

SYLPH TECHNOLOGIES LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th 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 Wednesday, the 11th Day of September, 2019 at 12.30 P.M. to transact the following businesses:-

Ordinary Business:

1. To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2019 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, 2020 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 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 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.”

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

Appoint Mr. Vimal Maheshwari as an Independent Director of the company in place of Mr. Vineet Shrivastav as his tenure as the Independent Director comes to an end.

RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the appointment of Mr.Vimal Maheshwari (DIN: 01654053) as an Independent Director of the Company for a period of five years with effect from 11th September, 2019 , or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes , rules, regulations or guidelines.”

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

To Regularize the appointment of Additional Director, Mrs. Jayshri Jain as an Whole time Director

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mrs. Jayshri Jain (DIN: 01824937) who was appointed as an Additional Executive Director of the Company by the Board of Directors with effect from 30th May 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing for her candidature for the office of Director, be and is hereby appointed as a Whole Time Director of the company .

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 Thursday September 5th, 2019 to Saturday September 7th, 2019 (both Days inclusive).
- c) Shareholders desiring any information as regards the accounts, are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
- d) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to M/s 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 27th AGM of the company and annual report will also be available on the company's website <http://www.sylphtechnologies.com> for downloading. The physical copies of the aforesaid documents will also be available at the company's registered office for inspection during the normal business hours on working days till the date of the meeting. Even after registering E-communication, members are entitled to receive such communication in the physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's email id: mhfl@bsnl.in

- j) Mr. Rajesh Jain (DIN: 01704145) director of the Company, liable to retire by rotation and being eligible and offer himself for re-appointment at the ensuing Annual General Meeting. Brief resume of Mr. Rajesh Jain, nature of 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 27th Annual General Meeting scheduled to be held on Wednesday, 11th September, 2019 at 12.30 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 4th September, 2019.
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. Anand Sethiya, Chartered Accountant (ICAI Membership No. 071993) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” / “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer shall after the conclusion of voting at the general meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.sylphtechnologies.com> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
10. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 8thSeptember, 2019 (9:00 a.m.) and ends on 10thSeptember, 2019 (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 4th September,2019, 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 :

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 111272 then user ID is 111272001***

- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (viii) Click on the EVEN (111272) for “Sylph Technologies Limited” (ISIN-INE706F01013) for which you have to vote.
- (ix) 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.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (xii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) **General Guidelines for shareholders**
 - (a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anandsethiya@yahoo.com with a copy marked to evoting@nsdl.co.in.
 - (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
 - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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
Saksham Publishers and Printers Limited
Sakshi Multitrade Private Limited
Sakshi Powertech Private Limited

Key Management:-

Dr. Rajesh Jain.
Mrs. Jayshri Jain
Mr. Devendra M. Chelawat

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.

ITEM NO. 5

The tenure of Mr. Vineet Shrivastav as an Independent Director of the company has come to an end as per the provisions of the Companies Act 2013 and the rules and regulations made there under and other applicable provisions. Thus Mr.Vimal Maheshwari has been proposed to be appointed as an Independent Director of the Company . The Brief profile is as follows. All related parties shall be abstained from voting on these resolutions.

Mr.Vimal Maheshwari is an experienced professional of varied exposure in the corporate sector at different levels. The multifaceted exposure include the expertise in the field of finance and commercial field. This expertise can be utilized for policy formulation and its successful implementation to achieve the outcome in the predetermined timeline with the vast administrative and supervisory exposure he has.

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

Place- Indore
Date-12th August, 2019

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)

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 27th Annual General Meeting of the Members of the Company, to be held on Wednesday, the 11th day of September, 2019 at 12:30 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, 2019 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.
5. To appoint Mr.Vimal Maheshwari as an Independent Director of the company in place of Mr.Vineet Shrivastav.
6. To Regularize the appointment of Additional Director, Mrs.Jayshri Jain as an Whole Time Director.

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of not less than Rs. 1

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 27th Annual General Meeting of the Company at **ST-4 Press House, 22 Press Complex, A.B. Road, Indore-452008 (M.P.)** on Wednesday, the 11th day of September, 2019 at 12:30 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.

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

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

Telephone: 0731-2571451

Website: www.sylphtechnologies.com

Email: mhfl@bsnl.in

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:

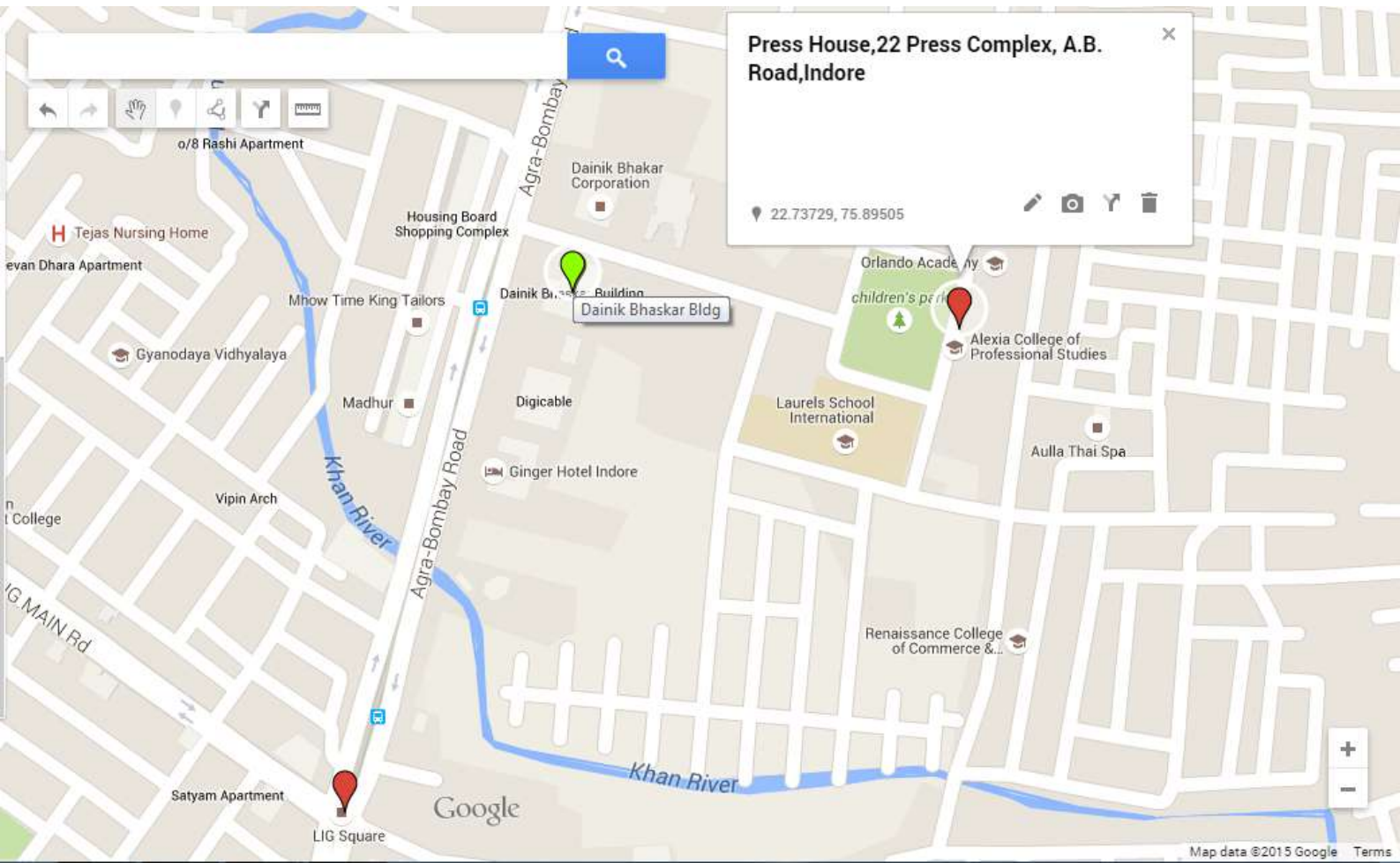
Sr. No.	Resolutions	No.of shares held by me	I assentto the resolution	I dissent from the resolution
ORDINARY BUSINESS				
1.	Adoption of the audited stand alone financial statement of the Company for the Financial Year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon.			

Sr. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
2.	Appointment of a director in place of Mr.Rajesh Jain (DIN: 01704145), who retires by rotation and being eligible, seeks re-appointment.			
3.	Ratification of Appointment of Auditors M/s ABN & Co.(ICAI FRN-004447C) as statutory auditors of the company and to fix their remuneration.			
SPECIAL BUSINESS				
4.	Approval for Related Party Transactions			
5.	Appointment of Mr.Vimal Maheshwari as an Independent Director of the company in place of Mr. Vineet Shrivastav as his tenure as an Independent Director comes to an end.			
6.	To Regularize the appointment of Additional Director,Mrs.Jayshri Jain as an Whole Time Director.			

Place:Indore

Date:12th August,2019

(Signature of the shareholder)



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

22.73729, 75.89505

Dainik Bhaskar Bldg

Orlando Academy
children's park

Alexia College of Professional Studies

Laurels School International

Aulla Thai Spa

Renaissance College of Commerce &...

LIG Square

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