

Date: 10th June, 2025

To,
BSE Limited,
Phiroz Jeejeebhoy Tower,
Dalal Street, Mumbai-400001,
Maharashtra, India

Reference: ISIN - INE706F01021; Scrip Code-511447 ; Symbol-SYLPH

Subject: Outcome of the Meeting of the Board of Directors of Sylph Technologies Limited.

Dear Sir/Madam

Pursuant to Regulation 30 of read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (“Listing regulations”) we would like to inform you that the Board of Directors at their meeting held today i.e., 10th June 2025 at B-102 Parth Vasundhra 325, Sarvsampana Nagar Kanadiya Road Indore M.P 452016, have inter- alia, transacted the following businesses:

1. The Board of Directors of Company based on the recommendation of the Nomination and Remuneration Committee has appointed Mr.Nilesh Jain (DIN 07785023) as an Additional Non Executive Non Independent Director of the Company with effect from 10th June, 2025 subject to Shareholders’ Approval.
2. The Board of Directors of Company based on the recommendation of the Nomination and Remuneration Committee has appointed Mr.Hasmukh Nanalal Shah (DIN 00398666) as an Additional Non Executive Non Independent Director of the Company with effect from 10th June, 2025 subject to Shareholders’ Approval.
3. Board has considered and approved change in registered office and corporate office of the company from b-102 parth vasundhra 325, sarvsampana nagar kanadiya road Indore M.P 452016 to 517 sky corporate scheme no 78 AB road Indore 452010.
4. Board of Directors of Sylph Technologies Limited (“the Company”) have approved the execution of a Term Sheet
 - a) Subscription on preferential basis to 11,42,000 (Eleven Lakhs Forty Two Thousand) fresh fully paid-up equity shares of the **Maxrotth Foods Limited** (Target Company) (“Subscription Shares”) at a price of INR. 18/- (Rupees Eighteen only) per Subscription Shares and
 - b) Purchase of 835000 (Eight Lakhs Thirty Five Thousand) shares of the **Maxrotth Foods Limited** (Target Company) from the Sellers (“Sale Shares”) at a price of INR. 18/- (Rupees Eighteen only) per Sale Share.

Sylph Technologies Limited

Reg. Office- B-102 Parth Vasundhra 325, Sarvsampana Nagar Kanadiya Road Indore M.P 452016

E-mail: sylph.t@yahoo.com Url: www.sylphtechnologies.com, Contact No. 9904747441

CIN L36100MP1992PLC007102

The relevant details pursuant to Appointment under Regulation 30 of Listing Regulations, read with SEBI Circular dated July 13, 2023 are enclosed as Annexure I and Annexure II respectively.

The brief details are attached herewith as Annexure III

The meeting of the Board of Directors of the Company commenced at 5.40 P.M. and concluded at 06.10 P.M.

Yours truly,

For Sylph Technologies Limited

Vishal Mehra
Director
DIN: 09717741

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ANNEXURE I:
Details pursuant to SEBI Circular dated July 13, 2023 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Sr. No.	Disclosure Requirement	Details
1	Reason for change viz. Appointment	Mr. Nilesh Jain (DIN 07785023) has been appointed as an Additional director to be designated as an Non Executive Non Independent Director of the Company with effect from 10 th June 2025, subject to approval of Shareholders.
2	Date of Appointment	10 th June 2025
3	Brief Profile (In case of appointment)	Mr. Nilesh Jain (DIN 07785023) has experience in the field of Management.
4	Disclosure of Relationship between Directors {in case of appointment of Director)	He is not related to any Directors of the company
5	Declaration pursuant to BSE Circular No. LIST/COMP/14/2018- 19 dated June 20, 2018,	Mr. Nilesh Jain (DIN 07785023) is not debarred from holding office of the Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority

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ANNEXURE II:
Details pursuant to SEBI Circular dated July 13, 2023 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Sr. No.	Disclosure Requirement	Details
1	Reason for change viz. Appointment	Mr.Hasmukh Nanalal Shah (DIN 00398666) has been appointed as an Additional director to be designated as a Non Executive Non Independent Director of the Company with effect from 10 th June 2025, subject to approval of Shareholders.
2	Date of Appointment	10 th June 2025
3	Brief Profile (In case of appointment)	Mr.Hasmukh Nanalal Shah (DIN:00398666)has experience in the field of Finance & Management.
4	Disclosure of Relationship between Directors {in case of appointment of Director)	He is not related to any Directors of the company
5	Declaration pursuant to BSE Circular No. LIST/COMP/14/2018- 19 dated June 20, 2018,	Mr.Hasmukh Nanalal Shah (DIN 00398666)is not debarred from holding office of the Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority

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ANNEXURE III

Disclosures in terms of Regulation 30 of the Listing Regulations read with SEBI Circular on Continuous Disclosure Requirements concerning execution of Agreement to acquire Equity Shares of Maxrotth Foods Limited

1.	Name of the target entity, details in brief such as size, turnover etc	<p>Maxrotth Foods Limited, a public company incorporated under the provisions of the Companies Act, 1956, bearing CIN: UI5400GJ2009PLC058581 and having its registered office at 201, Neelmani Chambers, 2nd Floor, B/h Sales India, Ashram Road, Ahmedabad, Gujarat – 380009, is engaged in the business of export of pulses and spices and whole sale grocery (“Business”).</p> <p>Details as of 31 March 2025 –</p> <p>Turnover: ₹ 941.69 Lakhs</p> <p>PAT: ₹ 62.41 Lakhs</p>
2.	<p>whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;</p>	<p>No</p> <p>The acquisition would not fall within related party transactions.</p> <p>The Promoter / Promoter Group / group companies do not have any interest in the entity being acquired.</p>
3.	The industry to which the	The Company is engaged in the business of export of pulses

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	entity being acquired belongs	and spices and whole sale grocery and FMGC Products
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	Acquisition will help the company in expansion of FMCG and export Business
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
6.	Indicative time period for completion of the acquisition	3 Months
7.	consideration -whether cash consideration or share swap or any other form and details of the same	Cash Consideration
8.	cost of acquisition and/or the price at which the shares are acquired	The total Consideration for the Subscription Shares and Sale Shares shall be INR.3,55,86,000.- (Rupees Three Crores Fifty Five Lakhs Eighty Six Thousand only), out of which INR. 2,05,56,000/- (Rupees Two Crore Five Lakhs Fifty Six Thousand only) is consideration for Subscription Shares (“ Subscription Amount ”) and INR. 1,50,30,000/- (Rupees One Crore Fifty Lakhs Thirty Thousand only) is consideration for Sale Shares (“ Purchase Amount ”).
9.	percentage of shareholding / control acquired and / or number of shares acquired	The Parties agree that upon completion of the Transaction, the Acquirer will hold 65% (sixty five percent) of the

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		<p>share capital. Post above acquisition, Maxrotth Foods Limited will become the Subsidiary of Sylph Technologies Limited</p>								
10.	<p>brief background about the entity acquired in terms of products/line of business</p> <p>acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)</p>	<p>Maxrotth Foods Limited, a public company incorporated under the provisions of the Companies Act, 1956, bearing CIN: UI5400GJ2009PLC058581, incorporated on 16th November, 2009 and having its registered office at 201, Neelmani Chambers, 2nd Floor, B/h Sales India, Ashram Road, Ahmedabad, Gujarat – 380009, is engaged in the business of export of pulses and spices and whole sale grocery (“Business”).</p> <p>Country in which the acquired entity has presence: India</p> <table border="1" data-bbox="662 1079 1386 1344"> <thead> <tr> <th>Year</th> <th>Turnover (in Rs Lakhs)</th> </tr> </thead> <tbody> <tr> <td>FY 2025</td> <td>941.69</td> </tr> <tr> <td>FY 2024</td> <td>136.72</td> </tr> <tr> <td>FY 2023</td> <td>-</td> </tr> </tbody> </table>	Year	Turnover (in Rs Lakhs)	FY 2025	941.69	FY 2024	136.72	FY 2023	-
Year	Turnover (in Rs Lakhs)									
FY 2025	941.69									
FY 2024	136.72									
FY 2023	-									

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