

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of Symphony Limited will be held at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015, on Wednesday, the September 24, 2014, at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (i) Audited standalone Statement of Profit and Loss for the financial year ended June 30, 2014, Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon and
 - (ii) Audited consolidated Statement of Profit and Loss for the financial year ended June 30, 2014 and Balance Sheet as at that date.
2. To confirm payment of interim dividend and to declare a final dividend on equity shares for financial year ended June 30, 2014.
3. To appoint a Director in place of Mr. Nrupesh Shah (DIN 00397701), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditor and to fix their remuneration and for that purpose to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Shah & Dalal, Chartered Accountants, (ICAI Reg. No. 109432W) Ahmedabad, be and are hereby appointed as Auditor of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting of the Company on

such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of the Directors of the Company be and is hereby authorised to appoint auditor of the Company and / or any person qualified, in consultation with auditor of the Company, as Branch Auditor of any branch of the Company whether existing and / or to be opened hereinafter, in India or outside India, on such remuneration including any other terms and conditions for carrying out audit."

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dipak Palkar (DIN 00475995), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as a non-executive independent director of the Company to hold office for 5 years from August 20, 2014 upto August 19, 2019."

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Himanshu Shah (DIN 02644454), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as a non-executive independent director of the Company to hold office for 5 years from August 20, 2014 upto August 19, 2019.

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Satyen Kothari (DIN 01817020), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as a non-executive independent director of the Company to hold office for 5 years from August 20, 2014 upto August 19, 2019."

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Jonaki Bakeri (DIN 06950998), who was appointed as an additional director with effect from August 20, 2014 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of director, be and is hereby appointed as a non-executive director liable to retire by rotation."

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

"RESOLVED THAT pursuant to section 14 and any other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including statutory modifications or re-enactment thereof for the time being in force), the consent of members be and is accorded to approve and adopt new draft Articles of Association in substitution and to the entire exclusion of the articles contained in existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors (including any committee of Board) be and is hereby authorised to do such acts and thing as may be necessary in connection therewith for giving effect of this resolution."

Date August 20, 2014

Registered Office:

'Saumya', Bakeri Circle, Navrangpura, Ahmedabad – 380 014

CIN - L32201GJ1988PLC010331

Phone : + 91 79 26424430

Fax : + 91 79 26425930

E-mail ID: corporate@symphonylimited.com

Website:www.symphonylimited.com

By Order of the Board
For, SYMPHONY LIMITED

(Chandrakant Gandhi)
Company Secretary

NOTES:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint a Proxy or, where that is allowed, one or more proxies, to attend and vote on a poll instead of himself. Proxy need not be a member of the Company. The instrument appointing Proxy should however be deposited at the registered office of the Company not less than 48 hours before the commencement of the forthcoming meeting. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. In case, any member holding more than 10% of the total share capital of the Company, can appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- (b) Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of board resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
- (c) The Register of Members and Share Transfer Books of the Company will remain closed from September 13, 2014 to September 24, 2014 (both the days inclusive).
- (d) The final dividend for financial year ended on June 30, 2014, if approved by members at the ensuing annual general meeting, will be paid on or before September 30, 2014 to those members whose name appear in the Register of Members of the Company as on closing hours of September 12, 2014.
- (e) The statement setting out material facts as required under section 102(1) of the Companies Act, 2013, in respect of Special Business mentioned in the above notice is annexed hereto. The documents and/or letters, if any, referred to in the resolutions are open for inspection for the members at the registered office of the Company on all working days between 2.00 p.m. to 4.00 p.m., up to the date of ensuing annual general meeting.
- (f) Members desirous of obtaining any information as regards to accounts and operations of the Company are requested to write to the Company at least 7 days before the meeting to enable the Company to keep the required information ready at the ensuing annual general meeting.
- (g) Pursuant to section 72 of Companies Act, 2013, members holding shares in physical form may file Nomination Form in respect of their shareholdings to Registrar and Share Transfer Agent.
- (h) Members are requested to bring their folio no. and DP ID - Client ID for easy identification of attendance at the meeting and also for participation at the meeting.
- (i) Members, who hold shares in physical form, are requested to intimate the change in their registered address, if any, to the Registrar and Share Transfer Agent. In case of mailing address mentioned on this Annual Report is without PIN Code, members are requested to kindly inform their PIN Code immediately.
- (j) Members are requested to bring their copies of Annual Report to the meeting, as the same will not be circulated at the meeting.
- (k) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (l) Details of directors seeking appointment/re-appointment at ensuing annual general meeting of the Company are in this Notice.
- (m) Members holding shares in demat form who have not registered their e-mail addresses, are requested to register their email id with their respective depository participants and members who are holding shares in physical form are requested to register their e-mail

id with the Registrar and Share Transfer Agent for receipt of Notices, Annual Report, Circulars, etc. by electronic mode.

- (n) Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company has arranged e-voting facility through Central Depository Services (India) Limited for members to exercise their voting rights for all business to be transacted at 27th Annual General Meeting of the Company.
- (i) Period of e-voting: From September 15, 2014 at 9:00 a.m. to September 17, 2014 up to 5:00 p.m.
- (ii) 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 members as well as physical members)

	<p>If any 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 last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut off date (August 22, 2014) in the Dividend Bank Details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company 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) If Demat account holder has forgotten the changed password, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) Click on the EVSN for <SYMPHONY LIMITED> on which you choose to vote. This will take you to the voting page.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be e-mailed to helpdesk.evoting@cdslindia.com and on

approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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 e-mail to helpdesk.evoting@cdslindia.com
- (xx) Mr. Ashwin Shah, Practicing Company Secretary (Membership No. 1640), Ahmedabad, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxii) Members of the Company, holding shares either in physical form or demat form, as on the cut-off date of August 22, 2014 and who have not cast their vote electronically, may only cast their vote at annual general meeting.
- (xxiii) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.symphonylimited.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the annual general meeting of the Company and communicated to the National Stock Exchange of India Limited, BSE Limited and Ahmedabad Stock Exchange Limited.
- (o) Pursuant to general circular no. 20/2014 dated June 17, 2014 by Ministry of Corporate Affairs, there would be no voting by show of

hands at ensuing annual general meeting since the Company has provided e-voting facility as per Rule 20 of Companies (Management and Administration) Rules, 2014.

- (p) Voting through Physical Ballot Form as per Clause 35B of the Listing Agreement, the Company shall provide postal ballot facility as per the provisions of the Companies (Management and Administration) Rules, 2014 or amendments made thereto to enable

those members who do not have access to e-voting facility for sending their assent or dissent in writing. However, Ministry of Corporate Affairs vide general circular no. 20/2014 dated June 17, 2014, has clarified that postal ballot option would not be available in case, a member who is not exercising voting through e-voting.

Date: August 20, 2014

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By Order of the Board
For, SYMPHONY LIMITED

(Chandrakant Gandhi)
Company Secretary

Brief Resume and Other Information of director/s seeking appointment / re-appointment in the forthcoming Annual General Meeting

(pursuant to clause 49 of the listing agreement)

Name of Director*	Nrupesh Shah (DIN:00397701)	Dipak Palkar (DIN:00475995)	Himanshu Shah (DIN:02644454)	Satyen Kothari (DIN:01817020)	Jonaki Bakeri (DIN:06950998)
Age	49 years	61 years	52 years	41 years	28 years
Qualification	B.com, FCA, CS	B.com, DTP, DBM	B.com, MBA (Marketing)	Masters in Engineering	B.A.
Date of Appointment	October 19, 2002	December 31, 2005	May 07, 2009	August 20, 2014	August 20, 2014
Brief Resume and Functional Expertise	Corporate Affairs, Strategies, Finance, Accounts and Taxation	Expertise in HR, Marketing, Business Promotion and International Trade	Expertise in Marketing, Business Promotion and International Trade	Experience in conceptualizing in innovative and product services	Experience in sales, Marketing New Product Development and Finance
No. of Shares held in the Company	8,89,505**	-	500	-	15,79,360#
Directorship in other Company	1. Nabab Consultants Pvt.Ltd. 2. Neelam Professional Pvt. Ltd. 3. Symphony Designer Properties Pvt. Ltd. 4. Altus Learning Pvt. Ltd.	-	Mercer Design Fabrics Pvt. Ltd.	Citrus Payment Solutions Pvt. Ltd.	-
Chairman / Member of the mandatory committee in other public Company	-	-	-	-	-

* Ms. Jonaki Bakeri is a relative of Mr. Achal Bakeri, Chairman and Managing Director. Save and except, none of the above directors is related to any other directors of the Company.

** includes shareholding by director, his relatives and companies in which they are having substantial interest.

Ms. Jonaki Bakeri is part of promoter group which is holding 75% of total share capital of the Company, out of which she in her individual capacity holds 15,79,360 shares (4.52% of the total share capital)

Statement setting out material facts pursuant to section 102(1) of the Companies Act, 2013

Item No. 5

Looking at our business and potential markets in India and also in overseas, it is quite possible that new branches may be opened and it is mandatory to appoint Branch Auditor to do audit of said branches in accordance with section 143(8) of the Companies Act, 2013. It is therefore thought fit to delegate the powers to Board of Directors to appoint branch auditor including fixation of their remuneration and also to decide any other terms and conditions for carrying out audit.

None of the directors, key managerial personnel or their relatives is in any way interested or concerned in the said resolution.

The Board commends passing of resolution as per Item No. 5 as an Ordinary Resolution.

Item No. 6 to 8

Mr. Dipak Palkar (DIN 00475995) and Mr. Himanshu Shah (DIN 02644454) have been non-executive independent directors pursuant to Clause 49 of the Listing Agreement on the Board of the Company since December 12, 2005 and May 07, 2009 respectively. Mr. Satyen Kothari (DIN 01817020) has been appointed as an additional director of the Company u/s 161 of the Act, with effect from August 20, 2014 and he shall hold office up to the date of this annual general meeting.

With the enactment of the Companies Act, 2013 (Act), it is now mandatory for every listed Company to appoint Independent Directors as defined in section 149 of the Act. Ministry of Corporate Affairs vide general circular no. 14/2014 dated June 9, 2014, has clarified that it is necessary to appoint existing independent director under the said Act within one year from April 1, 2014 subject to compliance with eligibility and other prescribed conditions.

The Board of Directors of your Company, after reviewing the provisions of the Act, is of the opinion that Mr. Dipak Palkar, Mr. Himanshu

Shah and Mr. Satyen Kothari fulfill the conditions specified in the Act and rules made thereunder to be eligible for appointment as non-executive independent directors pursuant to the provisions of section 149 of the Act.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dipak Palkar, Mr. Himanshu Shah and Mr. Satyen Kothari as non-executive independent directors. Accordingly, the Board recommends the resolutions at 6 to 8 in relation to appointment of Mr. Dipak Palkar, Mr. Himanshu Shah and Mr. Satyen Kothari as non-executive independent directors pursuant to the provisions of section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mr. Dipak Palkar, Mr. Himanshu Shah and Mr. Satyen Kothari shall not be liable to retire by rotation. Mr. Dipak Palkar, Mr. Himanshu Shah and Mr. Satyen Kothari have given their consent to act as directors of the Company with declarations to board stating that they comply with criteria of independence enumerated in Section 149(6) of the said Act and Listing Agreement do not disqualify from appointment as directors in terms of section 164 of the said Act. The Company has received notices from member signifying intention to propose their appointment along with requisite deposit.

Except appointing director/s and their relatives, none of the directors, key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution/s.

Item No. 9

With the enactment of the Companies Act, 2013 (Act) and also as per clause 49 of the Listing Agreement to be effective from October 01, 2014, it is mandatory for the Company to appoint a woman director. In compliance of such

requirements, Ms. Jonaki Bakeri (DIN 06950998) has been appointed as an additional director of the Company u/s 161 of the Act, with effect from August 20, 2014 and she shall hold office up to the date of this annual general meeting.

The Board recommends the resolution at Item No. 9 in relation to appointment of Ms. Jonaki Bakeri as a non-executive director liable to retire by rotation pursuant to the section 152 of the Act for the approval by the members of the Company. Ms. Jonaki Bakeri has given her consent to act as director of the Company with declaration to Board stating that she does not disqualify from appointment as director in terms of section 164 of the said Act. The Company has received a notice from member signifying his intention to propose her appointment along with requisite deposit.

Ms. Jonaki Bakeri, her relative Mr. Achal Bakeri, Chairman and Managing director and their other relatives may be deemed to be interested or concerned financially or otherwise, to the extent of their shareholding in respect of her appointment as a non-executive director.

Save and otherwise, none of the other directors, key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution/s.

Item No. 10

The present Articles of Association of the Company contain specific reference of various sections of the Companies Act, 1956 and most of provisions of the said Act are no longer in force upon notification of the Companies Act, 2013.

It is therefore proposed to adopt new set of articles to align the present Articles with the Companies Act, 2013. The draft Articles of Association of the Company is available for inspection at the registered office of the Company during working days at 2.00 p.m. to 4.00 p.m.

None of the directors, key managerial personnel or their relatives is in any way interested or concerned in the said resolution.

The Board commends passing of resolution as per Item No. 10 as a Special Resolution.

Date: August 20, 2014

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By Order of the Board
For, SYMPHONY LIMITED

(Chandrakant Gandhi)
Company Secretary