

**SYLPH TECHNOLOGIES LIMITED**

Registered Office: ST-4 Press House,  
22 Press Complex A. B. Road, Indore (M.P.) – 452008  
CIN:L36100MP1992PLC007102  
E-mail: rajeshjain1962@gmail.com  
URL: [www.sylphtechnologies.com](http://www.sylphtechnologies.com)

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 30<sup>th</sup> 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 11<sup>th</sup> Day of July, 2022 at 02.00 P.M. to transact the following businesses:-

**Ordinary Business:**

1. To consider, approve and adopt the Audited Standalone Financial Statements and report of the Board of Directors and Auditors thereon for the year ending 31 March, 2022

**"RESOLVED THAT** pursuant to the provisions of section 129 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, Audited Financial Statements for the year ending 31 March, 2022, on Standalone basis and the report of the Board of Directors' and Auditors' thereon, as circulated to the members through mail, be and are hereby approved and adopted;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to perform all such acts, execute all such deeds, do all such matters and things as may be necessary to give effect to this resolution."

2. To appoint Auditor M/S Inani & Inani, Chartered Accountants, FRN/Membership No. 120507W in place of M/s ABN & Co. Chartered Accountant, (ICAI FRN.-004447C) who's term of appointment will be completed in 30<sup>th</sup> AGM and to fix their remuneration and in this regard, to consider and if thought fit to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Pursuant to the provision of section 139 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Pursuant to the proposals of the audit committee of the Board and recommendation of the Board, M/S Inani & Inani, Chartered Accountants, FRN/Membership No. 120507W be and is hereby appointed as Statutory Auditors of the Company in place of M/s ABN & Co. Chartered Accountant, (ICAI FRN.-004447C) to hold office from the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company, for a period of five years on such remuneration as may be mutually agreed between the Board of Directors of the company and the Auditor;

**RESOLVED FURTHER THAT** the Board of Directors of the company, be and is hereby authorized to file the necessary documents/form(s) with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolutions and for matters connected therewith or incidental thereto".

**Special Business:****3. TO REGULARISE MRS. MONA AMARLAL KUKREJA (DIN: 09634951) AS NON-EXECUTIVE PROMOTER DIRECTOR 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** Mrs. Mona Amarlal Kukreja (DIN: 09634951), who was appointed as an Additional Director of the Company with effect from 13<sup>th</sup> June, 2022 in terms of Section 161 of the Companies Act, 2013 and who holds office upto the conclusion of the ensuing Annual General Meeting and being eligible for appointment as Non-Executive Director, be and is hereby regularised as a Non-Executive Promoter Director of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution.”

**4. To REGULARISE ADDITIONAL AND INDEPENDENT DIRECTOR MRS. AMI SAPAN CYCLEWALA (DIN: 09561765) AND MR. PRIYESH BALKRISHNABHAI SHAH (DIN: 09561151) 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 Section 149, 152, and other applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the approval of the members be and is hereby accorded for regularisation of Mrs. Ami Sapan Cyclewala (Din: 09561765) and Mr. Priyesh Balkrishnabhai Shah (DIN: 09561151) they both have given their consent for appointment as an Independent Director of the Company and they also submitted a declaration that they meets the criteria of independence under section 149(6) of the Act and the SEBI regulations and whose appointment has been recommended by the Nomination and Remuneration Committee be and is hereby appointed as an Independent Director for a first term of 5 (Five) consecutive years to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 35<sup>th</sup> Annual General Meeting to be held in the calendar year 2027 and they are not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution.”



5. **RECTIFICATION OF APPOINTMENT OF MR. AMARLAL ARJANDAS KUKREJA (DIN: 09634971) AS THE MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF 5 (FIVE) YEARS AND TO FIX HIS REMUNERATION**

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

**“RESOLVED THAT** Pursuant to the provision of sections 152,196,197,198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of members of the Company be and is hereby accorded to rectify the appoint of Mr. Amarlal Arjandas Kukreja (DIN: 09634971), as Managing Director of the company, who is not liable to retire by rotation, for the period of 5 (five) years with effect from 11<sup>th</sup> July, 2022 to 10<sup>th</sup> July, 2027, upon such terms and conditions as mutually agreed between the Board of Directors and Mr. Amarlal Arjandas Kukreja;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to fix the remuneration of Mr. Amarlal Arjandas Kukreja (DIN: 09634971) from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time,

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. **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** there is a change in management of the company due to takeover after taking SEBI approval, we have mentioned the related parties details before takeover and

as per new management of the company there is no related party transaction after takeover, accordingly.

**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.”

**7. To Consider and, if thought fit, to pass with or without modifications, the following resolutions as Special Resolution**

**Approval for Change in Management and Change in Promoters of the company after takeover:-**

The Old Promoters Mr. Rajesh Jain and Mrs. Jayshri Jain entered into a Share Purchase Agreement with the acquirer Mr. Amarlal Arjandas Kukreja and Mrs. Mona Amarlal Arjandas Kukreja, the acquirer gone for the open offer for acquiring shares of the company through Merchant banker and taken approval of SEBI for open offer and complied with the requirements of Regulation of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 as a result of takeover there is a change in management of the company, the following resolution is to be accorded-

**“RESOLVED THAT**, the company is takeover by the Acquirer Mr. Amarlal Arjandas Kukreja & Mrs. Mona Amarlal Kukreja, after obtaining SEBI approval, due to takeover there is a change in management and change in Promoters of the company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company,

**RESOLVED FURTHER THAT** As there is a change in management of the company, Mr. Amarlal Arjandas Kukreja and Mr. Mona Amarlal Kukreja, are now Promoter and Controller of the management of the company

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as are considered requisite or necessary to effectively implementation of takeover and to accept such modification(s) as may be necessary.

**NOTES**

- a) Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
- b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to 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.

- c) Since the AGM will be held Physically, the Route Map is annexed in this Notice.
- d) Details of Director retiring by rotation/seeking re-appointment at this meeting are provided in the Annexure to this Notice.
- e) A Corporate Member intending to send its authorized representative to attend the meeting in terms of section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the meeting atleast 48 hours before the meeting.
- f) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to attend and/or vote.
- g) Details of Director retiring by rotation/seeking re-appointment at this meeting are provided in the Annexure to this Notice.
- h) The Notice of AGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on 04<sup>th</sup> July, 2022
- i) Copies of Annual Report, notice of AGM are sent to the members through email who have registered their mail addresses with the company/Depository Participant (DP)/Company's Registrar and Transfer Agent(RTA)
- j) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agent M/s. PurvaSharegistry (India) Private limited, Address at-Unit no.9, Shiv Shakti Ind. estt. J.R. BorichaMarg, Opp. Kasturba hospital lane Lower Parel (E) Mumbai 400011
- k) Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company / Depository Participant(s).
- l) Members whose email id address is not registered with the company are being sent Physical copies of the Notice of AGM and Annual Report at their registered address through permitted mode.
- m) Members whose email id address is registered with the company and who wish to receive printed copy of the Annual Report may send their requests to the Company at [rajeshjain1962@gmail.com](mailto:rajeshjain1962@gmail.com). The members may also send requests to the Company's investor email id: [rajeshjain1962@gmail.com](mailto:rajeshjain1962@gmail.com)
- n) Members may also note that notice of 30<sup>th</sup> 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: [rajeshjain1962@gmail.com](mailto:rajeshjain1962@gmail.com).

- o) The register of members and share transfer books of the company will remain closed from Tuesday 05<sup>th</sup> July, 2022 to Thursday 07<sup>th</sup> July, 2022 (both Days inclusive).
- p) Route map of the AGM Venue is annexed with the notice.
- q) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving Annual Reports and other communications from the Company electronically.
- r) **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 30<sup>th</sup> Annual General Meeting scheduled to be held on Monday, 11<sup>th</sup> July, 2022 at 02.00 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.

- s) Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.
- t) 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.
- u) 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 Purva Shareregistry (India) Private limited, address Unit no.9, Shiv Shakti Ind.estt. J.R. BorichaMarg, opp. Kasturba hospital lane Lower Parel (E) Mumbai 400011 for doing the needful.
- v) 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.
- w) 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. Boricha Marg, Opp. Kasturba hospital lane Lower Parel (E) Mumbai 400011



- x) 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.

### **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 04<sup>th</sup> July, 2022.
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.
6. CS Purtika Rani Sahu, Practicing Company Secretary (Membership No. A65864, COP No. 24664) 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. Any Person, who acquires shares of the company and become Members of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 04<sup>th</sup> July, 2022, may follow the same instructions for e-Voting.
9. 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.

10. 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.

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 08<sup>th</sup> July, 2022 at 09:00 A.M. and ends on 10<sup>th</sup> July, 2022, 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. 04<sup>th</sup> July, 2022, 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 04<sup>th</sup> July, 2022.

#### 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 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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option

	<p>to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </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"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in</li> </ol>

	<a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
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 .

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com)
  - b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period..

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csputrikasahu@gmail.com](mailto:csputrikasahu@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories/company 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 [rajeshjain1962@gmail.com](mailto:rajeshjain1962@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [rajeshjain1962@gmail.com](mailto:rajeshjain1962@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.



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

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

**ITEM NO. 3**

**Regularisation of Mrs. Mona Amarlal Kukreja (DIN: 09634951) as the Non-Executive director of the company**

The Board of Directors had appointed Mrs. Mona Amarlal Kukreja (DIN: 09634951) as an Additional Promoter and Non-Executive Director of the Company at its meeting held on 13<sup>th</sup> June, 2022, pursuant to the provisions of Section 161 of the Companies Act, 2013. Mrs. Mona Amarlal Kukreja (DIN: 09634951) holds office up to the date of Annual General Meeting and is eligible to regularise as a Non-Executive Director of the company.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Amarlal Arjandas Kukreja (DIN: 09634971) was, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

**ITEM NO. 4**

The Company confirmed and regularize the appointment of Mrs. Ami Sapan Cyclewala and Mr. Priyesh Balkrishnabhai Shah who were appointed as an Additional and Independent Director of the Company in the Board Meeting held on 12<sup>th</sup> April, 2022, till the conclusion of ensuing Annual General Meeting, In accordance with Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, Mrs. Ami Sapan Cyclewala and Mr. Priyesh Balkrishnabhai Shah is regularised as an Independent Directors, 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.

1. Mrs. Ami Sapan Cyclewala (DIN:09561765) is from commerce background and has experience of 15 years in technicals of stock market and analytical skills of financial statements. Have worked as consultant in various companies and

2. Mr. Priyesh Balkrishnabhai Shah (DIN:09561151) is from commerce background. He has knowledge and experience in business of trading in textiles and has sound business management skills and communication skills. He has experience of last twenty years in business management.

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**

**Rectification of Appointment of Mr. Amarlal Arjandas Kukreja (DIN:09634971) as the managing director of the company for the period of 5(five) years and to fix his remuneration**

The Members may note that Mr. Amarlal Arjandas Kukreja (DIN:09634971) on recommendation of the Nomination and Remuneration Committee was appointed by the Board as an Additional Promoter and Managing Director 'pursuant to change in the management through SEBI takeover', of the company in its Board Meeting dated 13<sup>th</sup> June, 2022 and is eligible for appointment as a Managing Director of the company, the tenure of appointment of Mr. Amarlal Arjandas Kukreja (DIN: 09634971), as a Managing Director is for the period of 5 (five years), i.e., effective from 11<sup>th</sup> July, 2022 to 10<sup>th</sup> July 2027 and on such remuneration as mutually decided between the Board and the director, for which approval of the shareholders is being sought.

The Members may note that the Company has received a letter of consent from Mr. Amarlal Arjandas Kukreja (DIN: 09634971), signifying his willingness to be appointed as Managing Director, a declaration under section 164 of the Companies Act, 2013 and other statutory disclosures/declarations as required under the law, The essential terms and condition of his appointment and remuneration are as under;

a) Mr. Amarlal Arjandas Kukreja (DIN: 09634971), shall be responsible for overseeing for the day to day operations and management of the Company and such other matters as identified by the Board from time to time. Mr. Amarlal Arjandas Kukreja (DIN: 09634971), shall devote his whole time and attention to the business of the Company. Mr. Amarlal Arjandas Kukreja (DIN: 09634971), shall exercise and perform all such powers and duties as the Board of Directors of the Company shall, from time to time, determine, and subject to the superintendence, control, direction, and restriction from time to time give and imposed by the Board and/or the Articles of Association of the Company and shall not exceed the powers so delegated by the Board.

b) Period of Appointment: 11<sup>th</sup> July, 2022 to 10<sup>th</sup> July 2027.

Sitting fees: Mr. Amarlal Arjandas Kukreja (DIN: 09634971) shall not be paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

The Office of the Managing Director shall not be liable to retire by rotation as per articles of the company. Mr. Amarlal Arjandas Kukreja (DIN: 09634971). Having regard to his qualifications, experience and association with the Company, the Board of Directors considers that it will be in the interest of the Company to appoint Mr. Amarlal Arjandas Kukreja (DIN: 09634971) as the Managing Director of the Company for a term of 5 years from 11<sup>th</sup> July, 2022 to 10<sup>th</sup> July 2027 at such remuneration mutually agreed between the Board and the director.

None of the Promoters, Directors, Key Managerial Personnel of the Company or their relative are in any way concerned or interested, financially or otherwise, in the Resolution except Mr. Moni Amarlal Kukreja (DIN: 09634951).

#### **ITEM NO. 6**

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  
Mr. VimalMaheshwari  
Mr. Rajendra Verma

The related party details mentioned above is from 1<sup>st</sup> April, 2022, to till the takeover of the company that is 13<sup>th</sup> June, 2022, Afterwards, there is a change in management and directors of the company, According to new management of the company, It should be noted that, there is no related party, as per the declaration given by Additional Promoter Directors of the company that they will not enter into any transaction with related party.

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. 7**

The Old Promoters Mr. Rajesh Jain and Mrs. Jayshri Jain entered into a Share Purchase Agreement with the acquirer Mr. Amarlal Arjandas Kukreja and Mrs. Mona Amarlal Arjandas Kukreja for acquiring 35,80,074 (Thirty-Five Lakhs Eighty Thousand and Seventy-Four) fully paid equity-shares of ₹10.00/- (Rupees Ten Only) each (hereinafter referred to as '**Equity Shares**'), representing 24.03% of the fully issued, subscribed and paid-up Equity Share capital and voting rights capital of **Sylph Technologies Limited** shares of the company, the acquirer gone for the open offer for acquiring shares through Merchant banker and taken approval of SEBI for open offer and complied with all the requirements of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 Further, as a result of takeover there is a change in management of the company, As there is a change in management and change in Promoters of the company, the company is hereby accorded approval of shareholders of the company,

As result of takeover, there is a change in management of the company, Mr. Amarlal Arjandas Kukreja and Mr. Mona Amarlal Kukreja, Promoter Directors of the company were takeover the management of the company,

None of the other Directors or any Key Managerial Personnel of the Company or their relatives is interested in the resolution.

The Board is of the opinion that the aforesaid resolution is in the best interests of the Company and its shareholders and hence, recommends the resolution for your approval.

Place- Indore  
Date-13<sup>th</sup> June, 2022

Registered Office:  
ST-4 Press House,  
22 Press Complex,  
A.B. Road  
Indore-452008 (M.P.)

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

SD/-  
Rajesh Jain  
Director  
(DIN-01704145)



**ANNEXURE - I**  
**TO ITEMS 5 & 6 OF THE NOTICE**

**Details of Directors seeking appointment and re-appointment** at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

<b>Particulars</b>	<b>Mr. Amarlal Arjandas Kukreja (DIN: 09634971)</b>	<b>Mrs. Monal Arjandas Kukreja (DIN:09634951)</b>	<b>Mr. Priyesh Balkrishnabhai Shah (DIN:09561151)</b>	<b>Mrs. Amal Sapanbhai Cyclewala (DIN:09561765)</b>
Date of birth	29.11.1974	26.12.1974	19.01.1979	18.11.1983
Date of appointment	13.06.2022	13.06.2022	12.04.2022	12.04.2022
Qualification	Graduation	Graduation	Graduation	Graduation
Expertise in specific functional areas	He has also experience in Textile Industry and in the field of trading of fabrics, grey, etc, He has experience in business for last 23 years and He is now diversifying in the field of software and applications development.	She is engaged in the business of sales of data and digital marketing and received commission for the same since last three years. She has now gained sufficient experience in this field and is now establishing her own data center for providing messaging services and digital marketing. She is expert in marketing and has soft skills and passion for sales and marketing.	He has Knowledge and experience in business of trading in textiles and has sound business management skills and communication skills. He has experience of last twenty years in business management.	She has Experience of 15 years in technicals of stock market and analytical skills of financial statements. Have worked as consultant in various companies.
Directorship held in other public	Nil	Nil	Nil	Nil

Companies				
Membership / Chairmanship of committees of other public companies (includes only Audit committees and Stakeholders relationship Committee.)	Nil	Nil	Nil	Nil
Number of shares held in the Company	0	0	0	0

## ANNEXURE – II

### **DECLARATION FROM ADDITIONAL PROMOTER DIRECTOR OF SYLPH TECHNOLOGIES LIMITED**

I, Amarlal Arjandas Kukreja (DIN: 09634971), Additional Promoter Director of Sylph Technologies Limited who were takeover the management and control of the company in pursuance of takeover, hereby declare and confirm that I am not associated with any party which can be termed as related party during the Financial Year 2021-22.

SD/-

**Amarlal Arjandas Kukreja**  
**Additional Promoter Director**  
**(DIN: 09634971)**

Date: 13.06.2022

Place: Gujarat

### **DECLARATION FROM ADDITIONAL PROMOTER DIRECTOR OF SYLPH TECHNOLOGIES LIMITED**

I, Mona Amarlal Kukreja (DIN: 09634951), Additional Promoter Director of Sylph Technologies Limited who were takeover the management and control of the company in pursuance of takeover, hereby declare and confirm that I am not associated with any party which can be termed as related party during the Financial Year 2021-22.

SD/-

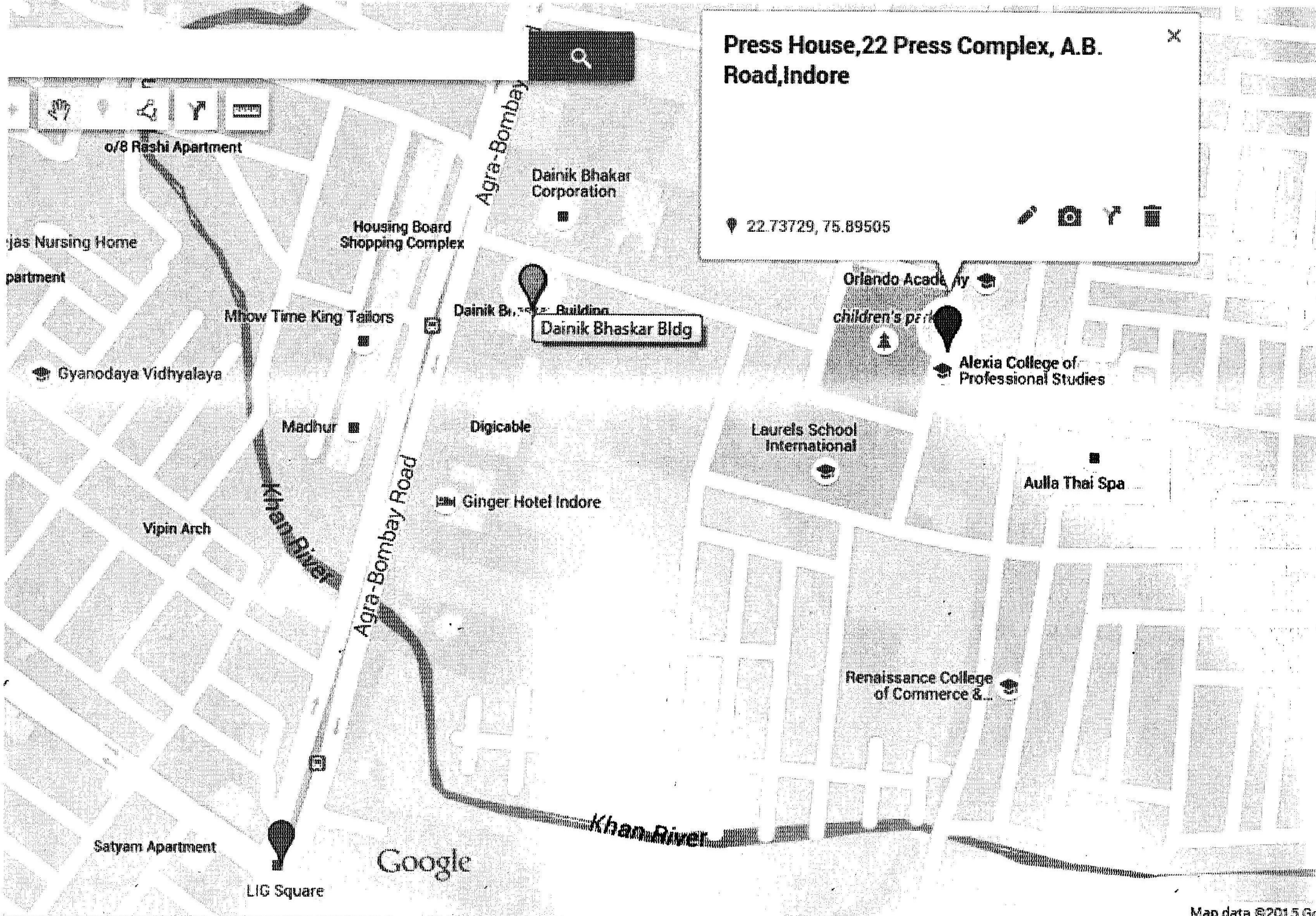
**Mona Amarlal Kukreja**  
**Additional Promoter Director**  
**(DIN: 09634951)**

Date: 13.06.2022

Place: Gujarat

Press House, 22 Press Complex, A.B.  
Road, Indore

22.73729, 75.89505





**Proxy Form (Form No. MGT-11)**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]**

**SYLPH TECHNOLOGIES LIMITED**

**Registered office: ST-4 Press House, 22 Press Complex, A.B. Road, Indore-452008 (M.P.)**

**CIN: L36100MP1992PLC007102**

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name :.....  
E-mail Id :.....  
Address :.....  
Signature :....., or failing him/her
2. Name :.....  
E-mail Id :.....  
Address :.....  
Signature :....., or failing him/her
3. 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 30<sup>th</sup> Annual General Meeting of the Members of the Company, to be held on Monday, the 11<sup>th</sup> day of July, 2022 at 02:00 P.M. at ST-4 Press House, 22 Press Complex, A.B. Road, Indore-452008 (M.P.), India and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

**Ordinary Resolution:-**

1. To consider, approve and adopt the Audited Standalone Financial Statements and report of the Board of Directors and Auditors thereon for the year ending 31 March, 2022
2. To appoint Auditor M/S Inani & Inani, Chartered Accountants, FRN/Membership No. 120507W in place of M/s ABN & Co. Chartered Accountant, (ICAI FRN.-004447C) who's term of appointment will be completed in 30<sup>th</sup> AGM and to fix their remuneration and in this regard, to consider and if thought fit to pass, the following resolution as an Ordinary Resolution

**Special Resolution:-**

3. To Regularise Mrs. Mona Amarlal Kukreja (Din: 09634951) As Non-Executive Promoter Director Of the Company
4. To Regularise Additional And Independent Director Mrs. Ami Sapan Cyclewala (Din: 09561765) And Mr. Priyesh Balkrishnabhai Shah (Din: 09561151) as an Independent Director of the Company.
5. Rectification Of Appointment Of Mr. Amarlal Arjandas Kukreja (Din: 09634971) as the Managing Director of the Company For The Period of 5 (Five) years and to fix his remuneration
6. Approval For Related Party Transactions:-
7. Approval for change in management and change in promoters of the company after takeover:-

Signed this..... day of..... 2021

Signature of shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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**SYLPH TECHNOLOGIES LIMITED**

**Registered office: ST-4 Press House, 22 Press Complex, A.B. Road, Indore-452008 (M.P.)**

**CIN: L36100MP1992PLC007102**

**ATTENDANCE SLIP**

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company at **ST-4 Press House, 22 Press Complex, A.B. Road, Indore-452008 (M.P.)** on Monday, the 11<sup>th</sup> day of July, 2022 at 02:00 P.M.

Member's / beneficial owner's Name (In block letters): \_\_\_\_\_

Folio no. / beneficiary Account no. \_\_\_\_\_

Signature of the Member/ beneficial Owner: \_\_\_\_\_

Proxy/ Authorized Representative \_\_\_\_\_

**Note:** Shareholder/Proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand it over at the entrance of the meeting venue duly signed.