

**Date: 01<sup>st</sup> December, 2025**

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

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

**Subject: Voting Results and Scrutinizer's Report of the Postal Ballot.**

**Dear Sir/Madam,**

With reference to the captioned subject, we hereby inform you that the approval of the Members of the Company by way of Special/Ordinary resolution was sought by Postal Ballot Process through remote e-voting mode vide notice dated October 27<sup>th</sup>, 2025. In this regard, please find enclosed the Voting Results and Scrutinizer's Report.

We hereby inform, that the following resolutions have been passed by the Shareholders with requisite majority as mandated under the Companies Act, 2013 and other applicable laws:

<b>Sr. No.</b>	<b>Resolution</b>	<b>Type of resolution</b>
1	<b>Increase in authorised share capital And consequent alteration to the capital clause of the memorandum Of association</b>	<b>Ordinary Resolution</b>
2	<b>To approve the bonus issue of equity Shares</b>	<b>Ordinary Resolution</b>

You are requested to please take the same in your record,

Thanking you  
Yours Faithfully

**For Sylph Industries Limited**  
**(Formerly Known as Sylph Technologies Limited)**

**Nilesh Jain**  
**Director**  
**DIN: 07785023**

# VISHAKHA AGRAWAL & ASSOCIATES

Practising Company Secretaries

301-G, Goyal Vihar Gate No. 2

Khajrana Road, Indore (M.P.)

E-mail: csvishakhagrawal@gmail.com

Contact No. 9424501155, 8518888114

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## CONSOLIDATED SCRUTINIZER'S REPORT

(In Lieu of E-Voting at the Postal Ballot)

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014

To,

The Chairman

**Sylph Industries Limited**

CIN: L36100MP1992PLC007102

Office No. 517, Sky Corporate Park, Scheme No. 78,

A.B. Road, Vijay Nagar, Indore (M.P.) - 452010

**Sub: Consolidated Scrutinizer's Report on Postal Ballot process (which includes remote e-voting) conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

1. I, **Vishakha Agrawal**, Proprietor of **M/s Vishakha Agrawal & Associates**, Practicing Company Secretaries, Indore (Membership No. 39298 / C.P. No. 15088) have been appointed as the Scrutinizer by the Board of **SYLPH INDUSTRIES LIMITED** in their meeting for scrutinizing the Postal Ballot process (which includes remote e-voting) for passing the following Ordinary / Special resolutions:
  - a. Increase in Authorised Share Capital and Consequent Alteration to the Capital Clause of the Memorandum of Association.
  - b. To approve the Bonus Issue of Equity Shares.
2. The Board had authorized **Mr. Nilesh Jain**, Director responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules for the entire postal ballot process and was severally authorized to do all things and to take all incidental and necessary steps for smooth conduct of the entire postal ballot process;
3. The Company has extended the facility of remote e-voting to the Members, by authorizing Central Depository Services Limited (CDSL) as the Authorized Agency to provide remote e-voting facility;
4. Our responsibility as a Scrutinizer for the e-voting is restricted to provide a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in Postal Ballot notice dated October 27, 2025 based on the reports generated from the e-voting system provided by (CDSL), the Authorized agency engaged to provide e-voting facilities, engaged by the company;

5. The votes cast by the Members through the remote e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL's e-voting website after the close of the remote e-voting period i.e. 17:00 hours (IST) on Friday, November 28, 2025.
6. Scrutiny of remote e-voting commenced and ends on the same day i.e. Saturday, November 29, 2025.
7. Particulars of all the remote e-voting received from the members have been entered in the register;
8. All votes casted through remote e-voting facility from 9:00 hours IST on Thursday, October 30, 2025 up to 17:00 hours IST on Friday, November 28, 2025, the last date and time fixed by the Company for e-voting were considered for our scrutiny;
9. ~~Envelopes containing postal ballot forms received thereafter were not considered. I have not found any defaced or mutilated ballot paper.~~ (no physical postal ballot forms were dispatched to the Members in view of threat posed by COVID 19 pandemic situation)
10. With reference to the above, we submit our report as under:

On October 29, 2025, the Company has completed the procedure of sending notices (through email) to the Members of the Company whose names were appearing on the Register of Members or list of beneficiaries as on the cut-off date i.e. Friday, October 24, 2025, with Postal Ballot notice dated October 27, 2025 containing the text of the Resolutions along with the Explanatory Statements. The Notice was sent electronically to these **37,500** Members through email, whose email address has been registered with the Company.

Out of total **37,500** members, **108 members** having **3262218 equity shares** cast their votes by remote e-voting and NIL members by Postal Ballot Forms.

The result of Postal Ballot through remote e-voting is as under in respect of resolution:

**Resolution No. 1 (Ordinary Resolution): INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

**“RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹100,00,00,000/- (Rupees One Hundred Crore only) divided into 100,00,00,000 (One Hundred Crore) equity shares of ₹ 1/- (Rupees One only) each by creation of additional 25,00,00,000/- (Twenty Five Crore Only) divided into 25,00,00,000 (Twenty Five Crore) equity shares of ₹ 1/- (Rupees One only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

**“The authorized share capital of the Company is Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crore Only) divided into 1,25,00,00,000 (One Hundred and Twenty Five Crore) Equity shares of Rs. 1/- (One) each.”**

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public – Institutions	E-VOTING	44485012	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	44485012	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	803270988	3262218	0.40612	3260667	1551	99.9525	0.0475
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	803270988	3262218	0.4061	3260667	1551	99.9525	0.0475
<b>TOTAL</b>		<b>847756000</b>	<b>3262218</b>	<b>0.3848</b>	<b>3260667</b>	<b>1551</b>	<b>99.9525</b>	<b>0.0475</b>
<b>Whether Ordinary resolution passed or not</b>							<b>Yes</b>	

In view of the above scrutiny, we hereby certify that the above Ordinary Resolution has been passed with requisite majority on November 28, 2025. And that **105** members have casted their vote in favor of the resolution and **3** members have casted their vote against the resolution.

## **Resolution No. 2 (Ordinary Resolution): TO APPROVE THE BONUS ISSUE OF EQUITY SHARES:**

**“RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalization of a sum not exceeding ₹ 38,53,43,636 /-(Rupees Thirty Eight Crore Fifty Three Lakhs Forty Three Thousand Six Hundred and Thirty Six Rupees ) out of securities premium received in cash and / or

general reserve and / or retained earnings of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of ₹ 1/- (Rupees One only) each credited as fully paid-up to eligible members of the Company holding equity shares of ₹ 1/- (Rupees One only) each whose names appear in the Register of Members / Register of Beneficial Owners on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 5:11 i.e., 5 (Five) new fully paid up equity share of ₹ 1/- (Rupees One only) each for every 11 (Eleven) existing fully paid-up equity share of ₹ 1/- (Rupees One only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

**RESOLVED FURTHER THAT** the Bonus shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income or distribution in lieu of dividend;

**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the bonus equity shares and members who hold the equity shares in dematerialized form as on the record date, the bonus shares shall be credited to the respective beneficiary accounts of the members with their respective depository participants;

**RESOLVED FURTHER THAT** the Equity Shares of Re. 1/- each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on the record date as may be fixed in this regard by the Board;

**RESOLVED FURTHER THAT** any fractional entitlement(s) arising out of the bonus issue shall be ignored and no allotment shall be made in respect of such fractional shares. The bonus shares will be allotted only in whole numbers and shareholders entitled to receive fractional shares shall not be issued any such shares, nor will any payment be made in lieu of the fractional entitlement.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Foreign Nationals, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

**RESOLVED FURTHER THAT** no members shall entitle to a fraction of an equity share, if any as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer and all fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced;

**RESOLVED FURTHER THAT** for the purposes of giving effect to the bonus issue of equity shares as resolved hereinbefore, the issuance of equity shares or securities representing the same, any of the Directors of the Company or other designated officers of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or concerned authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto;

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public – Institutions	E-VOTING	44485012	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	44485012	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	803270988	3262218	0.40612	3261668	550	99.9831	0.0169
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	803270988	3262218	0.40612	3261668	550	99.9831	0.0169
TOTAL		847756000	3262218	0.3848	3261668	550	99.9831	0.0169
Whether Ordinary resolution passed or not							Yes	

In view of the above scrutiny, we hereby certify that the above Ordinary Resolution has been passed with requisite majority on November 28, 2025. And that **106** members have casted their vote in favor of the resolution and **2** members have casted their vote against the resolution.

11. We have today handed over all the relevant papers/records and document for safe custody to **Mr. Nilesh Jain**, Director of the Company who is authorized by the Board to supervise the Postal Ballot process.

You may accordingly declare the result of Postal Ballot.

Thanking you,

**FOR VISHAKHA AGRAWAL & ASSOCIATES**  
**Practicing Company Secretaries**

VISHAKHA  
AGRAWAL

Digitally signed by  
VISHAKHA AGRAWAL  
Date: 2025.11.29  
20:43:05 +05'30'

**VISHAKHA AGRAWAL**  
M.No: 39298, C.P. No. 15088  
**UDIN: A039298G002125118**

**Place: INDORE**  
**Date: 29<sup>th</sup> November 2025**

**FOR SYLPH TECHNOLOGIES LIMITED**

**NILESH  
JAIN**

Digitally signed  
by NILESH JAIN  
Date: 2025.12.01  
13:52:21 +05'30'

**MR. NILESH JAIN**  
**DIN: 07785023**