

Date:29th April 2025

To
Listing Compliance Department
BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400001

Ref: BSE Scrip Code 511447, ISIN: INE706F01021

Dear Sir/Ma'am,

Pursuant to the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice of Postal Ballot dated 26th April, 2025 that has been sent to the members on April 29, 2025 for seeking their approval by means of postal ballot through remote e-voting on the following business items:

S.No	Description of Resolution(s)	Type of Resolution
1.	To Approve the appointment of Mr. Jainish Vijaybhai Bhavsar (DIN:10944118) as Non-Executive Independent Director of the Company	Special
2.	Appointment of FHMSV & CO. as Statutory Auditor of the Company for the term till the conclusion of upcoming AGM	Ordinary

The Postal Ballot Notice has been sent to the members holding shares of the Company as on Cut-off date i.e., April 25, 2025 by e-mail to those Members who have already registered their e-mail address with their depository participant/s or the Company's Registrar and Share Transfer Agent, M/s. Purva Sharegistry India Private Limited.

The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide remote e-voting facility to its Members. The e-voting facility will be available during the following period

Commencement of e-Voting	April 30, Wednesday 2025
End of e-Voting	May,29 Thursday 2025

We request you to kindly take the above information on record and oblige.

For SYLPH TECHNOLOGIES LIMITED

PRANAY VAID
MANAGING DIRECTOR
(DIN: 09816710)

Sylph Technologies Limited

Reg. Office- 228 Part 1, The Zodiac Mall, Bicholi Mardana, Indore(MP),
Corp.Office- SF/S/A, (205/A), Shangrila Arcade, Nr. Shyamal Cross Road,Vejalpur, Ahmedabad 380051
E-mail: sylph.t@yahoo.com

Url: www.sylphtechnologies.com, Contact No. 9904747441

CIN L36100MP1992PLC007102

SYLPH TECHNOLOGIES LIMITED

CIN: L36100MP1992PLC007102

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

Contact No: 9977700223

Website: www.sylphtechnologies.com ; E-mail ID: sylph.t@yahoo.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Wednesday ,April 30, 2025 (from 9:00 A.M)	Thursday ,May,29 2025 (till 5.00 p.m.)

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below is proposed to be passed by the members of the Company, through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board of Directors has appointed Vishakha Agrawal and Associates, Practicing Company Secretaries as scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and 110 of the Act(s), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), 2015 ("Listing Regulations") the Company is providing e-voting facility to its members for voting on the resolution contained in this Postal Ballot Notice through Central Depository Services (India) Limited (CDSL). The members can vote on the resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA Circulars. During the e-voting period, members of the company, holding shares either in physical form or in dematerialized form, as April, 25th Friday 2025 can cast their vote electronically. The remote e-voting facility will be available from 9:00 Hours (IST) on April, 30th Wednesday, 2025 up to 17:00 Hours (IST) on May 29th, Thursday 2025 (till 5.00 p.m.), failing which it will be considered that no vote has been received from the shareholder. The e-voting

facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated to www.bseindia.com and also be displayed on the Company's website www.sylphtechnologies.com

The last date of e-voting, i.e. May 29th, Thursday 2025 (till 5.00 p.m.) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. JAINISH VIJAYBHAI BHAVSAR (DIN:10944118) AS NON-EXECUTIVE INDEPENDENT DIRECTOR 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 Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Jainish Vijaybhai Bhavsar (DIN: 10944118), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Non-executive Director under section 161(1) of the Act, designated as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 10 March 2025 up to 9th March 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Jainish Vijaybhai Bhavsar, be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

ITEM NO. 2: Appointment of M/s. FHMSV & CO., Chartered Accountants, as Statutory Auditors of the Company to fill up casual vacancy, caused due to resignation of MSCS & Co. Chartered Accountants.

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors]

Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and upon recommendation of the Audit Committee, M/s. FHMSV & CO, Chartered Accountants, be and is hereby appointed as Statutory Auditors of the Company w.e.f February 22, 2025, until the conclusion of the next Annual General Meeting of the Company to fill up the causal vacancy caused by the resignation of M/s MSCS & Co., Chartered Accountants on such remuneration as may be decided by Board of Directors in consultation with Auditors in addition to taxes and re - imbursement for out of pocket expenses incurred by the Auditors on audit.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution."

Registered office :
B-102 Parth Vasundhra 325, Sarvsampana Nagar
Kanadiya Road Indore M.P 452016.

By order of the Board
Sylph Technologies Limited

Place: Indore
Date: 26th April, 2025

Pranay Vaid
Managing Director
(DIN: 09816710)

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act, Listing Regulations and MCA Circulars.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, (the “Depositories”) and is available with the Company as on Friday, April 25, 2025. A copy of this Postal Ballot Notice will also be available on the website of the Company the relevant section of the websites of the Stock Exchange on which the Equity Shares of the Company are listed and the website of Central Depository Services (India) Limited (“CDSL”)
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, April 25, 2025. A person who is not a shareholder on this date should treat this notice for information purpose only.
4. The Company is sending Postal Ballot Notice in electronic form only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.
5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of "Listing Regulations". The Company has provided the facility to the members to vote on the resolution through the e-voting facility arranged by Central Depository Services (India) Limited (“CDSL”). The instructions for e-voting are annexed to this Postal Ballot Notice. All the members are requested to cast their votes only through remote e-voting. A member cannot exercise vote by sending physical Postal Ballot.
6. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated to BSE Limited (“BSE”), and also be displayed on the Company’s website www.sylphtechologies.com. The last date of e-voting, i.e. Thursday ,May,29 2025 (till 5.00 p.m.) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
7. All the material documents referred to in the explanatory statement will be available or inspection electronically and at the registered office of the Company, during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting. Members seeking electronic inspection of such documents can send an email to www.sylphtechologies.com
8. **General information and instructions relating to e-voting**
Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its members in respect of the resolution proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the Authorized Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:
 - a) Commencement of e-voting: Wednesday ,April 30, 2025 (from 9.00 AM)
 - b) End of e-voting: Thursday , May,29 2025 (till 5.00 p.m.)
 - c) The cut-off date for the purpose of e-voting is Friday ,April 25 2025
 - d) This communication forms an integral part of the Postal Ballot Notice, which is enclose herewith and is also made available on the website of the Company www.sylphtechologies.com.
 - e) Please read the instructions for e-voting given below before exercising the vote

CDSL e-Voting System – For Remote e-voting or postal ballot**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Wednesday ,April 30, 2025 9:00A.M.(IST) and end Thursday, May,29 2025, During this period shareholders’ of the Company, holding shares either in physical form or in

dematerialized form, as on the cut-off date Friday ,April 25, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in evoting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e- Voting Service Providers i.e.CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. Individual</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login”</p>

	<p>which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e- Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
--	--

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. CDSL and NSDL.

Login type	Helpdesk details
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 and 22-23058542-43.
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

(iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Department (Applicable for both demat shareholders as well as physical shareholders) *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. *If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders 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 EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.sylphtechnologies.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e- Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e- Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. JAINISH VIJAYBHAI BHAVSAR (DIN:10944118) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee of the Board ("NRC") and subject to the approval of the members of the Company, appointed Jainish Vijaybhai Bhavsar (DIN:10944118) as an Additional Director (Non-Executive Independent) of the Company, with effect from March 10th 2025, for a period of 5 (five) consecutive years i.e., up to March 10, 2030 (both days inclusive), not liable to retire by rotation. Mr. Jainish Vijaybhai Bhavsar has consented to be an Independent Director of the Company and has also submitted the necessary disclosures and declarations as required for such appointment. Mr. Jainish Vijaybhai Bhavsar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("Act"). The Company has received notice as per Section 160 of the Act from Mr. Jainish Vijaybhai Bhavsar, signifying his candidature for appointment as an Independent Director of the Company. The desired attributes required of an Independent Director were identified based on the evaluation of the balance of skills, knowledge, and experience on the Board, by the NRC. Based on the same, the NRC recommended the appointment of Mr. Jainish Vijaybhai Bhavsar as an Independent Director of the Company. In the opinion of the Board, Mr. Jainish Vijaybhai Bhavsar fulfils the criteria of independence as prescribed in the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Jainish Vijaybhai Bhavsar skills, background and experience are aligned to the said attributes.

The resolution seeks approval of the members of the Company by way of a special resolution for the appointment of Mr. Jainish Vijaybhai Bhavsar as an Independent Director of the Company.

ITEM NO. 2: APPOINTMENT OF M/S. FHMSV & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY TO FILL UP CASUAL VACANCY CAUSED DUE TO RESIGNATION OF MSCS & CO. CHARTERED ACCOUNTANTS.

M/s.MSCS & Co, Chartered Accountants (Firm Registration No.: 132319W) have tendered their resignation from the position of Statutory Auditors effective from February 13, 2025, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the "Companies Act, 2013 ("Act") and M/s. FHMSV & CO, Chartered Accountants (Firm Registration No. 0128276W) have been appointed by Board to fill the vacancy on 22nd February 2025. Since, a casual vacancy, in terms of Section 139(8) of the Act, caused by the resignation of auditors can be filled up by the Company in General Meeting, as per recommendation of Audit Committee, the Board proposes that M/s. FHMSV & CO, Chartered Accountants (Firm Registration No. 0128276W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. MSCS & Co Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the section 139(1) of the companies Act, 2013.

M/s. FHMSV & CO., Chartered Accountants, (Firm Registration Number 0128276W), ("the Audit Firm"), is a firm of Chartered Accountants registered with Institute of Chartered Accountants of India (ICAI) , It's head office is at Rajkot, Gujarat. It provides Audit and Assurance, Tax and Consultancy Services.

The Board of Directors recommends Ordinary Resolution set out at Item No. 2 for approval by the shareholders of the Company.

Registered office :

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

Place: Indore

Date: 26th April, 2025

By order of the Board

Sylph Technologies Limited

**Pranay Vaid
Managing Director
(DIN: 09816710)**