



Sybly Industries Ltd.

Date - 06th September, 2024

To,

BSE Limited
Department of Corporate Services,
Phiroze Jeejee Bhoy Towers,
Dalal Street, Mumbai-400001.

SCRIP CODE: 531499 (SYBLY INDUSTRIES LIMITED) - ISIN - EQ - INE080D01042.

Sub: Notice of the 36th Annual General Meeting of the Company.

Dear Sir/Madam (s),

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the notice of 36th Annual General Meeting (AGM) of the Company scheduled to be held on **Monday, 30th September, 2024 at 01:30 P.M.** through Video Conferencing / Other Audio Visual Means for the financial year 2023-24. The aforesaid Notice is also available on the website of the company at www.sybly.com

For & on the behalf of Board of Directors of
SYBLY INDUSTRIES LIMITED

PIYUSH
(Managing Director)
DIN: 10727781

Works & Regd. Office : Pawan Puri, Muradnagar, Distt. Ghaziabad Uttar Pradesh - 201206 (INDIA)

Tel. : 01232-261765, 261288, 261521 E-mail : info@sybly.com, sybly@rediffmail.com, syblyindia@gmail.com Website : www.sybly.com

NOTICE

Notice is hereby given that the 36th Annual General Meeting of **Syblo Industries Limited** will be held on **Monday, the 30th day of September, 2024 at 01:30 P.M.** at the registered office of the Company at Pawan Puri, Muradnagar, Ghaziabad, UP - 201206 (hereinafter referred to as 'e-AGM') to transact the following:

ORDINARY BUSINESS:

ITEM 1: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 including Balance Sheet, Statements of Profit & Loss and Cash Flow Statement and Reports of the Board of Directors' and the Auditors' thereon.

SPECIAL BUSINESS:

ITEM 2: REGULARISATION OF ADDITIONAL DIRECTOR MR. PIYUSH (DIN: 10727781) AS A MANAGING DIRECTORS OF THE COMPANY.

To consider and, if thought fit, to pass with or without modification the following as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197, 198 and 203 and other applicable provisions of Companies Act, 2013, the rules made thereunder read with Schedule V of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Piyush (DIN: 10727781) who was appointed as an Additional Director cum Managing Director of the Company by the Board of Directors, with effect from August 06, 2024 in terms of Section 161, 196, 197 and 203 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting of the Company in terms of, be and is hereby accorded in 36th Annual General Meeting by way of Ordinary Resolution to appoint as Managing Director not liable to retire by rotation, for a term of 5 (five) consecutive years to hold office from the ensuing AGM”.

“RESOLVED FURTHER THAT any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

ITEM 3: REGULARIZATION OF ADDITIONAL DIRECTOR MR. UMESH KUMAR (DIN: 07015921) AS A NON-EXECUTIVE & NON INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 149(6), 152, 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and

Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and approved by the Board of Directors Mr. Umesh Kumar (DIN: 07015921), who was appointed as an Additional Director of the Company w.e.f. 06/08/2024 by the Board of Directors upto

the ensuing 36th Annual General Meeting be and is hereby appointed as the Non-Executive Director (Non Independent) of the Company liable to retire by rotation”.

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution for and on behalf of the Company.”

ITEM 4: REGULARIZATION OF ADDITIONAL DIRECTOR MS. GEETA DEVI (DIN: 10313906) AS A NON-EXECUTIVE & INDEPENDENT DIRECTOR 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 the provisions of Section 149(6), 152, 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and approved by the Board of Directors Ms. Geeta Devi (DIN: 10313906), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 06/08/2024 upto the ensuing 36th Annual General Meeting be and is hereby appointed as the Independent Director (Non-Executive) of the Company w.e.f. from 30th day of September, 2024 to 29th September, 2029 and she is not liable to retire by rotation”.

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution for and on behalf of the Company.”

ITEM 5: REGULARIZATION OF ADDITIONAL DIRECTOR MR. RAMESH SHARMA (DIN: 10728184) AS A NON-EXECUTIVE & INDEPENDENT DIRECTOR 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 the provisions of Section 149(6), 152, 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and approved by the Board of Directors Mr. Ramesh Sharma (DIN: 10728184), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 06/08/2024 upto the ensuing 36th Annual General Meeting be and is hereby appointed as the Independent Director (Non-Executive) of the Company w.e.f. from 30th day of September, 2024 to 29th September, 2029 and he is not liable to retire by rotation”.

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution for and on behalf of the Company.”

ITEM 6: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION.

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

“RESOLVED THAT pursuant to provisions of Sections 2(76), 180, 188 of the Companies Act, 2013 (hereinafter ‘Act’) and any other applicable provisions of the Act, if any, read with Rules framed

thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the listing regulations consent of the members of the Company be and is hereby required for the Material Related Party Transaction entered upto the value of Rs. 10 Crore (Ten Crore Rupees)”.

“The Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

ITEM 7: TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT, 2013.

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby required by the Board of Directors of the Company (hereinafter referred to as “the Board” to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 10 Crores (Rupees Ten Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more”.

“**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same”.

“**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and is hereby jointly or severally authorized to fill necessary forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

**By Order of the Board
For Sybly Industries Limited**

**Place: Muradnagar
Date: 31st August, 2024**

**SD/
Piyush
Additional Director
DIN: 10727781
Q No-19C, Barwala Road, Near Sadar Thana
New Police Line, Hisar, Hisar, Haryana, 125001, India.**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and dispensed physical presence of the Members at a common venue. Accordingly, MCA issued Circular No. 10/2022 dated: December 28, 2022 read with circular 2/2022 dated: 5th May, 2022 read with Circular No. 20/2020 dated: 5th May, 2020 read with Circular No. 14/2020 dated: 8th April, 2020, Circular No. 17/2020 dated: 13th April, 2020, Circular No. 02/2021 dated: 13th January, 2021, Circular No. 19/2021 dated: 8th December, 2021 and Circular No. 02/2022 dated: 05th May, 2022 (hereinafter collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide Circular Nos. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated: January 05th 2023 SEBI /HO/CFD/CMD1CIR/P/2020/79 dated: 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated: 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated: 13th May, 2022 (hereinafter collectively referred to as SEBI Circulars) prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said Circulars, the 35th AGM of the Members will be held through VC/OAVM mode. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is given herein below.

2. The Company has appointed Beetal Financial & Computer Services (P) Ltd, to provide the VC/OAVM facility for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes and is also available on the website of the Company at www.sybly.com

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 ,May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sybly.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at

www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. <https://www.evotingindia.com/>.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

9. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e., 23rd September, 2024, may obtain the login ID and password by sending a request at or Issuer/RTA. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on <https://www.evotingindia.com/> or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode that acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., 23rd September, 2024 may follow steps mentioned in the Notice of the AGM under “Access to CDSL e-Voting system”.

10. M/s Parul Agrawal & Associates Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. 11. As per the SEBI Circular: SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001, dated: January 5, 2023, and SEBI/HO/CFD/CMD2/CIR/P/2022/62; Dated: May 13, 2022, SEBI has provided the Limited relaxation pertaining to the dispatch of physical copies of financial statements, full annual report etc. (Regulation 58 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), The same would be dispatched to the shareholders on request. 12. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Form, to register or update:

- a. PAN, KYC details and nomination;
- b. Particulars of bank account or change in their address, for receiving dividends directly in their account through electronic clearing service (ECS) or physical instrument such as banker’s cheque or demand draft;
- c. E-mail address to receive communication through electronic means, including Annual report and notice.

The said form is available on the website of the Company at www.sybly.com and on the website of Beetal Financial & Computer Services (P) Ltd. (RTA) at <https://www.beetalfinancial.com/> Members have an option to submit the duly filled Form ISR-1 in person at any of the branches of Beetal Financial & Computer Services (P) Ltd (RTA), details of which are available at Beetal Financial & Computer Services (P) Ltd Contact Us or submit e-signed form online along with requisite documents by accessing the link <https://www.beetalfinancial.com> or physical forms can be sent through post at following address Beetal House, 99, Mandangir, 3rd Floor, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062, Kindly note that the folios wherein any one of the said document/details is not updated on or after 1 October 2023 shall be frozen by RTA. Further, the any future payment and benefits in respect of such frozen folios will be made only through electronic mode with effect from 1 April 2024. Members holding shares in dematerialized mode, who have not registered/updated their aforesaid details, are requested to register/update the same with the respective depository participants (‘DPs’).

13. SEBI vide its circular dated 25 January 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialize their holdings.

14. Pursuant to section 72 of the Act read with SEBI circular dated 16 March 2023, members holding shares in physical form are advised to update their nomination details in the prescribed Form SH-13 or Form SH-14 or Form ISR-3 (Declaration to Opt-out). The forms can be accessed from the website of the Company at www.sybly.com and RTA at <https://www.beetalfinancial.com/>. In respect of shares held in electronic/ demat form, the members may contact their respective DP.

THE INTRUCTIONS OF 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 27th September, 2024 and ends on 29th September, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2024 of <Record Date> 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 shareholders/retail shareholders is at a negligible level.

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

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

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

- (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.

In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL	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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	1) You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000 and 022-24997000

The instructions for shareholders voting electronically are as under:

- i) The Voting period begins on 27th September, 2024 (10.00 AM) and ends on 29th September, 2024 (05.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on “Shareholders” tab.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field Sequence number is printed on address label. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii) After entering these details appropriately, click on “SUBMIT” tab.

ix) Members holding shares in physical form will then reach directly to the selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi) Click on the EVSN for the relevant ‘SYBLY INDUSTRIES LIMITED’ on which you choose to vote.

xii) 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.

xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiv) 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.

xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on ‘Forgot Password’ & enter the details as prompted by the system.

xviii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xix) Shareholders can also cast their vote electronically using CDSL’s Mobile App ‘M-Voting’ available for Android, I Phone and Windows based mobiles. The M-Voting app can be downloaded from Google Play Store, App store and the Windows Phone Store respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile.

xx) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in 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 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; sybly@rediffmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23.09.2024 may follow the same instructions as mentioned above for e-Voting.

xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

19. The Board of Directors has appointed Ms. Parul Agrawal, Practicing Company Secretary, as the "Scrutinizer" to scrutinize the e-voting process (including the Ballot Forms received from the members who do not have any access to e-voting process) in fair and transparent manner.

20. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of e-Voting period, unblock the votes in the presence of at least 2 witnesses not in employment of the company and make a Scrutinizer's Report for the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

21. Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sybly.com and on the website on CDSL within two days of passing the resolution at 36th Annual General Meeting of the Company on 30th September, 2024 and will be communicated to BSE Limited where the shares of the company are listed.

22. To Prevent Fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holding should be verified.

23. Details of Director seeking appointment and re-appointment at the forthcoming Annual General Meeting is given in annexure attached to this notice.

REQUEST TO THE MEMBERS

Members are requested to bring their attendance slip.

EXPLANATORY STATEMENT

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

ITEM 2: REGULARISATION OF ADDITIONAL DIRECTOR MR. PIYUSH (DIN: 10727781) AS A MANAGING DIRECTORS OF THE COMPANY.

The Board of Directors in its meeting held on 06.08.2024 has appointed Mr. Piyush (DIN: 10727781) as a managing directors of the company subject to the shareholders' approval in the ensuing 36th Annual General Meeting pursuant to the provisions of Sections 149, 152, 196, 197, 198 and 203 and other applicable provisions of Companies Act, 2013, the rules made thereunder read with Schedule V of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) Mr. Piyush (DIN: 10727781) who was appointed as an Additional Director cum Managing Director of the Company by the Board of Directors, with effect from August 06, 2024 in terms of Section 161, 196, 197 and 203 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting of the Company in terms of, be and is hereby accorded in 36th Annual General Meeting by way of Ordinary Resolution to appoint as Managing Director not liable to retire by rotation, for a term of 5 (five) consecutive years to hold office from the ensuing AGM on such terms & conditions as decided by the Board of Directors”.

The Board recommends the passing of above resolution as an Ordinary Resolution. None of the Directors/Key Managerial Personnel and their relatives in any way concerned or interested in the said resolution.

ITEM 3: REGULARIZATION OF ADDITIONAL DIRECTOR MR. UMESH KUMAR (DIN: 07015921) AS A NON-EXECUTIVE & NON INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors in its meeting held on 06.08.2024 has appointed Mr. Umesh Kumar (DIN: 07015921) as an Additional Director of the Company under section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or enactment thereof for the time being in force) with effect from August 6, 2024.

Mr. Umesh Kumar (DIN: 07015921) holds such office till the conclusion of this 36th Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Umesh Kumar (DIN: 07015921) as Non Independent Director (Non-Executive) of the Company.

Pursuant to the provisions of Section- 149(6), 152 and other applicable provisions of the Companies Act, 2013, for appointment of Director, the Company requires the approval of members by way of an Ordinary Resolution.

The Board recommends the passing of above resolution as an Ordinary Resolution. None of the Directors/Key Managerial Personnel and their relatives in any way concerned or interested in the said resolution.

ITEM 4: REGULARIZATION OF ADDITIONAL DIRECTOR MS. GEETA DEVI (DIN: 10313906) AS A NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors in its meeting held on 06.08.2024 has appointed Ms. Geeta Devi (DIN: 10313906) as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from August 6, 2024.

Ms. Geeta Devi (DIN: 10313906) holds office of the Director till the conclusion of this 36th Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Ms. Geeta Devi (DIN: 10313906) holds as Independent Director (Non-Executive) of the Company.

Pursuant to the provisions of Section- 149(6), 152 and other applicable provisions of the Companies Act, 2013, for appointment of Director, the Company requires the approval of members by way of a Special Resolution.

The Board recommends the passing of above resolution as a Special Resolution. None of the Directors/Key Managerial Personnel and their relatives in any way concerned or interested in the said resolution.

ITEM 5: REGULARIZATION OF ADDITIONAL DIRECTOR MR. RAMESH SHARMA (DIN: 10728184) AS A NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors in its meeting held on 06.08.2024 has appointed Mr. Ramesh Sharma (DIN: 10728184), as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from August 6, 2024.

Mr. Ramesh Sharma (DIN: 10728184) holds office of the Director till the conclusion of this Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Ramesh Sharma (DIN: 10728184) holds as Independent Director (Non-Executive) of the Company.

Pursuant to the provisions of Section- 149(6), 152 and other applicable provisions of the Companies Act, 2013, for appointment of Director, the Company requires the approval of members by way of an Special Resolution.

The Board recommends the passing of above resolution as a Special Resolution. None of the Directors/Key Managerial Personnel and their relatives in any way concerned or interested in the said resolution

ITEM 6: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION.

The Board of Directors of the Company, based upon the recommendation of Audit Committee, at its meeting held on 20th March, 2024, has approved a Material Related Party Transaction to be enter up to an aggregate amount of Rs. 10 Crore (Ten Crore Rupees) on such terms and condition as may be agreed between contracting parties.

In terms of Section 188 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of policy of the Company in dealing with related parties, the said transaction requires prior approval of the members by passing a resolution as the amount of transaction exceeds 10% of the annual turnover of the Company as per latest audited financial statement of the Company.

None of the other Directors or Key Managerial Personnel (KMPs) of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

As per Section 188 of Companies Act, 2013 and Regulation 23 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties shall abstain from voting on this resolution.

The Board recommends the resolution as set out in the Item No. 6 of accompanying notice for the approval of members of the Company as a Special Resolution.

Item 7: TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT, 2013.

The Company has been making investments, giving loans, inter corporate deposits and guarantees to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of anybody corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required. As per the latest audited Balance Sheet of the Company as on 31st March, 2024, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs. 549.40 lakh while one hundred per cent (100%) of its free reserves and securities premium account amounts to Rs. NIL. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees/ securities in connection with a loan, as the case may be, is Rs. 549.40 lakh.

The Company makes investments for the purpose of expansion on regular basis and inter corporate loans and guarantees are provided in the ordinary course of business from time to time as per the business requirements. In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Accordingly, the Board of Directors in its meeting held on August 14, 2023 approved increasing the aforesaid threshold by Rs. 10 Crores (Rupees Ten Crores only) over and above the limit specified under section 186 of the Companies Act, 2013 subject to approval of the Shareholders.

Therefore, it is proposed to seek fresh approval of members by way of a Special Resolution under Section 186(2) of the Companies Act, 2013 to authorize the Board of Directors of the Company to make investments in, giving loans, inter corporate deposits and guarantees to various persons and bodies corporate from time to time.

Hence, The Board recommends the resolution as set out in the Item No. 7 of accompanying notice for the approval of members of the Company as a Special Resolution.

ANNEXURE TO THE NOTICE

Details of Director seeking appointment and re-appointment at the forthcoming Annual General Meeting:

(Pursuant to Regulation 26(4) & 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2).

Name	Mr. Umesh Kumar	Mr. Piyush	Mr. Ramesh Sharma	Ms. Geeta Devi
DIN	07015921	10727781	10728184	10313906
Date of Birth	05/05/1989	16/02/1999	19/09/1959	10/10/1975
Nationality	INDIAN	INDIAN	INDIAN	INDIAN
Designation	Non-Executive-Non Independent	Executive Director	Independent Director	Independent Director
Date of first Appointment	06.08.2024	06.08.2024	06.08.2024	06.08.2024
Qualifications	Passed Primary Examination	B.TECH	Passed Secondary Examination and above 40 years' experience in self-Employed Business.	Passed Secondary Examination
Directorship in other Listed Companies *	NIL	NIL	Regency World Consulting Limited	Regency World Consulting Limited
Memberships / Chairmanship of Committees of other Listed Companies	Syblly Indutries Limited: 1.Nomination and Remuneration Committee: Member; 2. Stakeholder Relationship Committee: Member.	Syblly Indutries Limited: 1. Audit Committee: Member.	Syblly Indutries Limited: 1. Audit Committee: Chairman; 2. Stakeholder Relationship Committee: Chairman; 3. Nomination and Remuneration Committee: Chairperson. Regency World Consulting Limited: 1. Audit Committee: Member; 2. Stakeholder Relationship Committee: Member; 3. Nomination and Remuneration Committee: Member.	Regency World Consulting Limited: 1. Audit Committee: Chairman; 2. Stakeholder Relationship Committee: Chairman; 3. Nomination and Remuneration Committee: Chairman. Syblly Indutries Limited: 1. Audit Committee: Member; 2. Stakeholder Relationship Committee: Member; 3. Nomination and Remuneration Committee: Member.
Relationship with other Directors / Key Managerial	NIL	NIL	NIL	NIL

Personnel				
No. of shares held in the Company either by self or on a beneficial basis for any other person	NIL	NIL	NIL	NIL

**By Order of the Board
For Sybly Industries Limited**

Place: MURADNAGAR

Date: 31st August, 2024

**SD/
Piyush
Additional Director
DIN: 10727781
Q No-19C, Barwala Road, Near Sadar Thana
New Police Line, Hisar, Hisar, Haryana, 125001, India.**