



SATHLOKHAR SYNERGYS E&C GLOBAL LIMITED

(FORMERLY KNOWN AS SATHLOKHAR SYNERGYS E&C GLOBAL PRIVATE LIMITED
AND SATHLOKHAR SYNERGYS PRIVATE LIMITED)

Enduring Relationships
EPC & Infra Turnkey Contractors

- Construction of Buildings & Infrastructure Facilities for Industrial | Commercial | Institutional | Warehouse | Hospitals | Hotels | Solar Projects (TATA power solar).
- Electrical HT & LT (EA 3018) Contractors | HVAC | FPS | PHE | IBMS | Utility Projects.

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 11th Annual General Meeting of the members of **M/s. SATHLOKHAR SYNERGYS E&C GLOBAL LIMITED** will be held on Wednesday, 10th day of July, 2024 at 3.30 PM, at the registered office of the Company situated at Plot No.5171, 9th Street, Ram Nagar North Extension, Madipakkam, Chennai-600091, Tamil-Nadu, India to transact the following businesses.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statement of the Company for the year ended 31st March, 2024 together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Ms. Thiyagu Sangeethaa, (DIN:06531428), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. **To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2024-25**

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

RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any amendments, modification or variation thereof) payment of remuneration of Rs 1,50,000/- (Rupees One lakh and Fifty Thousand only) plus applicable taxes, reimbursement of out-of-pocket expenses payable to M/s. Suthakhar Arumugam & Co., Cost Accountants, Pondicherry, Membership No-42719, Firm Registration No: 001781 as Cost Auditors for conducting the Cost audit of the Company for the financial year 2024-25 as approved by the Board of Directors be and is hereby ratified and confirmed.

SATHLOKHAR SYNERGYS E&C GLOBAL LIMITED

☑ Registered Office : #5171, 9th Street, Ram Nagar North Extension, Madipakkam, Chennai 600 091.
(Near Velachery Inner ring road towards Airport)

☑ P +91 72995 41122 | E ed@sathlokhar.com | W www.sathlokhar.com | E sathlokhar@gmail.com

GST: 33AACCL5566B1ZT | PAN No: AACCL5566B | CIN No.: U45400TN2013PLC092969

ISO 9001:2015 (QMS), ISO 14001:2015 (EMS), ISO 45001:2018 (OHSMS) Management Systems



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4. Amendment of Articles of Association (AOA) of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to such approvals as may be necessary, consent of the members of the Company be and is hereby accorded to insert the following article viz. clause 58A after the clause 58 of the Articles of Association of the Company:

Clause 58A –The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director and/or Chief Executive Officer of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient including to file requisite applications and documents as may be required in this respect with the Ministry of Corporate Affairs or submission of documents with any other authority for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors
For SATHLOKHAR SYNERGYS E&C GLOBAL LIMITED




GOPALAKRISHNAN THIYAGU
Chairman & Managing Director
DIN: 02755501

Place: Chennai
Date: 30/04/2024

SATHLOKHAR SYNERGYS E&C GLOBAL LIMITED

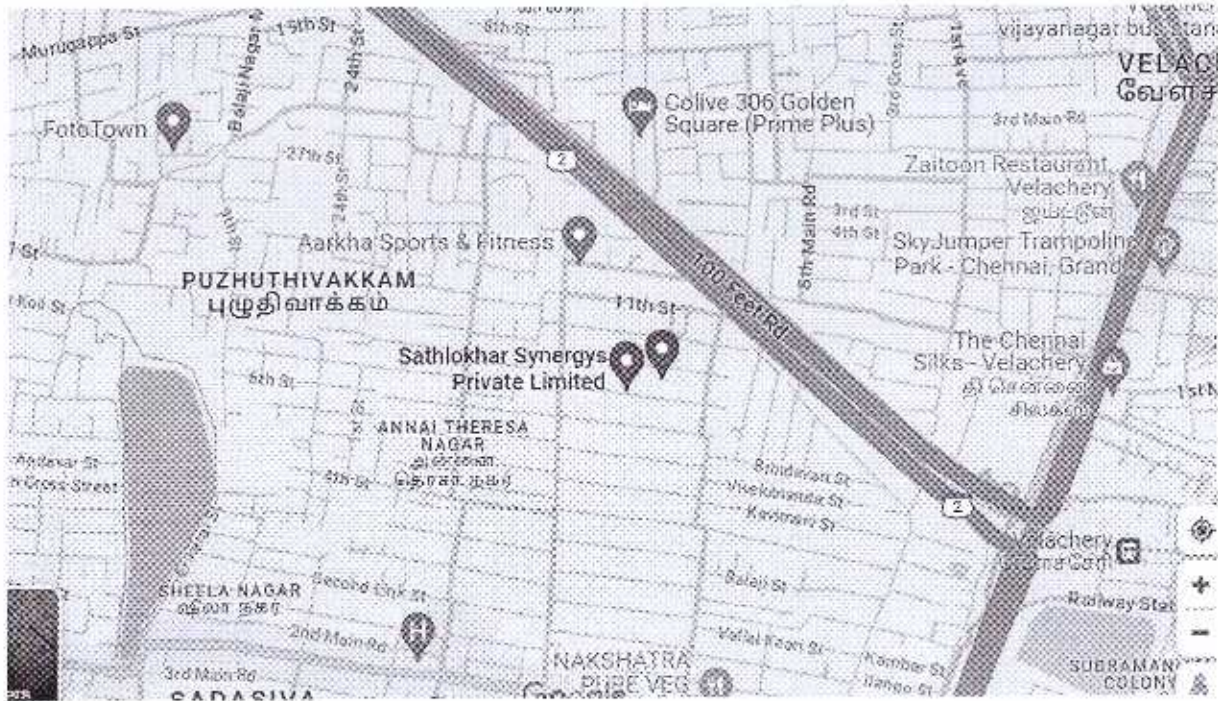
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NOTES:

1. Additional information as required under Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation / seeking appointment / re-appointment at this Meeting is annexed hereto.
2. A Statement to be annexed to the Notice pursuant to the Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed resolution concerning the Special Business to be transacted at the Annual General Meeting is annexed herewith and forms part of this notice.
3. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and a proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the Commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.*
4. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Companies Act, 2013 and all documents referred to in the Notice inter alia will be available for inspection by the members at the registered office of the Company and all documents referred to in the notice are available for inspection by the members on all working days except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. prior to the date of General Meeting and will also be available for inspection at the Meeting.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Purva Share Registry (India) Private Limited in case the shares are held by them in physical form.
8. The route map of the venue of the Meeting is annexed hereto.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.sathlokhar.com/>.

Route Map



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

Item No.3: Ratification of the remuneration payable to Cost Auditor

Meaning, scope and implications of the material fact of item of business to enable members to take appropriate decision;

Taking into the applicability of the Companies (Audit and Auditors) Rules, 2014 for the financial year 2024-25, the Board of Directors has appointed M/s. Suthakhar Arumugam & Co., Cost Accountants, Pondicherry, Membership No-42719, Firm Registration No: 001781 as Cost Auditors for the audit of cost records of the Company for the Financial Year ending 31st March 2025, at a remuneration of Rs. 1,50,000/ (Rupees One Lakh and Fifty Thousand only) plus applicable taxes, reimbursement of out-of pocket expenses and other incidental expenses incurred for conducting such audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditor as approved by the Board of Directors of the Company is required to be ratified subsequently by the members of the Company. Accordingly, consent of the members is sought by passing an ordinary resolution as set out in Item No.3 of the Notice for ratification of the remuneration payable to the Cost Auditors as approved by the Board of Directors for conducting audit of the cost records of the Company for the financial year ending March 31, 2025.

Inspection of Documents:

The documents, referred to in the resolution and explanatory statement thereof will be available for inspection by the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. prior to the date of General Meeting and also at the Meeting

Nature of concern or interest of Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel:

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, in the said resolution. The Board recommends the resolution as set out in Item No.3 of the Notice for approval by the Members.

Item No.4: Amendment of Articles of Association (AOA) of the Company

Meaning, scope and implications of the material fact of item of business to enable members to take appropriate decision;

In terms of the provisions under Section 203(1) of the Companies Act, 2013 same individual cannot be appointed as the Chairman as well as the Managing Director or Chief Executive Officer of the Company at the same time unless the Articles of Association of the Company provide otherwise or the company has multiple businesses. Taking into account the fact that at

times it would be necessary to appoint same individual as Chairperson of the company as well Managing Director and/or Chief Executive Officer and restriction in this regard provided under Section 203 of the Act, the Board of Directors felt it would be prudent to include an enabling Article in the AoA in this regard.

Accordingly, the Board has approved the proposal to include a new Article in the existing AoA subject to the approval of members and any other approval required in this regard. In terms of the provisions under Section – of the Act, any amendment or alteration in the AoA require approval of the members by way of special resolution.

Hence member's approval is sought for amendment of the Articles of Association of the Company by including a new Article viz., Article 58A in AoA as provided in the resolution as set out at Item No. 4 of this Notice to enable the company to appoint same individual as the Chairperson as well as the Managing Director and/or Chief Executive Officer of the Company.

Relevance of the resolution to any Other Company:

As the proposed resolution does not relate to or affects any other Company, disclosure of the extent of shareholding interest in that other Company or every Promoter, Director, Manger and of other Key Managerial Personnel of the Company holding not less than two (02) percent of paid-up capital of that Company are not provided.

Inspection of Documents:

All the material documents referred to in the Notice and Explanatory Statement will be available for inspection by the members at the registered office of the Company by the members on all working days between 11.00 a.m. to 1.00 p.m. prior to the date of General Meeting and will also be available for inspection at the Meeting.

Nature of concern or interest of Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel

Mr. Gopalkrishnan Thiyagu (DIN: 02755501) being Chairman and Managing Director, Ms. Thiyagu Sangeethaa (DIN:06531428), Whole Time Director and Mr. Dinesh Sankaran (DIN:07813738), Director who are relatives of Mr. Gopalkrishnan Thiyagu are deemed interested in this resolution. None of the other Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the Resolutions, set out at Item No. 4 of this Notice.

**By Order of the Board of Directors
For SATHLOKHAR SYNERGYS E&C GLOBAL LIMITED**



**GOPALAKRISHNAN THIYAGU
Chairman & Managing Director
DIN: 02755501**

**Place: Chennai
Date: 30/04/2024**

Annexure-A

Details of the Directors retiring by rotation and seeking re-appointment / appointment at the Annual General Meeting pursuant to Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India (ICSI) are as under:

1.Ms. Thiyagu Sangeethaa (DIN: 06531428)	
Age/DOB	45 Years / 04.04.1979
Qualifications	Bachelor of Engineering from Bharathidasan University
Experience (including expertise in specific functional area) / Brief Resume	She has been associated with the company since its incorporation i.e., from the year 2013. She has over 21 years of experience in Project Management in construction industry. Her role is to design and implement business strategies, plans and procedure and contribute to overall growth and expansion of the company.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Ms. Thiyagu Sangeethaa who was appointed as a Whole-Time Director, is liable to retire by rotation and eligible for reappointment.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Rs. 9,75,999/-Per Month
Remuneration proposed to be paid	As per existing approved terms of appointment
Date of first appointment on the Board	13.09.2013
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	16,12,699 Shares
Relationship with other Directors / Key Managerial Personnel	Spouse of Mr. Gopalakrishnan Thiyagu, Chairman and Managing Director and sister of Mr. Dinesh Sankaran, Director
Number of meetings of the Board attended during the financial year	14 out of 14 meetings

2023-24	
Directorships of other Boards as on March 31, 2024 (Indian Companies)	Sathlokhar Industries Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	NA
Listed entities from which the Director has resigned in the past three years	NA

SATHLOKHAR SYNERGYS E&C GLOBAL LIMITED
CIN: U45400TN2013PLC092969

**REGD: OFFICE: PLOT NO.5171, (EASTERN SIDE), 9TH STREET, RAM NAGAR
NORTH EXTENSION., MADIPAKKAM, CHENNAI 600091, TAMIL NADU, INDIA.**

Form No.MGT-11

PROXY FORM

**[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the
Companies (Management and Administration) Rules, 2014 - Form No. MGT-11]**

Name of the Member(s):	
Registered Address:	
E-mail ID:	
* Folio No/ DP ID/Client ID	

I / We, being the member(s) of _____ shares of the above-named company, here by appoint.

1	Name:
	E-mail ID:
	Address:
	Signature: or failing him/her
2	Name:
	E-mail ID:
	Address:
	Signature: or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting to be held on Wednesday, 10th day of July, 2024 at 3.30PM at the Registered Office of the Company situated at Plot No.5171, 9th Street, Ram Nagar North Extension, Madipakkam, Kanchipuram, Saidapet, Tamil Nadu, India, 600091 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	To receive, consider, approve and adopt the Audited financial statement of the Company for the year ending 31st March 2024 together with the Reports of the Directors and Auditors thereon.			
2	To appoint a director in place of Ms. Thiyagu Sangeethaa (DIN:06531428), who retires by rotation and being eligible, offers herself for re-appointment.			
3	To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2024-25.			
4	Amendment of Articles of Association (AOA) of the Company.			

Signed this _____ day of _____ 2024.

Affix Revenue Stamp

Signature of Member
holder(s)

Signature of Proxy

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.

2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.



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BOARD'S REPORT

Dear Members,

The Board of Directors have pleasure in presenting the 11th Board's Report of the Company together with the Audited Statement of Accounts and the Auditors' Report for the financial year ended 31st March, 2024.

FINANCIAL HIGHLIGHTS:

(Amount in Rs. In Lakhs)

Particulars	2023-24	2022-23
Revenue from operations	24,697.37	8,710.91
Other Income	34.71	4.75
Total Revenue	24,732.09	8,715.66
Employee Benefit Expenses	844.41	537.60
Cost of Consumption	19,917.48	7,106.59
Other Direct Expenses	-	-
Finance Costs	66.25	95.93
Depreciation And Amortization Expenses	26.18	14.16
Other Expenses	377.51	235.86
Total Expenses	21,231.82	7,990.13
Profit/ (Loss) before Tax	3,500.26	725.53
Prior Period Item	6.09	-
Tax Adjustment for earlier years	-	3.36
Current Tax	886.59	186.44
Deferred Tax	(5.23)	(3.84)
Profit/ Loss After Tax	2,612.82	539.56
Profit / Loss for period before Minority Interest from continuing operations	-	-
Minority Interest	-	-
Profit / Loss for period from continuing operations	-	-
Earning per Share (In Rs.) (Basic & Diluted)	130.64	26.98

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ISO 9001:2015 (QMS), ISO 14001:2015 (EMS), ISO 45001:2018 (OHSMS) Management Systems

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

The Company is engaged in Engineering, Procurement and Construction EPC (Design and Build) & Infra Turnkey Contracting business. Presently the company operates in the states of Tamil Nadu, Karnataka, Andhra Pradesh, Telangana, Uttar Pradesh and West Bengal. The Company is Planning to expand its business to other geographies both in India and abroad. The ability of the company to expand its operation to other states in a significant manner demonstrates its execution capabilities as well as the uncompromised and passionate service.

The Company has successfully undertaken various Construction of Buildings (Design& Build) & Infrastructure Facilities Industrial/ Warehouse, PEB Buildings, Commercial, Institutional, Hospital/ Pharma Projects, Residential, Hotels/ Resorts & Solar projects, which also offers Project Management Consultancy Services under a single point responsibility. The Company is recognized as an authorised "Government approved A Grade" (EA 3018) Electrical (HT<) Engineers & MEP Turnkey Contractors

During the financial year 2023-24, the Company has reported total income of Rs. 24,732.09 lakhs as against Rs.8,715.66 in the previous year. The total expenditure incurred was Rs. 21,231.82 lakhs (on Standalone basis) as against previous year expenditure of Rs.7,990.13 lakhs. The Net Profit/ for the year under review amounted to Rs.2,612.82 lakhs as compared to Rs. 539.56 lakhs in the previous year.

The Company offers EPC contracting for Solar power projects and has been successfully operating several units across India. To demonstrate its strength in the renewal power field, the Company is planning to build a society completely run by Renewable power in the near future. The vision of the Company is to plan on expanding the Global scale of Solar projects in India for several construction management verticals to build an Eco friendly and Self-Sustaining society which our future generations deserve, i.e., a society powered by clean energy.

AWARDS AND RECOGNITION

Your company has been selected as "one of the 10 Most Admired Project Engineering companies" in India which has published by Insight Success Magazine (Leading Global Business Magazine).

DIVIDEND

Considering the capital requirement for expansion and growth of business operations and to augment working capital requirements, the Board of Directors do not recommend any dividend on the Equity shares for the financial year 2023-24.

To bring transparency in the matter of declaration of dividend and protect the interests of investors, the company had adopted a Dividend Policy. The policy has been displayed on the Company's website at link <https://www.sathlokhar.com/>

In the absence of any declaration of dividend in the past, the Company does not have any unpaid/unclaimed dividend coming under the purview of Section 124(5) of the Act to be Investors Education and Protection Fund ("IEPF") of the Central Government.

TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013:

During the year the Company has transferred an amount of Rs.2,200.00 Lakhs from the surplus to the General Reserves. No further amount is proposed to be transferred to reserves during the year under review.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend unclaimed and lying with the Company.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and on the date of this report.

INFORMATION ABOUT HOLDING / SUBSIDIARY/ JV/ ASSOCIATE COMPANY:

The Company does not have any Holding, Subsidiary Joint Venture and Associate Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors, to the best of their knowledge and ability, confirm that for the financial year ended March 31, 2024

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures;
- b) The directors had selected such accounting policies and applied them consistently and 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 and / or loss of the Company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial control to be followed by the Company and that such internal financial control was adequate and operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS AND REPORT THEREON:

M/s. PPN and Company, Chartered Accountants (FRN: 013623S), having office at No.2, IV Cross Street, Sterling Road, Nungambakkam, Chennai – 600 034, Tamil Nadu, India, were appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Muthukumaran & Co, Chartered Accountants, (MN: 020066) having office at No.127, 6th Cross, Thirumagal Nagar, Velrampet, Pondicherry - 605004, Tamil Nadu, India. The Shareholders in the Extra Ordinary General Meeting (EGM) held on August 21, 2023 approved the appointment M/s. PPN and Company, Chartered Accountants (FRN: 013623S) to hold the office of the Statutory Auditors of the Company from the conclusion of this EGM until the conclusion of the ensuing Annual General Meeting and to conduct the Statutory Audit for the period ended 31st March, 2023.

During the year under review, Pursuant to the provisions of Section 139 of the Act and the Rules, made thereunder 2013, M/s. P P N and Company, Chartered Accountants, (Firm Registration No: 013623S) were appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from conclusion of the 10th AGM held on September 30, 2023 until the conclusion of 15th AGM of the Company to be held in the calendar year 2028. The Auditor have also confirmed that they have subjected themselves to the peer review process of institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI

The Statutory Auditors' Report for FY 2023-24 on the financial statement of the Company forms part of this Annual Report. Statutory Auditors have expressed their unmodified opinion on the Financial Statements and their reports do not contain any qualifications, reservations, adverse remarks, or disclaimers.

SECRETARIAL AUDIT:

According to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is not required to appoint Company Secretary in Practice, to carry out the Secretarial Audit of the Company for the financial year 2023-24.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal financial control framework meets the requirement of the Companies Act 2013. The framework requires a company to identify and analyze risks and manage appropriate responses. The company has successfully laid down the framework and ensured its effectiveness. The company has appointed M/s KEK & Associates, LLP to carry out an internal audit of its activities.

RISK MANAGEMENT

The Board of Directors of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

VIGIL MECHANISM

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in conformation with Section 177(9) of the Act to report concerns about unethical behaviour. This Policy is available on the Company's website.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your company's CSR initiatives and activities are aligned to the requirements of Section 135 of the Act. In line with the provisions of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has formed a CSR Committee and framed CSR Policy which is available on the Company's website. The details of the CSR initiatives undertaken by the Company during the FY 2023-24 in the prescribed format are annexed as **"Annexure I"**.

INTERNAL AUDITOR

In terms of the provision of section 138(1) of the companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules 2014, your Company has appointed M/s. KEK & Associates, LLP, Chennai, bearing Firm registration No No. S000082, Chartered Accountants as Internal Auditors to carry out internal audit.

BORROWINGS

As on March 31, 2024, an amount of Rs. 7.92 lakhs was outstanding towards borrowing which comprises of both secured and unsecured loans.

The Shareholders in their Extra Ordinary General Meeting held on January 22, 2024 has approved the borrowing limit of upto Rs 300 crores.

COMPLIANCE OF SECRETARIAL STANDARDS:

The Company has followed the applicable Secretarial Standards, with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

COST AUDIT / COMPLIANCE:

As per Sec. 148 (6) of Companies Act 2013 and rule 6(6) of the Companies (Cost records and audit) Rules, 2014 the applicability of Cost audit is based on overall annual turnover of the company from all its products and services during the immediate preceding financial year of rupees one hundred crore or more and the aggregate turnover of the individual product or products or service or services for which cost records are required to be maintained under rule 3 is Rupees thirty five crore or more. Since, your company's annual turnover exceeds the threshold limit as mentioned above; appointment of cost auditor is applicable for the FY 2024-25. Accordingly, the Board has appointed M/s Suthakhar Arumugam & Co., Cost Accountants, Puducherry, Membership No-42719, Firm Registration No: 001781, as the Cost Auditors of the Company for the financial year 2024-25 at a remuneration of Rs. 1,50,000/ (Rupees One Lakh and Fifty Thousand only) plus applicable taxes, reimbursement of out-of pocket expenses and other incidental expenses incurred for conducting such audit to Cost Auditors to the members pursuant to the provisions of the Act.

PARTICULARS OF EMPLOYEES:

Employee relations continued to be cordial during the year under review. The Company continued its thrust on Human Resources Development. The details of employee who have received remuneration

exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure – II**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

There were no loans, guarantees or Investments security provided made by the Company under Section 186 of the Companies Act, 2013 during the year under review

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All contracts, arrangements and transactions entered by the Company with related parties during FY 2023-24 (including any material modification thereof), were in the ordinary course of business and on an arm's length basis and were carried out with prior approval of the Board. Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is appended to the Board Report as **Annexure-III**

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are as under: -

(i)	the steps taken or impact on conservation of energy;	The Company per se does not have any activity relating to conservation of energy and technology absorption and does not own any manufacturing facility.
(ii)	the steps taken by the company for utilising alternate sources of energy;	NA
(iii)	the capital investment on energy conservation equipments;	Nil

TECHNOLOGY ABSORPTION

(i)	the efforts made towards technology absorption;	Technology upgradation is constantly being undertaken to improve service quality and reduce costs. Training is also imparted to the company's personnel on the latest development of technology related to the business of the company.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported;	
	(b) the year of import;	
	(c) whether the technology been fully absorbed;	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons	

	thereof; and	
(iv)	the expenditure incurred on Research and Development.	Your company does not have any research and development facility and has not incurred any expenditure towards research and development.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO: There is no foreign exchange earning and outgo during the year under review.

RECEIPT OF REMUNERATION OR COMMISSION BY THE MANAGING / WHOLE TIME DIRECTOR FROM ITS HOLDING OR SUBSIDIARY COMPANY.

The Company does not have any Holding or Subsidiaries Company. Accordingly, any disclosure or reporting under this heading does not arise.

DIRECTORS OR KEY MANAGERIAL PERSONNEL:

A. COMPOSITION OF THE BOARD OF DIRECTORS:

The Board of Directors of the Company consists of 7 directors comprising of 3 whole-time Directors and 4 Non-executive Directors including 3 Non-executive Independent Directors, and one women Director. The Composition of the Board of Directors is in Compliance with Section 149 of the Companies Act, 2013.

In accordance with the provisions of Section 152 of the Companies Act, 2013, and the Articles of Association of the Company, Ms. Thiyagu Sangeethaa (DIN:06531428), Director of the Company, retire by rotation at the ensuing Annual General Meeting. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has recommended her re-appointment. Details of the Directors retiring by rotation and seeking re-appointment have been furnished in the explanatory statement to the notice of the ensuing AGM.

B. CHANGES IN DIRECTOR AND KEY MANAGERIAL PERSONNEL:

The changes occurred in the Board of Directors during the financial year 2023-24 are summarized below:-

- (i) Mr. Balasubramaniam Sivasubramanian (DIN:10332109) was appointed as an additional director with effect from October 13, 2023
- (ii) Mr. Sammanasu Pandian Victor Raj Pandian (DIN:07176864) resigned from the Board of Director on January 18, 2024
- (iii) Mr. Gopalakrishnan Thiyagu (DIN: 02755501) was appointed as an Additional Director with effect from January 22, 2024
- (iv) Mr. Vigneshwaran (DIN:10499165), was appointed as an Additional Director in the category of Independent Director with effect from 15.02.2024

- (v) Mr. Anil Prasad Sahoo(ACS 22871) was appointed as Company Secretary and Compliance Officer of the Company with effect from February 15, 2024
- (vi) Mr. Rajaraman Thanigaivelan (DIN: 10508744) was appointed as an Additional Director in the Category of Independent Director with effect from 20.03.2024
- (vii) Mr. Arumugam Muthu (DIN: 06779632) was appointed as Additional Directors in the Category of Independent Director with effect from 20.03.2024
- (viii) Mr. Perumal Vijayakumar was appointed as Chief Financial Officer with effect from March 20, 2024.
- (ix) Mr. Gopalakrishnan Thiyagu (DIN: 02755501) was appointed as Chairman & Managing Director (CMD) and Chief Executive Officer (CEO). for a period of Three (03) years with effect from 15 February 2024 to 14th February 2027 which was approved by the Shareholders at their meeting held on March 29, 2024
- (x) Mr. Balasubramaniam Sivasubramanian (DIN:10332109) was appointed as Whole Time Director for a period of Three (03) years with effect from 15 February 2024 to 14th February 2027 which was approved by the Shareholders at their meeting held on March 29, 2024
- (xi) Mrs. Thiyagu Sangeethaa (DIN: 06531428) was re-appointed as Whole Time Director and designated as Chief Operating Officer (WTD & COO) for a period of Three (03) years with effect from 15 February 2024 to 14th February 2027 which was approved by the Shareholders at their meeting held on March 29, 2024
- (xii) Mr. Vigneshwaran (DIN:10499165) was appointed as Director in The Category of Independent Director with effect from 15th. February 2024 to 14th. February 2029 which was approved by the Shareholders at their meeting held on March 29, 2024
- (xiii) Mr. Rajaraman Thanigaivelan (DIN:10508744), as Director in The Category of Independent Director with effect from 20th. March 2024 to 19th. March 2029 which was approved by the Shareholders at their meeting held on March 29, 2024.
- (xiv) Mr. Arumugam Muthu (DIN: 06779632), as Director in The Category of Independent Director with effect from 20th. March 2024 to 19th. March 2029 which was approved by the Shareholders at their meeting held on March 29, 2024.
- (xv) Mr. Victor Raj Pandian Decraj Rajadurai (DIN: 10451502) who was appointed as an additional Director with effect from 4th January 2024 resigned on 15th February 2024.

MEETINGS OF THE BOARD OF DIRECTORS:

During the Financial Year 2023-24, 14 (Fourteen) Board meetings were held, the details of attendance of Directors are provided below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013

S. No	Date of meeting	Board Strength	No. of Directors Present
1	04/05/2023	3	3
2	28/06/2023	3	3
3	21/08/2023	3	3
4	04/09/2023	3	3
5	13/09/2023	3	3
6	13/10/2023	3	3
7	16/10/2023	4	4
8	22/12/2023	4	4
9	04/01/2024	4	4
10	11/01/2024	5	5
11	18/01/2024	5	5
12	22/01/2024	4	4
13	15/02/2024	5	5
14	20/03/2024	5	5

INDEPENDENT DIRECTOR'S MEETING

During the Financial Year 2023-24, 1(One) independent Director's meeting was held, the details of attendance of Directors are provided below.

SNO	DIRECTOR	DESIGNATION	NO. OF MEETING ENTITLED	NO. OF MEETING ATTENDED
1	Mr. Vigneshwaran	Member	1	1
2	Mr. Rajaraman Thanigaivelan	Member	1	1
3	A Muthu	Member	1	1

DECLARATION OF INDEPENDENT DIRECTORS

The Company has received necessary declaration from the Independent Directors under Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.

COMMITTEES OF THE BOARD

As on March 31, 2024, the company has five Board level committees:

- A) Audit Committee
- B) Nomination and Remuneration Committee
- C) Stakeholders Relationship Committee
- D) Risk Management Committee
- E) Corporate Social Responsibility Committee

The composition of various Committees of the Board of Directors is available on the website of the Company. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various committees. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below.

A. AUDIT COMMITTEE

The Audit Committee was constituted at the Board meeting held on March 20, 2024 pursuant to Section 177 of the Companies Act, 2013. During the Financial Year 2023-24, the Company held 01 (one) Audit Committee meeting on March 29, 2024.

The composition of the Committee as on March 31, 2024 and the details of meetings attended by its members during the financial year 2023-24 are given below:

SL NO	DIRECTOR	DESIGNATION	NO. OF MEETING ENTITLED	NO. OF MEETING ATTENDED
1	Mr. Vigneshwaran	Chairman	1	1
2	Mr. Rajaraman Thanigaivelan	Member	1	1
3	A Muthu	Member	1	1

All recommendations of Audit Committee during the year under review were accepted by the Board of Directors. The Company Secretary acted as the secretary of the Committee. The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 177 of the Companies Act, 2013 is available on the website of the Company at <https://www.sathlokhar.com/>

B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on March 20, 2024. During the Financial Year 2023-24, the Company held 01 (One) Nomination and Remuneration Committee meeting on March 29, 2024.

The composition of the Committee and the details of meetings attended by its members are given below:

SL NO	DIRECTOR	DESIGNATION	NO. OF MEETING ENTITLED	NO. OF MEETING ATTENDED
1	Mr. Vigneshwaran	Chairman	1	1
2	Mr. Rajaraman Thanigaivelan	Member	1	1
3	A Muthu	Member	1	1

The Company Secretary acted as the secretary of the Committee. The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 178 of the Companies Act, 2013 and Listing Regulations and is available on the website of the Company at <https://www.sathlokhar.com/>.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has been formed by the Board of Directors, at the meeting held on March 20, 2024. During the Financial Year 2023-24, the Company held 01 (One) Nomination and Remuneration Committee meeting on March 29, 2024.

The composition of the Committee and the details of meetings attended by its members are given below:

SL NO	DIRECTOR	DESIGNATION	NO. OF MEETING ENTITLED	NO. OF MEETING ATTENDED
1	Mr. Rajaraman Thanigaivelan	Chairman	1	1
2	Mr. Vigneshwaran	Member	1	1
3	A Muthu	Member	1	1

The Company Secretary acted as the secretary of the Committee. The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 178 of the Companies Act, 2013 is available on the website of the Company at <https://www.sathlokhar.com/>.

D. RISK MANAGEMENT COMMITTEE

The Risk Management Committee has been formed by the Board of Directors, at the meeting held on March 20, 2024. During the Financial Year 2023-24, the Company held 01 (One) Nomination and Remuneration Committee meeting on March 29, 2024.

The composition of the Committee and the details of meeting attended by its members are given below:

SL NO	DIRECTOR	DESIGNATION	NO. OF MEETING ENTITLED	NO. OF MEETING ATTENDED
1	Vigneshwaran	Chairman	1	1
2	Rajaraman Thanigaivelan	Member	1	1
3	A Muthu	Member	1	1

The Company Secretary acted as the secretary of the Committee. The Risk Management policy of the Company is available on the website of the Company at <https://www.sathlokhar.com/>.

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee has been formed by the Board of Directors, at the meeting held on March 20, 2024 in terms of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules 2014. During the Financial Year 2023-24, the Company held 01 (One) Corporate Social Responsibility Committee meeting on March 29, 2024.

The composition of the Committee and the details of meeting attended by its members are given below:

SL NO	DIRECTOR	DESIGNATION	NO. OF MEETING ENTITLED	NO. OF MEETING ATTENDED
1	Vigneshwaran	Chairman	1	1
2	Rajaraman Thanigaivelan	Member	1	1

3	A Muthu	Member	1	1
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The Company Secretary acted as the secretary of the Committee. The Corporate Social Responsibility policy of the Company is available on the website of the Company at <https://www.sathlokhar.com/>. During the year under review your company has spent Rs, 618,635 under CSR.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013]:

The Company has adopted zero tolerance for sexual harassment at the workplace and has formulated a policy on prevention, prohibition, and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

As a part of the policy for Prevention of Sexual Harassment in the organization, the Company has in place an Internal Committee (IC) for prevention and redressal of complaints of sexual harassment of women at work place in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 and relevant rules there under. No complaints were received by the Committee during the period under review.

DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

CHANGE IN THE NATURE OF BUSINESS:

During the year, the objects clauses of the Memorandum of Association (MoA) has been altered adding new objects to the main object besides aligning it with the requirements of the Companies Act, 2013 as approved by the shareholders at their EGM held on 23/12/2023 and the Company has also obtained approval of Registrar of Company confirming the same. Apart from the same, there has been no change in the nature of the business of the Company and the company continues to engage in the same line of business activities.

VOLUNTARY REVISION OF FINANCIAL STATEMENTS OR BOARD REPORT.

No revision of financial statement or board's report made which need to be disclosed in the board's report pursuant to third proviso to Sub-section (1) of Section 131 of the Companies Act, 2013.

SHARES:

a. AUTHORIZED & PAID-UP SHARE CAPITAL:

During the year there was no change in the paid-up capital of the Company and the Authorised capital of the company increased from Rs. 1,99,99,990/- (Rupees One Crore Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Ninety only) divided into 19,99,999 equity shares of Rs.10/- each to

Rs.25,00,00,000 (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10/- each.

b. BUY BACK OF SECURITIES:

The Company has not bought back any of its securities during the year under review.

c. SWEAT EQUITY:

The Company has not issued any Sweat Equity Shares during the year under review.

d. BONUS SHARES:

No Bonus Shares were issued during the year under review.

e. EMPLOYEES STOCK OPTION PLAN:

The Company has not provided any Stock Option Scheme to the employees.

CHANGE OF NAME OF THE COMPANY AND CONVERSION TO PUBLIC COMPANY

During the year the name of the Company has been changed from SATHLOKHAR SYNERGYS PRIVATE LIMITED to SATHLOKHAR SYNERGYS E&C GLOBAL PRIVATE LIMITED upon the approval of the members at the Extra-ordinary General Meeting held on December 23, 2023. Consequent to the approval of the change of name, the Registrar of Companies (RoC) Chennai has issued a fresh certificate of incorporation in the new name of the company which was effective from January 9, 2024.

Subsequent to change of name, the members also approved the change of status of the Company from Private limited company to Public Limited Company at the Extra-ordinary General Meeting held on January 22, 2024. The Registrar of Companies, Chennai has issued a fresh Certificate of Incorporation dated February 15, 2024 and the CIN of the Company changed to U45400TN2013PLC092969.

ALTERATION OF ARTICLES OF ASSOCIATION

The Articles of Association (AoA) of the Company has been substituted with the new set of Articles consequent to the conversion of status of the company from Private Limited to Public Limited Company. The members have approved the above changes at their Extra-ordinary General Meeting held on January 22, 2024.

CHANGE OF REGISTERED OFFICE

The registered office of the company shifted from 23A, Narmadha Street, 4th Main Road, Riverview Enclave, Manapakkam, Chennai, 600125, Tamil Nadu, India to Plot No.5171, (Eastern side), 9th Street, Ram nagar North Extension, Madipakkam, Chennai 600091, Tamil Nadu, India with effect from October 18, 2023.

ANNUAL RETURN:

Pursuant to Section 134(3) (a), the Annual Return of the Company prepared as per Section 92(3) of the Act for the financial year ended March 31, 2024, is hosted on the website of the Company and can be accessed at www.sathlokhhar.com.

SIGNIFICANT OR MATERIAL ORDERS PASSED BY REGULATORS / COURTS:

During the year under review, there were no significant and material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the year under review, no application or proceeding made by or against the company is pending before any Adjudicating Authority under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

Not Applicable

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:


Statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act, in the year under review.


ACKNOWLEDGEMENT:

The Directors wish to convey their deep appreciation to all the employees, customers, vendors, investors and consultants/advisors of the Company for their sincere and dedicated services as well as their collective contribution to the Company's performance. The Directors thank the Government of India, Governments of various States in India, Governments of various Countries, and concerned Government departments/Regulatory Authorities for their co-operation. The Directors appreciate and value the contribution made by every Business Partners, member, employee, and their family of the Company.

For and on behalf of the Board of Directors of

SATHLOKHEAR SYNERGYS E&C GLOBAL LIMITED


THIYAGU SANGEETHAA
Whole-time Director
(DIN: 06531428)


GOPALAKRISHNAN THIYAGU
Managing Director
(DIN: 02755501)

Place: Chennai
Date: 30/04/2024

ANNEXURE I TO THE BOARDS' REPORT

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2023-24

1. Brief outline on CSR Policy of the Company: The Company's focus areas are education, health, Support for indigenous intergenerational sports, water and sanitation, women empowerment, support of rehabilitation centers and disaster management. The Company's has incorporated CSR Policy making it more comprehensive and in alignment with the broad framework of Schedule VII of the Companies Act, 2013. The Company is committed to Corporate Social Responsibility and strongly believes that the business objectives of the Company must be in congruence with the legitimate development needs of the society in which it operates.

2. Composition of CSR Committee—

Sno.	Name of Director	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Vigneshwaran	Chairman	01	01
2	Mr. Rajaraman Thanigaivelan	Member	01	01
3	Mr. A Muthu	Member	01	01

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. - www.sathlokhar.com.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). – Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sno.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2020-21	NIL	NIL
2	2021-22	NIL	NIL
3	2022-23	NIL	NIL

6. Average net profit of the company as per section 135(5): Rs. 3,09,31,739 /-

7. (a) Two percent of average net profit of the company as per section 135(5): Rs.6,18,635/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): Rs.6,18,635/-

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year: Rs.6,18,635/-

Amount Unspent: Nil

(b) Details of CSR amount spent against ongoing projects for the financial year: Nil

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sno	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes / No)	Location of the project.		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR reg number

1.	PM Cares Fund	VII	No	NA	NA	4,13,635	No	PM Cares Fund	-
2.	SRM Joint Counselling for admission, 2023	ii	Yes	Tami l Nadu	Chennai	1,10,000	Yes	SRM Joint Counselling for admission, 2023	-
3.	Society of Civil Engineers, Anna University	ii	Yes	Tami l Nadu	Chennai	50,000	Yes	Society of Civil Engineers, Anna University	-
4.	Olive Tree Global School	ii	Yes	Tami l Nadu	Chennai	45,000	Yes	Olive Tree Global School	-
					TOTAL	6,18,635			

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 6,18,635

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	6,18,635
(ii)	Total amount spent for the Financial Year	6,18,635
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil


9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Nil

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA

For and on behalf of the Board of Directors of
SATHLOKHAR SYNERGYS E&C GLOBAL LIMITED


THIYAGU SANGEETHAA
Whole-time Director
(DIN: 06531428)




GOPALAKRISHNAN THIYAGU
Managing Director
(DIN: 02755501)



Place: Chennai
Date: 30/04/2024

ANNEXURE II TO THE BOARDS' REPORT

PARTICULARS OF EMPLOYEES


Statement pursuant to Section 134 of the Companies Act 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

Sr. No	Particulars	(A) Employed throughout the financial year	(B) Employed for part of the financial year
1.	Name	Mrs. Sangeetha Thiyagu	Mr.Gopalakrishnan Thiyagu
2.	Age	45	47
3.	Designation	Whole Time Director	Managing Director
4.	Nature of Employment (Contractual or otherwise)	Permanent	Permanent
5.	Gross Remuneration	Rs.1,21,05,587	Rs. 31,19,086 /-
6.	Qualification	B.E. Civil Engineering	Diploma in Electrical and Electronics Engineering and Diploma in Industrial Safety and Masters of Arts in Public Administration.
7.	Experience (Years)	21 Years	25 Years
8.	Date of commencement of Employment	13/09/2013	22/01/2024
9.	Previous Employment held	Vie Soleil Engineers Private Limited, Synergys	prestigious Hyatt Regency Chennai, a 5 Star hotel, as GM projects
10.	No. of Shares held in the Company	16,12,699 Equity Shares of Rs.10/- each	7,290 Equity Shares of Rs.10/- each

Notes

- Gross Remuneration comprises salary allowances Company's contribution to provident fund and taxable value of perquisites.
- Mrs. Thiyagu Sangeetha and Mr. Gopalakrishnan Thiyagu** is in full-time employment of the Company and there is no other employee who is in receipt of remuneration in terms of the provisions. None of their relatives are employed in the Company.

For and on behalf of the Board of Directors of
SATHLOKHAR SYNERGYS E&C GLOBAL LIMITED


THIYAGU SANGEETHA
Whole-time Director
(DIN: 06531428)




GOPALAKRISHNAN THIYAGU
Managing Director
(DIN: 02755501)



Place: Chennai
Date: 30/04/2024

ANNEXURE III TO THE BOARDS' REPORT

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis

Sl. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	NOT APPLICABLE
B	Nature of contracts/arrangements/transactions	
C	Duration of the contracts/arrangements/transactions	
D	Salient terms of the contracts or arrangements or transactions including the value, if any	
E	Justification for entering into such contracts or arrangements or transactions	
F	Date of approval by the Board	
G	Amount paid as advances, if any	
H	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts /Arrangements / transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions	Total value, if any during the year	Date(s) of approval by the Board, if any	Rs.in lakhs
						Amount paid as advances, if any:
Victor Raj Pandian Director	Professional Charges	2023-2024	Professional Charges	2.50	Not Applicable, since the arrangement was entered into in the ordinary course of business and on arm's length	NIL
Sivasubramanian B Director	Professional Charges	2023-2024	Professional Charges	3.00	Not Applicable, since the arrangement was entered into in the ordinary course of business and on arm's length	NIL
Sathlokhar Industries Private Limited Director having Significant Control	Supply/Works contract	2023-2024	Prevailing Market Price	750.15	Not Applicable, since the arrangement was entered into in the ordinary course of business and on arm's length	78.25
				750.15		

For and on behalf of the Board of Directors of
SATHLOKHAR SYNERGYS E&C GLOBAL LIMITED

T.S

THYAGU SANGEETHA
Whole-time Director
(DIN: 06531428)


GOPALAKRISHNAN THIYAGU
Managing Director
(DIN: 02755501)

Place: Chennai
Date: 30/04/2024