

SYLPH TECHNOLOGIES LIMITED

Registered Office: ST-4 Press House,
22 Press Complex A. B. Road, Indore (M.P.) – 452008
CIN:L36100MP1992PLC007102
E-mail: info@sylphtechnologies.com, mhfl@bsnl.in
URL: www.sylphtechnologies.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the Members of Sylph Technologies Limited will be held at ST-4, "Press House", 22 Press Complex, A.B. Road, Indore-452008 (M.P.), on Monday, the 2nd Day of August, 2021 at 01.00 P.M. to transact the following businesses:-

Ordinary Business:

1. To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2021 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Jain, having DIN: 01704145, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s ABN & Co. (ICAI FRN.-004447C) as Statutory Auditors of the company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

"Resolved that pursuant to provision of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and pursuant to the resolution passed by the members at the AGM held on 17th Day of August , 2017 for the appointment of statutory auditor, the appointment of M/s ABN & Co. (ICAI FRN.-004447C) as the auditor of the Company be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2021 in consultation with the auditor and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

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4. To Consider & if thought fit pass the following resolution as Ordinary Resolution:

“RESOLVED THAT in accordance with the applicable provisions of SEBI (LODR) Regulations 2015, the company intends to appoint Mr. Rajendra Verma as an Additional Director of the Company till the conclusion of ensuing Annual General Meeting, then in accordance with the Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, will be appointed as an Independent Director, subject to the approval of shareholders in the ensuing Annual General Meeting.

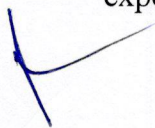
Special Business:

5. To Consider & if thought fit pass the following resolution as Special Resolution:

Approval for Related Party Transactions:-

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the board of directors to enter into any contract or arrangements with any related party and its subsidiary, if any as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties.

RESOLVED FURTHER THAT the board of directors 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 sign and 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 that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”



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6. **To Consider & if thought fit pass the following resolution as Special Resolution:**

Appointment of Mr. Rajendra Verma, as the Independent Director of the Company for the remaining term of Late Mr. Devendra M. Chelawat.

“RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the appointment of Mr. Rajendra Verma as an Independent Director of the Company for remaining term of Late Mr. Devendra M. Chelawat with effect from 2nd August, 2021, or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

NOTES: -

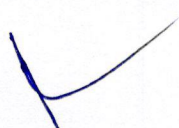
- a) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxy form should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- b) The register of members and share transfer books of the company will remain closed from Tuesday 27th July, 2021 to Thursday 29th July, 2021 (both Days inclusive).
- c) Shareholders desiring any information as regards the accounts, are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
- d) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to M/s PurvaSharegistry (India) Private limited, address Unit no.9, Shiv Shakti Ind.estt. J.R.

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BorichaMarg, opp. Kasturba hospital lane Lower Parel (E) Mumbai 400011 for doing the needful.

- e) It is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
- f) Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company / Depository Participant(s).
- g) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agent M/s. PurvaShareregistry (India) Private limited, Address at-Unit no.9, Shiv Shakti Ind. estt. J.R. BorichaMarg, Opp. Kasturba hospital lane Lower Parel (E) Mumbai 400011
- h) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
- i) Members may also note that notice of 29th AGM of the company and annual report will also be available on the company's website <http://www.sylphtechnologies.com> for downloading. The physical copies of the aforesaid documents will also be available at the company's registered office for inspection during the normal business hours on working days till the date of the meeting. Even after registering E-communication, members are entitled to receive such communication in the physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's email id: mhfl@bsnl.in
- j) Mr. Rajesh Jain (DIN: 01704145) director of the Company, liable to retire by rotation and being eligible and offer himself for re-appointment at the ensuing Annual General Meeting. Brief resume of Mr. Rajesh Jain, nature of her expertise in specific functional areas and names of Companies in which he holds directorships and memberships/ chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges are provided in Annexure-I as attached with the directors report. This statement may also be regarded as disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges.



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k) VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company will be providing members facility to exercise their right to vote for all the resolutions detailed in the Notice of the 29th Annual General Meeting scheduled to be held on Monday, 2nd August, 2021 at 01.00 P.M. by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The detailed procedure to be followed in this regard has been given in Annexure – A to the notice. The members are requested to go through Annexure – A carefully.

ANNEXURE A TO THE NOTICE**Instructions for the voting through electronic means**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 26th July, 2021.
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting /voting at the AGM through ballot paper.

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6. Mr. Anand Sethiya, Chartered Accountant (ICAI Membership No. 071993) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer shall after the conclusion of voting at the general meeting first count the votes cast at the meeting and 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 shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.sylphtechnologies.com> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
10. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 30th July, 2021 (9:00 a.m.) and ends on 1st August, 2021 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 26th July, 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (iv) Click on the EVEN (116161) for "Sylph Technologies Limited" (ISIN-INE706F01013) for which you have to vote.
 - (v) 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.
 - (vi) Upon confirmation, the message "Vote cast successfully" will be displayed.

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- (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (ix) **General Guidelines for shareholders**
 - (a) 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 anandsethiya@yahoo.com with a copy marked to evoting@nsdl.co.in.
 - (b) 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.
 - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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Explanatory Statement Under section 102(1) of the companies Act, 2013

ITEM NO. 4

The Company in its ordinary course of business and/or on arm's length basis will transact with the Related Parties. All related parties shall be abstained from voting on these resolutions.

The below mentioned fall under the category of related party for Sylph Technologies Limited:

Limited Liability Partnership:-

Sakshi Powertech LLP

Sakshi Biz Solutions LLP

Saksham Publishers And Printers LLP

Key Management:-

Dr. Rajesh Jain.

Mrs. Jayshri Jain

Mr. Vimal Maheshwari

Mr. Vineet Shrivastav

None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution. The Board of Directors recommends the above Special Resolution for your approval.

ITEM NO. 5

The Company proposed the appointment of Mr. Rajendra Verma as an Additional Director of the Company till the conclusion of ensuing Annual General Meeting, then in accordance with the Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) **Sylph Technologies Ltd.**

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Regulations, 2015, Mr. Rajendra Verma will be appointed as an Independent Director, subject to the approval of shareholders in the ensuing Annual General Meeting. The Brief profile is as follows. All related parties shall be abstained from voting on these resolutions.

Mr. Rajendra Verma is having varied exposure in the field of Business Management and Business Administration. He has experience in the field of Business Management and Business Administration of more than 30 years. This expertise can be utilized for policy formulation and its successful implementation to achieve the outcome in the predetermined timeline with the vast administrative and supervisory exposure he has.

None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution. The Board of Directors recommends the above Ordinary Resolution for your approval.

Place- Indore
Date-30th June, 2021

Registered Office:
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By Order of the Board of Directors
SYLPH TECHNOLOGIES LIMITED
CIN: L36100MP1992PLC007102




Rajesh Jain
Director
(DIN-01704145)

Sylph Technologies Ltd.

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