be forfeited. vi. Warrants shall not carry any voting rights until they are converted into Equity Shares; vii. Equity Shares, Warrants and the Equity Shares issued upon conversion of Warrants shall be locked in, in accordance with Regulation 167 of the ICDR Regulations; viii. The Equity Shares allotted under the Preferential Allotment cannot be transferred by the Allottee except in accordance with Regulation 168 of the ICDR Regulations; ix. Warrants allotted under the Preferential Allotment cannot be transferred by the Warrant holders. The warrant subscription amount shall be forfeited if the Warrants are transferred; and x. Warrants to be issued and the Equity Shares to be issued and allotted upon conversion of warrants shall be listed on the stock exchanges on which the existing Equity Shares are listed, subject to obtaining the necessary approvals and consents.
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Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item Nos. 10 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item Nos. 10 in the accompanying notice for approval by the Members.

Except JHV Commercials LLP, none of the other Directors or Key Managerial Personnel (KMP) and their relatives have any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding in the Company.

Annexure – 1 OBJECT OF THE PREFERENTIAL ISSUE

Given that the funds to be received against the issue of warrants, in one or more tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for the Objects (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Working Capital Requirements	85 Crore	Within 24 months from receipt of funds
2	Site infrastructure facilities and adding additional infrastructure/machines and Equipment (as and when required)	19 Crore	
3	Expansion of Business Operations directly and/or through investment in subsidiaries	15 Crore	
4	General Corporate Purposes	35 Crore	
	Total	154 Crore	

As estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds. In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral

conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Till such time issue proceeds are fully utilized, the Company intends to keep the same in bank deposits and /or Bonds/Fixed Deposit/Mutual Funds/ High rated Commercial papers/ Inter Corporate Deposits or any Other Debt Instruments in the best interest of the company as the Board may think fit.

Annexure - 2 Shareholding pattern of the issuer before and after the preferential issue

S I. No	Category	Pre-Preferential Issue Shareholding		Post-Preferential Issue Shareholding (Proposed)	
		No of Shares	%	No of Shares	%
(A)	Promoter's Shareholding				
(I)	Individuals/ Hindu Undivided Family				
	Husena Akbarali Musamji	7,50,000	5.20	7,50,000	4.11
	Vijapura Jahidmohmed H	5,14,860	3.57	5,14,860	2.82
	Arvind Awadhnath Sharma	-		-	
	Manisha Arvind Sharma	-		-	
	Chirag Deepak Dedhia	-		-	
(II)	Any Other (specify)		0.00		0.00
	Jhv Commercials LLP	94,00,000	65.21	1,19,00,000	65.15
	Bhandra Paper Mills Limited	-		-	
	Total (A)	1,06,64,860	73.98	1,31,64,860	72.08
B	Public Shareholding				
B	Institutions				
B1)	Institutions (Domestic)	0	0.00	0.00	0.00
	Sub Total B1	0	0.00	0.00	0.68
B2)	Institutions (Foreign)				
	Foreign Portfolio Investors Category II	0	0.00	0	0.00
	Sub Total B2	0	0.00	0	0.00
B3)	Central Government/ State Government(s)/ President of India	-		-	
B4)	Non-Institutions				

	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	3,15,803	2.19	3,15,803	1.73
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	30,91,900	21.45	32,04,900	17.55
	Non Resident Indians (NRIs)	1000	0.01	1000	0.01
	Bodies Corporate	3,07,662	2.13	15,44,662	8.46
	Any Other (specify)	33,775	0.23	33,775	0.18
	Sub Total B4	37,50,140	26.02	51,00,140	28.02
	B=B1+B2+B3+B4	37,50,140	26.02	51,00,140	28.02
	Total	1,44,15,000	100.00	1,82,65,000	100.00

ITEM No. 11 ISSUANCE OF UNLISTED UNRATED SECURED OPTIONALLY CONVERTIBLE DEBENTURES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT:-

The Management has been actively evaluating strategic funding opportunities to support the Company's growth and expansion. After thorough and careful consideration, the management secured a prospective investor who has expressed strong interest in our proposal and is willing to invest through Optionally Convertible Debentures (OCDs). Accordingly, the Board of Directors at its meeting held on May 28, 2025, has proposed the issuance and allotment of up to 16000 (Sixteen Thousand) secured, unlisted, unrated, 18% optionally convertible debentures (OCDs) of face value Rs. 1,00,000/- (Rupees One Lakh only) each ("**OCDs**"). These OCDs shall be convertible into equity shares of the Company having a face value of Rs. 10/- (Rupee Ten only) ("**Equity Shares**"), at a price to be determined in accordance with the provisions of Rule 13(2)(h) of the Companies (Share Capital and Debentures) Rules, 2014, read with applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), on a preferential basis to a Non-Promoter Investors ("**OCD Holder(s)**" / "**Proposed Allottee(s)**").

The interest rate / coupon rate for these OCDs has been prudently set, ensuring alignment with the Company's long term financial interests. Considering the future growth prospects of the Company, the management is optimistic that at the time of conversion there will be no change in control due to this transaction. All the relevant details of the proposed OCDs and the terms and conditions are mentioned in the resolution at Item no.2 of this Notice and also in the explanatory statement given hereinafter.

The Members are also informed that the conversion price will be determined in compliance with the applicable regulatory framework, and presently it is not possible to determine or disclose the post-issue percentage of shareholding. The proposed allottee has also represented that they do not have any pre-preferential shareholding in the Company.

The proposed issue and allotment of the OCDs and the exercise of conversion thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities.

The details of the OCD issue and other particulars and relevant disclosures, inter alia, as required under of the Companies Act, 2013 including rules notified thereunder ("Act**") and under Regulation 163 of the ICDR Regulations (including any statutory modifications(s) or re-enactment thereof, for the time being in force) are set out below:**

- 1. Objects of the preferential issue:** Please refer to **Annexure 3**, forming part of this Notice.
- 2. The total number of securities, kinds of securities and price at which security is being offered:**

Upto 16000 (Sixteen Thousand) secured, unlisted, unrated, 18% optionally convertible debentures of face value Rs. 1,00,000/- (Rupees One Lakh only) each (“**OCDs**”), convertible into equity shares of face value Rs. 10 (Indian Rupees Ten) (“**Equity Shares**”) at a price that will be determined in accordance with the Act and the applicable provisions of ICDR Regulations.

- 3. Maximum number of specified securities to be issued**

Upto 16000 (Sixteen Thousand) OCDs, convertible into Equity Shares, at a price that will be determined in accordance with the Act and the applicable provisions of ICDR Regulations.

- 4. Intent of the Promoter(s), Director(s) or Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:**

None

- 5. Particulars of the Preferential Issue including date of passing of Board resolution**

The Board, at its meeting held on 28th May 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 16,000 (Sixteen Thousand) OCDs to the Proposed Allottees, each at a price of Rs. 1,00,000 (Indian Rupees One Lakh) per OCD, convertible into Equity Shares, at a price that will be determined in accordance with the Act and the applicable provisions of ICDR Regulations.

- 6. Kinds of Securities Offered and the Price at which security is being offered**

Up to 16,000 (Sixteen Thousand) OCDs to the Proposed Allottees, each at a price of Rs. 1,00,000 (Indian Rupees One Lakh) per OCD, convertible into Equity Shares, at a price that will be determined in accordance with the Act and the applicable provisions of ICDR Regulations.

- 7. Shareholding pattern of the issuer before and after the preferential issue:**

Note: At this stage, the post-preferential holding cannot be determined, as the OCD holder will be entitled to conversion only after the completion of 15 months. Also, the conversion price will be determined at that time, therefore it is not possible to determine and disclose the post issue shareholding pattern now.

Sl. No	Category	Pre-Preferential Issue Shareholding		Post-Preferential Issue Shareholding (Proposed)	
		No of Shares	%	No of Shares	%
(A)	Promoter’s Shareholding				
(I)	Individuals/ Hindu Undivided Family				
	Husena Akbarali Musamji	7,50,000	5.20	7,50,000	4.11
	Vijapura Jahidmohmed H	5,14,860	3.57	5,14,860	2.82
	Arvind Awadhnath Sharma	-		-	

	Manisha Arvind Sharma	-		-	
	Chirag Deepak Dedhia	-		-	
(II)	Any Other (specify)		0.00		0.00
	Jhv Commercials LLP	94,00,000	65.21	1,19,00,000	65.15
	Bhandra Paper Mills Limited	-		-	
	Total (A)	1,06,64,860	73.98	1,31,64,860	72.08
B	Public Shareholding				
B	Institutions				
B1)	Institutions (Domestic)	0	0.00	0.00	0.00
	Sub Total B1	0	0.00	0.00	0.68
B2)	Institutions (Foreign)				
	Foreign Portfolio Investors Category II	0	0.00	0	0.00
	Sub Total B2	0	0.00	0	0.00
B3)	Central Government/ State Government(s)/ President of India	-		-	
B4)	Non-Institutions				
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	3,15,803	2.19	3,15,803	1.73
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	30,91,900	21.45	32,04,900	17.55
	Non Resident Indians (NRIs)	1000	0.01	1000	0.01
	Bodies Corporate	3,07,662	2.13	15,44,662	8.46
	Any Other (specify)	33,775	0.23	33,775	0.18
	Sub Total B4	37,50,140	26.02	51,00,140	28.02
	B=B1+B2+B3+B4	37,50,140	26.02	51,00,140	28.02
	Total	1,44,15,000	100.00	1,82,65,000	100.00

* Note: At this stage, the post-preferential holding cannot be determined, as the OCD holder will be entitled to convert the OCDs into equity shares at anytime after the allotment of the said OCD's. Therefore, it is not possible to determine and disclose the post issue shareholding pattern now.

8. Amount which the Company intends to raise by way of such securities

Aggregating upto Rs. 160,00,00,000 (Indian Rupees One Hundred and Sixty Crores).

9. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the convertible securities is required to be completed within a period of 15 (fifteen) days from the date of passing

of the special resolution by the members of the Company, provided that where the allotment is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

10. Principal terms of the assets charged as securities

- i. Pari passu or first charge by way of hypothecation on the current asset of the Company; and
- ii. Pari passu or first charge by way of pledge of share of a listed company;
- iii. Such other security / security interest as may be agreed between the proposed allottees of OCDs and the Company.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Proposed Allottee	Beneficial Owner	*Post % Capital held by the proposed allottee
Authum Investment & infrastructure limited	Alpana S Dangi	-
Cosmos Prime Project Limited	Pusha Gyanchand Mehta Gyanchand Surajmal Mehta Shraddha Manish Mehta	-

** Note: At this stage, the post-preferential holding cannot be determined, as the OCD holder will be entitled to convert the OCDs into equity shares at anytime after the allotment of the said OCD's. Therefore, it is not possible to determine and disclose the post issue shareholding pattern now.*

12. Change in control, if any in the Company that would occur consequent to the preferential offer:

The Directors do not envisage any change in the control of the Company consequent to the preferential offer of the OCDs.

13. Relevant Date and Conversion Price:

The "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the OCDs will be 30 days prior to the date on which the Proposed Allottee is entitled to apply for conversion of OCDs to Equity Shares. The OCD Holder shall have the right to convert the outstanding OCD into equity of the Company at a predetermined pre-money enterprise valuation of 3 times EBITDA. EBITDA for the purpose of this calculation should be the pro rata EBITDA of the financial year in which the conversion is proposed subject to pre-money cap of Rs. 750 Cr. equity value. Since the shares of the Company are not frequently traded, the price has been determined by the Company in accordance with Regulation 165 of the ICDR Regulations.

14. Basis or Justification of issue price:

OCDs are proposed to be allotted at Rs. 1,00,000/- (Rupees One Lakh only) each, at par.

15. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.

NIL

16. Report of the Registered Valuer:

Since, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the OCDs will be 30 days prior to the date on which the Proposed Allottee is entitled to apply for Equity Shares. The OCD Holder shall have the right to convert the outstanding OCD into equity of the Company at a predetermined pre-money enterprise valuation of 3 times EBITDA. EBITDA for the purpose of this calculation should be the pro rata EBITDA of the financial year in which the conversion is proposed subject to pre-money cap of Rs. 750 Cr. equity value. The price has been determined by the Company in accordance with Regulation 165 of the ICDR Regulations.

17. Undertaking

The Company hereby undertakes that:

(a) The price at which the OCDs are proposed to be allotted is not lower than the minimum price calculated as per the ICDR Regulations. It would re-compute the price of the OCDs specified above, in terms of the provisions of the ICDR Regulations, if and where it is required to do so;

(b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above OCDs, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and

(c) Neither the Company, nor its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

18. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

None

19. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

20. Lock-in period:

- a. The OCDs and Equity Shares issued pursuant to the exercise of the conversion option shall be locked-in as prescribed under the ICDR Regulations from time to time.
- b. The pre-preferential allotment shareholding of the OCD Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

21. Listing:

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of OCDs. Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company, in all respects, including voting rights and dividend.

22. List of Proposed Allottees and % of capital that may be held by them post preferential offer:

Sr. No.	Names of the proposed allottees	Pre holding in %	% of capital that may be held by them post preferential offer *
1.	Authum Investment & infrastructure limited	Nil	-
2.	Cosmos Prime Projects Limited	Nil	-

* Note: At this stage, the post-preferential holding cannot be determined, as the OCD holder will be entitled to convert the OCDs into equity shares at anytime after the allotment of the said OCD's. Therefore, it is not possible to determine and disclose the post issue shareholding pattern now.

23. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non- promoter:

No Change

24. Material term of raising OCDs:

Type of Instrument	Optionally Convertible Debentures (OCDs)
Nature of Instrument and Classification	Upto 16000 (Sixteen Thousand) optionally convertible, secured, unrated and unlisted debentures having a face value of Rs. 1,00,000 (Indian Rupees One Lakh) each, aggregating to Rs. 160,00,00,000 (Indian Rupees One Hundred and Sixty Crores).
Mode of Issue	Preferential Issue on Private placement basis
Debenture Tenure/ Maturity period	18 months. If the OCDs are not converted, it will be redeemed along with Coupon at the rate of 18% payable half yearly
Interest/ Coupon	18% per annum payable semi-annually.
Maturity/ Conversion Terms	The OCD Holder shall have the right to convert the outstanding OCD into equity of the Company at a predetermined pre-money enterprise valuation of 3 times EBITDA. EBITDA for the purpose of this calculation should be the pro rata EBITDA of the financial year in which the conversion is proposed subject to pre-money cap of Rs. 750 Cr. equity value. Since the shares of the Company are not frequently traded, the price has been determined by the Company in accordance with Regulation 165 of the ICDR Regulations.
Price at which the OCD is being offered	The OCDs are being offered at face value of Rs.1,00,000/- (Rupees One Lakhs Only) per OCD. There is no premium involved in this issuance.

Coupon Payment Frequency	Fixed coupon rate 18% per annum, payable half yearly.
Coupon Type	Fixed Coupon Rate of 18% per annum

25. Practicing Company Secretary's Certificate:

A certificate from M/s. Kothari H & Associates, Company Secretaries, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: <https://ghvinfra.com/notice-of-agm-egm-others/>

26. Monitoring of utilisation of funds:

Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed Acuité Ratings & Research Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency"). The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the BSE Limited.

27. Other Disclosures/Undertaking:

- During the Financial Year the Company has not made any allotment on preferential basis except preferential issue mentioned in this Notice.
- The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.
- None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories.
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special

resolution;

- g. The Company is in compliance with the conditions for continuous listing;
- h. Since the Equity Shares have been listed on the recognized stock exchange for a period of more than 90 trading days prior to the Relevant Date, the Company shall not require to re-compute the price in terms of ICDR regulations and;
- i. The Proposed Allottee has not sold any equity shares during 90 trading days preceding 29th May 2025 being date 30 days prior to EGM.

In terms of the provisions of Section 23 (1)(b), Section 42, Section 62(1)(c) and 71 of the Companies Act, 2013 as amended including rules notified thereunder ("Act"), Regulation 160(b) of Chapter V of ICDR Regulations, the said issue of OCD's requires prior approval of the Shareholders of the Company by way of a Special Resolution.

The Board believes that the proposed issue of OCD's is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 11 to be approved by Special Resolution of the Members.

None of the Directors / Key Managerial Personnel(s) of the Company or their relatives are concerned or interested, financially or otherwise, in the above referred resolution, if any, in the Company.

Annexure – 3 OBJECT OF THE PREFERENTIAL ISSUE

Given that the funds to be received against the issue of warrants, in one or more tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for the Objects (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	General Corporate Purposes	35 Crore	Within 12 months from receipt of funds
2	Repayment of existing loan along with the future loan and interest payment or any outstanding loan	125 Crore	
	Total	160 Crore	

As estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds. In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail

rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Till such time issue proceeds are fully utilized, the Company intends to keep the same in bank deposits and /or Bonds/Fixed Deposit/Mutual Funds/ High rated Commercial papers/ Inter Corporate Deposits or any Other Debt Instruments in the best interest of the company as the Board may think fit.

ITEM No 12 TO APPROVE CONVERSION OF LOAN INTO EQUITY:-

In line with the regulatory changes in the recent past, the changes in the Companies Act and in line with various directives issued by Reserve Bank of India, from time to time, and in pursuance of the financing documents of the Company, the Company is required to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder to enable the Banks and Financial Institutions (hereinafter referred to as the “**Lenders**”) to convert the outstanding debt or any other financial assistance categorized as debt (hereinafter referred to as the “**Financial Assistance**”), in foreign currency or Indian Rupee, already availed or to be availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable laws at the time of such conversion.

Section 62(3) of the Companies Act, 2013, provides that nothing in Section 62 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the Company; provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in General Meeting.

Pursuant to Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company also recommends to borrow any sum or sums of monies (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), from time to time, in such form and manner and on such terms and conditions as the Board may deem fit, such that the total amount borrowed and outstanding at any time shall not exceed ₹ 1000 Crores (Rupees One Thousand Crores Only) and to create charges on the Company’s properties for securing the borrowings within the above limits and working capital facilities availed or to be availed by the Company.

For the purposes of such Borrowings, the Company may, from time to time, be required to execute financing documents, which provides for an enabling option to the Lenders, to convert the whole or any part of such outstanding Financial Assistance (comprising loans, debentures or any other financial assistance categorised as loans), into fully paid up Equity Shares of the Company;

Accordingly, the Board recommends the resolution as set forth in the item no. 3 of the Notice, to enable the Lenders, in terms of the lending arrangements, entered/to be entered and as may be specified by the Banks/Financial Institutions and anybody corporate entity(ies) under the financing documents already executed or to be executed in respect of the Financial Assistance availed/ to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistance into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

The Company hereby clarifies that this resolution is merely an enabling resolution and there are no proposals of conversion of loan into Equity, either pending or envisaged currently.



GHV INFRA PROJECTS LIMITED
(Formerly known as Sindu Valley Technologies Limited)
Corporate Office : Kanakia Wall Street, A-511/512, 5th Floor,
Chakala, Andheri (East), Mumbai - 400 093. Tel: +91 22 6941 1500,
E-mail: info@ghvinfra.com, Web: www.ghvinfra.com

None of the Directors or any Key Managerial Personnel (KMP) of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 12 of this Notice for approval by the members.

**By order of the Board of Directors
For GHV Infra Projects Limited**
(Formerly known as Sindu Valley Technologies Limited)

Place: Mumbai
Date: 28th May, 2025

Registered Office:
No. 3, 2nd Floor, Dr. TCM Royan Road,
Opp. Ayyappan Temple, Bengaluru - 560053, Karnataka.
CIN: L43900KA1976PLC173212

Sd/-
Ajay Hans
Managing Director
DIN: 00391261



PUNIT PATEL & ASSOCIATES

CHARTERED ACCOUNTANTS

ANNEXURE A

2066, Eaze Zone, Sunder Nagar, Malad west, Mumbai 400064

CERTIFICATE OF COMPLIANCE IN TERMS OF REGULATION 45 (I) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE PROPOSED CHANGE IN NAME FROM "SINDU VALLEY TECHNOLOGIES LIMITED" TO " GHV INFRA PROJECTS LIMITED"

TO WHOM SO EVER IT MAY CONCERN

We, Punit Patel & Associates, Practicing Chartered Accountant has verified the relevant records and documents of GHV Infra Projects Limited (*formerly known as Sindu Valley Technologies Limited*) ("the Company") for the purpose of ascertaining its compliance with regulation 45(I) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to its change in name from "Sindu Valley Technologies Limited" to " GHV Infra Projects Limited".

In accordance with the information and explanations given to me and based on my examination of the records and documents of the Company, I hereby confirm and certify that the Company is in compliance with the following conditions as specified in Regulation 45(I) of Listing Regulations:

Particulars	Remarks
A time period of at least one year has elapsed from the last name change	Not Applicable, there has been no change in the Name of the Company in last year
At least 50% of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name; OR	Yes, it is compliance as below mentioned brief details.
The amount invested in the new activity/project is at least 50% of the Assets of the listed entity	Not Applicable

Particular	Quarter September 30, 2024	Quarter June 30, 2024	Quarter March 31, 2024	Quarter December 31, 2023
Revenue – Old Activity (To deal in all type computer software, Programme, Systems, developing website, E-commerce, electronic mail, internet and other value-added services.)	Nil	Nil	Nil	Nil
Revenue – New Activity (To carry on infrastructure activities including infrastructure development, technology integration including feasibility studies, project management and engineering services.)	1.05 Cr.	Nil	Nil	Nil
Total Revenue	1.05 Cr.	Nil	Nil	Nil
% of total revenue in new activity suggested by the new Name	100%	Nil	Nil	Nil

Thanking You,
For Punit Patel & Associates
Chartered Accountant



CA Punit Patel
Proprietor
M No. 148207
Firm Regn No. 140119W

Date: 09th December 2024
Place: Mumbai
24148207BKEIVZ1906