

# **SYLPH TECHNOLOGIES LIMITED**

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

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 26<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 20th Day of August, 2018 at 01.00 P.M. to transact the following businesses:-

### **Ordinary Business:**

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Jain, having DIN:01704145, who retires by rotation and being eligible, offers himself for re- appointment.
3. To ratify the appointment of M/s ABN & Co. (ICAI FRN.-004447C) as Statutory Auditors of the company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“Resolved that pursuant to provision of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and pursuant to the resolution passed by the members at the AGM held on 17th day of August, 2017 for the appointment of statutory auditor, the appointment of M/s ABN & Co. (ICAI FRN.-004447C) as the auditor of the Company be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019 in consultation with the auditor and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.”

### **Special Business:**

4. **To Consider & if thought fit pass the following resolution as Ordinary 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 as defined under the Act with respect to sale, purchase or supply of any

goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties.

**RESOLVED FURTHER THAT** the board of directors of the Company be and is 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.”

**NOTES: -**

- a) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxy form should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- b) The register of members and share transfer books of the company will remain closed from Tuesday August 14<sup>th</sup>, 2018 to Thursday August 16<sup>th</sup>, 2018 (both Days inclusive).
- c) Shareholders desiring any information as regards the accounts, are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
- d) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Purva Sharegistry (India) Private limited, address Unit no.9, Shiv Shakti Ind.estt. J.R. Boricha Marg, opp. Kasturba hospital lane Lower Parel (E) Mumbai 400011 for doing the needful.
- e) It is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
- f) Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company / Depository Participant(s).
- g) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agent M/s. Purva Sharegistry

(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

- h) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
- i) Members may also note that notice of 26<sup>th</sup> AGM of the company and annual report will also be available on the company's website <http://www.sylphttechnologies.com> for downloading. The physical copies of the aforesaid documents will also be available at the company's registered office for inspection during the normal business hours on working days till the date of the meeting. Even after registering E-communication, members are entitled to receive such communication in the physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's email id [mhfl@bsnl.in](mailto:mhfl@bsnl.in)
- j) Mr. Rajesh Jain (DIN: 01704145) director of the Company, liable to retire by rotation and being eligible and offer himself for re-appointment at the ensuing Annual General Meeting. Brief resume of Mr. Rajesh Jain, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/ chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges are provided in Annexure-i as attached with the directors report. This statement may also be regarded as disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges.
- k) **VOTING THROUGH ELECTRONIC MEANS:** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company will be providing members facility to exercise their right to vote for all the resolutions detailed in the Notice of the 26<sup>th</sup> Annual General Meeting scheduled to be held on Monday, 20th August, 2018 at 01.00 P.M. by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The detailed procedure to be followed in this regard has been given in Annexure – A to the notice. The members are requested to go through Annexure – A carefully.

## **Annexure A to the notice**

### **Instructions for the voting through electronic means**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13<sup>th</sup> August, 2018.
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. Mr. Anshul Agrawal, Chartered Accountant (ICAI membership No.-434979) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” / “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer shall after the conclusion of voting at the general meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.sylphtechnologies.com> and on the website of NSDL immediately after the

declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

10. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 17<sup>th</sup> August, 2018 (9:00 a.m.) and ends on 19<sup>th</sup> August, 2018 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13<sup>th</sup> August, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.
- (iv) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (v) A new screen will open. You will have to enter your User ID, your Password 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.*

- (vi) 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***
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- (vii)** Your password details 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, your 'initial password' is communicated to you on your postal address.
- (viii)** After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (ix)** Now, you will have to click on "Login" button.
- (x)** After you click on the "Login" button, Home page of e-Voting will open.
- (xi)** After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- (xii)** After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- (xiii)** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv)** Click on the EVEN (108754) for "Sylph Technologies Limited" (ISIN-INE706F01013) for which you have to vote.

- (xv) 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.
- (xvi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xvii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (xviii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (xix) **General Guidelines for shareholders**
  - (a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [anshulagrawal274@gmail.com](mailto:anshulagrawal274@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

ITEM NO. 4

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

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

#### **Companies:-**

Sylph Education Solutions Limited  
Sakshi Multitrade Private Limited  
Saksham Publishers and Printers Limited

#### **Key Management:-**

Rajesh Jain.

**Subsidiary Company:-**

Sakshi Powertech Private Limited.

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

Place- Indore  
Date-17<sup>th</sup> July, 2018

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

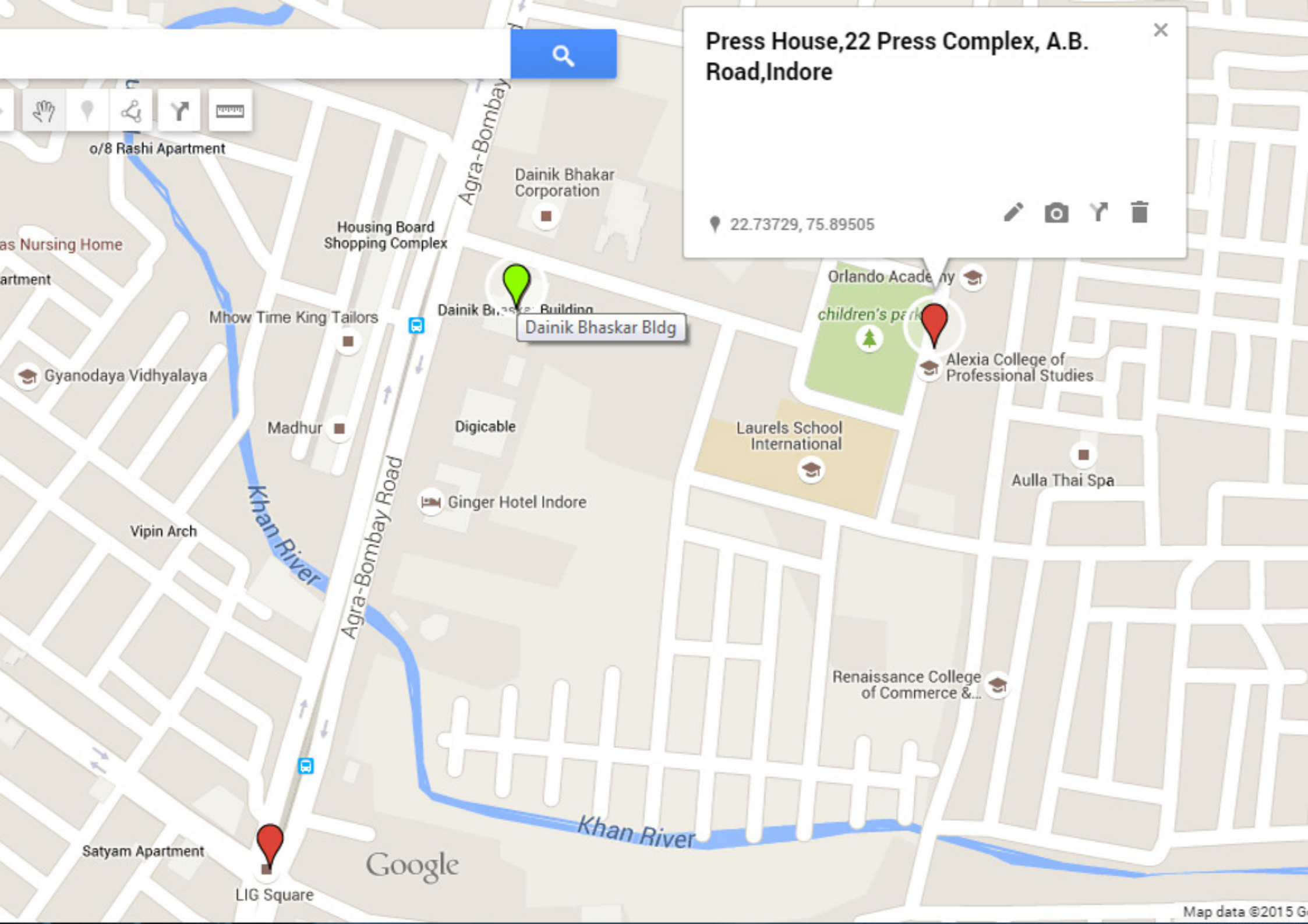
Registered Office:  
ST-4 Press House,  
22 Press Complex,  
A.B. Road  
Indore-452008 (M.P.)

Rajesh Jain  
Director  
(Din-01704145)



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

22.73729, 75.89505



o/8 Rashi Apartment

as Nursing Home

artment

Mhow Time King Tailors

Housing Board Shopping Complex

Dainik Bhakar Corporation

Dainik B. Building

Dainik Bhaskar Bldg

Orlando Academy

children's park

Alexia College of Professional Studies

Gyanodaya Vidhyalaya

Madhur

Digicable

Laurels School International

Aulla Thai Spa

Vipin Arch

Khan River

Agra-Bombay Road

Ginger Hotel Indore

Renaissance College of Commerce &...

Satyam Apartment

LIG Square

Google

Khan River

**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 26<sup>th</sup> Annual General Meeting of the Members of the Company, to be held on Monday, the 20<sup>th</sup> day of August, 2018 at 01:00 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.:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Jain having DIN: 01704145, who retires by rotation and being eligible, offers himself for re- appointment.
3. To ratify the appointment of M/S ABN & Co.( ICAI FRN: 004447C) as Statutory Auditor of the company and to fix their remuneration.
4. To approve related party transactions.

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of not less than Rs. 1
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**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: 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 26<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 20<sup>th</sup> day of August, 2018 at 01:00 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.

<b>Annexure-'i'</b>	
<b>Details of directors seeking appointment/ re-appointment at the annual general meeting as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges, are provided herein below</b>	
Name of Director	Mr. Rajesh Jain
DIN	01704145
Age	55 years
Qualification	Chartered Accountant
Expertise in Specific Area	Finance
Date of first Appointment on the Board of the Company	05/14/1992
Shareholding in Sylph Technologies Limited	1449400
List of Directorship held in other companies	(1). Sylph Education Solutions Limited (2). Sakshi Powertech Private Limited (3). Sakshi Multitrade Private Limited (4). Saksham Publishers And Printers Limited
Membership / Chairmanships of Audit and stake holders relationship committees	Membership - 3 & Chairmanship - 1
Relationships between directors inter-se	NIL
Place- Indore	SYLPH TECHNOLOGIES LIMITED
Date-17th July, 2018	CIN: L36100MP1992PLC007102
Registered Office:	
ST-4 Press House,	Rajesh Jain
22 Press Complex, A.B. Road,	Director
Indore (M.P.)-452008	DIN: 01704145