

March 21, 2023

To
Listing Department,
Bombay Stock Exchange Limited
Phiroz Jeejeeboy Tower,
Dalal Street, Mumbai - 400023

Dear Sir/Madam,

Sub: Submission of Notice of Postal Ballot

Ref: BSE Scrip Code 511447, ISIN: INE706F01013

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot. The Notice is being sent on Tuesday 21st March, 2023 to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, 17th March, 2023.

The voting period will commence from Thursday 23rd March, 2023 at 9.00 a.m. IST and end on Friday, 21st April, 2023 at 5.00 p.m. IST. Kindly take the same on record and oblige.

Thanking You,

For **SYLPH TECHNOLOGIES LIMITED**

PRANAY VAID
MANAGING DIRECTOR
(DIN: 09816710)
ENCL: A/a

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, Contact No. 9904747441

CIN L36100MP1992PLC007102

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Reg. Office- G-18A, Rajani Bhawan, 569/2, M.G.Road, Indore (M.P.) 452001

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POSTAL BALLOT NOTICE**[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and MCA Circulars.]**

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Sylph Technologies Limited ("the Company") by means of Postal Ballot, only through remote e-voting process ("E-Voting"), pursuant to Section 108, 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs ("MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued under Regulation 101 (SEBI Circulars) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modification or re-enactment thereof for the time being in force).

The Explanatory Statement pursuant to Section 102(1) Companies Act, 2013 and other applicable provisions of the Said Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

In accordance with the MCA Circulars referred above, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, 17th March, 2023 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Board of Directors has appointed, Ms. Pooja Gwalani (Membership No. ACS 29004) Practicing Company Secretary, as the Scrutinizer for scrutinizing the postal ballot voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the postal ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote E-Voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes annexed to this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Friday, 21st April, 2023

(the last day to cast vote electronically) to be eligible for being considered.

In compliance with the provisions of Section 108 of the Act read with the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time the Company is providing remote e-voting facility to its Members for voting on the resolution contained in this Postal Ballot Notice. The Company has made an arrangement with National Securities Depository Ltd ("NSDL") for facilitating e-voting for the Members to enable them to cast their votes electronically. The communication of assent / dissent of the members can only be given through the remote e-voting system, in accordance with the MCA and SEBI Circulars.

The Company is also extending the facility to register the email addresses of the members (please refer to the Notes to the Notice) who have not yet registered the same with the Company/ Depository Participants/the Registrar & Transfer Agents (RTA), in order to enable the members to cast their votes through remote e-voting facility.

The Notice of the Postal Ballot has been uploaded on the Company's website www.sylphtechnologies.com under 'InvestorsRelation'. Please read the instructions provided in the Notes to the Notice and record your assent or dissent by means of remote e-voting facility provided by the Company from 09:00 a.m. on Thursday, 23rd March, 2023 - till 05.00 p.m. on Friday, 21st April, 2023. Upon completion of the scrutiny of the votes, the Scrutinizer will submit their report to the Chairman or the Company Secretary.

The result of the e-voting conducted through postal ballot will be announced by the Chairman of the Company on or before Saturday, 22nd April, 2023 at the Registered Office of the Company.

The members are requested to consider and if thought fit, pass the following resolution as Ordinary/Special Resolution, as required.

SPECIAL BUSINESSES:

1. Approval for sub-division/stock split of shares.

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 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, approval of the members be and is hereby accorded, for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs.10/- (Rupees Ten Only) be sub-divided into 10 (Ten) Equity Shares having nominal value of Rs. 1/- (Rupees One Only) each fully paidup.

"RESOLVED FURTHER THAT, pursuant to the Sub-division of equity shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 10/- (Rupees Ten Only) each existing on the Record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 10 (Ten) Equity Shares of nominal value of Rs. 1/- (Rupees Two Only) each fully paid up, as given below:

Details of Sub-division/ Split of Share

Type of Capital	Pre-Split Share Capital Structure			Post-Split Share Capital Structure		
	No. of Eq. Shares	Face Value (₹)	Total Share Capital (₹)	No. of Eq. Shares	Face Value (₹)	Total Share Capital (₹)
Authorised Share Capital	15000000	10	150000000	150000000	1	150000000
Issued, Paid-up and subscribed capital	14900000	10	149000000	149000000	1	149000000

“RESOLVED FURTHER THAT, upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no effect from the Record date, and no letter of allotment shall be issued to the allottees of the new equity shares of Rs. 1/- (Rupees One only) each on sub-division and the Company without requiring the surrender of the old/existing share certificate(s), directly issue and dispatch the new share certificate(s)/Letter of Confirmation(s) of the Company, in lieu of such old/existing share certificates within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before subdivision.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

“RESOLVED FURTHER THAT, the Board of Directors or any Committee thereof, be and is hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub- division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

2. Approval for alteration of the Capital Clause of the Memorandum of Association (“MoA”)

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or reenactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15,00,00,000/- (Fifteen Crores) Equity Shares of Rs. 1/- (Rupees One Only) each.”

“RESOLVED FURTHER THAT, the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

3. Alteration of Memorandum of Association (“MoA”) as per the provisions of the Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT that pursuant to the provisions of Section 4 and 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for Alteration of the of Memorandum of Association of the Company in place of the existing Memorandum of Association of the Company in line with the Companies Act, 2013.

“RESOLVED FURTHER THAT, the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid alteration to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

4. Adoption of Articles of Association (“AoA”) as per the provisions of the Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for adoption of the new set of Articles of Association

of the Company in place of the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT, the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid adoption to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

DATE:20TH MARCH, 2023

PLACE: INDORE

**BY ORDER OF THE BOARD
FOR SYLPH TECHNOLOGIES LIMITED**

**SD/-
PRANAY VAID
MANAGING DIRECTOR
DIN: 09816710**

NOTES AND INSTRUCTIONS:

- 1.** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the Resolution and the reasons thereof is annexed.
- 2.** In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, 17th March, 2023 (“Cut- Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories.
- 3.** Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 17th March, 2023 (“Cut of Date”). A member cannot exercise his/ her vote by proxy on Postal Ballot.
- 4.** As per Section 110 of the Act, read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014, as amended from time to time, the Postal Ballot Notice be served on the members through electronic means only. Accordingly, Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”).
- 5.** The Postal Ballot Notice has been uploaded on the website of the Company, www.sylphtechologies.com , website of Stock Exchanges www.bseindia.com and on website of NSDL, i.e. www.evoting.nsdl.com.
- 6.** The remote e-voting shall commence from 09:00 a.m. on Thursday, 23rd March, 2023 - till 05.00 p.m. on Friday, 21st April, 2023. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- 7.** Members, whose names appear in the Register of Members / list of Beneficial Owners received on the cut- off date i.e. Friday, 17th March, 2023 (as on close of working hours) will be considered for the purpose of e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.
- 8.** It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above mentioned Resolution in accordance with the process specified in this Notice.
- 9.** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations the Company is offering e-voting facility to all its Members to exercise their right to vote. For this purpose, the Company has entered into an arrangement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No.16 of this notice. A Member shall only avail this facility as per the instructions provided herein.
- 10.** Ms. Pooja Gwalani (Membership No. ACS 29004) Practicing Company Secretary has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.
- 11.** Upon completion of the scrutiny of electronic responses, the Scrutinizer will submit report to the Chairman or the Company Secretary of the Company.

12. The results of the Postal Ballot will be declared on or before Saturday 22nd April, 2023. The said result along with scrutinizer's report(s) will be displayed on the Company's website viz., www.sylphtechnologies.com and the website of National Securities Depository Limited viz., www.evoting.nsdl.com. The results shall simultaneously be communicated to the BSE Limited. The decision of the Scrutinizer on the validity of e-voting and any other related matter shall be final.
13. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Friday , 21st April , 2023 , being the last date specified by the Company for e-voting.
14. Members holding shares in demat mode, who have not registered their email addresses or wish to change/update communication details (Address, Bank details, Phone No. etc) are requested to contact their depository participants.

Members who are holding equity shares in physical form and who have not registered their email addresses or wish to change/ update communication details (Address, Bank details, Phone No. etc) are advised to submit below documents to the RTA of the Company M/s. Purva Sharegistry (India) Pvt. Ltd at support@purvashare.com

Type of Change	Documents Required
Change/Registered Email Address/Phone No.	Request letter along with self-attested copy of Permanent Account Number (PAN), Aadhar card
Updating Address	Request letter along with old address proof and new address proof (Aadhar card/Electricity Bill etc.)
Updating Bank Details	Request letter along with canceled cheque (bearing Name of Holder) and self-attested copy of PAN card,Aadhar Card

15. Contact details of the persons responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:

<p>Company Pranay Vaid Managing Director Sylph Technologies Limited G-18A, Rajani Bhawan, 569/2, M.G Road, Indore, Madhya Pradesh, 452001 Tel: 9302140232, Email:sylph.t@yahoo.com Website: www.sylphtechnologies.com</p>	<p>Registrar and Share Transfer Agent M/s Purva Sharegistry (India) Private Limited Unit no 9, Shiv Shakti Ind. Estt. J R Boricha Marg, Opp. Kasturba Hospital lane, Lower Parel (E), Mumbai 400011 Tel : 91-22-2301 6761/8261 Email : support@purvashare.com</p>
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16. Instructions for Remote E-voting:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are 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.jspVisit 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 i.e. NSDL and you will be redirected to e-Voting website of

	<p>NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Pooja Gwalani <cspooja1987@gmail.com> with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Prajakta Pawle) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (sylph.t@yahoo.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

DATE:20TH MARCH, 2023
PLACE: INDORE

BY ORDER OF THE BOARD
FOR SYLPH TECHNOLOGIES LIMITED
SD/-
PRANAY VAID
MANAGING DIRECTOR
DIN: 09816710

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

Item No. 1

Equity shares of the Company are listed and are being traded on BSE. In order to improve the liquidity of the Company's share and to make it more affordable for small investors as also to broad base the small investors, the Board of Directors of the Company, in its meeting held on 20th March, 2023 has recommended to sub-divide (split) the nominal value of each Equity Share having a present face value Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of Rs. 1/- (Rupees One Only) each, subject to the approval of the Members.

Upon approval of the shareholders for sub-division of equity shares, in case the equity shares are held in physical form, the old share certificate(s) of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Rs. 1/- each, fully paid-up, will be dispatched to the shareholders. In case the equity shares are in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Notice as Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 2

The proposed Sub-division of the 1 (One) equity shares of Rs. 10/- (Rupees Ten only) each into 10 (Ten) equity shares of Rs. 1/- (Rupees One Only) each requires amendment in Capital Clause of Memorandum of Association of the Company.

Accordingly, Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequent to the proposed Sub- division from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Rs. 1/- (Rupees One Only) each.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Notice as an Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 3 & 4

The proposed Sub-division of the 1 (One) equity shares of Rs. 10/- (Rupees Ten only) each into 10 (Ten) equity shares of Rs. 1/- (Rupees One Only) each requires amendment in Memorandum and Articles of Association of the Company.

Further The existing Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company were framed in terms of the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 some provisions of the Companies Act, 1956 are no longer in force.

Thus, with the coming into force of the Companies Act, 2013, the existing MOA and AOA require alteration. Hence, it is considered expedient to wholly replace the AOA and alter the existing MOA in line with the new Companies Act, 2013 in continuance of our effort to comply with the provisions of applicable laws in true letter and spirit.

According to the new act, the companies now have only objects to be pursued by the company on its incorporation and Matters which are necessary for furtherance of the objects specified, therefore it is important to alter the Memorandum of Association as per the Companies Act, 2013. The Company has also altered the MOA relating to Capital clause in item number 2 of the notice with respect to the split issue. Other clauses of the MOA will remain the same.

The copy of proposed set of new Altered Memorandum and New Articles of Association of the Company would be available for inspection at the registered office of the company during the business hours on any working day between 11 am to 4 pm upto the date of declaration of Voting results.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 2 & 3 of the accompanying Notice as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

DATE: 20TH MARCH, 2023
PLACE: INDORE

BY ORDER OF THE BOARD
FOR SYLPH TECHNOLOGIES LIMITED
SD/-
PRANAY VAID
MANAGING DIRECTOR
DIN: 09816710