

## Declaration of Results of E-Voting and Poll

As per the provisions of the companies Act, 2013 as also the Listing Agreement, the company had provided the facility of E-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the notice of the 22<sup>nd</sup> Annual General Meeting (AGM). The E-voting was open from 25<sup>th</sup> September 2014 to 27<sup>th</sup> September 2014.

In line with the provisions of the Companies Act 2014 and in terms of Clarification issued by MCA, voting by Show of hands was not permitted at the General Meeting where E-voting has been offered to the Shareholders. Therefore, at the 22<sup>nd</sup> AGM, voting was conducted by means of Poll.

The Board of Directors has appointed Mrs. Pinky Shrivastava, Practicing Company Secretary as the Scrutinizer for E-voting and Poll. The scrutinizer have carried out the scrutiny of all the electronic votes received up to the close of working hours on 27<sup>th</sup> September 2014 and poll received till the conclusion of the meeting and submitted their Report on 30<sup>th</sup> September 2014.

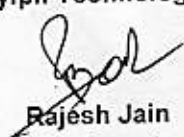
The Consolidated results as per the scrutinizers report dated 30<sup>th</sup> September 2014 is as follows:

PARTICULARS	% VOTES IN FAVOUR	% VOTES IN AGAINST
Consider and Adopt Directors' Report and the Audited Statement of Accounts together with Auditors' Report thereon for the financial year ended 31st March 2014.	57.16%	0.00%
Re-appointment of Director Mr. Vineet Shrivastava who retires by rotation.	57.16%	0.00%
Appointment of Auditors M/S Dahiya & co. and fix their remuneration.	57.16%	0.00%

Based on the consolidated Report of the scrutinizer, all resolutions as set out in the notice of 22<sup>nd</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority

Date: 30<sup>th</sup> September 2014

For Sylph Technologies Limited

  
Rajesh Jain  
(Chairman)



*Disclosure in terms of Clause 35A of Listing Agreement*

<b>SYLPH TECHNOLOGIES LIMITED</b> Registered Office: ST-4 Press, House A.B. Road ,22 Press Complex, Indore CIN: L36100MP1992PLC007102 Date of the AGM : 30 <sup>th</sup> September,2014	
Book closure date	22 <sup>nd</sup> September,2014 - 27 <sup>th</sup> September,2014
Total number of shareholders on record date	5413

No. of shareholders present in the meeting either in person or through proxy	34
Promoters and Promoter Group	2
Public	32

No. of Shareholders attended the meeting through Video Conferencing.	N/A
Promoters and Promoter Group:	N/A
Public	N/A



Details of the Agenda:

**Resolution: Item No. 1- Consider and adopt Directors' Report and the Audited Statement of Accounts together with Auditors' Report thereon for the financial year ended 31st March, 2014.**

**Ordinary Resolution**

**Modes Of Voting : Poll and E-Voting**

Promoter/Pu blic	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1286059	1286059	100	1286059	0	100	0
Public Institutional holders							
Public- Others	6659741	3256036	48.89	3256036	0	100	0
Total	7945800	4542095	57.16	4542095	0	100	0



Resolution: Item No. 2 - Re-appointment of Director Mr. Vineet Shrivastava who retires by rotation.

Ordinary Resolution

Modes Of Voting : Poll and E-Voting

Promoter/Pu blic	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstan ding shares  (3)=[(2)/ (1)]*100	No. of Votes – in favour  (4)	No. of Votes – again st  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]* 100	% of Votes against on votes polled  (7)=[(5)/(2 )]*100
Promoter and Promoter Group	1286059	1286059	100	1286059	0	100	0
Public Institutional holders							
Public- Others	6659741	3256036	48.89	3256036	0	100	0
Total	7945800	4542095	57.16	4542095	0	100	0



Resolution: Item No. 3 - Appointment of Auditors M/S Dahiya & Co. and fix their remuneration.

Ordinary Resolution

Modes Of Voting : Poll and E-Voting

Promoter/Pu blic	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes – in favour	No. of Votes – again st	% of Votes in favour on votes polled  (6)=[(4)/(2)]* 100	% of Votes against on votes polled  (7)=[(5)/ (2)]*100
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)		
Promoter and Promoter Group	1286059	1286059	100	1286059	0	100	0
Public Institutional holders							
Public- Others	6659741	3256036	48.89	3256036	0	100	0
Total	7945800	4542095	57.16	4542095	0	100	0





Ref. ....

Date .....

**Scrutinizer's Report-Combined**

To,  
The Chairman,  
Sylph Technologies Limited,  
St-4, Press House,  
22, Press Complex A. B. Road,  
Indore - (M. P.) India - 452 008

Dear Sir,

1. I, Pinky Shrivastava, Practicing Company Secretary, has been appointed as the Scrutinizer by-
  - (i) The Board of Directors of Sylph Technologies Limited (the company) for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of Companies (Management and Administration) Rules, 2014 and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 22<sup>nd</sup> (Twenty Second) Annual General Meeting of the members of the Company held on Tuesday, 30<sup>th</sup> September, 2014.
  - (ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rules 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 22<sup>nd</sup> AGM of the members of the Company held on Tuesday, 30<sup>th</sup> September, 2014 at the Registered office of the Company at 22, Press Complex, A. B. Road, Indore- 452008 (M.P.).
2. The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules related to E-voting, ballot and Poll on the resolutions contained in the Notice to the 22<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as scrutinizer for E-Voting process and for Poll at the AGM is restricted to Scrutinizer's Report of the votes cast "in Favour" or "Against" the resolutions stated above based on the reports generated from the E-voting system provided by Central Depository Securities India Limited (CDSL) and at the time of poll at AGM. As declared by the Company no physical ballot were received by the Company till the date of AGM.



I have issued separate Scrutinizer's Report dated 30<sup>th</sup> September, 2014 on the E-voting, and on the Poll on the resolutions contained in the Notice of the AGM. As requested by Management, I submit herewith my combined report on the results of E-voting and on Poll as under:

**Item No. 1- Ordinary Resolution**

To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Profit & Loss Account for the financial year ended on that date together with the Directors' Report and the Auditors' Report thereon.

i. Voted in favour of Resolution:

	Number of Members voted through e-voting system and through Poll	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	34	4542095	100%
<b>Total</b>	<b>34</b>	<b>4542095</b>	<b>100%</b>

ii. Voted against the resolution:

	Number of Members voted through e-voting system and through Poll	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

iii. Voted Invalid the resolution:

	Number of Members voted through e-voting system and through Poll	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



**Item No. 2- Ordinary Resolutions**

To appoint Director in place of Mr. Vineet Shrivastava, who retires by rotation and being eligible, offers himself for re-appointment.

**i. Voted in favour of Resolution:**

	Number of Members voted through e-voting system and through Poll	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	34	4542095	100%
<b>Total</b>	<b>34</b>	<b>4542095</b>	<b>100%</b>

**ii. Voted against the resolution:**

	Number of Members voted through e-voting system and through Poll	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**iii. Voted Invalid the resolution :**

	Number of Members voted through e-voting system and through Poll	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**Item No. 3 - Ordinary Resolution**

To appoint M/s M. S. Dahiya & Co. (ICAI FRN - 013855C) Indore, as Statutory Auditors of the Company to hold office from the conclusion of this Meeting and are eligible for re-appointment. The Company has received letter from M/s M. S. Dahiya and Company to the effect that their appointment, if made, would be in accordance with Section 139 of the Companies Act, 2013 and that, they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act, 2013.





i. Voted in favour of Resolution:

	Number of Members voted through e- voting system and through Poll	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	34	4542095	100%
<b>Total</b>	<b>34</b>	<b>4542095</b>	<b>100%</b>

ii. Voted against the resolution:

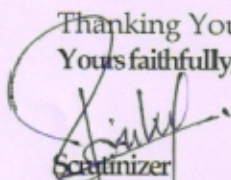
	Number of Members voted through e- voting system and through Poll	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

iii. Voted Invalid the resolution

	Number of Members voted through e- voting system and through Poll	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

Conclusion: All the three resolutions stands passed under e-voting and poll at the Annual General Meeting with requisite majority.

Thanking You,  
Yours faithfully,

  
Scafinizer  
Pinky Shrivastava  
FCS No. 7340  
C.P. No. 8035



Date: 30/09/2014  
Place: Indore



**FORM No. MGT-13**

**Report of Scrutinizer**

Ref. ....

Date .....

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)  
of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
22<sup>nd</sup> Annual General Meeting of the  
Equity Shareholders of Sylph Technologies Limited,  
Held on 30<sup>th</sup> September, 2014 at 11.30 a.m. at  
22, Press Complex , A.B. Road Indore-452008 (MP),

Dear Sir,

I **Pinky Shrivastava, Practicing Company Secretary** appointed as Scrutinizer by the Chairman of the 22<sup>nd</sup> AGM for the purpose of the poll taken on the below mentioned resolution(s), at the 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Sylph Technologies Limited, held on Tuesday, 30<sup>th</sup> day of September at 11.30 a.m. at 22, Press Complex, A.B. Road Indore-452008 (MP), submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and polling papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

**Item No. 1- Ordinary Resolution**

To receive, consider and adopt the Audited Balance sheet as at 31<sup>st</sup> March Directors' Report and the Audited Statement of Accounts together with Auditors' Report thereon for the financial year ended 31<sup>st</sup> March, 2014 (ordinary resolution).

(i) Voted in favour of the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	4542095	100%



(i) Voted against the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(i) Invalid Votes:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

### Item No. 2- Ordinary Resolution

To appoint a director in place of Mr. Vineet Shrivastava, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	4542095	100%

(i) Voted against the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(i) Invalid Votes:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

### Item No. 3- Ordinary Resolution

To appoint M/s M.S. Dahiya & Co. (ICAI FRN- 013855C) Indore as Statutory Auditors of the Company to hold office from the conclusion of this Meeting and are eligible for re-appointment. The Company has received letter from M/s M.S. Dahiya and Company to the effect that their appointment, if made, Would be in accordance with Section 139 of the Companies Act, 2013 and that, they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act, 2013.



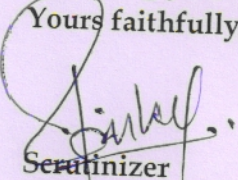
(i) Voted in favour of the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	4542095	100%

(i) Voted against the resolution:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(i) Invalid Votes:		
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

5. A Compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

  
Scrutinizer  
Pinky Shrivastava  
FCS No.: 7340  
C.P.No.: 8035  
Place: Indore  
Dated: 30/09/2014





Ref. ....

30 September, 2014

Date .....

**REPORT OF SCRUTINIZER**

**[E – VOTING]**

[Pursuant to Clause 35B of Listing Agreement and Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Sylph Technologies Limited,  
St-4, Press House,  
22, Press Complex A. B. Road,  
Indore - (M. P.) India - 452 008

Dear Sir,

**Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 and physical ballot forms received from the shareholders who do not have access to e-voting.**

I, Pinky Shrivastava, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Sylph Technologies Limited ("the Company") vide resolution dated 30/06/2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 22<sup>nd</sup> (Twenty Second) Annual General Meeting of the Company held on 30th September, 2014.

The Notice dated 31<sup>st</sup> July, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out materials facts under section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 30th September, 2014.

The Company has availed E-voting facility offered by Central Depository Securities India limited ("CDSL") for conducting E-voting by the shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.



The Shareholders of the Company holding shares as on the "Cut Off" date of 22nd August, 2014 were entitled to vote on the proposed resolutions as set out at Item Number 1 to 3 in Notice of 22<sup>th</sup> AGM of the Company Sylph Technologies Limited.

The voting period for E-voting commenced on 11.00 a.m. on Thursday, September 25th, 2014 up to 4.00 PM on Saturday, September 27, 2014 and the CDSL, E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses, who are not in employment of the company. No votes cast through physical ballot received upto September 30, 2014.

The result of the e-voting is as under:

**Item No. 1- Ordinary Resolution**

To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Profit & Loss Account for the financial year ended on that date together with the Directors' Report and the Auditors' Report thereon.

i. Voted in favour of Resolution:

	Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

ii. Voted against the resolution:

	Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

iii. Voted Invalid the resolution:

	Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



### Item No. 2- Ordinary Resolution

To appoint a director in place of Mr. Vineet Shrivastava, who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of Resolution:

	Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

ii. Voted against the resolution:

	Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

iii. Voted Invalid the resolution :

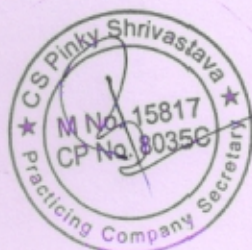
	Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

### Item No. 3- Ordinary Resolution

To appoint M/s M.S. Dahiya & Co. (ICAI FRN- 013855C) Indore as Statutory Auditors of the Company to hold office from the conclusion of this Meeting and are eligible for re- appointment. The Company has received letter from M/s M.S. Dahiya and Company to the effect that their appointment, if made, Would be in accordance with Section 139 of the Companies Act, 2013 and that, they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act, 2013.

i. Voted in favour of Resolution:

	Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL



<b>Total</b>	NIL	NIL	NIL
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ii. Voted against the resolution:

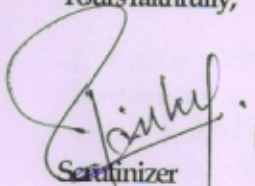
	Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

iii. Voted Invalid the resolution

	Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

The register, all other papers and relevant records relating to e-voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping

Thanking You,  
Yours faithfully,



Secretary  
Pinky Shrivastava  
FCS No. 7340  
C.P.No. 8035  
Date: 30/09/2014  
Place: Indore

