



# SYLPH TECHNOLOGIES LIMITED

**Registered Office: ST-4 Press House,  
22 Press Complex, A. B. Road, Indore (M. P.) 452008  
CIN - L36100MP1992 PLC 007102**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd 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 (MP), on Wednesday, the 30th day of September, 2015, at 11:30 A.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, 2015 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Jain, having directors identification number 01704145, who retires by rotation and being eligible, offers himself for re- appointment.
3. To ratify the appointment of M/s M.S. Dahiya & Co. (ICAI FRN.-013855C) Indore 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 30th day of September, 2014 for the appointment of statutory auditor, the appointment of M/s M.S. Dahiya & Co. (ICAI FRN.-013855C) 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, 2016 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. Appointment of Mr. Devendra M Chelawat as an independent director.  
To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:  
"RESOLVED that pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 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) and clause 49 of the Listing Agreement, Mr. Devendra M Chelawat (DIN:06894710) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1<sup>st</sup> July 2015 and who holds office till the date of the AGM be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this AGM and up to September 29, 2020, not liable to retire by rotation."
5. Appointment of Mr. Vineet Shrivastav as an independent director.  
To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:  
"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Vineet Shrivastav (DIN: 00838244) who was appointed as director of the company liable to retire by rotation, be and is hereby appointed as an independent director of the Company to hold office for a term of 5 consecutive years from the date of this AGM and up to September 29, 2020, not liable to retire by rotation."
6. Appointment of Smt. Jayshri Jain (Din- 01824937) as a director.  
To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**"RESOLVED** that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Smt. Jayshri Jain (Din- 01824937) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on January 30, 2015 and whose term of office expires at this Annual General Meeting ('AGM'), be and is hereby appointed as a Director of the Company, liable to retire by rotation".

Place- Indore  
Date-29-08-2015

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 (MP)

**Rajesh jain**  
Director  
(Din-01704145)

**NOTES: -**

- a) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no 4 to 6 as stated above is annexed hereto.
- b) 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 proxies 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.
- c) The register of members and share transfer books of the company will remain closed from Saturday 19th September 2015 to Wednesday 23rd September 2015 (both Days inclusive).
- d) 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.
- e) 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 Shareregistry (India) Private limited address Unit no.9, Shiv Shakti Ind.estt. J.R. Boricha Marg, opp.Kasturba hospital lane Lower Parel (E) Mumbai 400 011 for doing the needful.
- f) 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.
- g) Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company / Depository Participant(s).
- h) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s. Purva Shareregistry (India) Private Limited, Address at Unit no.9, Shiv Shakti Ind. estt. J.R. Boricha Marg, Opp.Kasturba hospital lane LowerPparel (E) Mumbai 400 011
- i) 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.
- j) Members may also note that notice of 23rd AGM of the company and annual report will also be available on the company's website <http://www.sylphtechnologies.com> for being downloaded. 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 entitle 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 [info@sylphtechnologies.com](mailto:info@sylphtechnologies.com).
- k) 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 clause 49 of the Listing Agreement with the stock exchanges are provided in Annexure-iv as attached with the directors report. This statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the stock exchanges.

- I) 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 Clause 35B of the Listing Agreement, the Company will be providing members facility to exercise their right to vote for all the resolutions detailed in the Notice of the 23rd Annual General Meeting scheduled to be held on Wednesday, 30th September, 2015 at 11.30 a.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 Central Depository Services (India) Limited (CDSL). 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4- APPOINTMENT OF MR. DEVENDRA M CHELAWAT AS AN INDEPENDENT DIRECTOR.**

The Board of Directors at its meeting held on 1<sup>st</sup> July 2015 appointed Mr. Devendra M Chelawat (DIN: 06894710) as an Additional Director of the Company with effect from 1<sup>st</sup> July 2015, pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Mr. Devendra M Chelawat will hold office up to the date of the ensuing AGM.

As per the current provisions of company act, 2013 and clause 49 of the Listing Agreement, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Mr. Devendra M Chelawat as independent director under section 149 of the Act and clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years.

In the opinion of the Board, Mr. Devendra M Chelawat fulfill the conditions for appointment as independent director as specified in the Act and the Listing Agreement. He is a person of integrity and possesses relevant expertise and experience to hold the position of independent director. He is independent of the management of the company.

Mr. Devendra M Chelawat is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as director. The company has also received declarations from Mr. Devendra M Chelawat that he meet with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act and under clause 49 of the Listing Agreement.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder the resolution seeks the approval of members for the appointment of Mr. Devendra M Chelawat as an Independent Director of the Company for a term of 5 consecutive years from the date of this AGM and up to September 29, 2020 . He will not be liable to retire by rotation.

Brief resume of Mr. Devendra M Chelawat, nature of his expertise in specific functional areas and names of Companies in which he hold directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the stock exchanges, are provided in Annexure-iv as attached with the directors report.

A copy of the draft letter for the appointment of Mr. Devendra M Chelawat as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

This statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the stock exchanges. No director, key managerial personnel or their relatives, except Mr. Devendra M Chelawat, to whom the resolution relates are interested or concerned in the resolution.

The Board commends the Ordinary resolution as set out in item nos. 4 of the notice for approval by the members.

**ITEM NO. 5- APPOINTMENT OF MR. VINEET SHRIVASTAV AS AN INDEPENDENT DIRECTOR**

Mr. Vineet Shrivastav (DIN: 00838244) is independent director of the Company who hold the position of Director from 14/03/2008.

As per the current provisions of company act, 2013 and clause 49 of the Listing Agreement, independent director are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Mr. Vineet Shrivastav as independent director under section 149 of the Act and clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years.

In the opinion of the Board, Mr. Vineet Shrivastav fulfill the conditions for appointment as independent director as specified in the Act and the Listing Agreement. He is a person of integrity and possesses relevant expertise and experience to hold the position of independent director. He is independent of the management of the company.

Mr. Vineet Shrivastav is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as director. The company has also received declarations from Mr. Vineet Shrivastav that he meet with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act and under clause 49 of the Listing Agreement.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder the resolution seeks the approval of members for the appointment of Mr. Vineet Shrivastav as an Independent Director of the Company for a term of 5 consecutive years from the date of this AGM and up to September 29, 2020. He will not be liable to retire by rotation.

Brief resume of Mr. Vineet Shrivastav, nature of his expertise in specific functional areas and names of Companies in which he hold directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the stock exchanges are provided in Annexure-iv as attached with the directors report.

A copy of the draft letter for the appointment of Mr. Vineet Shrivastav as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

This statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the stock exchanges.

No director, key managerial personnel or their relatives, except Mr. Vineet Shrivastav, to whom the resolution relates are interested or concerned in the resolution.

The Board commends the Special resolution as set out in item nos. 5 of the notice for approval by the members.

#### **ITEM NO. 6- APPOINTMENT OF SMT. JAYSHRI JAIN AS A DIRECTOR.**

The Board of Directors at its meeting held on 30/01/2015 appointed Smt. Jayshri Jain (Din- 01824937) as an Additional Director of the Company with effect from 30/01/2015, pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Smt. Jayshri Jain will hold office up to the date of the ensuing AGM.

It is proposed to appoint Smt. Jayshri Jain (Din- 01824937) as a director of the Company under the provision of Company Act, 2013. The appointment of Smt. Jayshri Jain as a director of the Company shall fulfill the requirement of section 149 of company act to appoint woman director at the Board of company.

In the opinion of the Board, Smt. Jayshri Jain fulfill the conditions for appointment as a director as specified in the Act. She is a person of integrity and possesses relevant expertise and experience to hold the position of director.

Smt. Jayshri Jain is not disqualified from being appointed as Directors in terms of section 164 of the Act and has given his consent to act as director.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder the resolution seeks the approval of members for the appointment of Smt. Jayshri Jain as a Director of the Company liable to retire by rotation.

Brief resume of Smt. Jayshri Jain, nature of her expertise in specific functional areas and names of Companies in which she hold directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the stock exchanges are provided in Annexure-iv as attached with the directors report. This statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the stock exchanges.

No director, key managerial personnel or their relatives, except Mr. Rajesh Jain (Director) and Smt. Jayshri Jain to whom the resolution relates are interested or concerned in the resolution.

The Board commends the Ordinary resolution as set out in item nos. 6 of the notice for approval by the members.

Place- Indore  
Date-29-08-2015

#### **Registered Office:**

ST-4 Press House,  
22 Press Complex, A.B. Road,  
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By Order of the Board of Directors  
**SYLPH TECHNOLOGIES LIMITED**  
CIN: L36100MP1992PLC007102

**Rajesh jain**  
Director  
(Din-01704145)

## **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 Clause 35B of the Listing Agreement, 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 Central Depository Services (India) Limited (CDSL).
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 23, September, 2015.
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" / "Poling 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 favour 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://www.sylphtechologies.com> and on the website of CDSL 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 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>◆ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>OR Date of Birth (DOB)</b>	<p>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.</p> <ul style="list-style-type: none"> <li>◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN (150826075) for "Sylph Technologies Limited" (ISIN- INE706F01013) for which you have to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Place- Indore  
Date-29-08-2015

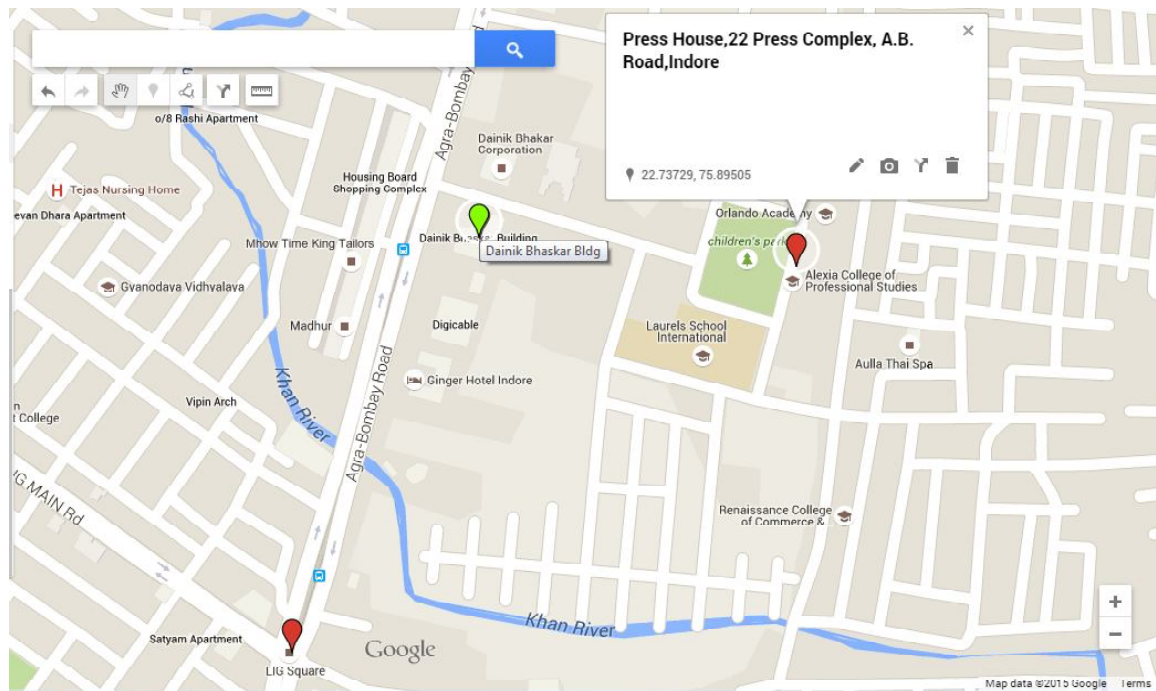
**Registered Office:**

ST-4 Press House,  
22 Press Complex, A.B. Road  
Indore-452008 (MP)

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

**Rajesh jain**  
Director  
(Din-01704145)

## Road Map



**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 (MP)**  
**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 :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Members of the Company, to be held on the Wednesday, the 30th day of September, 2015 at 11:30 a.m at St-4 Press House, 22 Press Complex, A.B. Road, Indore-452008 MP, 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, 2015 and the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Rajesh Jain, having directors identification number 01704145, who retires by rotation and being eligible, offers himself for re- appointment.
3. To ratify the appointment of M/s M.S. Dahiya & Co. (ICAI FRN.-013855C) Indore as Statutory Auditors of the company and to fix their remuneration.
4. Appointment of Mr. Devendra M Chelawat as an independent director.
5. Appointment of Mr. Vineet Shrivastav as an independent director.
6. Appointment of Smt. Jayshri Jain (Din- 01824937) as a director.

Signed this..... day of..... 2015

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  
CIN - L36100MP1992 PLC 007102**

### ATTENDANCE SLIP

I hereby record my presence at the 23rd Annual General Meeting of the Company at **ST-4 Press House, 22 Press Complex, A.B. Road, Indore-452008 (MP)** on Wednesday, the 30th day of September, 2015, at 11:30 A.M.

Member's / beneficial owner's Name (In block letters): \_\_\_\_\_

Folio no./ beneficiary Account no. \_\_\_\_\_

Signature of the Member/ beneficial Owner: \_\_\_\_\_

Proxy/ Authorized Representative \_\_\_\_\_

**Note:** Shareholder/Proxy holder Wishing to attend the meeting must bring the attendance slip to The meeting and hand it over at the entrance of the meeting venue duly signed.