

SINDU VALLEY TECHNOLOGIES LIMITED

CIN: L65990MH1976PLC018902

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Website: www.bhadrapapermill.com E-mail ID: sinduvalley76@gmail.com

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 & 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

TO THE MEMBERS OF SINDU VALLEY TECHNOLOGIES LIMITED (“SINDU VALLEY /COMPANY”)

NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, (“Rules”), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR, 2015”) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice is proposed for approval by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (“remote e-voting”).

SPECIAL RESOLUTIONS

Item No. 1:

Shifting of the Registered Office of the Company from the State of Maharashtra to the State of Karnataka

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and / or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Maharashtra to the State of Karnataka and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

“II. The Registered Office of the Company will be situated in the State of Karnataka.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and / or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval /

consent, as may be considered necessary and further authorized to appoint counsels / consultant and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

Item No. 2 :

Amendment of Object Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT consent of the members of the Company in pursuance to the provisions of Section 13 of the Companies Act, 2013 be and is hereby accorded for amending the Object Clause of the Memorandum of Association of the Company as under:

1. Existing nomenclature of Clause III(A) be deleted and substituted by the following new nomenclature:

‘(A) The objects to be pursued by the Company on its incorporation are:’
2. Existing sub-clauses 1, 1A, 1B and 1C be deleted and the following new sub-clauses be substituted and numbered 1 to 5 :
 - 1) To Carry on the business of manufacturers by utilizing the waste materials of industries especially agricultural and forestry residues, which are inexhaustible and renewable source of raw materials for manufacturing useful materials, exports, import, buy, Sell, distribute, act as agents including sole selling agents and dealers in all kinds and classes of Board, Paper and Pulp including but not limited to matrix, paste board, card board, Straw board, pulp board, leather board, mill board, corrugated board, play/wood board, gray board, box board, duplex and triplex board, hard board, post cards, visiting cards ext., writing paper, absorbent paper, news print paper, tissue paper, cover paper, blotting paper, grease paper, wrapping paper, printing paper, map paper, antique paper, ivory finish paper, coated paper, bank or bond paper, bedlam, brown or buff paper, bible paper, cartridge paper, cloth lined paper, azure laid and wove paper, cream laid and wove paper, grease -proof paper, base paper, gummed paper, drawing paper, kraft paper, manila paper, envelope paper, handmade paper, parchment paper, cigarette paper, teasing paper, vellum paper, water proof paper, carbon paper, sensitized paper, glassine paper, chemically treated paper, litmus paper, wax paper, photographic paper, glass paper, emery paper, wood pulp, rayon pulp, rag pulp, soda pulp, mechanical pulp, sulphite pulp, chemical and semi-chemical pulp, including such pulps as are manufactured from all types raw materials such as timber, bamboos, grasses, sugar cane, biogases, cotton and all kinds of .coated papers, with all types of materials, resins and plastics, and all types of article and things in the manufacture of which in any form paper board, or pulp used and all kinds of wastes from paper, sugar, iron, steel, rice mill industries and also to deal in or manufacture any other articles or things of a character similar or analogous to foregoing or any of them or connected there with.
 - 2) To acquire and take over the recipes formula, know-how, technology and full information as to the process of manufacturing and the right to manufacture and deal in briquetted fuels and any other substances, articles and things which the Company is authorized to manufacture or deal in.
 - 3) To buy, sell, import, export, process, cut, coat chemically or otherwise treat and to work out for special purposes all kinds of fuels and also deal in and manufacture any other article connected with the foregoing.

- 4) To convert, treat or turn to account by any process or method of manufacture chemical, synthetic or otherwise or in any other manner timber, wood, dropping, fly, cotton, cotton waste, cotton seeds, bamboo, grass, straw, jute, sticks, sisal fibre, flax hemp, hessian gunnies, sugarcane bagasse, leather, asbestos, rags, waste paper, waste hyacinth or any kind of pulp or other substances prepared from these or from other vegetables, minerals, chemicals or any other substances and prepare, manufacture fuels of all kinds whether from bio mass or bio gas and such other things or by-products as may be practicable or deemed expedient.
- 5) To own, work, erect, install, maintain, equip, repair, alter or otherwise handle or deal in boiler and fuel plants filatures or any other factories for pressing, ginning, carding, combining, scouring, mixing, processing, bleaching, printing, dyeing or finishing pulp or paper or board or any allied products of any description and kind
3. Existing nomenclature of Clause III(B) be deleted and substituted by the following new nomenclature:

‘(B) Matters which are necessary for furtherance of objects specified in clause 3(A):
4. Existing sub-clauses 2 to 14 in Clause III(B) be deleted and the following new sub-clauses be substituted and numbered 6 to 38:
 - 6) To produce and deal in all kinds materials and substances used in the manufacture, production or treatment of fuels and steam and other substances, articles and things, the manufacture of which the company is authorised to undertake and to turn to account, render marketable and deal in any of the by-products of the manufacturing process which the company may undertake.
 - 7) To design, fabricate and manufacture plants, machinery, equipment, accessories, apparatus, spares and parts required for the business of the company.
 - 8) To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the object or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
 - 9) To acquire, import, from or to any person, firm or body corporate or un-incorporate, whether in India or elsewhere, technical know-how, technical information, process and for that purpose to enter into agreement or contract with Indian or Foreign individual, firm, companies including entering into joint-venture agreement/arrangement with or without equity participation for carrying out the objects of the Company.
 - 10) To enter into collaboration both financial or technical, for supply or acquiring of technology, know-how for the purpose of the business of the Company.
 - 11) To establish, maintain regulate and discontinue any branches, agencies in India or any part of the world for the conduct of the business of the Company.
 - 12) To advertise and adopt means of making known the business activities of the Company or any articles of goods traded in or dealt with by the Company in any way as may be expedient including the posting of bills in relation thereto and the issue of circulars, books pamphlets and price-list and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
 - 13) To apply for, purchase or otherwise acquire and protect, prolong and renew trade marks, trade names, designs, secret processes, patent rights, licences, protections and concessions which may appear likely to be advantageous or useful for the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire or develop.

- 14) To establish, maintain, run, sponsor, Research Centers and also to provide training to the company's employees, directors and other concerned personnel.
- 15) To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, reciprocal concession or otherwise with any person, firm, or company carrying on or engaged in or about to carry on or engage in or about to carry on or engage in any business or transaction which this company is authorized to carry on and to lend money, to guarantee the contracts of or otherwise assist any person firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, re-issue with or without guarantee such shares and securities.
- 16) To enter into any arrangement with any Government or State Authority or otherwise that may seem conducive to the company's objects or any State Authority, any rights, privileges and concessions which may seem conducive to the company's objects or any of them.
- 17) To purchase, take on lease, rent or otherwise acquire and undertake the whole or any part of the property, rights and liabilities of any person, firm or company carrying on any business, which this company is authorised to carry on and to purchase, acquire, apply for, hold, sell, shares, stocks, debentures or debenture-stock of any firm or company.
- 18) To construct, acquire, establish, provide, maintain and administer office, buildings and accommodation of all descriptions in connection with the business of the Company.
- 19) To buy, lease or otherwise acquire lands, buildings and other immovable properties and to sell, mortgage or hypothecate or otherwise dispose of all or any of the properties and assets of the Company on such terms and conditions as the Company may think fit.
- 20) To amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company and to take over existing business of any firm, partnership and body corporate.
- 21) To pay all costs, charges and expenses of and incidental to the formation, promotion, registration and establishment of the Company and issue of its capital including any underwriting or other commission, broker's fee and charges in connection therewith including costs, charges of negotiations and contracts and arrangement made prior to and in anticipation of the formation and incorporation of the Company.
- 22) To remunerate (by cash or other asset or by the allotment of fully or partly paid shares or by call on shares, debentures, debenture-stock or securities of this or any other company or in any other manner) whether out of the Company's capital, profits or otherwise to any person or firm or company for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of other securities of the Company or for any other reason which the Company may think proper.
- 23) To undertake and execute any trust, the undertaking whereof may seem desirable whether gratuitously or otherwise.
- 24) To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse-keeper's certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.
- 25) To open accounts with any bank or banks and to pay into and to withdraw moneys from such account or accounts.

- 26) To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.
- 27) To borrow or raise money with or without security or to receive money on deposit other than public deposits at interest or otherwise subject to the rules, if any, prescribed by the Reserve Bank of India in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock, perpetual or otherwise including debenture or debenture-stock convertible into shares of this or any other company and in security of any such moneys to be borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital and to purchase, redeem or pay off any such securities.
- 28) To provide guarantee and/or security to banks, financial institutions or any other person or persons for or behalf of any other company, person or body corporate and to give advance either by way of loan or otherwise in the interest of the Company.
- 29) To sell or in any other manner deal with or dispose of the undertaking or properties of the Company whether movable or immovable or buildings, offices and such other assets/ properties, of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other Company.
- 30) To improve, manage, work, develop, alter, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.
- 31) To provide for the welfare of the employees or ex-employees of the company and the wives, widows, families or dependents or connections of such persons by building or contributing to the building of houses, dwellings or by grant of money, pensions, gratuity, bonus, payments towards insurance or other payment or by creating from time to time, subscribing or contributing to, adding or supporting, provident funds or trusts or conveniences and by providing or subscribing or contributing towards places of instruction or recreation, hospitals, and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
- 32) Subject to the provisions of the Companies Act, 2013, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects or any public, general or useful objects.
- 33) To distribute any of the properties of the Company amongst the members in specie or kind upon the winding-up of the Company.
- 34) To train or pay for the training in India or abroad of any member, Director or employee of the Company or any other person in the interest of the Company and for the furtherance of the Company's business or objects or interest of the Company and for the furtherance of the Company's business or objects or to conduct by itself or with or through any other person, firm, company, association of persons, institution or any other body corporate or bodies corporate, seminars, conferences, training programmes or such other activities for the above purposes.
- 35) To receive moneys or deposits with or without interest subject to Section 76 of the Companies Act, 2013, and rules thereunder and directions of Reserve Bank of India.
- 36) To undertake, carry out, promote and sponsor, rural development including any programmes for promoting the social and economic welfare of or the uplift of the people in any rural area and to incur any expenditure or any programme of rural development and to assist in execution and promotion thereof either directly or through an independent agency or in any other manner without prejudice to the generality of the forgoing programme of rural development shall also include any programme for promoting the social and economic welfare of or the uplift of

the people in any rural areas which the directors consider it likely to promote and assist rural development and that the words, rural area shall include such areas as may be regarded as rural areas under the Income-Tax Act,1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural area and the directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the directors may think fit and divest the ownership of any property of the company to or in favour of any public or local body or authority of Central or State Government or any public institutions or trusts or funds as the Directors may approve.

37) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what directors may consider to be the social and moral responsibilities of the public or any section of the public and also any activity which the directors consider likely to promote national welfare or social economic or moral uplift of the people or any section of the people by such manner and such means as the directors may think fit and the directors may without prejudice to the generality of the foregoing, undertaking, carry out, promote, sponsor any activity for publication of any books, literature, news papers or for organising lectures or seminars merit awards, scholarships, loans or any other assistances to deserving students or other persons to enable them to pursue their studies or academic conducting academic pursuits or assisting any institutions, funds, trust having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the directors, may at their discretion in order to implement any of above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the directors may think fit and divest the company to or in favour of any public or local body or authority of Central or State Government or any public institution or Trust of funds as the directors may approve.

38) To give donation, subscription or contribution to or otherwise assist in any manner the national funds, regional funds, relief funds or such other purposes.

5. Clause III(C) – Other Object – be deleted.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and / or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

**By Order of the Board,
For Sindu Valley Technologies Limited**

**SD/-
Lakshman Madesh
Chairman (DIN: 03632724)**

Date: July 18, 2022

Place: Bangalore

NOTES:

1. An Explanatory Statement under Section 102 of the Act pertaining to the proposed item of Special Business setting out the material facts and the reasons thereof is annexed herewith for consideration and forms part of this Postal Ballot Notice.

2. The Company has appointed Advocate Avinash Joshi, Advocate, for conducting this Postal Ballot process through remote e-voting in a fair and transparent manner and required consent for such appointment has been received.
3. The Notice is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”)(“collectively referred to as **Depositories**”). If Members’ e-mail address is not registered with the Company/Depositories, they are requested to follow the process provided in the Notes to receive Postal Ballot Notice and login ID & password for remote e-voting. The communication of assent or dissent of the Members would only take place through the remote e-voting. Members are requested to carefully read the instructions in the notes for remote e-voting before casting their votes.
4. The Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. Members are requested to provide their assent or dissent through remote e-voting only.
5. The Notice is being sent by electronic mode to those Members, whose names appear in the Register of Members / Beneficial Owners as received from NSDL and CDSL as on **Friday, July 15, 2022** and whose e-mail IDs are registered with the Company / Depositories. Members, who have not registered their e-mail IDs, are requested to follow the instructions given hereunder. Further, the Members, whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, July 15, 2022**, being the cut-off date, are entitled to vote on the Resolution set forth in this Postal Ballot Notice. A person, who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date **Friday, July 15, 2022**. In case of joint holders, any one of such holder(s) may vote.
7. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.bhadrapaper.com, websites of the Stock Exchange at www.bseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com>
8. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members can inspect the same by writing an e-mail to the Company at sinduvalley76@gmail.com
9. The remote e-voting commences on **Saturday, July 23, 2022 [From 9.00 a.m. (IST)]** and ends on **Sunday, August 21, 2022 [Till 5.00 p.m. (IST)]**. The remote e-voting module shall be disabled by NSDL for voting thereafter.
10. The Scrutinizer shall after the conclusion of the remote e-voting on **Monday, August 22, 2022**, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer’s report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e- voting.

11. The results of the Postal ballot will be announced **at or before 4.00 p.m. IST on Monday, August 22, 2022** at the Registered Office of the Company at 46, Mulji Jetha Building, Shamalsada Gandhi Marg, Mumbai – 400 002. The results will also be uploaded on the Company’s website at www.bhadrapaper.com, website of <https://www.evoting.nsdl.com> and also necessary disclosures to the BSE Limited (“**BSE**”) will be made. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of voting i.e. August 21, 2022.
12. The Special Resolutions shall be declared as passed if the number of votes cast in favour of the resolution exceeds three times the votes, if any, cast against the resolution by members so entitled and voted.
13. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to write to the Company or Registrar and Transfer Agents (M/s. Universal Capital Securities Private Limited, Unit: Sindu Valley Technologies Limited, C 101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, email ID: ram@unisec.in) to update their respective email address by providing the requisite documents. Members holding shares in dematerialized mode are requested to Register/update their email addresses with the relevant Depository Participants.
14. Members may send their queries related to item included in the Postal Ballot Notice on the email ID sinduvalley76@gmail.com from their registered email address or write to Mrs. Sandhya Deshpande, at Sindu Valley Technologies Limited, C/o Bhadra Paper Mills Limited, 23/14, 2nd floor, Jalashambhavi Complex, Gandhinagar, Bangalore 560009, Karnataka mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card.

15. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER

The details of the process, manner and instruction for remote e-voting are as under:

- I. The cut-off date to be eligible to vote by electronic means is Friday, July 15, 2022. The voting rights of members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, July 15, 2022.
- II. The remote e-voting period are given below:

Commencement Day, Date and Time	Saturday, July 23, 2022 [From 9.00 a.m. (IST)]
End Day, Date and Time	Sunday, August 21, 2022 [Till 5.00 p.m. (IST)]

During this period, members’ holding shares either in physical form or in dematerialised form, as on cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by aMember, the Member shall not be allowed to change it subsequently.

- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI LODR, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions.
- IV. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. 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. 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

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 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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

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

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

to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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 adv.avinashjoshi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhijit Gunjal at evoting@nsdl.co.in

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

- 1) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sinduvalley76@gmail.com.
- 2) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sinduvalley76@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- 3) Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT:

Item No. 1: - Shifting of Registered Office

Presently, the Registered Office of the Company is situated in the State of Maharashtra at 46, Mulji Jetha Building, Shamalsada Gandhi Marg, Mumbai 400 002, while the day to day operations and policy decisions are carried out from the Office situated at Bangalore in the State of Karnataka. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company, by way of its resolution dated July 18, 2022 has approved the shifting of the Registered Office of the Company from the State of Maharashtra to the State of Karnataka, subject to the approval of the members and requisite statutory / regulatory approvals. The shifting of Registered Office from the State of Maharashtra to the State of Karnataka is in the best interest of the Company, shareholders, all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees in any manner whatsoever.

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

The copy of the existing MOA indicating the proposed amendments, resolution passed by the Board of Directors and other allied documents, if any, being referred in the resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. Sunday, August 21, 2022. All documents referred to in the Notice will also be available electronically for inspection without any fee by the

members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an email to investorrelations@bhadrapapers.com.

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

The Board, accordingly, recommends passing of the Special Resolution as set out in the Notice, for the approval of the members.

Item No. 2 : Amendment of Object Clause

The existing Clause III-A Main Object allows the Company to carry on investment, software and IT enabled technology related activities. Your Company has become a subsidiary of Bhadra Paper Mills Ltd., which is engaged in the manufacturing and marketing of paper and paper board products. Your Directors propose to integrate the activities with those of its holding company by diversifying in manufacturing, distribution and marketing of paper and paper products. To undertake the proposed new business, the Object Clause of the Memorandum of Association will have to be suitably amended by inserting enabling clauses, while deleting the redundant clauses. It is also proposed to change the nomenclature of the Object Clause as prescribed under the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Act read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Clause III - Object Clause of the Memorandum of Association (the "MOA") of the Company requires the approval of members of the Company by means of a Special Resolution. Therefore, the approval of the members is sought through Postal Ballot / e-voting for amending the Object Clause of MOA as stated in the resolution hereinabove.

The copy of the existing MOA indicating the proposed amendments, resolution passed by the Board of Directors and other allied documents, if any, being referred in the resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. Sunday, August 21, 2022. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an email to investorrelations@bhadrapapers.com.

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

The Board, accordingly, recommends passing of the Special Resolution as set out in the Notice, for the approval of the members.

**By Order of the Board,
For Sindu Valley Technologies Limited**

**SD/
Lakshman Madesh
Chairman (DIN: 03632724)**

Date: July 18, 2022
Place: Bangalore

