

7th August, 2021

To,
Listing Department,
Bombay Stock Exchange Limited
Phiroz Jeejeeboy Tower,
Dalal Street,
Mumbai - 400001

Sub: Minutes of the 29th Annual General Meeting of M/s. SYLPH TECHNOLOGIES LIMITED held on 2nd August, 2021 as per Regulation 30 of the SEBI (LODR) Regulations, 2015.

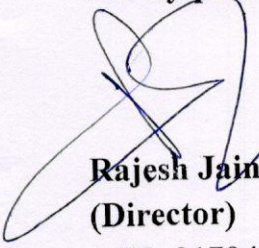
Dear Sir/Madam,

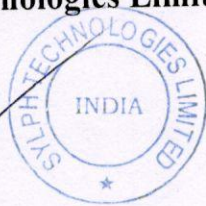
Pursuant to Regulation 30 of the SEBI (LODR) Regulations 2015, we are pleased to inform you that the copy of the minutes of the proceedings of the 29th Annual General Meeting held on Monday, the 2nd Day of August, 2021 at 1.00 P.M at registered office of the company situated at 22, Press Complex A.B. Road Indore (M.P.) 452008 are enclosed herewith.

We hereby request you to kindly take it on records.

Thanking you

Yours faithfully,
For Sylph Technologies Limited


Rajesh Jain
(Director)
DIN: 01704145



Sylph Technologies Limited

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INDORE (M.P.) 452008, INDIA, Phone: 0731-4057141

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CIN L36100MP1992PLC007102

MINUTES OF THE 29th ANNUAL GENERAL MEETING OF THE MEMBERS OF SYLPH TECHNOLOGIES LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT ST-4, PRESS HOUSE, 22 PRESS COMPLEX, A.B. ROAD, INDORE(M.P) – 452008 ON MONDAY 02nd DAY OF AUGUST, 2021 AT 1:00 P.M.

(i) 31 Members Present in person, holding 3615474 shares of Rs. 10 each and 4 members holding 541 shares of Rs. 10 each participated in voting through e-voting facility.

(ii) Proxies present as per Attendance Register:

There were no proxies present as per the Attendance Register.

1. Chairman:

The motion was carried by voice Dr. Rajesh Jain proposed the name of Mr. Vimal Maheshwari as the Chairman which was seconded by Mr. Vineet Shrivastav.

Mr. Vimal Maheshwari took the Chair.

2. Quorum:

Mr. Vimal Maheshwari, chairman of meeting has ascertained and confirmed that requisite quorum (31 members) are present at Annual General Meeting.

3. Welcome Address:

The Chairman made a welcome address to the Members, Auditor and Scrutinizer.

4. Proxies:

The Chairman informed to the Members that no proxies have been appointed by the members.

5. Notice:

With the consent of the Members present, the Notice convening the meeting was taken as read.

6. Auditor and Scrutinizer:

Auditor and Scrutinizer were present in the Annual General Meeting.

7. Agenda:

The Chairman then proceeded with the business to be transacted at the meeting.



Chairman



7.1. Ordinary Business:

With the consent of the Members present, Auditor's Report for the year ended 31st March, 2021, was taken as read and adopted by the members.

Before putting the resolution to vote, the Chairman invited the Members present to seek clarification, if any, on the accounts of the Company. As none sought any clarification, the resolution was then put to vote.

Item No. 1:

Mr. Vimal Maheshwari (DIN:01654053) proposed the following as an Ordinary Resolution which was seconded by Dr. Rajesh Jain (DIN: 01704145):

"RESOLVED THAT in accordance with the provisions of Section 134 of the Companies Act, 2013, the audited Balance Sheet as at 31st March 2021 and the Profit & Loss Account along with the Auditors Report for the year ended as on that date, together with schedules and notes thereon as placed before the Board be and are hereby approved."

FURTHER RESOLVED THAT Dr. Rajesh Jain(DIN: 01704145), Director of the company be and is hereby authorized to digitally sign and submit the e-forms required and necessary documents with the Registrar of Companies, Gwalior."

The resolution was put to vote and on poll was declared passed unanimously.

In accordance with Scrutinizer's Report, on poll was declared as passed with 35 members. 31present in-person holding 3615474 shares voted in favour and 4members holding 541 shares voted in favour through e-voting facility and no vote was casted against the resolution.

Thus the Resolution number-01 has been passed as ordinary resolution.

Item No. 2:

Mr. Vimal Maheshwari (DIN: 01654053), proposed the following as an Ordinary Resolution which was seconded by Mr. Vineet Shrivastav (DIN: 00838244):

"RESOLVED THAT Dr. Rajesh Jain (DIN: 01704145), Director of the Company who retires by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company."

The resolution was put to vote and on poll was declared passed unanimously.

In accordance with Scrutinizer's Report, on poll was declared as passed with 35 members.


Chairman



31 present in-person holding 3615474 shares voted in favour and 4 members holding 541 shares voted in favour through e-voting facility and no vote was casted against the resolution.

Thus the Resolution number-02 has been passed as ordinary resolution.

Item No. 3:

Dr. Rajesh Jain (DIN:01704145) proposed the following as an Ordinary Resolution which was seconded by Mr. Vineet Shrivastav (DIN: 00838244).

“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, 2022 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.”

The resolution was put to vote and on poll was declared passed unanimously.

Also in accordance with Scrutinizer's Report, on poll was declared as passed with 35 members. 31 present in-person holding 3615474 shares voted in favour and 4 members holding 541 shares voted in favour through e-voting facility and no vote was casted against the resolution.

Thus the Resolution number-03 has been passed as ordinary resolution.

Item No. 4:

Dr. Rajesh Jain (DIN:01704145) proposed the following as an Ordinary Resolution which was seconded by Mr. Vineet Shrivastav (DIN: 00838244).

“RESOLVED THAT in accordance with the applicable provisions of SEBI (LODR) Regulations 2015, the company intends to appoint Mr. Rajendra Verma as an Additional Director of the Company till the conclusion of ensuing Annual General Meeting, then in

accordance with the Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, will be appointed as an Independent Director, subject to the approval of shareholders in the ensuing Annual General Meeting.

The resolution was put to vote and on poll was declared passed unanimously.


Chairman



Also in accordance with Scrutinizer's Report, on poll was declared as passed with 35 members. 31 present in-person holding 3615474 shares voted in favour and 4 members holding 541 shares voted in favour through e-voting facility and no vote was casted against the resolution.

Thus the Resolution number-04 has been passed as ordinary resolution.

Special Business:

Item No. 5:

Mr. Vimal Maheshwari (DIN:01654053) proposed the following as an Special Resolution which was seconded by Mr. Anand Jain:

“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, if any 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, providing or availing and loans and advances, 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 are hereby authorized to take such steps as may be necessary 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.”

The resolution was put to vote and on poll was declared passed unanimously.

Also in accordance with Scrutinizer's Report, on poll was declared as passed with 33 members, as the promoters abstained from voting, 29 members present in-person holding 35400 shares voted in favour and 4 members holding 541 shares voted in favour through e-voting facility and no vote was casted against the resolution.




Chairman

Thus the Resolution number-05 has been passed as special resolution.

Item No. 6:

Mr. Vimal Maheshwari (DIN:01654053) proposed the following as an Special Resolution which was seconded by Mr. Anand Jain:

“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. Rajendra Verma as an Independent Director of the Company for remaining term of Late Mr. Devendra M. Chelawat with effect from 2nd August, 2021, or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

The resolution was put to vote and on poll was declared passed unanimously.

Also in accordance with Scrutinizer's Report, on poll was declared as passed with 35 members. 31 present in-person holding 3615474 shares voted in favour and 4 members holding 541 shares voted in favour through e-voting facility and no vote was casted against the resolution.

Thus the Resolution number-06 has been passed as special resolution.

VOTE OF THANKS:

Mr. Vineet Shrivastav proposed a vote of thanks to the Chair which was seconded by Mr. Anand Jain. Thereafter, the Chairman declared the meeting as concluded at 02.00 P.M.

Place: Indore
Date: 05/08/2021



Mr. Vimal Maheshwari
DIN: 01654053
(Chairman)


Chairman