

SYMPHONY LIMITED

CIN – L32201GJ1988PLC010331

Registered Office: Symphony House, Third Floor, FP12, TP50, Off S.G. Highway, Bodakdev, Ahmedabad – 380 059, 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 36th Annual General Meeting (“**AGM**”) of the Members of Symphony Limited (“**the Company**”) will be held on Friday, August 4, 2023 at 10:00 a.m. (IST) through Video Conferencing (“**VC**”) facility or Other Audio-Visual Means (“**OAVM**”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the audited standalone financial statements of the Company for the financial year ended on March 31, 2023, together with the reports of the board of directors and auditors thereon.
2. To receive, consider, and adopt the audited consolidated financial statements of the Company for the financial year ended on March 31, 2023, together with the report of the auditors thereon.
3. To confirm payment of two interim dividends aggregating to ₹4.00 per share and to declare a final dividend of ₹1.00 per share on equity shares for the financial year 2022-23.
4. To appoint a director in place of Mr. Amit Kumar (DIN: 01946117) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended from time to time, and the Articles of Association of the Company, Ms. Reena Bhagwati (DIN: 00096280), who was appointed as an Independent Woman Director of the Company at the 32nd Annual General Meeting of the Company and who holds office upto February 4, 2024, and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from February 5, 2024 to February 4, 2029.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

**By Order of the Board
For Symphony Limited**

Date: July 5, 2023
Place: Ahmedabad

**Mayur Barvadiya
Company Secretary & Head - Legal**

NOTES:

- (a) The Ministry of Corporate Affairs ('MCA') issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, and May 5, 2022, respectively, and by General Circular No. 10/2022 dated December 28, 2022, allowed companies whose AGMs become due in the year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 ("MCA Circulars"). In compliance with these circulars, the AGM of the Company is being held through VC/OAVM on Friday, August 4, 2023 at 10:00 a.m. (IST). The deemed venue for the 36th AGM will be Symphony House, 3rd Floor, FP12, TP50, Off S. G. Highway, Bodakdev, Ahmedabad – 380059.
- (b) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP, AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
- (c) In accordance with the applicable MCA Circulars and the SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2023, will be sent through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Bigshare Services Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2023 shall be available on the websites of the Company viz., www.symphonylimited.com and of the Stock Exchanges where equity shares of the Company are listed. The Notice shall also be available on the e-voting website of the agency engaged for providing e-voting facility, i.e., National Securities Depository Limited (NSDL), viz., www.evoting.nsdl.com.
- (d) 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 the ensuing annual general meeting.
- (e) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 22, 2023 to Tuesday, July 25, 2023 (both days inclusive) for the purpose of the annual general meeting and payment of the final dividend.
- (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 the Companies Act, 2013, members holding shares in physical form may file a Nomination Form in respect of their shareholdings to the Registrar and Share Transfer Agent.
- (h) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 36th AGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the board resolution/power of attorney to the Scrutinizer.
- (i) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(j) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the National Securities Depository Limited's ('NSDL') e-voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars.

(k) 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 by sending a filled in and signed Form ISR - 1 and Form ISR - 2 to our RTA, i.e., Bigshare Services Private Limited, or they may directly update by accessing link at: <https://www.bigshareonline.com/InvestorRegistration.aspx>.

(l) **DIVIDEND TAX**

Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the shareholders from April 1, 2020 and the Company is required to deduct tax at source ("**TDS**") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("**the IT Act**"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants, or in case shares are held in physical form, with the Company by sending an email to the Company's email address at investors@symphonylimited.com. For details, Members may refer to the "Communication on TDS on Dividend Distribution" circulated along with the Notice of AGM and also available on the website of the Company.

(m) Details of directors seeking appointment/re-appointment at the ensuing annual general meeting of the Company are given in this Notice in compliance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meeting.

(n) 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 the Annual Report, Notice, Quarterly Results, Circulars, etc. by electronic mode.

(o) Transfer of unclaimed/unpaid amounts and shares to the Investor Education and Protection Fund:

Members who have not yet encashed their following dividend(s) for the financial year 2016-17 are requested to lodge their claims with the Company or Registrar and Share Transfer Agent.

Particulars of dividend	Last date to claim the dividend
1 st Interim Dividend – 2016-17	August 25, 2023
2 nd Interim Dividend – 2016-17	November 24, 2023
3 rd Interim Dividend – 2016-17	March 13, 2024

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 on the Company's website: <https://symphonylimited.com/investor/shareholding-information/>

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 2022-23, transferred to the IEPF Authority all shares, except disputed cases, in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, within 30 days from the due dates.

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

- (i) <https://symphonylimited.com/investor/shareholding-information/>
(ii) www.iepf.gov.in

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

(p) **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

The remote e-voting period begins on Monday, July 31, 2023 at 9:00 a.m. and ends on Thursday, August 3, 2023 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date), i.e., Friday, July 28, 2023 may cast their vote electronically.

The way to vote electronically on the NSDL e-voting system consists of two steps, which are mentioned below:




Step 1: Access to the NSDL e-voting system

A) Login method for e-voting and joining the virtual meeting for individual shareholders holding securities in demat mode

Based on the SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access the e-voting facility.

The login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	1. Existing IDeAS users can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a personal computer or on a smart mobile phone. On the e-Services home page click on the 'Beneficial Owner' icon under Login', which is available under the 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services, and you will be able to see the e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to the NSDL e-voting website for casting your vote during the remote e-voting period or joining the virtual meeting and voting during the meeting.
	2. If the user is not registered for IDeAS e-services, the option to register is available at https://eservices.nsd.com . Select "Register Online for IDeAS" portal or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp .

Type of shareholders	Login method
	<p>3. Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of the e-voting system is launched, click on the icon 'Login', which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your user ID (i.e., your sixteen digit demat account number held with NSDL), password/OTP, and a verification code as shown on the screen. After successful authentication, you will be redirected to the NSDL depository site. Click on options available against the company name or e-voting service provider - NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p>
	<p>4. Shareholders/Members can also download the NSDL mobile app 'NSDL Speede', by scanning the QR code given below, for a seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi/Easiest, can login through their existing user ID and password. An option will be made available to reach the e-voting page without any further authentication. The users to login Easi/Easiest are requested to visit the CDSL website, www.cdslindia.com and click on the login icon and New System Myeasi Tab, and then use their existing Myeasi username and password.</p> <p>2. After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or during the AGM. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.</p>

Type of shareholders	Login method
	<p>3. If the user is not registered for Easi/Easiest, the option to register is available on the CDSL website, www.cdslindia.com. Here the user is required to click on 'Login' and select the New System Myeasi Tab, and then click on the registration option.</p> <p>4. Alternatively, the user can directly access the e-voting page by providing a demat account number and PAN number, from a link on the home page — www.cdslindia.com. The system will authenticate the user by sending an OTP on the registered mobile number and email address, as recorded in the demat account. After successful authentication, the user will be provided links for the respective ESP, i.e., NSDL, where the e-voting is in progress.</p>
Individual shareholders (holding securities in demat mode) login through their depository participants	Users can also login using the login credentials of their demat account through their depository participant registered with NSDL/CDSL for the e-voting facility. Once login is done, users will be able to see the e-voting option. Once a user clicks on the e-voting option, they will be redirected to the NSDL/CDSL depository site after successful authentication, where they will be able to see the e-voting feature. Clicking on options available against the company name or the e-voting service provider — NSDL will redirect the user to the e-voting website of NSDL for casting their vote during the remote e-voting period; alternatively, they can join the virtual meeting and vote during the meeting.

Important note: Members who are unable to retrieve their user ID/password are advised to use the 'Forgot User ID' and 'Forgot Password' options available on the above-mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through the depository, i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue during login can contact the NSDL helpdesk by sending a request on evoting@nsdl.co.in , or by calling the toll-free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue during login can contact the CDSL helpdesk by sending a request on helpdesk.evoting@cdslindia.com or by calling toll free no. 1800 22 55 33

B) Login method for shareholders other than individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.

Step -1 How to login to the NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open the web browser and type the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of the e-voting system is launched, click on the 'Login' icon, which is available under the 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your user ID, your password/OTP, and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e., IDEAS, you can login on <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services with your login credentials, click on e-voting, and you can proceed to Step 2, i.e., cast your vote electronically.

4. Your user ID details are given below:

Manner of holding shares i.e., demat (NSDL or CDSL) or Physical	Your user ID is:
a) For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For members holding shares in physical form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered to your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL, in your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for your NSDL account, last 8 digits of client ID for CDSL account, or folio number for shares held in physical form. The .pdf file contains your 'user ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow the steps mentioned below in the process for those shareholders whose email IDs are not registered.
6. If you are unable to retrieve or have not received the 'initial password', or have forgotten your password:
 - a) Click on the 'Forgot User Details/Password?' (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password? (if you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the above mentioned two options, you can send a request to evoting@nsdl.co.in, mentioning your demat account number/folio number, your PAN, your name, and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting votes on the e-voting system of NSDL.
7. After entering your password, tick on 'Agree to Terms and Conditions', by selecting the check box.
 8. Now, you will have to click on the 'Login' button.
 9. After you click on the 'Login' button, the home page of e-voting will open.

Step 2: Cast your vote electronically and join the General Meeting on the NSDL e-voting system.

How to cast your vote electronically and join the General Meeting on the NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN', in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select 'EVEN' of the company for which you wish to cast your vote during the remote e-voting period and cast your vote during the General Meeting. For joining the virtual meeting, you need to click on the 'VC/OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take a printout of the votes cast by you, by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email IDs are not registered with the depositories, for procuring their user ID and password, and registration of email IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide the folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@symphonylimited.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested), AADHAR (self-attested) to investors@symphonylimited.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in Step 1 (A), i.e., Login method for e-voting and joining the virtual meeting for individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing the above-mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The point of contact for grievances related to e-voting on the day of the AGM is the same as the point of contact mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the facility by following the steps mentioned above for 'access to the NSDL e-voting system'. After successful login, you can see the 'VC/OAVM link' placed under the 'Join Meeting' menu against the company name. You are requested to click on the VC/OAVM link placed under the 'Join Meeting' menu. The link for VC/OAVM will be available in the shareholder/member login where the EVEN of the Company will be displayed.
2. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email ID, mobile number at investors@symphonylimited.com. They will be replied to by the company suitably.

(q) General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdoshiac@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, July 28, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, July 28, 2023, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
3. It is strongly recommended not to share your password with any other person, and to take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to reset the password through

the 'Forgot User Details/Password?' or 'Physical User Reset Password?', option available on www.evoting.nsd.com.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders, and the e-voting user manual for shareholders available in the 'download' section of www.evoting.nsd.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in
- (r) 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.
- (s) Voting shall be allowed at the end of the discussion on the resolutions on which voting is to be held, with the assistance of the scrutinizer, by use of 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.
- (t) 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, within two working days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour of, 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.
- (u) The results declared along with the scrutinizer's report shall be placed on the Company's website www.symphonylimited.com immediately after the result is declared and the same shall be communicated to the National Stock Exchange of India Limited and BSE Limited.
- (v) Subject to receipt of requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM.

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. 5

The members of the Company in their 32nd Annual General Meeting held on July 31, 2019, approved the appointment of Ms. Reena Bhagwati as an Independent Woman Director of the Company for a period of five years with effect from February 5, 2019. Accordingly, her first term as an Independent Woman Director will expire on February 4, 2024. During her tenure as an Independent Director of the Company, Ms. Reena has contributed immensely to the Board and Committee deliberations.

Based on the recommendations of the Nomination and Remuneration Committee of the Company and pursuant to the performance evaluation of Ms. Bhagwati as a member of the Board and of its Committees, her rich background, experience and contribution in the Board and Committee deliberations, and the observation that her continued association would be beneficial to the Company, the Board, on May 5, 2023 proposed to recommend to the members the reappointment of Ms. Bhagwati as an Independent Woman Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from February 5, 2024 to February 4, 2029. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Ms. Reena for the office of Director.

The Company has received requisite consent/disclosures under the provisions of the Act and SEBI Listing Regulation from Ms. Reena Bhagwati. Ms. Bhagwati has confirmed that she has not been debarred from holding office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Ms. Bhagwati has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an independent director of the Company. The brief profile and specific areas of expertise of Ms. Bhagwati are provided as an annexure to this Notice.

In the opinion of the Board, Ms. Bhagwati is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder, read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company. Out of the skills and capabilities identified by the Board, Ms. Reena Bhagwati has adequate skills pertaining to sales and marketing, including strategy formulation, long term planning, cross functional management, legal and financial obligations. In terms of Sections 149, 152, and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, the reappointment of Ms. Bhagwati as an independent woman director of the Company for a second term for a period of five consecutive years commencing from February 5, 2024 to February 4, 2029, is being placed before the members for their approval by way of a Special Resolution.

Ms. Bhagwati, if reappointed, will not be liable to retire by rotation. The terms and conditions of reappointment of Ms. Bhagwati as an independent woman director would be made available for inspection to the members upon sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company on investors@symphonylimited.com.

None of the director(s) and key managerial personnel of the Company or their respective relatives, except Ms. Reena Bhagwati, to whom the Resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends the Resolution set forth in the Notice for the approval of the members by way of a Special Resolution.

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

**Mayur Barvadiya
Company Secretary & Head - Legal**

Date: July 5, 2023
Place: Ahmedabad

Details of the directors seeking appointment/re-appointment in the forthcoming Annual General Meeting (in compliance with 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. Amit Kumar and Ms. Reena Bhagwati are as under:

Name	Mr. Amit Kumar	Ms. Reena Bhagwati
Director Identification Number (DIN)	01956117	00096280
Age	44 years	57 years
Qualification	B. Tech. in Mechanical Engineering from IIT Kanpur, MBA (PGDM) from IIM, Ahmedabad	MBA from Carnegie Mellon University, Pittsburgh, USA
Date of appointment	August 2, 2021	February 5, 2024 (effective date for second term)
Date of first appointment	August 2, 2021	February 5, 2019
Relationship with another director	None	None
Brief resume, functional expertise, and experience	<p>Mr. Amit Kumar has nearly 20 years of experience in the corporate and consulting sectors. He has worked with GE, PwC, Shapoorji Pallonji, EY, and KPMG. He had his own tech start-up in the field of data analytics and has been a business transformation and profitability improvement specialist.</p> <p>As Executive Director and Group CEO, Mr. Kumar focuses on the overall business growth of Symphony India and its overseas subsidiaries. Having graduated from the Indian Institute of Management in Ahmedabad, Mr. Amit Kumar is a part of the leadership team at Symphony, which drives the vision for the next wave of the organization's growth globally, across sectors and offerings.</p>	<p>She has more than 32 years of experience in providing fiscal, strategic and operations leadership in various engineering businesses.</p> <p>She is Managing Director of Bhagwati Autocast Limited, Director of Bhagwati Spherocast Private Limited, and Managing Director of Bhagwati Filters Private Limited.</p> <p>Ms. Bhagwati leads operations and strategic directions with full responsibility for top and bottom-line including strategy formulation, long term planning, cross functional management, and legal and financial obligations.</p>
No. of shares held in the Company	Nil	Nil
Directorship held in other listed entities	None	<ol style="list-style-type: none"> 1. Bhagwati Autocast Limited 2. EIMCO Elecon (India) Limited 3. The Anup Engineering Limited
Directorship in unlisted entities	None	<ol style="list-style-type: none"> 1. Bhagwati Spherocast Private Limited 2. Bhagwati Filters Private Limited 3. Ved Skill Academy LLP

Name	Mr. Amit Kumar	Ms. Reena Bhagwati
Names of the listed entities from which the appointee has resigned in the past three years	None	None
Chairman/Member of the committee of the Company	Member of Risk Management Committee	Member of Audit Committee, Stakeholders Relationship Committee, and Chairperson of Nomination and Remuneration Committee of the Company
No. of board meetings attended during the year	Four (out of four)	Three (out of four)
Remuneration drawn during year	₹223.78 lacs	₹1.50 lacs (sitting fees)
Terms and Conditions of Appointment/ Reappointment and Remuneration, along with details of remuneration sought to be paid	Mr. Amit has been appointed as Executive Director and Group CEO of the Company for a period of five years w.e.f. August 2, 2021.	As mentioned in Item No. 5 of this notice

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

Pursuant to the provisions of the Income Tax Act, 1961 ("the IT Act"), dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at prescribed rates in the IT Act. Please take note of the below TDS provisions and information/document requirements for each member.

Section 1: Mandatory details applicable for all shareholders

All shareholders are requested to ensure that the below mentioned details are completed and/or updated, as applicable, in their depository records through their depository participant (if shares are held in Demat form) or in the register of members through the registrar and share transfer agent (if shares are held in physical form) on or before July 25, 2023.

- a. Residential status as per the Act, i.e., Resident or Non-Resident for FY 2023-24
- b. Valid Permanent Account Number (PAN)
- c. Category of shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Foreign Portfolio Investor (FPI) /Foreign Institutional Investor (FII), Foreign Company, Others (being Individual, Firm, Trust, AJP, etc.): — Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person (AJP), Trust, Domestic company, Foreign company etc.
- d. Email ID
- e. Address

Please note that the above details as available on record date in the register of members will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions.

Section 2: TDS provisions and documents required as applicable for relevant category of shareholders.

In addition to ensuring completion and/or updating, as applicable, of above mandatory details, shareholders are also requested to take note of the TDS rates and additional information requested by the Company for their respective category in order to comply with the applicable TDS provisions.

The Resident Non-Individual Members, i.e. Insurance companies, Mutual Funds, and Alternative Investment Funds (AIF) established in India and Non-Resident Non-Individual Members, i.e., Foreign Institutional Investors and Foreign Portfolio Investors, may alternatively submit the relevant forms/declarations/documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.

1. Resident Shareholder:

Category of shareholder	Relevant section of the Act	Rate of tax	Exemption applicability/ Documentation requirement
Mutual Funds — Applicable for mutual funds registered with SEBI	196	0%	No TDS is required to be deducted as per Section 196(iv) of the Act, subject to specified conditions. A declaration that they are governed by the provisions of Section 10(23D) of the Act along with self-attested copies of relevant registration documents (*) (***)

Category of shareholder	Relevant section of the Act	Rate of tax	Exemption applicability/ Documentation requirement
Category I and II Alternative Investment Funds (AIF)	197A(1F)	0%	No TDS is required to be deducted as per Section 197A(1F) of the Act, subject to specified conditions. A copy of a valid SEBI registration certificate needs to be submitted, along with a declaration that its income is exempt under Section 10(23FBA) of the Act (*) (***)
Other resident shareholder	194/197	10%	<p>a) TDS is required to be deducted at the rate of 10% under Section 194 of the Act.</p> <p>b) No TDS is required to be deducted if aggregate dividend distributed or likely to be distributed during the financial year to individual shareholder does not exceed ₹5000/-.</p> <p>c) No TDS is required to be deducted on furnishing of valid Form 15G (#) (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax), or Form 15H (#) (for individual above the age of 60 years with no tax liability on total income) (*) (***)</p> <p>d) PAN available in the register of members must be valid (**). TDS is required to be deducted at the rate of 20% under Section 206AA of the Act if valid PAN of the shareholder is not available.</p>
			<p>e) TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued under Section 197 of the Act if such valid certificate is provided (*) (***)</p> <p>f) As per section 206AB inserted by the Finance Act 2021, TDS is proposed to be deducted at twice the applicable rates, if the Income Tax Return has not been filed by the resident shareholders for the preceding two financial years, for which the time limit for filing has expired. The Company will use the mechanism prescribed by the Income tax department to verify if a shareholder is a 'specified person' under section 206AB of the Income Tax Act and basis the result provided, the Company will apply higher rates under section 206AB of the Income Tax Act on those shareholders who are covered as 'specified person' under section 206AB of the IT Act.</p>
Any other entity entitled to exemption from TDS	-	-	Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) in support of the entity being entitled to TDS exemption need to be submitted (*) (***)

2.Non-Resident Shareholder:

Category of shareholder	Relevant section of the Act	Rate of tax	Exemption applicability/Documentation requirement
FPIs and FIIs	196D	20%	<p>a) TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 196D of the Act.</p> <p>b) The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non-resident shareholder.</p> <p>Further, as per Section 90 of the Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder if they are more beneficial to them. For this purpose, i.e., to avail tax treaty benefits, the non-resident shareholders will have to provide the following:</p> <ul style="list-style-type: none"> • Copy of the PAN allotted by the Indian Income Tax authorities (*) (***)
			<ul style="list-style-type: none"> • Copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident (*) (***) • Self-declaration in Form 10F (*) (***) • Self-declaration on letterhead of having no permanent establishment in India, beneficial ownership of shares and eligibility to claim treaty benefits (as per Annexure 1 to this communication). <p>In the case of shareholders other than individuals, the declaration has to be on the official letterhead of the entity with reference to the authorization date of the Board/Trust resolution in favour of the authorized signatory to sign the document.</p>
Category I and II Alternative Investment Funds (AIF)	197A(1F)	0%	No TDS is required to be deducted as per Section 197A(1F) of the Act, subject to specified conditions. A copy of a valid SEBI registration certificate needs to be submitted, along with a declaration that its income is exempt under Section 10(23FBA) of the Act (*) (***)
Any other entity entitled to exemption from TDS	-	-	Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) in support of the entity being entitled to TDS exemption need to be submitted (*) (***)

CLEARING MEMBER SHOULD ENSURE THAT AS ON RECORD DATE/BOOK CLOSURE DATE NO SHARES ARE LYING IN THEIR ACCOUNT.

(*) The documents have to be emailed to tds@bigshareonline.com and investors@symphonylimited.com of the Registrar and Share Transfer Agent ('RTA')/Company on or before July 25, 2023. Alternatively, physical documents may be sent to RTA at the following address:

Bigshare Services Private Limited

Unit : Symphony Limited

Office No S6-2, 6th Floor, Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,

Andheri (East) Mumbai – 400093, Maharashtra

Please note that the Company will not be able to consider documents/communication sent physically, after July 25, 2023.

In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such a deductee should file a declaration with Company in the manner prescribed by the Rules on or before 31st March, 2023. The Company will not accept any declarations referred to Rule 37BA of Income Tax Rules, 1962 on or after 31st March, 2023.

In case tax on dividend is deducted at a higher rate in the absence of receipt or defect in any of the aforementioned details/documents, you will be able to claim refund of the excess tax deducted by filing your income tax return. No claim shall lie against the Company for such taxes deducted.

(**) If the PAN is not as per the database of the income tax portal, it would be considered as an invalid PAN.

(***) All documents to be submitted are required to be self-attested (the documents should be signed by the shareholder/authorised signatory stating the documents to be "certified true copies of the original"). Benefits depend upon availability of the documents within the time specified, and on verification of the same by the Company. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.

(#) All the forms 15G/15H/10F/self-declaration for tax exemption can be downloaded from the website of the company's RTA- [https://www.bigshareonline.com/ Resources.aspx](https://www.bigshareonline.com/Resources.aspx).

NOTE:

- The Finance Act 2023 has mandated that the new regime shall be the default regime for the taxpayers from FY 2023-24. Under the new regime, the thresholds limit is ₹3,00,000 and the rebate allowed is ₹7,00,000. In light of this, as a deductor, since government has mandated new regime as default, the company may want to extend benefit of NIL rate where shareholders provide form 15G / 15H with estimated income of ₹3,00,000 and ₹7,00,000 respectively as against ₹2,50,000 and ₹5,00,000 until last year.
- As per the recent circular, electronic Form 10F is mandatorily required where the non-resident shareholder has a PAN in India. In this regard, the company wishes to explicitly mention that benefit of DTAA shall be denied where electronic 10F is not provided where the non-resident shareholder has a valid PAN in India.
- All the above referred rates will be enhanced by surcharge and cess, wherever applicable.

- Application of TDS rate is subject to necessary due diligence and verification by the Company, of the shareholder details as available in the register of members on the record date, and any other additional documents that may be submitted.
- If the dividend income is assessable to tax in the hands of a person other than the registered shareholder as on the record date, the registered shareholder is required to furnish a declaration to the Company containing the name, address, permanent account number of the person to whom TDS credit is to be given, and reasons for giving credit to such person.
- If, for any reason, TDS is deducted at a higher rate, the shareholder can claim refund of excess TDS, by filing Income-tax return in India, subject to fulfilment of the applicable conditions.
- In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the shareholders, such shareholders will be responsible to pay and indemnify such income-tax demand (including interest, penalty, etc.) and provide the Company with all information/documents that may be necessary and co-operate in any proceedings before any income-tax/apellate authority.
- The Company will arrange to email a soft copy of the TDS certificate to the registered email IDs of the shareholders in due course. The TDS amount will also be reflected in Form 26AS of the shareholder, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>

THE ABOVE COMMUNICATION ON TDS SETS OUT THE PROVISIONS OF LAW IN A SUMMARISED MANNER ONLY, AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES. SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES.

Annexure 1 — FORMAT FOR DECLARATION FOR CLAIMING BENEFITS UNDER DTAA

Date:

To,

Symphony Limited

Symphony House,

FP-12, TP50, Off S. G. Highway

Bodakdev,

Ahmedabad – 380 059.

Subject: Declaration for eligibility to claim benefit under Agreement for Avoidance Of Double Taxation between Government of India and Government of ("DTAA"), as modified by Multilateral Instrument ("MLI"), if applicable

With reference to above, I/We wish to declare as below:

1. I/We, _____, having permanent account number (PAN) under the Indian Income Tax Act, _____, and holding _____ number of shares of the Company under demat account number/folio number..... as on the record date, am/are a tax resident of ... _____ in terms of Article 4 of the DTAA as modified by MLI (if applicable), and do not qualify as a 'resident' of India under Section 6 of the Indian Income Tax Act, 1961 ("the IT Act"). A copy of the valid tax residency certificate for _____, along with Form 10F which is valid as on the book closure date/record date, is attached herewith.
2. I/We am/are eligible to be governed by the provisions of the DTAA as modified by MLI (if applicable), in respect of the dividend income and meet all the necessary conditions to claim treaty rate.
3. I/We hereby declare that, I am/we are the beneficial owner of the share/shares held in the Company as well as the dividend arising from such shareholding; and I/we have the right to use and enjoy the dividend received/receivable from the above shares, and such right is not constrained by any contractual and/or legal obligation to pass on such dividend to another person.
4. I/We confirm that I/we are entitled to claim the benefits under the treaty as modified by the multilateral convention to implement the tax treaty related measures to prevent base erosion and profit shifting (MLI), including but not limited to the Principal Purpose Test (PPT), Limitation of Benefit clause (LOB), Simplified Limitation of Benefits (SLOB), period of holding of shares, etc., as applicable. I/We specifically confirm that my/our affair/affairs were not arranged such that the main purpose or the principal purpose thereof was to obtain tax benefits available under the applicable tax treaty.
5. I/We confirm that I/we have not entered into an impermissible avoidance arrangement, i.e., an arrangement, the main purpose or one of the main purposes of which is to obtain a tax benefit and it (a) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length; (b) results, directly or indirectly, in the misuse, or abuse, of the provisions of this Act; (c) lacks commercial substance or is deemed to lack commercial substance under Section 97, in whole or in part; or (d) is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bona fide purposes.

I/We do not have a Permanent Establishment ("PE") in India in terms of Article 5 of the DTAA as modified by MLI (if applicable) or a fixed base in India during the period April, 2022–March, 2023 and the amounts paid/payable to us, in any case, are not attributable to the PE or fixed base, if any, which may have got constituted otherwise. Further, I/we hereby declare and confirm that I/we do not fall under the definition of 'specified person' as provided in section 206AB of the IT Act.

6. I/We do not have a PE in a third country and the amounts paid/payable to us, in any case, are not attributable to a PE in a third jurisdiction, if any, which may have got constituted otherwise.
7. I/We do not have a business connection in India according to the provision of Section 9(1)(i) of the Act, and the amounts paid/payable to us, in any case, are not attributable to business operations, if any, carried out in India.
8. I/We confirm that my/our affair/affairs of _____ were arranged such that the main purpose or the principal purpose thereof was not to obtain tax benefits available under the applicable tax treaty.
9. Further, my/our claim for relief under the tax treaty is not restricted by application of the Limitation of Benefit clause, if any, thereunder.
10. I/We further indemnify the Company from any penal consequences arising out of any acts of commission or omission initiated by the Company by relying on my/our above averment.
11. I/We hereby confirm that the above declaration should be considered to be applicable for all the shares held in the Company under PAN/accounts declared in the form.

I/We hereby certify that the declarations made above are true and bona fide. In case in future, any of the declarations made above undergo a change, we undertake to promptly intimate you in writing of the said event. You may consider the above representations as subsisting unless intimated otherwise.

I/We, in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy, or omission of information provided by me/us, I/we will be responsible to pay and indemnify such an income tax demand (including interest, penalty, etc.), and provide the Company with all information/documents that may be necessary and cooperate in any proceedings before any income tax/appellate authority.

For..... Authorised Signatory

Contact address: _____ [Please insert]

Email address: _____ [Please insert]

Contact Number: _____ [Please insert]

Tax Identification Number: _____ [Please insert]

The shareholders are required to provide a declaration, strictly as per the specified format given above, failing which, the Company reserves the right to deny the treaty benefits.