



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 • Fax: +91-79-66211140

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

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting (“AGM”) of the Members of Symphony Limited (“The Company”) will be held at H. T. Parekh Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015, on Wednesday, July 31, 2019 at 5:00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended on March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm payment of three interim dividends aggregating to ₹3.00 per share and to declare a final dividend on equity shares for the financial year ended on March 31, 2019.
3. To appoint a director in place of Ms. Jonaki Bakeri (DIN : 06950998) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

Appointment of Ms. Reena Bhagwati as an Independent Woman Director

“**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), Ms. Reena Bhagwati (DIN: 00096280), an Additional (non-executive woman independent) Director of the Company, who has submitted a declaration that she meets with the criteria for independence as provided in section 149(6) of the Act and Listing Regulations 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 her candidature for the office of Director, be and is hereby appointed as an Independent Woman 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 February 4, 2024.”

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

Appointment of Mr. Santosh Nema as an Independent Director

“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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Santosh Nema (DIN: 01907138), who qualifies for being appointed 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 July 30, 2024.”

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

Approval of Reclassification of members of Promoter Group to Public category

“RESOLVED THAT in accordance with the provisions of Regulation 31A and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments

made thereto) [hereinafter referred to as “Listing Regulations”) read with the provision of Section 2(69), (70) and (77) and other applicable provisions of the Companies Act, 2013 and SEBI Regulations, the approval of the members of the Company be and is hereby accorded to the requests received from the following members of the Promoter group with respect to reclassification of their shareholding from “Promoter /Promoter Group” Category to “Public” Category.”

| Name of Persons | No. of shares held | % of shares |
|---------------------|--------------------|-------------|
| Mr. Pavan Bakeri | 12,04,000 | 1.72 |
| Jt. Mr. Anil Bakeri | | |
| Mrs. Hansa Bakeri | 20,000 | 0.03 |
| Jt. Mr. Anil Bakeri | | |

“RESOLVED FURTHER THAT pursuant to the provision of Section 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company be and is hereby authorised to make an application to the Stock Exchanges to decide on the application and thereby to reclassify the shareholding of Mrs. Hansa Bakeri and Mr. Pavan Bakeri jointly with Mr. Anil Bakeri from “Promoter /Promoter Group” Category to “Public” Category.”

“RESOLVED FURTHER THAT any director or Company secretary of the Company be and is hereby authorised to do all such acts, deeds and things incidental thereto to give effect to the above-mentioned resolution.”

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

Date: May 22, 2019
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 A 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 A 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 authorised representatives to attend the meeting are requested to send certified copy of board resolution or power of attorney or authority letter authorising 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, July 6, 2019 to Wednesday, July 10, 2019 (both days inclusive) for the purpose of payment of final dividend 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. and 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 email 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 email id with the Registrar and Share Transfer Agent for receipt of notice, 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 2011-12 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 2011-12 declared by the Company on November 30, 2012 can be claimed by the members by December 31, 2019.

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 2018-19, 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. January 2, 2019.

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 Fintech Private Limited (Karvy) for lodging a claim for refund of shares and / or dividend from the IEPF Authority.

(o) Voting through electronic means

- i. In compliance with the 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 32nd 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 the venue of the AGM ("remote e-voting") will be provided by Karvy Fintech 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 right 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 July 27, 2019 (9:00 a.m.) and ends on July 30, 2019 (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 July 24, 2019 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 purposes 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 a 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 a share 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 authorised 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 July 30, 2019.
- 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 Fintech 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 2222 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 email 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 July 24, 2019.
- XII. Any person who becomes a member of the Company after dispatch of the Notice of Meeting and holding shares as on the cut-off date i.e. July 24, 2019, may obtain the User ID and password in the manner as mentioned below:

- a) If email 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 email 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., July 24, 2019 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 Scrutinizer, 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 Scrutinizer 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 the employment of the Company, and make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizer'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. July 31, 2019.

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

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

Item No. 4

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the 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 Ms. Reena Bhagwati (DIN: 00096280) an Additional (Non-executive Independent Woman) Director on the Board of the Company w.e.f. February 5, 2019. The appointment of Ms. Reena Bhagwati shall be for a period of five year, subject to approval 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 Ms. Reena Bhagwati for the office of Director of the Company. Ms. Bhagwati is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Ms. Bhagwati that she meets with 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, Ms. Bhagwati fulfils the conditions for her appointment as an Independent Woman Director as specified in the Act and the Listing Regulations. Ms. Bhagwati is independent of the management and possesses appropriate skills, experience and knowledge. Details of Ms. Bhagwati

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 Ordinary Resolution set out at Item No. 4 of Notice for approval by the members.

Except Ms. Bhagwati 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. 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 proposed that Mr. Santosh Nema (DIN: 01907138), be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Nema, shall be effective upon approval 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. Nema for the office of Director of the Company. Mr. Nema 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 Mr. Nema 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. Nema fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr. Nema is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Nema 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. Copy of draft letter of appointment of Mr. Nema setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), has provided a regulatory mechanism for reclassification from Promoters / Promoter Group Category to Public Category subject to fulfilment of certain conditions as provided therein.

In this regard, the Company has received request letters alongwith undertakings

from (i) Mrs. Hansa Bakeri (Mother of Mr. Achal Anil Bakeri) Jt. Mr. Anil Bakeri (Father of Mr. Achal Anil Bakeri) and (ii) Mr. Pavan Bakeri (Brother of Mr. Achal Anil Bakeri) Jt. Mr. Anil Bakeri falling under the category of members of Promoter Group of the Company requesting to be reclassified from "Promoters/Promoter Group" category to "Public" category.

Rationale of the requests received from members of the promoter group, inter alia, contains that (i) names of Mr. Pavan Bakeri and Mrs. Hansa Bakeri are included with corresponding shareholders as members of the promoter group of the Company as they are immediate relatives of Mr. Achal Anil Bakeri, promoter of the Company and (ii) they are engaged in a separate and independent business of real estate and no relation, whatsoever with the business affairs of the Symphony Limited.

Both the members of promoter group have confirmed that they are satisfying the conditions mentioned in Regulation 31A (3) (b) of the Listing Regulations which, inter alia, includes they do not exercise any direct or indirect control over the management and affairs of the Company and is not engaged in the management of the Company since the date of listing. They neither have representation on the Board of Directors of the Company nor hold any Key Management Personnel position in the Company in its entire history. The Company has also not entered into any Shareholders Agreement with them.

In view of the above facts and requests received from the said persons and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the matter was discussed by the Board of Directors of the Company at their meeting held on February 5, 2019, and approved the

applications for re-classification received by the Company subject to approval of Members. Post receipt of approval of the members, the Company shall make an application to the Stock Exchanges and other regulatory authorities, if any, for their approval.

As per Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation

38 of the Listing Regulations, the public shareholding as on the date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public shareholding to achieve compliance with the minimum public shareholding.

Further, shareholding pattern, pre and post reclassification shall be as under:

| Particulars | Shareholding - Pre – reclassification | Shareholding Post– reclassification |
|--------------------------|---------------------------------------|-------------------------------------|
| Promoter/ Promoter Group | 75.00% | 73.25% |
| Public | 25.00% | 26.75% |

The relevant documents 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.

Except Mr. Achal Anil Bakeri and Ms. Jonaki Achal Bakeri being immediate relatives, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 6 of this Notice.

As per the provisions of the Listing Regulations, the members of the promoter group seeking re-classification and persons related to the members of the promoter group seeking such re-classification shall not vote to approve such re-classification request.

Hence the Board of Directors recommends the Ordinary Resolution set out at item no. 6 of the Notice for approval by the members.

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

Mayur Barvadiya
Company Secretary

Date: May 22, 2019
Place : Ahmedabad

Details of the directors seeking 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 Ms. Jonaki Bakeri, Ms. Reena Bhagwati and Mr. Santosh Nema are as under:

| Name | Ms. Jonaki Bakeri DIN: 06950998 | Ms. Reena Bhagwati DIN: 00096280 | Mr. Santosh Nema DIN: 01907138 |
|---|---|--|--|
| Age | 33 years | 53 years | 60 years |
| Qualification | B.A. | MBA from Carnegie Mellon University, Pittsburgh, USA | B.E., M.B.A. |
| Date of Appointment | August 20, 2014 | February 5, 2019 | Will be effective from July 31, 2019 |
| Relationship with other Director | Daughter of Mr. Achal Bakeri | None | None |
| Brief Resume, Functional Expertise and experience | Experience in Sales, Marketing new product development and finance. | <p>She has more than 28 years of experience in providing Fiscal, Strategic and Operations leadership in various Engineering businesses.</p> <p>She is a Joint Managing Director of Bhagwati Autocast Limited, Director of Bhagwati Spherocast Private Limited and Managing Director of Bhagwati Filters Private Limited. Ms. Bhagwati leads operations and strategic directions with full responsibility for top and bottom line including strategy formulation, long term planning, cross functional management, legal and financial obligations.</p> | <p>He has more than 35 years of extensive experience in leadership roles across consumer facing industries like Asian Paints Ltd, Shalimar Paints Ltd, CERA Sanitaryware Ltd and Hindustan Sanitaryware & Industries Ltd among others. He has expertise in sales, marketing, operations and business development, strategic planning, dealer network, leading and developing teams, P&L management, customer centricity, brand building, JV and strategic alliances, change management and building high performance cultures.</p> <p>Mr. Nema is the founder and director of Nmbrologic Internet Private Limited.</p> |

| Name | Ms. Jonaki Bakeri DIN: 06950998 | Ms. Reena Bhagwati DIN: 00096280 | Mr. Santosh Nema DIN: 01907138 |
|---|--|--|---|
| No. of Shares held in the Company | 1000 | Nil | 500 |
| Directorship in other Company | None | 1. Bhagwati Autocast Ltd 2. EIMCO Elecon (India) Ltd 3. Bhagwati Spherocast Pvt. Ltd. 4. The Anup Engineering Ltd. 5. Bhagwati Filters Pvt. Ltd. 6. Ved Skill Academy Pvt. Ltd. | 1. Nmblogic Internet Pvt. Ltd. |
| Chairman / Member of the committee of the Company | Symphony Limited 1. Stakeholders Relationship Committee | Member of Audit Committee of (i) Symphony Limited (ii) Bhagwati Autocast Limited (iii) EIMCO Elecon (India) Limited and The Anup Engineering Limited. Member of Stakeholders Relationship Committee of Bhagwati Autocast Limited | - |
| No. of Board Meeting attended during 2018-19 | She has attended all four board meetings held during the year 2018-19. | 1 (one) | - |
| Remuneration drawn during 2018-19 | Nil | Nil | Nil |

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 • 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

- Name: _____ Address: _____
Email Id: _____ Signature _____ or failing him;
- Name: _____ Address: _____
Email Id: _____ Signature _____ or failing him;
- Name: _____ Address: _____
Email Id: _____ Signature _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday, July 31, 2019 at 5.00 p.m. at H. T. Parekh Auditorium, 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 Resolutions |
|----------------|---|
| 1 | To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended on March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon. |
| 2 | To confirm payment of three interim dividends aggregating to ₹3.00 per share and to declare a final dividend on equity shares for the financial year ended on March 31, 2019. |
| 3 | To appoint a director in place of Ms. Jonaki Bakeri (DIN : 06950998) who retires by rotation and being eligible, offers herself for re-appointment. |
| 4 | Appointment of Ms. Reena Bhagwati as an Independent Director. |
| 5 | Appointment of Mr. Santosh Nema as an Independent Director. |
| 6 | Approval of Reclassification of members of Promoter Group to Public category. |

Signed this day of 2019

Signature of Proxy holder(s)_____
Signature of Shareholder(s)Affix Re. 1
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 – 380 054, Gujarat, India.

Phone: +91-79-66211111 • 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 Second Annual General Meeting of the Company held on Wednesday, July 31, 2019 at 5:00 p.m. at H. T. Parekh Auditorium, 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)