

To,
The Manager Listing,
Corporate Relations Department,
Bombay Stock Exchange Limited,
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.

Date: 22/09/2022

(ISIN: INE706F01013 Scrip Code: 511447)

Sub: - Notice of Extra-Ordinary General Meeting dated 29th October, 2022.

Respected Sir,

In furtherance of the intimation dated 19th September, 2022, and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of Extraordinary General Meeting (EGM) of Sylph Technologies Limited to be held on 29th October, 2022, at 10:00 AM through Physical mode along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which is being sent to the Members of the Company whose name appear on the Register of Members as on Friday, 16th September 2022 (cut-off date)

The Company has engaged the services of National Security Depository Limited (NSDL) to provide the facility of Remote e-voting to the eligible Members. The Notice is also being made available on the website of the Company at www.sylphtechnologies.com and on the website of NSDL.

Please take the note of above information.

Thanking You,

For Sylph Technologies Limited

AMARLAL ARJANDAS
KUKREJA

Digitally signed by AMARLAL
ARJANDAS KUKREJA
Date: 2022.09.22 15:57:38
+05'30'

Amarlal Arjandas Kukreja
Managing Director
DIN- 09634971

Enclosed: As Stated above.

Sylph Technologies Limited

G-18A, Rajani Bhawan, 569/2, M.G.Road
INDORE (M.P.) 452001

E-mail: info@sylphtechnologies.com, sylph.t@yahoo.com

Url: www.sylphtechnologies.com

CIN L36100MP1992PLC007102

SYLPH TECHNOLOGIES LIMITED

Registered Office: G-18A, Rajani Bhawan, 569/2, M.G. Road, Indore (M.P.)-452001

CIN: L36100MP1992PLC007102

E-mail: sylph.t@yahoo.com/info@sylphtechnologies.com

URL: www.sylphtechnologies.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Sylph Technologies Limited will be held at G-18A, Rajani Bhawan, 569/2, M.G. Road, Indore (M.P.)-452001, on Saturday, 29th Day of October, 2022 at 10.00 A.M. to transact the following businesses:-

Special Business:**1. RECLASSIFICATION OF THE 'PROMOTERS AND PROMOTER GROUP' SHAREHOLDERS OF THE COMPANY TO 'PUBLIC CATEGORY'**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 31 A and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the SEBI (LODR) Regulations) and other applicable laws and subject to approval from stock exchanges where the securities of Sylph Technologies Limited (the Company) are listed (the Stock Exchanges) and other appropriate Statutory or Regulatory authority(ies) as may be required, the consent of the Members of the Company be and is hereby given to re-classify the status and shareholding of Mr. Rajesh Jain and Mrs. Jayshri Jain from “Promoter” and “Promoter Group” category to “Public” category and removal of their name from the list of Promoters/Promoters Group and shareholding pattern and any records and / or disclosures made/ or to be made by the Company.

Details of their shareholding in the Company are as under:

Sr. No.	Members seeking reclassification as "Public" shareholder	No. of shares held	% of total shares
1.	Mr. Rajesh Jain	NIL	NIL
2.	Mrs. Jayshri Jain	NIL	NIL

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for taking note of the following:

Promoters/ Promoters Group members seeking reclassification along with persons related to such Promoter do not:

- together, hold more than 10% of the voting rights of the Company.
- exercise control over the affairs of the Company directly or indirectly.
- have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- be represented on the board of directors (including not having a nominee director) of the Company.
- act as a Key Managerial person in the Company.
- be a 'willful defaulter' as per the Reserve Bank of India Guidelines.
- be a fugitive economic offender.

RESOLVED FURTHER THAT as may be necessary or on approval from Stock Exchanges and other Statutory and Regulatory Authority(ies) as may be required for reclassification, the Company shall give effect to such reclassification in all records, disclosures and in shareholding pattern from the immediate succeeding quarter under Regulation 31 and applicable provisions of SEBI (LODR) Regulations / applicable laws and in other records, filings etc. as may be relevant or necessary from such date as may be appropriate.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to submit the applications for reclassification to the Stock Exchanges where the securities of the Company are listed and any other Statutory or Regulatory Authority(ies) as may be required in this regard, represent and sign necessary applications, documents, undertaking etc. and to take such steps expedient or desirable to give effect to this resolution and further to do all such acts, deeds, matter or things as may be necessary and to settle any questions, difficulties or doubts that may arise in this regard and obtain any approvals, permissions or sanctions which may be necessary or desirable, as they may think.

RESOLVED FURTHER THAT copy of this resolution certified by any one Director or Company Secretary be provided to the concerned person(s) as may be necessary."

2. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time

being in force) (hereinafter referred to as 'the Act'), and subject to approval of the Central Government (Power delegated to Regional Director), and such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the State of Madhya Pradesh to the State of Gujarat.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

3. ALTERATION IN THE SITUATION CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12 & Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under, the consent of the Members be and is hereby accorded for the alteration of the Situation Clause of the Memorandum of Association of the Company by replacing Clause no. II with the below mentioned clause;

II. The Registered Office of the Company will be situated in the State of Gujarat.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**By order of the Board of Directors
For Sylph Technologies Limited**

**SD/-
AmarlalArjandasKukreja
Managing Director
(DIN: 09634971)**

Date: 19/09/2022

Place: Indore

NOTES:

1. A member entitled to attend and vote at the Extra-ordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself and the 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 forty-eight 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.
2. In case of joint holders attending the Extra-Ordinary General Meeting (EGM), 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 vote.
3. An Explanatory Statement pursuant to Section 102 of the Act which sets out details relating to the Special Business at the Meeting is annexed hereto and forms part of the Notice.
4. Since the EGM will be held physically, the Route Map is annexed in this Notice.
5. In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular, the Notice calling the EGM has been uploaded on the website of the Company at www.sylphtechnologies.com. The Notice can also be accessed from the website of the Stock Exchange i.e. the Bombay Stock Exchange Limited ('BSE') at www.bseindia.com and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. Procedure for obtaining EGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with Registrar & Transfer Agent on physical folios:

On account of threat posed by COVID-19 and in terms of the MCA Circulars and SEBI Circular, the Company has sent, Notice of EGM and remote e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- a) Those shareholders who have registered an incorrect email address /contact detail, may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with M/s.

PurvaSharegistry (India) Pvt. Ltd, Registrar & Transfer Agent of the Company ("RTA") in case the shares are held in physical form.

- b) Shareholders who have not registered their e-mail address/ contact details and in consequence Notice of EGM and remote e-voting notice could not be serviced, may also temporarily get their email address / contact details by writing to Company's R&T Agent for sending the same.

The Notice of Extra-ordinary General Meeting and Attendance Slip are being sent in electronic mode to members whose e-mail ID's are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Members who have received the Notice of ExtraOrdinary General Meeting and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the EGM.

7. If any shareholder has not received the notice they can request the Company on Company's email id:info@sylphtechnologies.com; sylph.t@yahoo.com.
8. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
9. Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Act by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the R&T Agents of the Company.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
11. The instructions for shareholders for remote e-voting are as under:-

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. The facility of casting votes by a member using remote e-voting system will be provided by National Securities Depository Limited (NSDL). Members who have voted through remote e-Voting will be eligible to attend the EGM but will not be eligible to vote thereat.

- a) The remote e-voting period commences on Wednesday, 26th October, 2022 (9.00 a.m. IST) and ends on Friday, 28th October, 2022 (5.00 p.m. IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 22nd October, 2022, may cast their vote by remote e-voting. 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 22nd October, 2022. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present at the EGM and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through ballot paper at the EGM.
- b) Once the vote on a resolution is cast by the Member, such Member will not be allowed to change it subsequently.
- c) A person who is not a Member as on cut-off date should treat this Notice for information purpose only.
- d) 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, viz., Saturday, 22nd October, 2022 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM
- e) CS Purtika Rani Sahu, Practicing Company Secretary (Membership No. A65864, COP No. 24664), has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the EGM in a fair and transparent manner. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same. The result of voting will be declared on or before Monday, 31st October, 2022 and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company www.sylphtechnologies.com. The result will simultaneously be communicated to the Stock Exchanges, where the equity shares of the Company are listed and will be placed on the website of NSDL i.e., www.evoting.nsdl.com.
- f) The detailed steps on the process and manner for remote e-voting are as follows:

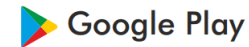
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on


Individual Shareholders holding securities in demat mode with CDSL

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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
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 **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user 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

<p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>
<p>6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:</p> <p>a) Click on "<u>Forgot User Details/Password?</u>"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
<p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p>
<p>8. Now, you will have to click on "Login" button.</p>
<p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

<p><u>How to cast your vote electronically and join General Meeting on NSDL e-Voting system?</u></p> <p>1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.</p> <p>2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For</p>
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- joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to CS Purтика Rani Sahu, Practicing Company Secretary (Membership No. A65864, COP No. 24664) (email [id-cspurtikasahu@gmail.com](mailto:cs-purtikasahu@gmail.com)) with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. PallaviMhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (sylph.t@yahoo.com/info@sylphtechnologies.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 (sylph.t@yahoo.com/info@sylphtechnologies.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.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.

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

ITEM NO. 1

The Company is in receipt of requests from the members listed below, for reclassification of their status from Promoter/ Promoter Group category to Public category under Regulation 31A of SEBI (LODR) Regulations, 2015.

Details of their shareholding in the Company are as under:

Sr. No.	Members seeking reclassification as "Public" shareholder	No. of shares held	% of total shares
1.	Mr. Rajesh Jain	NIL	NIL
2.	Mrs. Jayshri Jain	NIL	NIL

The requests received from the said members were placed before the Board at their meeting held on September 19, 2022. The Board of Directors have approved the requests for reclassification of the said members from Promoter/Promoter Group category to Public category of the Company, subject to approval of members and the Stock Exchanges, as none of the above Promoters and persons related to such Promoter:

- *together, hold more than 10% of the voting rights of the Company
- exercise control over the affairs of the Company directly or indirectly.
- have any special rights with respect to the Company through formal or informal arrangements including through any share holder agreements.
- be represented on the board of directors (including not having a nominee director) of the Company.
- act as a Key Managerial person in the Company.
- be a 'willful defaulter' as per the Reserve Bank of India Guidelines.
- be a fugitive economic offender

*As per Regulation 31A (1)(b) of SEBI(LODR) Regulations,2015, and under sub clauses (ii), (iii) and (iv) of clause (pp) of sub regulation (1) of the regulation 2 of SEBI(ICDR), Regulations, 2018 "persons related to Promoter(s) seeking re-classification" together hold not more than 10% voting rights of the Company.

At present Shareholding of Mr. Rajesh Jain and Mrs. Jayshri Jain is nil and their names are appearing under category of promoter and Promoter Group by virtue of provisions of SEBI (ICDR) Regulations, 2018, however Mr. Rajesh Jain and Mrs. Jayshri Jain are not been involved in any type of activities related to business affairs of the company.

Further as per the existing provisions of SEBI (LODR) Regulations, 2015 it is permissible for reclassification of promoter as public category and removal thereof subject to compliance of provisions of Regulations 31A and approval of members and subsequent approval of stock exchanges, SEBI and other Regulations if, any.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the SEBI (LODR) Regulations, 2015 the Board of Directors of the Company commend the passing of the Resolution under Item No.1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution, except to the extent of shareholding held by them in the Company, if any

ITEM NO. 2 & 3

For administrative and operational convenience. It will be in the best interest of Company to shift the registered office of the Company from the state of Madhya Pradesh to the state of Gujarat.

Subject to the approval for the foregoing resolution, there arises a need to alter the Situation Clause of the Memorandum of Association of the Company thereby effecting the shifting of registered office of the Company from the State of Madhya Pradesh to the State of Gujarat. Accordingly, your Board of Directors have proposed to amend its situation clause in the Memorandum of Association and recommend this resolution for your approval.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with Rule made there under, shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association requires the approval of the members by way of Special Resolution.

After obtaining shareholders approval, a petition is required to be made under Section 13(4) of the Companies Act, 2013, to the Central Government (Powers delegated to the Regional Director) for approval of the alteration of the Memorandum of Association of the Company pursuant to shifting of the registered office from the State of Madhya Pradesh to the State of Gujarat.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution except to the extent to their shareholding in the Company, if any. Hence, the Board members hereby recommend and seek approval of members for the Item No. 2 & 3 by way of special resolution.

**By order of the Board of Directors
For Sylph Technologies Limited**

**SD/-
AmarlalArjandasKukreja
Managing Director
(DIN: 09634971)**

**Date: 19/09/2022
Place: Indore**

The map displays the city of Indore, India, with a focus on the central and southern parts. Key features include:

- Streets:** Mahatma Gandhi Rd, Yeshwant Niwas Rd, Seeta Bagh Colony Rd, Regal Cir, and High Court Rd.
- Landmarks:** Nehru Park Swimming Pool, Indore Railway Station, Indore Congress Sewadal, Kamal Palace, Runicha House, KDS perfume palace, Tinku's City Centre, Rajani Bhawan, Hotel Kalinga, Hotel Samrat, Hotel Princes' Palace, and the State Bank of India High Court.
- Commercial Establishments:** Vishal Mega Mart, JadeBlue mens clothing store, Samsung SmartCafe, KDS perfume palace, Tinku's City Centre, Rajani Bhawan, Hotel Kalinga, Hotel Samrat, Hotel Princes' Palace, and the State Bank of India High Court.
- Hotels:** Hotel Kalinga (3.8 stars), Hotel Samrat (3.6 stars), Hotel Princes' Palace (4.0 stars), and Hotel Kalinga (3.8 stars).
- Other Points of Interest:** Snow Don Cosmetics store, SBM Toilet, Toilets Care, Laad Colony Rd, Arihant Capital Markets Ltd. Indore, D.P. Jewellers, Indian Oil Petrol Pump, Seeta Bagh Colony Rd, Regal Circle Indore, Police Control Room, S.P. Office, DIG office, Indian Coffee House, and the State Bank of India High Court.

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: G-18A, Rajani Bhawan, 569/2, M.G. Road, Indore (M.P.)-452001

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 Extra-Ordinary General Meeting of the Members of the Company, to be held on Saturday, the 29th day of October, 2022 at 10:00 A.M. at G-18A, Rajani Bhawan, 569/2, M.G. Road, Indore (M.P.)-452001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Ordinary Resolution:-

1. Reclassification of the 'Promoters and Promoter Group' Shareholders of the company to 'Public Category', to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution

Special Resolution:-

2. Shifting Of Registered Office Of The Company From One State To Another State, to consider and if thought fit, to pass the following resolution as a Special Resolution
3. Alteration in the situation clause of Memorandum of Association of the Company, to consider and if thought fit, to pass the following resolution as a Special Resolution

Signed this..... day of..... 2022

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.

SYLPH TECHNOLOGIES LIMITED

Registered office: G-18A, Rajani Bhawan, 569/2, M.G. Road, Indore (M.P.)-452001

CIN: L36100MP1992PLC007102

ATTENDANCE SLIP

I hereby record my presence at the Extra-Ordinary General Meeting of the Company at the registered office of the company situated at **G-18A, Rajani Bhawan, 569/2, M.G. Road, Indore (M.P.)-452001** on Saturday, the 29th day of October, 2022 at 10:00 A.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.

FORM NO.MGT-12

POLLING PAPER

[Pursuant to section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Sylph Technologies Limited

CIN: L36100MP1992PLC007102

Registered Office: G-18A, Rajani Bhawan, 569/2, M.G. Road, Indore (M.P.)-452001

Website: www.sylphtechnologies.com

Email: sylph.t@yahoo.com/info@sylphtechnologies.com

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First-named Shareholder(In BLOCK letters)	
2.	Postal address	
3.	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares of Rs.10/- each

I hereby exercise my vote in respect of Ordinary/ Special Resolution/s enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the Resolution
SPECIAL BUSINESS				
1.	Reclassification of the 'Promoters and Promoter Group' Shareholders of the company to 'Public Category', to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution .			
2.	Shifting Of Registered Office Of The Company From One State To Another State, to consider and if thought fit, to pass the following resolution as a Special Resolution .			
3.	Alteration in the situation clause of Memorandum of Association of the Company, to consider and if thought fit, to pass the following resolution as a Special Resolution .			

Place: Indore

Date:

(Signature of the shareholder)