MINUTES OF THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SYLPH TECHNOLOGIES LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT ST-4, PRESS HOUSE, 22 PRESS COMPLEX, A.B. ROAD, INDORE– 452008(M.P) ON WEDNESDAY 11TH DAY OF SEPTEMBER, 2019 AT 12:30 P.M.

(i) Members Present in person and as authorized representatives of Bodies Corporate as per the Attendance Register:

Rajesh Jain	Director (Chairman)
Jyoti Prakash Bapana	Member
Prabhakar P Shukla	Member
Ghanshyam Soni	Member
Hayder Ali	Member
S Harpreet Singh	Member
Heena Goyal	Member
Shruti Jain	Member
Smita Porwal	Member
Gopal Porwal	Member
Rakesh Jain	Member
Sangeeta Narad	Member
Sanjay Garg	Member
Shailendra Kumar Porwal	Member
Shivnarayanji Madlia	Member
Rameshwari Madalia	Member
Ashish Dhariwal	Member
Jyoti Dembla	Member
Rajendra Prasad Chirimar	Member
Meena Goyal	Member
Atit Jain	Member
Nayan Gandhi	Member
Jagjit Singh	Member
Jayshri Jain	Member
Sapan Malpani	Member
Anoop Kumar Jain	Member
Rajesh C Joshi	Member
Ashwin Gandhi	Member
Purnima Goyal	Member
Ramakant Goyal	Member
Vibha Porwal	Member
Shivnarayan Chauhan	Member
Ashwini Doshi	Member
Diwakar Krishna Wagh	Member

Chairman

SYLPH TECHNOLOGIES LIMITED INDIA

(ii) Proxies present as per Attendance Register:

There were no proxies present as per the Attendance Register.

1. Chairman :
Mrs. Jayshri Jain, proposed the name of Dr. Rajesh Jain as the Chairman which was seconded by Dr. Devendra M Chelawat. The motion was carried by voice vote.

Dr. Rajesh Jain took the Chair.

2. Quorum:
Dr. Rajesh Jain, chairman of meeting has ascertained and confirmed that requisite quorum (30 members) is present at Annual General Meeting.

3. Welcome Address:
The Chairman made a welcome address to the Members.

4. Proxies:
The Chairman informed to the Members that no proxy has been appointed by any member.

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

6. Auditors' Report:
At the request of the Chairman, the Director, Mr. Devendra M. Chelawat read out the Auditors' Report to the Members of the Company for the year ended 31st March, 2019.

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

7.1. Ordinary Business:

Item No. 1:

Dr. Devendra M Chelawat (Din: 06894710), proposed the following as an Ordinary Resolution which was seconded by Mr. G.S Soni :

"**RESOLVED THAT** in accordance with the provisions of Section 134 of the Companies Act, 2013, the audited Balance Sheet as at 31st March 2019 and the Profit & Loss Account along with the Auditors Report for the year ended as on that date, together with schedules and notes thereon as placed before the Board be and are hereby approved."

SYSPH TECHNOLOGIES LIMITED INDIA

Chairman

"RESOLVED FURTHER THAT in accordance with the provisions of Section 134 of the Companies Act, 2013, Dr. Rajesh Jain (DIN: 01704145) and Mrs. Jayshri Jain (DIN: 01824937), Directors of the Company, be and are hereby authorized for and on behalf of the Board to sign the audited final accounts for the year ended 31st March 2019 in authentication thereof and the same be issued to the Members of the Company."

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

"RESOLVED THAT the report of Board of Directors to the members for the period ended 31st March, 2019 be and is hereby approved and that Dr. Rajesh Jain (Din: 01704145) and Mrs. Jayshri Jain (DIN; 01824937), Directors of the Company was requested to sign the report to the members on behalf of the Board."

Before putting the resolution to vote, the Chairman invited the Members present to seek clarification, if any, on the accounts of the Company. As none sought any clarification, the resolution was then put to vote and on a poll was declared as passed *nem con.*

Item No.2:

Dr. Devendra M Chelawat (Din: 06894710), proposed the following as an Ordinary Resolution which was seconded by Mr. G.S Soni :

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

The resolution was put to vote and on poll was declared as passed *nem con.*

Item No. 3:

Dr. Devendra M Chelawat (Din: 06894710) proposed the following as an Ordinary Resolution which was seconded by Mr. G. S. Soni:

> "Resolved that pursuant to provision of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and pursuant to the resolution passed by the members at the AGM held on 17th day of August, 2017 for the appointment of statutory auditor, the appointment of M/s ABN & Co. (ICAI FRN.-004447C) as the auditor of the Company be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2020 in consultation with the auditor and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

The resolution was put to vote and on poll was declared as passed *nem con.*

Chairman

Special Business:

Item No. 4:

Mrs. Jayshri Jain (Din: 01824937) proposed the following as a Special Resolution which was seconded by Mr. G. S. Soni:

"**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the board of directors to enter into any contract or arrangements with any related party and its subsidiary as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statuary, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution."

The resolution was put to vote and on poll was declared as passed *nem con.*

Item No. 5

Mrs. Jayshri Jain (Din: 01824937) proposed the following as a Special Resolution which was seconded by Mr. G. S. Soni:

"**RESOLVED THAT,** in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement Regulations), 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the appointment of Mr. Vimal Maheshwari (DIN: 01654053) as an Independent Director of the company for a period of five years with effect from 11th September 2019, or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

The resolution was put to vote and on poll was declared as passed *nem con.*

SYNTHETIC TECHNOLOGIES LIMITED INDIA

Chairman

Mr. Devendra M. Chelawat (Din: 06894710) proposed the following as an Ordinary Resolution which was seconded by Mr. G. S. Soni:

"**RESOLVED THAT**, pursuant to Section 152 and other applicable provisions of Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) Mrs. Jayshri Jain (DIN: 01824937) who was appointed as an Additional Executive director of the company by the board of directors on 30th May, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the company has received a notice in writing for her candidature for the office of Director, be and is hereby appointed as a whole time director of the company."

The resolution was put to vote and on poll was declared as passed *nem con.*

VOTE OF THANKS:

Mrs. Jayshri Jain proposed a vote of thanks to the Chair which was seconded by Mr. G. S. Soni. Thereafter, the Chairman declared the meeting as concluded at 01.30 P.M.

Place: Indore
Date: 11/09/2019

INDIA
TECHNOLOGIES LIMITED

Dr. Rajesh Jain
DIN: 01704145
(Chairman)

Chairman