

# SINDU VALLEY TECHNOLOGIES LIMITED

CIN - L65990MH1976PLC018902

## ANNUAL REPORT

2015-2016

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of Sindu Valley Technologies Limited will be held at 11.00 a.m. on Friday, the 30<sup>th</sup> September, 2016 at 46, Mulji Jetha Building, 2nd floor, Princess Street, Mumbai 400 002, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2016 and Statement of Profit & Loss Account for the year ended on that date along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Sunila Shukla, who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify appointment of Auditors and fix their remuneration.

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

Registered Office:  
46 Mulji Jetha Bldg, 2<sup>nd</sup> Floor  
Princess Street  
Mumbai 400 002

Sd/-  
ANAND JAIN  
(CHAIRMAN)

Place: Mumbai  
Date: 13.08.2016

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER / MEMBERS OF THE COMPANY.
  2. Proxies in order to be effective must be deposited at the Company's Registered Office not less than 48 hours before the time of the Meeting.
  3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
  4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 29<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive).
  5. The Corporate Members intending to send their duly authorized representative(s) are requested to send a duly certified copy of the Board resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
  6. Members are hereby requested to notify change in their addresses, make correspondence and send documents of share transfers, etc. either directly to the Company at the Registered Office or to the Office of Share Transfer Agents of the Company, M/s Universal Capital Securities Pvt. Ltd., at 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 93.
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7. The members who hold shares in electronic form are requested to write their client ID and DP ID and those who hold shares in physical form, are requested to write their Folio number in the attendance slip for attending the meeting.
8. The shareholders, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since the trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of possibility of loss of documents and bad deliveries.
9. Electronic copy of the Annual Report for 2015-16 is being sent to all the Members, whose e-mail IDs are registered with the Company/depository participants for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2015-16 is being sent in a permitted mode. Rules 18(3)(i) of the Companies (Management & Administration) Rules, 2014 requires a Company to provide advance opportunity at least once in a financial year to the Member to register his e-mail address and any change therein. In compliance with the same, we request the Members who do not have their e-mail ID registered with the Company, to get the same registered with the Company. Members are also requested to intimate to the Company the changes if any, in their e-mail address.
10. Voting through electronic means:  
In compliance with the provisions of Regulation 44 of the SEBI (LODR) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and the Secretarial Standard on General Meetings, the Company is pleased to provide to Members the remote e-voting facility to exercise their right to vote on business to be transacted at the Annual General Meeting by electronic means through e-voting services provided by Central Depository Services (India) Limited (CDSL). A Member who has voted on a resolution through the e-voting facility will not be entitled to change it subsequently. Further, a Member who has voted through the e-voting facility will not be permitted to vote again at the venue of the Annual General Meeting of the Company.

The instructions for Members for voting electronically are as under:-

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the</li> </ul>

	applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SINDU VALLEY TECHNOLOGIES LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The voting period begins on Tuesday, the 27<sup>th</sup> September, 2016 (9.00 A.M.) and ends on Thursday, the 29<sup>th</sup> September, 2016 (5.00 P.M.). During this period Shareholders of the Company holding share either in physical form or dematerialized form as on the cut-off date which shall be close of business hours on Friday, the 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions (FAQS) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

M/s. R. Soni & Co., Chartered Accountants has been appointed as Scrutinizer for conducting e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding 3 (three) working days from conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make Scrutinizer’s Report of the votes cast in favor or against, if any forthwith to the Chairman of the Company.

The results shall be declared as per the proceedings of the Annual General Meeting of the Company. The results declared along with Scrutinizer’s Report shall be placed on the Company’s website and on website of CDSL within 2 (two) days of passing of the Resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.

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

Registered Office:  
46 Mulji Jetha Bldg, 2<sup>nd</sup> Floor  
Princess Street  
Mumbai 400 002

Sd/-  
ANAND JAIN  
(CHAIRMAN)

Place: Mumbai  
Date: 13.08.2016

**DIRECTORS' REPORT**

The Members,

Your Directors are pleased to present their Annual Report on the working of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2016.

<b>FINANCIAL RESULTS</b>		
<b>Particulars</b>	<b>Year Ended 31-03-2016 Rs.</b>	<b>Year Ended 31-03-2015 Rs.</b>
<b>Income</b>		
Revenue from Operation	3,77,000	3,19,000
Other Income	-	-
<b>Total</b>	<b>3,77,000</b>	<b>3,19,000</b>
<b>Expenses</b>		
Finance Cost	-	450
Employees Benefit Expenses	20,000	61,560
Other Expenses	3,44,193	2,35,471
<b>Total</b>	<b>3,64,193</b>	<b>2,97,481</b>
<b>Profit/(Loss) before tax</b>	<b>12,807</b>	<b>21,519</b>
<b>Tax Expenses</b>		
Current Tax-earlier year	-	403
Current Tax	3,958	6790
<b>Profit/(loss) for the year</b>	<b>8,849</b>	<b>14,326</b>

**Dividend:**

Directors have not recommended any dividend.

**Directors' Responsibility Statement:**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to be best of their knowledge, confirm that –

- in the preparation of the accounts the applicable accounting standards have been followed along with proper explanations relating to material departure;
- appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) the annual accounts have been prepared on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Explanation / Comments on Qualifications / Remarks made by Secretarial Auditor:**

Due to low turnover & considering the financial conditions, your Company was unable to appoint a Company Secretary.

**MANAGEMENT DISCUSSION AND ANALYSIS**

To avoid duplication of certain information in Directors' Report and Management Discussion & Analysis, the Board of Directors of your Company has presented the composite summary of performance and functions of the Company.

**Industry Structure and Development:**

Your Company is Non-banking Finance Company NBFCs are strictly regulated by Reserve Bank of India by its guidelines and notifications.

In a subdued global economy and ongoing slowdown in China, India's macro-economic performance remained stable during the financial year 2015-16. According to Central Statistical Organisation, India's GDP growth is expected to be 7.6% in financial year 2015-16, marginally higher than 7.2% recorded in the previous year. An equally important aspect was the stability in retail inflation around 5% allowing RBI to continue with its accommodative policy stance. However, rate cuts to the tune of 100 basis points during the year did not translate into desired reduction in lending rates. Consequently, improvement in business and consumer confidence during the year were weak.

**Regulations:**

The Capital Market is regulated by stringent rules and regulations of the Securities & Exchange Board of India (SEBI) and the stock exchanges. The Company, being registered with the Reserve Bank of India as Non-Banking Finance Company (NBFC), is also subjected to strict rules and guidelines notified by the Reserve Bank of India from time to time.

**Performance:**

During the year under review, the Company earned revenue from its operations Rs.3,77,000/- as against Rs.3,19,000/- in previous year. Earnings before interest, tax, depreciation and amortization (EBITDA) was Rs.12,807 as against Rs.21,519/- a year ago. Profit after tax for the year was Rs.8,849/- as against Rs.14,326/- in 2014-15.

No appropriation of profit is made and it is proposed to carry forward the balance of Rs.8,849/- in the Profit & Loss account.

**Material Changes and Commitment:**

There have been no material change and commitment affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of this report.

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**Opportunity and Threats:**

Considering the Indian macro-economic factors are in much better shape, the capital market is expected to remain buoyant in the years to come. The market regulators are also concerned in regaining the confidence of investors, which was adversely effected due to economic slowdown and scams.

The worrying factors include the uncertainties regarding the monsoon as also the ability of scheduled commercial banks to extend credit against the backdrop of huge NPAs. Uncertainties in Euro zone and Betrix and volatility in crude prices will also have impact on the Indian economy.

**Future Outlook:**

According to new GDP, it seems that the country is getting back to a higher growth trajectory. Jobs are being created in the service sector, that coupled with government expenditure on core infrastructure and initiative such as 'Make in India' are giving the required impetus to urbanization, which will augur well for the economy in general and your Company in particular in medium to long term.

**Opportunity and threats**

The new Government is committed to encourage the healthy growth of economy industry for development of the Economy. The market regulators are also concerned in regaining the confidence of investors, which is adversely effected due to economic slowdown and scams.

**Future Outlook**

Your Directors are of the opinion that new government's policies of development and creating jobs for young generation will stimulate the growth. Your Directors foresee a better future of your company in forthcoming years.

**Subsidiary:**

The Company does not have any subsidiary company.

**Consolidated Financial Statement:**

Since the Company does not have any subsidiary company or associate or joint venture, consolidated financial statements are not prepared.

**Corporate Governance:**

Provisions of para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are not applicable to your Company. Hence, report on Corporate Governance is not annexed.

**Loans, Guarantees and investments**

The Company has not given any loan or guarantee. The Company has not made any investment in shares, securities and bonds.

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**Public Deposit:**

Your Company has not accepted any deposits from the public, its shareholders or employees during the year under review.

**Transaction with Related Parties:**

None of the transactions with related parties falls under the scope of Section 188(1) of the Companies Act, 2013. Hence, Information on transactions with related parties pursuant to Section 134 (3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not provided.

**Conservation of Energy, etc.**

Since your Company is not engaged in any manufacturing activity, information as required under the provisions of Section 143(3)(m) of the Act is not furnished. During the year, the Company neither earned nor spent any foreign exchange.

**Directors And Key Managerial Personnel**

Mr. S. Padmanabhan and Mr. Ashok Jain are the Independent Directors. Mr. Anand R. Jain is promoter Director. During the year under review, Mrs. Sunila Shukla was appointed as an Additional Director in the meeting of Board of Directors held on 30<sup>th</sup> July, 2015 and she was appointed as Director in the Annual General Meeting held on 30<sup>th</sup> September, 2015.

Mr. U. C. Shukla resigned as Director w.e.f. 30<sup>th</sup> July, 2015.

Mrs. Sunila Shukla shall retire by rotation at the ensuing Annual General Meeting and being eligible has offered herself for re-appointment.

During the year under review, none of the non-executive directors had any pecuniary relationship or transactions with the Company.

Mr. Gautam Jain was appointed as Chief Finance officer w.e.f. 01<sup>st</sup> September, 2015. Mr. Vipul Bhoy was appointed as Chief Executive Officer w.e.f. 1<sup>st</sup> September, 2015. He has resigned as CEO w.e.f. 28<sup>th</sup> May, 2016.

**Disclosure by Independent Directors:**

All the Independent Directors have furnished declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013.

**Audit Committee:**

The Committee presently comprises of Mr. Ashok Jain, Mr. S. Padmanabhan both Independent Directors and Mr. A. R. Jain. All the members of the Committee are having financial and accounting knowledge. The Committee met 4 times during the financial year 2015-16.

**Nomination & Remuneration committee/policy:**

The Committee presently comprises of Mr. Ashok Jain, Mr. S. Padmanabhan both Independent Directors and Mr. A. R. Jain. The Committee met twice during the financial year.

The Nomination and Remuneration Policy recommended by the Nomination & Remuneration Committee is duly approved and adopted by the Board of Directors. The said policy is annexed to the report as Annexure I.

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**Stakeholder Relationship Committee:**

Pursuant to the provisions of section 178 of the Companies Act, 2013 and other applicable provisions of Listing Agreement entered into with BSE Ltd. or SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Company does not have any security holder up to one thousand. Hence, Company was not required to form Stakeholder's Relationship Committee.

**Board Meetings:**

Six meetings of the board were held during the year under review. One meeting of the independent directors was also held during the year.

**Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 the Board of Directors had done the annual evaluation of its own performance, its committees and individual directors. The Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings.

**CSR Committee:**

The Company does not fulfill any of the three criteria specified in Section 135(1) of the Companies Act, 2013 and as such is not required to comply with the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014.

**Internal Control System:**

Adequate internal control systems are in place to maintain quality of product, proper accounting as per norms and standards prescribed, asset maintenance and its proper use. The Company has an independent internal auditor, who periodically reviews the accounts and reports to the Audit Committee.

**Risk Management:**

The management continuously access the risk involved in the business and all out efforts are made to mitigate the risk with appropriate action.

**Employee:**

Relations between the management and employees were cordial through-out the year.

No remuneration was paid to any of the directors. Hence, the particulars of employees required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not provided.

Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Management Personnel) Rule, 2014, and forming part of Directors' Report for the year ended 31<sup>st</sup> March, 2016 is given in a separate annexure to this report. The said annexure is not being sent alongwith this report to the members of the Company in line with the provisions of Section 136 of the Companies Act, 2013. Members, who are interested in obtaining these particulars, may write to the Company Secretary at the Registered Office of the Company. The aforesaid annexure is also available for inspection by the members at the registered office of the Company, 21 days before the annual general meeting and upto the date of the said annual general meeting during normal business hours on working days.

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