



Date: August 01, 2025

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.

Scrip ID: GHVINFRA
Scrip Code: 505504

Dear Sir,

Sub: Submission of Notice of 02nd Extra-Ordinary General Meeting of the Company to be held on August 26, 2025.

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we are attaching herewith the Notice convening 02nd Extra-Ordinary General Meeting (“EGM”) of the Company scheduled to be held on Tuesday, August 26, 2025 at 04:00 P.M. (IST) through Video Conferencing (“VC”) /Other Audio-Visual Means (“OAVM”) without the physical presence of Members at a common venue.

Please be informed that the Company is providing e-voting facility to its shareholders in respect of resolutions to be passed at the EGM. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide the remote e-voting facility. The remote e-voting facility shall be kept open from Saturday August 23, 2025 at 09.00 A.M. and ends on Monday, August 25, 2025 at 05.00 P.M for shareholders to cast their votes electronically. The cut-off date for voting (including remote e-voting) shall be Tuesday, August 19, 2025. The detailed instructions with respect to voting have been mentioned in the Notice of EGM. The Notice of EGM has been dispatched electronically to the members whose email IDs are registered with the Company/ Depositories.

The Notice of EGM is also available on the website of the Company at <https://ghvinfra.com/notice-of-agm-egm-others/>

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully

For GHV Infra Projects Limited
(Formerly known as Sindu Valley Technologies Limited)

Ajay Hans
Managing Director
DIN: 00391261

Encl: Notice of EGM

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 02nd Extra-Ordinary General Meeting of the Members of **GHV INFRA PROJECTS LIMITED (Formerly known as Sindu Valley Technologies Limited)** for the financial year 2025-26 will be held on Tuesday, August 26, 2025 at 4:00 p.m. (IST) through video conference (“VC”)/ other audio-visual means (“OAVM”) facility to transact the following businesses:

SPECIAL BUSINESSES:

ITEM NO. 01:

APPROVAL FOR SUB-DIVISION (STOCK SPLIT) OF EVERY 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10.00/- EACH INTO 2 (TWO) EQUITY SHARES OF FACE VALUE OF RS. 05/- EACH.

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

“**RESOLVED THAT** pursuant to provisions of Section 61(1)(d) read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) if any, read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authorities or bodies, the approval of the members of the Company be and is hereby accorded for sub-division/split of equity shares of the Company, such that 1 (ONE) equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, be sub divided into 2 (Two) equity shares having face value of Rs. 05/- (Rupees Five only) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board (hereinafter the term ‘Board’, shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently, and any individual authorized by the Board) of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division / split of equity shares of the Company, the authorized share capital of face value of Rs. 10/- (Rupees Ten only) each, fully paid up, existing on the Record Date shall stand sub-divided as follows:

Type of Capital	Pre Sub-division			Post Sub-division		
	No. of equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised Capital	1,60,00,000	10	16,00,00,000	3,20,00,000	05	16,00,00,000

RESOLVED FURTHER THAT pursuant to the sub-division / split of equity shares of the Company, all Issued, Subscribed and Paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows: -

Type of Capital	Pre Sub-division			Post Sub-division		
	No. of equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Issued, Subscribed and Paid-up Share Capital	1,44,15,000	10	14,41,50,000	2,88,30,000	05	14,41,50,000

RESOLVED FURTHER THAT that upon sub-division / split of equity shares as aforesaid and with effect from the Record Date: -

- I. for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) / Letter of Confirmation(s) of the Company in compliance with the prevailing laws / guidelines in this regard; and
- II. for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any director and/or any other key managerial personnel of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the subdivision of equity shares including but not limited to fixing record date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the sub-division of equity shares including execution and filing of all the relevant applications, writings, deeds and documents with the stock exchange where the shares of the Company are listed, depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members 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 the Board of Directors and Company Secretary of the Company be and is hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations and other documents with the Stock Exchange, Depositories, Registrar and Share Transfer Agent and/or any other Statutory Authority(ies), if any; and (b) settle any question or difficulty that may arise with regard to sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

RESOLVED FURTHER THAT Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred by these resolutions to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers."

ITEM NO. 02: APPROVAL FOR ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 13, 61, and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions, and sanctions as may be necessary from the Securities and Exchange Board of India (SEBI), Stock Exchange(s) where the securities of the Company are listed, and other appropriate authorities, the approval of the members of the Company be and is hereby accorded to alter the Capital Clause (Clause V) of the Memorandum of Association of the Company by substituting the existing Clause V with the following new Clause V:

"V. The Authorized Share Capital of the Company is Rs. 16,00,00,000 /- (Rupees Sixteen Crores only) divided into 3,20,00,000 (Three Crores Twenty lakhs) Equity Shares of Rs. 05/- (Rupees Five only) each."

RESOLVED FURTHER THAT the Board of Directors or Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution."

ITEM NO. 03: APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules framed thereunder (including any statutory

modification(s) or reenactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be required from the Securities and Exchange Board of India (SEBI), Stock Exchange(s) where the shares of the Company are listed, and any other concerned authority(ies), the approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 3,20,00,000 (Three Crores and Twenty lakhs) Equity Shares of Rs. 05/- (Rupees Five only) each to Rs. 66,00,00,000/- (Rupees Sixty-Six Crores only) divided into 13,20,00,000 (Thirteen Crores Twenty lakhs) Equity Shares of Rs. 05/- (Rupees Five only) each, by creation of additional 10,00,00,000 (Ten Crore) equity shares of Rs. 05/- (Rupees Five only) each.

RESOLVED FURTHER THAT in consequence of the above, Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V with the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 66,00,00,000/-(Rupees Sixty-Six Crore only) divided into 13,20,00,000 (Thirteen Crores Twenty lakhs) Equity Shares of Rs. 05/-(Rupees Five only) each.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

ITEM NO. 04:- APPROVAL FOR ISSUE OF BONUS SHARE

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

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include any duly constituted committee empowered by the Board to exercise its powers) for capitalization of a sum not exceeding Rs. 21,62,25,000 (Rupees Twenty-One Crore Sixty-Two Lakhs Twenty-Five Thousand Only) out of securities premium account and/or any other permitted free reserve of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of Rs. 05/- (Rupees Five only) each credited as fully paid-up to eligible members of the Company holding equity shares of Rs. 05/- (Rupees Five only) each whose names appear in the Register of Members / Register of Beneficial Owners on the ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 03:02 i.e., 3 (Three) new fully paid-up equity share of Rs. 05/- (Rupees Five only) each

for every 2 (Two) existing fully paid-up equity share of Rs. 05/- (Rupees Five only) each (post sub-division/split) held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT, the Bonus Shares so issued shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the issue and allotment of the said bonus equity shares to the extent they relate to Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs), Overseas Corporate Bodies ('OCBs') and other Foreign Investors will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

RESOLVED FURTHER THAT pursuant to SEBI (ICDR) Regulations and Listing Regulations, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolution, any one members of the Board or Company Secretary or Board Committee be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, to file any documents with the SEBI, Stock Exchange where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or concerned authorities applying and seeking necessary listing approvals from the Stock Exchange(s), in regard to such bonus issue as it may in its absolute discretion deem fit and without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Director and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto, including taking all necessary steps required to deal with fractional bonus shares, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to this resolution and to give such direction as may be necessary, proper and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution, and listing of shares as the Board may in its absolute discretion deem fit and its decision shall be final and binding.

RESOLVED FURTHER THAT any of the Director and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.

ITEM NO. 05:- APPROVAL FOR THE APPOINTMENT OF MR. RAVI KUMAR SETH (DIN:02427404) AS AN INDEPENDENT DIRECTOR 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** pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17(1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mr. Ravi Kumar Seth (DIN:02427404), who was appointed by the Board of Directors, based on recommendation of Nomination and Remuneration Committee, as an Additional Independent Director of the Company for a term of 05(Five) consecutive years w.e.f. July 24, 2025 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of 05(five) consecutive years, w.e.f. July 24, 2025 to July 23, 2030.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; approval of Member of the Company be and is hereby accorded to Mr. Ravi Kumar Seth for continuation of the Directorship in the Company whenever he will attain the age of seventy-five years, up to expiry of his term of appointment for a period of 05(five) consecutive years w.e.f. July 24, 2025 as an Independent Director of the Company.”

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things to give effect to the above resolution.”

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

Place: Mumbai
Date: -24.07.2025

sd/-
Ajay Hans
Managing Director
DIN : 00391261

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 Tuesday, August 26, 2025 at 04:00 p.m. IST. The deemed venue for the EGM will be the Registered Office of the Company i.e.: Kanakia Wall Street, A-511/512, 5th Floor, Chakala, Andheri (East), Mumbai - 400093
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the

physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC/OAVM.

3. 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.
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 for 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 reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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. 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 will be provided by NSDL.
7. 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 www.ghvinfra.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

9. 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.

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 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 July 25, 2025.

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

The remote e-voting period begins on Saturday, August 23, 2025 at 09:00 A.M. and ends on Monday, August 25, 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. Tuesday, August 19, 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 Tuesday, August 19, 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.	<ol style="list-style-type: none"> 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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

	<p>during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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.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 or send a request to 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 ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 DISCLOSURE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD – 2 (REVISED) AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

The following Statement sets out all material facts relating to the Special Business proposed in this EGM Notice.

ITEM NOS. 01 AND 02: APPROVAL FOR SUB-DIVISION (STOCK SPLIT) OF EQUITY SHARES AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Board of Directors of the Company (the “Board”), at its Meeting held on July 24, 2025 has approved, subject to the approval of members of the Company and statutory authority(ies), if any, the subdivision/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, be subdivided into 2 (Two) equity shares having face value of Rs. 05/- (Rupees Five only) each, fully paid- up, ranking pari passu in all respects with effect from such date as may be fixed for this purpose by the Board (“Record Date”).

In the opinion of the Board of Directors, the proposed sub-division / split will make the equity shares of the Company more affordable and is expected to encourage participation of investors at large and therefore it is in the best interest of the investors and the Company. The Board of Directors, therefore, recommends an Ordinary Resolution as set out in the accompanying Notice for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The sub-division/split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of the equity shares.

Further, such sub-division/split of equity shares shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

The Board of Directors of the Company recommends the resolution set out at Item No. 01 and 02 of this Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company, if any.

ITEM NO. 03: APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

Presently, the Authorized Share Capital of the Company stands at Rs. 16,00,00,000 (Rupees Sixteen Crore Only) divided into 3,20,00,000 (Three Crores Twenty lakhs) Equity Shares of Rs. 05/- each. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause (V) of the Memorandum of Association of the Company. Pursuant to Section 13, 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an ordinary resolution to the effect. The Board of Directors in its meeting held on July 24, 2025 proposed to issue fully paid Bonus equity shares to the shareholders of the Company and thereby expanding the existing paid-up capital base of the Company for which the Company would be requiring to increase its Authorized Share Capital, from Rs. 16,00,00,000 (Rupees Sixteen Crore Only) divided into 3,20,00,000 (Three Crores Twenty lakhs) Equity Shares of Rs. 05/- each to Rs. 66,00,00,000 (Rupees Sixty-Six Crore Only) divided into 13,20,00,000 (Thirteen Crores Twenty lakhs) Equity Shares of Rs. 05/- (Rupees Five Only) each by adding an additional 10,00,00,000 (Ten Crore) Equity Shares of Rs. 05/- (Rupees Five Only) each. The new equity shares shall be pari-passu in all respects with the existing equity shares of the Company.

Pursuant to Section 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an ordinary resolution to the effect.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 03 of this Notice except to the extent of their shareholdings in the Company, if any.

The Board recommends to the members to pass the resolution set out in Item No. 03 of the accompanying Notice as Ordinary Resolution.

ITEM NO. 04 APPROVAL FOR ISSUE OF BONUS SHARE

The Board of Directors of the Company to (the "Board"), at its meeting held on July 24, 2025, inter alia recommended the proposal of issuing Bonus Equity Shares of Rs. 05/- (Rupees Five only) each to eligible members of the Company in the proportion of 3:2 i.e. 3 (Three) new fully paid-up equity share of Rs. 05 /- (Rupees Five only) for every 2(Two) existing fully paid-up equity share of Rs. 05/- (Rupees Five only) (post sub-division/split) each held by them as on the record date, by capitalizing a sum not exceeding Rs. 21,62,25,000 (Rupees Twenty-One Crore Sixty Two Lakhs Twenty-Five Thousand Only) out of securities premium account and/or any other permitted free reserve of the Company, as may be considered appropriate with a view to increase shareholders value and expand the retail shareholder base subject to the approval of the shareholders.

The issue of bonus shares, by way of capitalizing reserves, is authorized by the Company's Articles of Association.

The issue of bonus shares, if approved by the shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, Listing Regulations, SEBI (ICDR) Regulations, or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus equity shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

Further, pursuant to Regulation 294(6) of SEBI (ICDR) Regulations, the allotment of shares in bonus issue shall be made in dematerialized form only, and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

The shareholders of the Company, at their Extra-Ordinary General Meeting held on June 28, 2025, approved the issuance of Convertible Warrants to Promoters/Promoter Group and Non-Promoters, on a preferential basis by way of private placement. Accordingly, in compliance with Regulation 294 of the SEBI ICDR Regulations, the Company has reserved bonus equity shares for the holders of such Warrants. The equity shares so reserved shall be issued to the respective holders at the time of conversion of the Warrants, as the case may be, on the same terms and in the same proportion in which the bonus shares were originally issued.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the resolution set out at Item No. 04 of this EGM Notice for approval of the Members as an **Ordinary Resolution**.

Item No. 5: Appointment of Mr. Ravi Kumar Seth (DIN: 02427404) as an Independent Director.

Mr. Ravi Kumar Seth was appointed as an Additional Independent Director of the Company by the Board of Directors vide Board Resolution dated July 24, 2025. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. The agenda regarding the appointment of Mr. Ravi Kumar Seth as an additional Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Additional Independent Director w.e.f. July 24, 2025.

In the opinion of the Board, Mr. Ravi Kumar Seth fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Ravi Kumar Seth possesses requisite skills and knowledge and it would be in the interest of the Company to appoint Mr. Ravi Kumar Seth, as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Ravi Kumar Seth as an Independent Director is now being placed before the Members in this General Meeting for their approval. The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Ravi Kumar Seth who has attained age of 73 years, and will be attain age of 75 years during his current tenure, therefore it is required to approve his appointment as an Independent Director by passing special resolution by the members of the Company pursuant to regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.



Mr. Ravi Kumar Seth is interested and concerned in the Resolution mentioned at Item No. 05 of the Notice. Other than Mr. Ravi Kumar Seth, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 05 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 05 for the approval of the Members.

The brief profile of Mr. Ravi Kumar Seth is given in **Annexure A**

By Order of the Board
GHV INFRA PROJECTS LIMITED
(Formerly known as Sindu Valley Technologies Limited)

Date: July 24, 2025
Place: Mumbai

Sd/-
Ajay Hans
Managing Director



ANNEXURE A

DETAILS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATION 2015, AND SECRETARIAL STANDAREDS ON GENERAL MEETINGS

Name of Director	MR. RAVI KUMAR SETH (DIN:02427404)
Date of Appointment	July 24, 2025
Date of Birth & Age	July 22, 1952 73 (Seventy-Three) years
Qualification	Mr. Ravi Kumar Seth, is a qualified chartered accountant.
Expertise in specific functional area	He has 47 years of experience, as a practicing chartered accountant and interacting with entrepreneurs from the various fields.
Remuneration sought to be paid	N/A
Terms and Conditions of Appointment	The Board has appointed Mr. Ravi Kumar Seth as an Additional Non-Executive Independent Director to hold office for a term of 5(five) consecutive years w.e.f. July 24, 2025, subject to the approval and regularisation by the members of the Company.
Date of first appointment on the Board	July 24, 2025
Shareholding in the Company	N/A
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Not related to any of the Directors of the Company
Number of Meetings of the Board attended during the year	1 (One)
*Directorships held in other Companies in India	3 (Three)



GHV INFRA PROJECTS LIMITED

(Formerly known as Sindu Valley Technologies Limited)

*Chairmanships / Membership of Committees in other companies in India	Member of Audit Committee- Lahoti Overseas Limited Member of Nomination and remuneration committee- Lahoti Overseas Limited Member of Audit Committee- La Tim Metal & Industries Limited. Chairperson of Nomination and remuneration committee- La Tim Metal & Industries Limited.
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* Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether listed or not)

Registered 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

CIN No. : L43900KA1976PLC173212