

Date-September 4,2023

To,  
The General Manager,  
Corporate Relationship Department,  
BSE Limited,  
Phiroz Jeejeebhoy Tower,  
Dalal Street, Mumbai — 400001,  
Maharashtra, India

**Reference: ISIN- INE706F01021; Scrip Code-511447; Symbol-SYLPH**

**Subject-Filing Of Annual Report of Sylph Technologies Limited for the financial Year 2022-23**

Dear Sir/Madam,

We are pleased to submit copy of the Annual Report of the company for the Financial Year 2022-23.

The 31<sup>st</sup> Annual General Meeting is to be held on 28<sup>th</sup> September 2023 at 02:P.M (IST) Through Physical Mode at the registered office of company.

You are requested to take on record above said document.

Thanking You,

**For Sylph Technologies Limited**

FOR, SYLPH TECHNOLOGIES LIMITED  
  
DIRECTOR/AUTHORISED

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

### **Sylph Technologies Limited**

Reg. Office- G-18A, Rajani Bhawan, 569/2, M.G.Road, Indore (M.P.) 452001  
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](http://www.sylphtechnologies.com), Contact No. 9904747441

CIN L36100MP1992PLC007102

## Company Information

**COMPANY  
INFORMATION  
BOARD OF  
DIRECTORS**

Mr. Pranay Vaid	Executive Director- Managing Director w.e.f. 24/12/2022 Managing Director w.e.f. 07/02/2022
Mr. Pankaj Kalra	Non-Executive - Independent Director w.e.f.20/03/2023
Ms. Archana Gulia	Non-Executive - Non Independent Director w.e.f.20/03/2023
Mrs. Minaxi M Pareek	Non-Executive - Independent Director w.e.f.20/03/2023
Ms. Radhika Tripathi	Company Secretary w.e.f.04/03/2023
Mr. Priyesh Balkrishnabhai Shah	Director up to 19/06/2023
Mr. Ami Sapanbhai Cyclewala	Director up to 19/06/2023
Mr. Digant Narendrabhai Desai	Additional and Executive Director up to 13/ 06/ 2022
Mr. Amarlal Arjandas Kukreja	Managing Director upto 07/02/2023
Mrs. Mona Amarlal Kukreja	Director upto 07/02/2023
Mr. Rajesh Jain	Non-Executive - Non-Independent Director upto 31/08/2022
Mr. Vimal Maheshwari	Non Executive- Independent Director upto 13/06/2022
Mr. Rajendra Verma	Independent Director upto 13/ 06/ 2022
Mr. Varsha Inchurkar	Company Secretary upto 16/11/2022
Mr. Komal Mangharam Keshwani	Company Secretary upto 13/02/2023

**Statutory Auditors** *M/S Inani & Inani,*  
Chartered Accountants

**Internal Auditor**

*M/s Nagar A & Associates,*  
*Chartered Accountant*  
*Gurugram*  
(FRN:0033399N)

**Bankers & Financial Institutions**

AU Small Finance Bank  
*Bank of India*

**Registered Office**

*201 E Johari Palace 51 M G Road Indore*  
*Tukoganj Indore MP 452001 IN*

**Corporate Office**

*201 E Johari Palace 51 M G Road Indore*  
*Tukoganj Indore MP 452001 IN*

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## **NOTICE**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting (AGM) of the Members of Sylph Technologies Limited will be held at 201- E Johari Palace, 51 M G Road , Tukoganj Indore MP 452001 IN on Thursday 28th day of September 2023 at 2.00 p.m. to transact the following businesses:

Details of the meeting are as follows:

**Topic: 31st Annual General Meeting**

**Time: September 28, 2023 02:00 P.M. India**

## **ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31<sup>st</sup> March 2023, Profit and Loss Account (Statement of Profit and Loss) for the year ended on that date, Cash Flow Statement and the Notes together with the Reports of the Directors and Auditor thereon.
2. To appoint a Director in place of **Ms. ArchanaGulia (DIN: 09816488)**, Director, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

**“RESOLVED THAT Ms. Archana Gulia(DIN: 09816488)**, who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retireby rotation”.

3. To appoint **M/s. BMGS & Associates**, Chartered Accountants, Delhi as statutory auditors of the Company and to fix their remuneration in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, **M/s. BMGS & Associates,, Chartered Accountants,Delhi** be and

are hereby appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 31<sup>ST</sup> Annual General Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting to be held in the financial year 2027-28 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

### **SPECIAL BUSINESS:**

**1. Approval of appointment of Mr. Pranay Vaid (DIN: 09816710) as the Managing Director of the company in terms of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, approval of the Members be and is hereby accorded for the appointment of Mr. Pranay Vaid (DIN: 09816710) as Managing Director of the Company , for a period of five years from September 28, 2023 to March 31, 2028 and payment of remuneration for the aforesaid period on the terms and conditions, as approved by the Nomination & Remuneration Committee and Board in its meeting held on February 07, 2023.

“**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to do, as they may in their absolute discretion deem fit, to do all such acts, deeds, matters, for as may be necessary for giving effect to the aforesaid resolution.

**2. TO APPROVE ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special resolution:**

“**RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be

required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), consent of the members be and is hereby accorded to amend Clause III (the Object Clause) of the Memorandum of Association of the Company in the following manner:

**a. by replacing the existing objects listed at sub clause 1, 2, 3 and 4 by the following new sub-clauses of Clause III(A) (Main Objects) of Memorandum of Association of the Company:**

1. To buy, sell, deal in import, export, carry on research & development and work, to design, develop system software, application software and any other software in India abroad, to impart training, conduct seminars, workshop, capsule courses on computers, computers maintenance, software development, software export and depute personnel to develop & design software in India & abroad and to start ISDLAN (Integrated Services Digital Local Area Network), Dial for data centers, Technology parks in India and abroad, internet services providers, IPS communication link and to provide consultancy services, advices in India and abroad about computer education, software & electronics.

2. To carry on the business, in India and abroad, of dealer, trader, import and export agents, representatives, contractors, buying and selling agents brokers, importers, buyers, sellers, exporters and to buy sell, or otherwise trade and deal in goods, produce, articles, products and merchandise of all types, on a wholesale cash and carry basis including minerals and metals, precious metal, oil and petroleum products, refinery products including petroleum jelly, paraffin and other substances, edible oil, natural and artificial substance, stainless and special steels, alloys and ferrous, nonferrous metals, auto parts, tools and implements dies, jigs, steel pipes and tubes pipe fittings, iron and steel products, cast iron, steel and tubular structural, scrap, chemicals and petrochemicals, capital goods, household articles, general merchandise, electronic items, electrical appliances, apparels, accessories, stationery items, over the counter drugs, home and office furnishing, beauty and lifestyle products, and other ancillary items, carbon credits, commodities and other derivatives, and to carry on all or any of the businesses of procurers, generators, suppliers, distributors, converters, transmitters, stores, carriers, importers and exporters of, and dealers in, all kind of products, services essential for life's energy needs, from all or any kind of sources or forms of energy.

3. To carry on in India or abroad the business of manufacturing, assembling, fabricating, buying, selling, trading, distributing, exporting, importing, exchanging and dealing in all types of electric vehicles, to manufacture, assemble, fabricate, buy, sell, trade, export, import distribute, exchange and deal in all kinds of vehicles which are either partially or fully powered on electric power for propulsion on land, sea, or in air or in any combination thereof and vehicles of all descriptions propelled or assisted by means of electric power, to act as manufacturer, assembler, fabricator,



buyer, seller, exporter, importer, trader, distributor, exchanger and dealer of all kinds of components, apparatus, accessories, equipment, power batteries, parts of all kinds and descriptions and any other component related to electric vehicles or required for the maintenance and working of electric vehicles. and to run, operate, manage, lease and franchise outlets, shops and showroom to sell, buy, trade, export, import, service, repair, maintain and exchange electric vehicles of all types and descriptions in India and rest of the world

4. To carry on business of purchase, sale, subscription, acquisition, investment or dealing in shares, units, negotiable instruments, foreign exchange, debentures, bonds, obligations, mortgages, and securities of any kind, movable and immovable assets and any interest therein and lending and advancing money or give credit to any persons and to advance loans and to make investment in securities, shares, mutual funds, bonds, warrants, debentures, or any other kind of interest or instrument carrying rights.

**b. by inserting the following new sub-clause after sub clause 4 of Clause III(A) (Main Objects) of Memorandum of Association of the Company and accordingly, the existing objects listed at sub clause 5 will be re-numbered as 6:**

5. To carry on new edge technology and data driven businesses, trades and activities, essentials for enhancing quality of life, environment or otherwise, having economic values and to undertake these businesses either individually or in collaboration with other persons, companies or corporations and to enter into agreements and contracts, strategic alliances, business association, joint-ventures, partnerships or into any arrangement for sharing profits, union of interest, co-operation, reciprocal concession or other alike business propositions, with such person, firm, corporate or other entity carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company.

**c. The existing objects listed at sub clause 6 will be deleted**

**d. by replacing the existing objects listed at sub clause 8 by the following new sub clause of Clause III(A) (Main Objects) of Memorandum of Association of the Company:**

8. To carry on the business of manufacturers, designers, repairers, installers, merchants, importers, exporters, agent for sale and distributors of and dealers in water processing equipment and purifiers, and water softeners of every description, and all appliances equipment, materials, apparatus, articles and things required for use in connection therewith or in connection with the

purifying, filtering, softening, storage and supply of water, and of and in water filtration, sterilization, sedimentation and softening, plant, machinery and materials, and reagent measuring apparatus, wet and dry feeders, zeolite and base exchange plant, heating, chlorinating and ozonizing apparatus of all kinds, importers, manufacturers of and dealers in chemicals, electrical, industrial and other preparation, articles and compounds and minerals, chemists and chemical manufacturers, and to make, build, construct, lay down and maintain water purification plant, reservoirs, waterworks, cisterns, culverts, filter beds, main and other pipes, and appliances, and to execute and do all other work and things necessary or convenient for obtaining storing, selling, delivering, measuring and distributing water including e-waste management process and providing consultancy services for the same.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.

**3. Appointment of Mr. Shailesh Bajibhai Patel (DIN: 02456670) as a Non- Executive Independent Director of the Company.**

**i. To consider and if thought fit, to pass the following resolution as Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee for appointment of Mr. Shailesh Bajibhai Patel (DIN : 02456670) as a Non -Executive Independent Director of the Company w.e.f. September 28<sup>th</sup> ,2023 who has submitted a declaration that he meets the criteria for the independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and Shailesh Bajibhai Patel be and is hereby, appointed as a Non-Executive Independent Director of the Company and not liable to retire by rotation, to hold office for a period of five years with effect from September 28<sup>th</sup> ,2023

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By order of the Board  
Sylph Technologies Limited**

**Date: August 28<sup>th</sup>, 2023**  
**Place: Indore**  
**Managing Director**

**Pranay Vaid**  
**DIN: 09816710**

**NOTES:-**

- a) Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
- b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/herself and the proxy need not be a member. The proxy form should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- c) Since the AGM will be held Physically, the Route Map is annexed in this Notice.
- d) Details of Director retiring by rotation/seeking re-appointment at this meeting are provided in the Annexure to this Notice.
- e) A Corporate Member intending to send its authorized representative to attend the meeting in terms of section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the meeting atleast 48 hours before the meeting.



- f) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to attend and/or vote.
- g) Details of Director retiring by rotation/seeking re-appointment at this meeting are provided in the Annexure to this Notice.
- h) The Notice of AGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on 25<sup>th</sup> August, 2023
- i) Copies of Annual Report, notice of AGM are sent to the members through email who have registered their mail addresses with the company/Depository Participant (DP)/Company's Registrar and Transfer Agent(RTA
- j) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agent M/s. PurvaSharegistry (India) Private limited, Address at-Unit no.9, Shiv Shakti Ind. estt. J.R. BorichaMarg, Opp. Kasturba hospital lane Lower Parel (E) Mumbai 400011
- k) Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company / Depository Participant(s).
- l) Members whose email id address is not registered with the company are being sent Physical copies of the Notice of AGM and Annual Report at their registered address through permitted mode.
- m) Members whose email id address is registered with the company and who wish to receive printed copy of the Annual Report may send their requests to the Company at [sylph.t@yahoo.com](mailto:sylph.t@yahoo.com). The members may also send requests to the Company's investor email id: [sylph.t@yahoo.com](mailto:sylph.t@yahoo.com).
- n) Members may also note that notice of 31st AGM of the company and annual report will also be available on the company's website <http://www.sylphtechnologies.com> for downloading. The physical copies of the aforesaid documents will also be available at the company's registered office for inspection during the normal business hours on working days till the date of the meeting. Even after registering E-communication, members are entitled to receive such communication in the physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's email id: [sylph.t@yahoo.com](mailto:sylph.t@yahoo.com).
- o) The register of members and share transfer books of the company will remain closed from Friday September 22, 2023 to September 28, 2023(both Days inclusive).
- p) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving Annual Reports and other communications from the Company electronically.

**q) VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company will be providing members facility to exercise their right to vote for all the resolutions detailed in the Notice of the 31<sup>st</sup> Annual General Meeting scheduled to be held on Thursday, 28<sup>th</sup> September, 2023 at 02.00 P.M. by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). The detailed procedure to be followed in this regard has been given in Annexure - A to the notice. The members are requested to go through Annexure - A carefully.

- r) Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.
- s) 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.
- t) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to M/s Purva Sharegistry (India) Private limited, address Unit no.9, Shiv Shakti Ind.estt. J.R. Boricha Marg, opp. Kasturba hospital lane Lower Parel (E) Mumbai 400011 for doing the needful.
- u) 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.
- v) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agent M/s. Purva Sharegistry (India) Private limited, Address at-Unit no.9, Shiv Shakti Ind. estt. J.R. Boricha Marg, Opp. Kasturba hospital lane Lower Parel (E) Mumbai 400011
- w) 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.



x) **The instructions to shareholders for E Voting and joining Virtual Meetings are as under:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **Monday, September 25th, 2023 (9:00 AM) and ends on Wednesday, September 27th, 2023 (05:00 P.M)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 22th, 2023 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. 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 shareholder's/retail shareholders are 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 e-voting process.

- iv. 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 abovesaid SEBI Circular, Login method for e-Voting **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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Individual  
Shareholders  
holding  
securities in  
demat mode  
with NSDL  
Depository

- 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.nSDL.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” 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 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>
- 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.



Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<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>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth	<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>• 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.</li> </ul>

(DOB)	
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- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant **Sylph Technologies Limited** on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **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](http://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 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.

Alternatively Non Individual shareholders are required mandatory 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; [sylph.t@yahoo.com](mailto:sylph.t@yahoo.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 [sylph.t@yahoo.com](mailto:sylph.t@yahoo.com).
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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33



## EXPLANATORY STATEMENT

### (Pursuant to section 102 of Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the businesses mentioned under item no.1,2,3 of the accompanying notice:

#### **ITEM NO. 1**

The approval of members for appointment of Mr. Pranay Vaid (DIN: 09816710) as Managing Director of the Company, for a period of Five years from September 28, 2023 to March 31, 2028 and payment of remuneration for the aforesaid period on the terms and as approved by the Nomination & Remuneration Committee in its meeting held on February 07, 2023.

The present proposal is to seek the Shareholders' approval for the appointment of Mr. Pranay Vaid as the Managing Director in terms of the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). The remuneration payable to him shall remain the same as recommended by the Nomination and remuneration committee.

#### **ITEM NO. 2**

The Board of Directors of your company has considering the company's long-term business plan to expand its business further into different segments and to utilize the resources in more optimum ways, decided in their duly convened Board Meeting held on August 28, 2023 to amend, subject to members approval, the Object Clause of the Memorandum of Association of the Company, which will enable your Company to take certain new activities, in addition to company's existing businesses, more particularly described in the resolution proposed for members approval at Company's ensuing Annual General Meeting.

This amendment is aiming to expand the Company's scope of operations, diversify in new business segments, and thereby augment not only the revenues but profits as well in years to come and accordingly, the Board of Directors of your Company has approved and recommended amendment to the object clause of the MOA, as detailed in the resolution stated at item No. 2 of this notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice, except to the extent of their shareholding, if any

#### **ITEM NO. 3**

On the recommendation of the Nomination & Remuneration Committee and subject the approval of shareholders in this AGM, the company has appointed Mr. Shailesh Bajibhai Patel as a Non Executive Independent Director for a term of 5 years with effect from September 28th, 2023. In terms of section

160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Shailesh Bajibhai Patel as Non executive Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Shailesh Bajibhai Patel to be appointed as Independent Director of the Company. The Company has received a declaration from Mr. Shailesh Bajibhai Patel confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Shailesh Bajibhai Patel consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Shailesh Bajibhai Patel fulfils the conditions specified in the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Shailesh Bajibhai Patel knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as Non Executive Independent Director for a period of five years with effect from September 28<sup>th</sup>, 2023.

**Brief profile of Mr. Shailesh Bajibhai Patel is given below:**

Name of Director	Mr. Shailesh Bajibhai Patel
DIN	<b>02456670</b>
Date of Birth	31/01/1968
Qualification	Graduate
Experience	33years
No. of Shares held in the Company	<b>Nil</b>

Directorship in Companies

As mentioned in below table

**DIRECTORSHIP IN FOLLOWING COMPANIES: -**

CIN/FCRN	Company Name	Begin Date
<a href="#">L65921UP1985PLC007489</a>	Arang Projects And Consultant Limited	16/05/2015
<a href="#">U63040GJ2009PTC058270</a>	Welcome Immigration Private Limited	20/12/2014
<a href="#">U67100GJ2012PTC072276</a>	Ksemya Finex Services Private Limited	15/12/2014
<a href="#">U67120GJ2009PTC055986</a>	Shaiji Capital Services Private Limited	28/01/2009
<a href="#">U74900GJ2008PTC053944</a>	Salient Enterprises Private Limited	06/08/2009

**By order of the Board  
Sylph Technologies Limited**

**Date: August 28<sup>th</sup>, 2023****Place: Indore**

**Pranay Vaid  
DIN: 09816710  
Managing Director**

**PROFILE OF DIRECTORS BEING APPOINTED / REAPPOINTED AS REQUIRED UNDER  
PROVISIONS OF COMPANIES ACT, 2013: MRS. ARCHANA GULIA:**

Name of Director	Mrs. Archana Gulia
DIN	<b>07607783</b>
Date of Birth	21/03/1998
Qualification	Graduate
Experience	3 years
No. of Shares held in the Company	<b>Nil</b>
Directorship in Companies	As mentioned in below table

**DIRECTORSHIP IN FOLLOWING COMPANIES: -**

CIN/FCRN	Company Name	Begin Date
<a href="#">L31909MP2016PLC041592</a>	Godha Cabcon & Insulation Limited	24/01/2023
<a href="#">L36100MP1992PLC007102</a>	Sylph Technologies Limited	20/03/2023

**For SYLPH TECHNOLOGIES LIMITED  
On behalf of the Board**

**Date: August 28<sup>th</sup>, 2023  
Place: Indore**

**Pranay Vaid  
DIN: 09816710  
Managing Director**

**BOARDS' REPORT**

To,

The Members of

**SYLPH TECHNOLOGIES LIMITED**

The Board of Directors hereby submits the report of the business and operations of your company (“the Company” or “SYLPH Technologies limited”) along with the audited financial statements, for the financial year ended March 31, 2023.

**1. FINANCIAL PERFORMANCE:**

The financial performance of the Company for the Financial Year ended March 31, 2023 is summarized below: **-(Amount in Lakh)**

Particulars	Current year	Previous Year
	(2022-23)	(2021-22)
Revenue from Operation (Including other Operating Income)	1452.5	23.44
Other Income	79.4	90.32
<b>Total Income</b>	<b>1531.8</b>	<b>113.76</b>
Expenses (other than Finance Cost)	1468.1	70.06
Finance Cost	0	4.21
<b>Total Expenses</b>	<b>1468.1</b>	<b>74.27</b>
<b>Profit Before Tax</b>	<b>63.67</b>	<b>39.48</b>
Less: Current Tax	0	6.16



Tax: Deferred Tax/Earlier Year	0	0
<b>Profit/ (Loss) after Tax</b>	<b>63.67</b>	<b>33.33</b>
Surplus brought forward from previous years	0	0
Amount available for appropriations	0	0
Earnings per share (T) :		
Basic	0.43	0.37
Diluted	0.43	0.37

## 2. WORKING PERFORMANCE REVIEW:

During the year under review, the Company has earned revenue from operation of Rs. 1452.45/- Lacs as against the previous year's revenue from operation of Rs. 23.44/-Lacs. The Company incurred profit after tax Rs. 63.67/- Lacs as against profit of Rs. 33.33/- Lacs in the previous year.

## 3. LISTING OF SECURITIES:

The Equity shares of the company are presently listed only on **BSE Limited**.

## 4. TRANSFER TO RESERVE:

During the year the company has not proposed to transfer any amount to the General Reserve.

## 5. SHARE CAPITAL

The issued, subscribed, paid up equity capital as on March 31, 2023 was Rs. 14,90,00,000/-. The Authorised Capital of Company is Rs. 150000000/-. During the year under review, the Company has not issued shares to its shareholders. Further that none of the directors were holding convertible instruments as on date.

## 6. DIVIDEND:

Your Directors have considered it financially prudent in the long-term interest of the Company to reinvest the profits in the business of the Company to build a strong reserve base and grow the

business of the Company. No final dividend has therefore been recommended for the year ended March 31, 2023.

**7. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:**

Pursuant to regulation 34 of the SEBI (listing obligation and disclosure requirement) regulation 2015, the management discussion and analysis report and corporate governance report are appended as Annexure-‘B’ and forms a part of this Annual Report.

**8. PERFORMANCE AND FINANCIAL POSITION OF ASSOCIATE COMPANIES**

As per Companies Act, 2013 and as on date the company is neither having any Subsidiary Company u/s 2(87) nor any Associate Company u/s 2(6) and hence, do not call for any disclosure under this head.

**9. ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 in Form MGT-9 is annexed here with for your kind perusal as “**Annexure-3.**”

**10. DIRECTORS' RESPONSIBILITY STATEMENT :**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

In the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards read with

- a) requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **11. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY/INTERNAL FINANCIAL CONTROLS:**

The directors has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Auditor is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

#### **12. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

#### **13. DIRECTORS AND KEY MANAGERIAL PERSON**

During the Year under review, the following changes have taken place in the Directors & KMPs of the Company. In compliance with the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory modification(s) or re-enactment



thereof for the time being in force) and Regulation 17 of SEBI (LODR) Regulation 2015, the composition of Board of Director and Key Managerial Personnel are as follows:

S.No.	Key Managerial Person Name	DIN/ PAN	Designation	Date of Appointment	Date of Cessation
1.	Pranay Vaid	09816710	Managing Director	24-12-2022	-
2.	Minaxi Pareek	09769729	Non-Executive Independent Director	16-02-2023	-
3.	Pankaj Kalra	09816592	Non-Executive Independent Director	24-12-2022	-
4.	Archana Gulia	09816488	Non-Executive Independent Director	24-12-2022	-
5.	Ami Sapanbhai Cyclewala	09561765	Non-Executive Independent Director	12-04-2022	19/06/2023
6.	Priyesh Balkrishnabhai Shah	08546964	Non-Executive Independent Director	12-04-2022	19/06/2023
7.	Radhika Tripathi	CDCPT0997E	Company Secretary	04/03/2023	-
8.	Vinita Bhandari		CFO	01/09/2021	-
9.	Komal Mangharam Keshwani	CYVPK2854 B	Company Secretary	17/11/2022	13/02/2023
10.	VarshaInchurkar	AFCPI6275G	Company Secretary	-	16/11/2022

#### **14.STATE OF COMPANY’S AFFAIRS:**

Company is a software technology company in India, providing software development services & solutions with services such as outsourcing software development, web development, product development, strategy consulting, offshore software development, e-commerce for web and mobile enablement.

The Company operates in four segments namely Information Technology, Education, Printing and Publishing Newspapers and Trading of Solar Power Plant and the company has also acquired rights for the Publication of a 27yearold Newspaper. During the period t/he company has operated in four segment mentioned previously. But the revenue ismainly from Job Work Related Services hence the company has identified it as it’s major segment.

The company has also engaged in providing BPO Service & KPO Service. KPO providing services in the field of Accounting, Income tax, Service Tax, VAT, CST, GST, Custom Duty and other duties and taxes,

Auditing, Corporate Services, Company law matters, Financial & Legal Consultancy and Tax Management. For the purpose of enhancement, diversification and availing future opportunities during the year company has started trading of Solar Power Product.

#### **15. DECLARATION BY INDEPENDENT DIRECTORS:**

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued there under as well as Regulation 16(1)(b) of Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force).

#### **16. MEETINGS OF THE BOARD OF DIRECTORS**

The following Meetings of the Board of Directors were held during the Financial Year 2022-23:

<b>S. No.</b>	<b>Date of Meeting</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1.	12-04-2022	3	3
2.	25-04-2022	5	5
3.	13-06-2022	5	5
4.	04-08-2022	5	5
5.	12-08-2022	5	5
6.	19-09-2022	4	4
7.	07-11-2022	4	4
8.	16-11-2022	4	4
9.	24-12-2022	4	4
10.	07-02-2023	7	7
11.	13-02-2023	5	5
12.	16-02-2023	5	5
13.	04-03-2023	6	6
14.	20-03-2023	6	6

#### **17. FORMAL ANNUAL EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and other applicable legal provisions, if any, annual performance evaluation of Board was carried out by Independent Directors in their separate