

August 7, 2018

To,
BSE Limited
Security Code - 517385

National Stock Exchange of India Limited
Symbol - SYMPHONY

Sub.: Notice of 31st Annual General Meeting (AGM) and E-voting

We are submitting herewith the copy of the notice of 31st Annual General Meeting of the Company scheduled to be held on Friday, August 31, 2018 at 10:00 A.M. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg & Ahmedabad - 380015.

As per Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ('remote e-voting').

The remote e-voting period will commence on Monday, August 27, 2018 at 9:00 A.M. and end on Thursday, August 30, 2018 at 5:00 P.M. During this period, the Members of the Company holding shares in the physical or electronic form as on cut-off date i.e. Friday, August 24, 2018 may cast their vote electronically.

The detailed instructions for remote e-voting are mentioned in the attached Notice of 31st AGM.

This is in due Compliance of Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for the purpose of dissemination of information widely to the Members of the Company.

Thanking You,

Yours Truly,

For, Symphony Limited



Mayur Barvadiya
Company Secretary



Encl.: As above

Email: companysecretary@symphonylimited.com



Symphony Limited

CIN – L32201GJ1988PLC010331

Regd. Office: Symphony House, Third Floor, FP-12, TP-50,
Off S.G. Highway, Bodakdev, Ahmedabad – 380 054, Gujarat, India.

Phone: +91-79-66211111/49060000 • Fax: +91-79-66211140

E-mail ID: investors@symphonylimited.com • Website: www.symphonylimited.com

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting (“AGM”) of the Members of Symphony Limited (“The Company”) will be held at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015, on Friday, August 31, 2018 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (i) Audited Standalone Financial Statement of the Company for the financial year ended on March 31, 2018 and the Reports of the Board of Directors and Auditors thereon; and
 - (ii) Audited Consolidated Financial Statement of the Company for the financial year ended on March 31, 2018, together with the Report of the Auditors thereon.
2. To confirm payment of three interim dividends aggregating to ₹3/- per share and to declare a final dividend on equity shares for financial year ended on March 31, 2018.
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 ratify appointment of Auditors and to determine their remuneration and for that purpose to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to approval of Members at the 28th Annual General Meeting held on October 27, 2015 for appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Reg. No. 117365W) Ahmedabad, Auditors of the Company, for a term of five consecutive years ending at thirty third Annual General Meeting of the Company subject to ratification at every Annual General Meeting, consent of Members of the Company be and is hereby accorded to ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Reg. No. 117365W) Ahmedabad, Auditors of the Company for the remaining term without further ratification by the members in terms of the provisions of the Companies Act, 2013, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

5. 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashish Deshpande (DIN: 00498890), an Additional (non-executive independent) Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to May 21, 2023."

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

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 for the creation of charge in any form, on the Company's immovable properties, moveable assets (including any shares or securities held by the Company), wheresoever situated, present and/ or future, and/or conferring power to enter upon and to take possession of the assets of the Company and also with a power to take over the business or management of the Company in certain events, to and/ or in favour of the lenders (or their agents/ trustees/ nominees) of the Company or Symphony AU Pty Limited or Climate Technologies Pty Limited or any other subsidiary

or group Company of the Company, for the time being and from time to time, to secure the loans and/ or advances and/ or guarantee assistance that has been obtained or may be obtained from the said lenders, including all interest, compound interest, additional interest, commission, guarantee commission, management fees, commitment charges, expenses, and all other monies payable to such lenders."

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'Board' which term shall include a Committee of the Board which has been constituted/to be constituted) to create charge, lien, pledge and other encumbrances of any nature/kind exceeding 50% of the Company's shareholding (whether held in its own name and/ or together with other subsidiaries), both present and future, in Symphony AU Pty Limited, Australia (subsidiary) and/ or Climate Technologies Pty Limited, Australia (step down subsidiary) in one or more tranches in favour of third party(ies) such as bank(s), financial institution(s), nonbanking financial company(ies) and any other person(s) (collectively referred to as 'the Lenders') or to cease to exercise the control of such companies pursuant to invocation of such pledge, as the Board may deem appropriate, to secure the amount raised (including all interest, compound interest, additional interest, commission, commitment charges, expenses, and all other monies payable) by such subsidiaries against the above mentioned security(ies) from the Lenders.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, finalize and execute all documents and take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolution, and also further to comply with the requirements, if any,

under the Companies Act, 2013 and Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.”

By Order of the Board
For, **SYMPHONY LIMITED**

Date: July 24, 2018
Place: Ahmedabad

Mayur Barvadiya
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/HERSELF. 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. THE PROXY HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE ANNUAL GENERAL MEETING.
- (b) 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.
- (c) Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of board resolution, power of attorney or authority letter authorizing their representatives to attend and vote on their behalf at the meeting.
- (d) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 4, 2018 to Tuesday, August 7, 2018 (both the days inclusive) for the purpose of payment of final dividend, 1st Interim Dividend for the financial year 2018-19 and annual general meeting.
- (e) 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.
- (f) 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.
- (g) Members are requested to bring their Folio No./DP ID - Client ID for easy identification of attendance at the meeting and also for participation at the meeting.

- (h) 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 Annual Report is without PIN Code, members are requested to kindly inform their PIN Code immediately.
- (i) Members are requested to bring their copies of Annual Report to the meeting, as the same will not be circulated at the meeting.
- (j) 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.
- (k) Details of directors seeking appointment/re-appointment at ensuing annual general meeting of the Company are given in this Notice in compliance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting.
- (l) 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, Quarterly results, Circulars, etc. by electronic mode.
- (m) Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund:

Members who have not yet encashed their dividend(s) for the financial year 2010-11 onwards are requested to lodge their claims with the Company or Registrar and Share Transfer Agent. It may be noted that the unclaimed dividend for the financial year 2010-11 declared by the Company

on November 30, 2011 can be claimed by the members by December 31, 2018.

The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website: <http://www.symphonylimited.com/investor-shareholders-information.aspx>

- (n) The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from September 7, 2016 ("IEPF Rules 2016") as amended/modified from time to time. The Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more within 30 days from the due dates i.e. November 30, 2017 and February 23, 2018.

Details of shares transferred to the IEPF Authority are available on the website of the Company as well as IEPF Authority and the same can be accessed through the following links:

- (i) <http://www.symphonylimited.com/investor-shareholders-information-iepf.aspx> (ii) www.iepf.gov.in.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact our Registrar and Transfer Agent Karvy Computershare Private Limited (Karvy) for lodging claim for refund of shares and / or dividend from the IEPF Authority.

- (o) SEBI has vide its notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only from a cut-off date, i.e. December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
- (p) As mandated by the SEBI, members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and Bank Account details to the Company / Karvy, if not registered with the Company.
- (q) **Voting through electronic means:**
- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited (Karvy).
 - II. The facility for voting through ballot paper/ electronic mode shall also be made available at the AGM and the members attending the meeting shall be able to exercise their rights to vote at the meeting through ballot paper/ electronic mode in case they have not casted their vote by remote e-voting.
 - III. The members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again.
- IV. The remote e-voting period commences on August 27, 2018 (9:00 a.m.) and ends on August 30, 2018 (5:00 p.m.). During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date August 24, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter.
 - V. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
 - VI. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
 - VII. The process and manner for remote e-voting is as under:
 - A. Members whose email IDs are registered with the Company/DPs will receive an email from Karvy informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and Password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password

- for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- (iii) After entering these details appropriately, click on **"LOGIN"**.
 - (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one uppercase (A-Z), one lower case (a to z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Symphony Limited.
 - (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under **"FOR/AGAINST"** or alternatively, you may partially enter any number in **"FOR"** and partially in **"AGAINST"** but the total number in **"FOR/AGAINST"** taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option **"ABSTAIN"** and the shares held will not be counted under either head. If the Member does not indicate either **"FOR"** or **"AGAINST"** it will be treated as **"ABSTAIN"** and the shares held will not be counted under either head.
 - (viii) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on **"SUBMIT"**.
 - (xi) A confirmation box will be displayed. Click **"OK"** to confirm else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - (xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of

the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: csdoshiac@gmail.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Symphony Limited_EVENT NO." The documents should reach scrutinizer on or before August 30, 2018.

B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered or have requested the physical copy]:

a) Initial password is provided in below format at the bottom of the Attendance Slip for the AGM :

EVENT NO.	USER ID	PASSWORD
-----------	---------	----------

b) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above to cast vote.

VIII. In case of any query/or grievance, pertaining to e-voting, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Anil Dalvi, (Unit: Symphony Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call

Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

IX. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

X. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.

XI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 24, 2018.

XII. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. August 24, 2018, may obtain the User ID and password in the manner as mentioned below:

a) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the homepage of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

b) Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new members whose mail ids are available.

c) Member may call Karvy's toll free number 1800-3454-001.

d) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL : MYEPWD <SPACE> 1402345612345678

Example for Physical : MYEPWD <SPACE> XXXX1234567890

- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., August 24, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIV. M/s. SPANJ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XV. Voting shall be allowed at the end of discussion on the resolutions on which voting is to be held, with the assistance of Scrutiniser, by use of ballot paper/ electronic mode for all those members who

are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XVI. The Scrutiniser shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. 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 Karvy immediately after result is declared and the same shall be communicated to the National Stock Exchange of India Limited and BSE Limited.
- XVIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e. August 31, 2018.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 4

This explanatory statement is provided though strictly not required under Section 102 of the Companies Act, 2013.

The members of the Company at its 28th Annual General Meeting (AGM) of the Company held on October 27, 2015, had appointed M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Reg. No. 117365W) Ahmedabad, Auditors of the Company to hold office for a period of five years till the conclusion of thirty third AGM, subject to ratification of their appointment at every AGM of the Company, this was done as per prevailing law at that time.

As per notification issued by Ministry of Corporate Affairs dated May 7, 2018, proviso of sub-section (1) of Section 139 of the Companies Act, 2013, which provided for such ratification every year has been omitted. However, the resolution passed by the members on October 27, 2015 contains requirement for ratification of appointment of auditors at every AGM. As an abundant caution it is now proposed, to ratify an appointment of Statutory Auditors for the remaining term.

None of the Directors, Key Managerial Personnel and / or the relatives of the Directors / Key Managerial Personnel are, in anyway, concerned or interested in this resolution.

The Board of Directors of your Company recommends the passing of ordinary resolution as set out in the Notice.

Item No. 5

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Ashish Deshpande (DIN: 00498890) an Additional (Non executive Independent) Director on the Board of the Company w.e.f. May 22, 2018. The appointment of Mr. Deshpande shall be for a period

five year, subject to approval of by the members in the Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Deshpande for the office of Director of the Company. Mr. Deshpande is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Deshpande that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Deshpande fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Deshpande is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Deshpande are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends the Resolution at Item No. 5 for approval of the members.

Except Mr. Deshpande being appointee, and their relatives, None of the directors, key managerial personnel and their relatives are in any way interested or concerned, financially or otherwise, in the said resolution(s).

Item No. 6

In terms of Section 180(1) (a) of the Companies Act, 2013 (the "Act"), approval of the Members is required by way of a special resolution to sell, lease, assign, dispose of or otherwise transfer of the whole or substantially the whole of any undertaking, by way of creating pledge, lien or any encumbrance of shares or other securities of subsidiaries of the Company.

The Company has incorporated a subsidiary company viz. Symphony AU Pty Limited, Australia (Subsidiary) as an SPV Company for an acquisition of Climate Technologies Pty

Limited (CT), Australia (step down subsidiary). Climate Technologies Pty Limited, Australia manufactures and sells evaporative air coolers, ducted gas heaters, and other cooling products in Australia and USA.

The Company has purchased effectively 95% stake in Climate Technologies Pty Limited through its subsidiary Symphony AU Pty Limited. The acquisition is financed through judicious mix of Equity and Debt raised by Symphony AU Pty Limited from Standard Chartered Bank ("Facilities"). As per the terms and conditions of the Facilities, the Company is required to create a pledge over shares or other securities of the Subsidiary and may also require to create charge over shares or other securities of Climate Technologies Pty Limited, Australia to secure the amount raised (including all interest, compound interest, additional interest, commission, commitment charges, expenses, and all other monies payable) by such Subsidiary (ies). This would lead to a charge, lien, pledge and encumbrances of any nature/kind, in one or more tranches, exceeding 50% of the Company's shareholding (whether held in its own name and/or together with other subsidiaries and / or in held by its subsidiaries), both present and future, in the aforesaid Subsidiary and/ or Climate Technologies Pty Limited, Australia (step down subsidiary) in favour of third party(ies) such as bank(s), financial institution(s), non-banking financial company(ies) and any other person(s).

Pursuant to Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") approval of the shareholders by way of special resolution is required to dispose of shares by way of pledge, lien or create any encumbrance on shares of its material subsidiary which may reduce its shareholding (either on its own and/or together with other subsidiaries) to less than 50% or cease to exercise control over such subsidiary (ies).

The special resolution set out above further enables the Board of Directors of the Company to transfer its shareholding by way of creating pledge, lien or create any encumbrance on shares of Symphony AU Pty Limited and/or Climate Technologies Pty Limited or any other subsidiaries.

No Director, Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested in the resolution set out at Item No.6.

The Board commends the resolution for approval of the Members as a Special Resolution.

By Order of the Board
For, **SYMPHONY LIMITED**

Mayur Barvadiya
Company Secretary

Place: Ahmedabad
Date: July 24, 2018

**Details of the directors seeking Appointment/ Re-appointment in the forthcoming Annual General Meeting
(In compliance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting)**

The brief resume and other information of Mr. Nrupesh Shah and Mr. Ashish Deshpande are as under:

Name	Mr. Nrupesh Shah DIN: 00397701	Mr. Ashish Deshpande DIN: 00498890
Age	53 years	51 years
Qualification	B.Com., FCA, CS	Diploma in Industrial Design with Specialization in Product design from NID (Master of Design equivalence)
Date of Appointment	19.10.2002	22.05.2018
Relationship with other Director	None	None
Brief Resume, Functional Expertise and experience	<p>Mr. Nrupesh Shah heads the company's financial & commercial functions and is responsible for corporate affairs, strategy, finance, M.I.S., treasury etc.</p> <p>Mr. Shah joined Symphony in 1993 as Finance Controller and became Executive Director in 2002. With more than 30 years of experience in finance and accounts, Mr. Shah is a key architect of the company's growth.</p> <p>He has been invited to speak at various public forums like CED, Rotary Club and other institutes. He also contributes articles to the journal published by the local chapter of the Institute of Chartered Accountants of India (ICAI)</p>	<p>Mr. Ashish Deshpande has started his design entrepreneurship journey, 29 years ago, by co-founding India's pioneering design practice, Elephant Designs Private Limited (Elephant).</p> <p>Mr. Deshpande leads Product & Retail Experience Innovation group and has led projects ranging from consumer appliances related to air, water & energy, medical equipment, wearable electronics, automotive and retail.</p> <p>Mr. Deshpande conducts workshops on Growth by Design, Design Thinking & Product Innovation.</p> <p>Mr. Deshpande is President, Association of Designers of India, an active member of the Design Alliance Asia and has been on the jury of India Design Mark.</p>
No. of Shares held in the Company	13,27,805*	None
Directorship in other company	<ol style="list-style-type: none"> 1. Sanskrut Tradecom Pvt. Ltd. 2. Altus Learning Pvt. Ltd. 3. Helix Consultants Pvt. Ltd. 	1. Elephant Design Private Limited
Chairman / Member of the committee of the Company	<ol style="list-style-type: none"> 1. Stakeholders Relationship Committee 2. Risk Management Committee 	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee
No. of Board Meeting attended during 2017-18	4	N.A.
Remuneration drawn during 2017-18	₹160.91 lacs#	N.A.

* includes shares held by himself, his spouse, bodies corporate in which he is substantially interested as a partner, Father's HUF in which he is Karta and Family Trust in which he is interested as Trustee and Beneficiary of the Trust.

including profit linked performance incentives, as approved by the Board, payable for the year 2017-18.

Symphony Limited

CIN – L32201GJ1988PLC010331

Regd. Office: Symphony House, Third Floor, FP-12, TP-50, Off S.G. Highway, Bodakdev Ahmedabad – 380 0054, Gujarat, India.

Phone: +91-79-66211111/49060000 • Fax: +91-79-66211140

E-mail ID: investors@symphonylimited.com • Website: www.symphonylimited.com

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013
and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L32201GJ1988PLC010331
Name of the Company	Symphony Limited
Registered Office	Symphony House, Third Floor, FP12, TP50, Bodakdev, Off S.G. Highway, Ahmedabad – 380 0054.
E-mail Id:	
Folio No. / Client Id	
DP ID:	

I/We, being the member(s) of Shares of the above named Company, hereby appoint

1. Name: _____ Address: _____
E-mail Id: _____ Signature _____ or failing him;
2. Name: _____ Address: _____
E-mail Id: _____ Signature _____ or failing him;
3. Name: _____ Address: _____
E-mail Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Friday, August 31, 2018 at 10.00 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Brief details of the Resolution
1	Adoption of (a) Audited Standalone Financial Statement of Profit and Loss for the financial year ended on March 31, 2018, Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statement of Profit and Loss for the financial year ended on March 31, 2018, Balance Sheet as at that date together with the report of Auditors thereon.
2	To confirm payment of three interim dividends aggregating to ₹3/- per share and to declare a final dividend on equity shares for financial year ended on March 31, 2018.
3	Re-appointment of Mr. Nrupesh Shah, a Director retiring by rotation
4	Ratification of appointment of Auditor and fixation of their remuneration.
5	Appointment of Mr. Ashish Deshpande as an Independent Director.
6	Creation of Charge on assets of the Company including subsidiaries.

Signed this day of 2018

Signature of Proxy holder(s)

Signature of Shareholder

Affix
Revenue
Stamp

Note:

This form of proxy in order to be effective should be duly filled in, stamped & signed across the Stamp as per specimen signature registered with the Company and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Symphony Limited

CIN - L32201GJ1988PLC010331

Regd. Office: Symphony House, Third Floor, FP-12, TP-50, Off S. G. Highway,
Bodakdev Ahmedabad – 380 0054, Gujarat, India.

Phone: +91-79-66211111/49060000 • Fax: +91-79-66211140

E-mail ID: investors@symphonylimited.com • Website: www.symphonylimited.com

Attendance Slip

To be handed over at the entrance of the meeting venue:

Full name of the attending members	Folio No.	
	DP ID	
	Client ID	
Name of proxy (to be filled in if the proxy form has been duly deposited with the company)	No. of shares held	

I/We hereby record my/our presence at the Thirty First Annual General Meeting of the Company held on Friday, August 31, 2018 at 10:00 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad -380 015.

Member's / Proxy's Signature

(to be signed at the time of handing over this slip)

AGM Location Map

