

November 06, 2023

To,
National Stock Exchange of India Limited
 Symbol – Symphony

To,
BSE Limited
 Security Code – 517385

Sub.: Postal Ballot Notice

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('**Listing Regulations**') as amended from time to time, we forward herewith a copy of the Postal Ballot Notice ('**Notice**') of the Symphony Limited ('**the Company**') dated October 26, 2023, along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 ('**Act**') read with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the Members of the Company on the Special Resolution forming part of the Notice.

In compliance with the various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants / the Company's Registrars and Transfer Agents ('**RTA**') i.e. M/s. Bigshare Services Private Limited, and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 03, 2023 ('**Cut-off date**'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of M/s. Bigshare Services Private Limited ("**BSPL**") to provide remote e-Voting facility to its Members. The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	09:00 A.M. (IST) November 07, 2023
End of e-Voting	05:00 P.M. (IST) December 06, 2023

The e-Voting module shall be disabled by BSPL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote e-Voting are provided in the Notice.

The members who have not registered / updated their e-mail id / bank details with the Company / RTA / DP are requested to register / update them with the Company / RTA/ DP.

The Notice is also available on the Company's website www.symphonylimited.com, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and BSPL at <https://ivote.bigshareonline.com>.

This is for your information and records.

Thanking You,

Yours Truly,
For Symphony Limited

Mayur Barvadiya
Company Secretary and Head - Legal

Encl.: as above



SYMPHONY LIMITED

CIN - L32201GJ1988PLC010331

Registered Office : "Symphony House", Third Floor, FP-12, TP-50, Off S.G. Highway,
Bodakdev, Ahmedabad -380 059, Gujarat, India

Phone: +91-79-6621 1111 Fax : +91-79-6621 1140

Email : investors@symphonylimited.com; Website: www.symphonylimited.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended.)

VOTING STARTS ON	VOTING ENDS ON
Tuesday, November 7, 2023, at 09.00 a.m. (IST)	Wednesday, December 6, 2023, at 05.00 p.m. (IST)

Dear Member(s),

Notice ("**Notice**") is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "**Companies Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") and other applicable provisions of the Act and the Rules, including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force, and other applicable provisions, if any, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and Secretarial Standard - 2 on General Meetings ("**SS - 2**") issued by the Institute of Company Secretaries of India, and other applicable laws and regulations, if any, that the resolution appended below as set out in this Notice, the details of which are set out in the Explanatory Statement attached to this Notice, is proposed for the consideration of the Members of the Company, to be passed as a special resolution by way of postal ballot only by voting through electronic means ("**remote e-voting**").

A detailed explanatory statement pertaining to said resolution, in accordance with the provisions of Sections 102, 110 and other applicable provisions of the Companies Act and the SEBI Listing Regulation, is annexed hereto.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules, 2014, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, this notice for postal ballot ("**Postal Ballot Notice**") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ the Company's Registrar and Share Transfer Agent or the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together referred to as "**Depositories**") / their depository participant. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Company has engaged the services of M/s. Bigshare Services Private Limited ("**BSPL**"), for providing e-voting facilities in a secure manner.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed M/s. SPANJ & Associates, Practicing Company Secretaries, as the scrutinizer (the "**Scrutinizer**") for conducting the postal ballot process through remote e-voting, in a fair and transparent manner and he has communicated his willingness to be appointed and be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering remote e-voting facility to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The remote e-voting period commences from 9:00 a.m. (IST) on Tuesday, November 7, 2023 and ends at 5:00 p.m. on Wednesday, December 6, 2023. The E-voting module will be disabled / blocked thereafter for voting by the members. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

The Scrutinizer will submit his report to the Chairman, or in his absence to the Company Secretary, upon completion of the scrutiny of the votes cast through remote e-voting, who will countersign the same. The results of the Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting.

The results declared along with the Scrutinizer's Report(s) will be placed on the Company's website www.symphonylimited.com and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. the National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com and BSE Limited ("**BSE**") at www.bseindia.com, in accordance with the provisions of the Companies Act. And the same shall be displayed on the BSPL website at www.bigshareonline.com.

The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e., December 6, 2023.

RESOLUTION:

1. To consider and approve change in designation and remuneration of Mr. Nrupesh Shah (DIN:00397701)

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

"**RESOLVED THAT**, in partial modification of the earlier resolution approved by the Shareholders at the Annual General Meeting held on August 10, 2021, in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the requisite approvals, if any, the consent of the members be and is hereby accorded to elevate and redesignate Mr. Nrupesh Shah (DIN: 00397701) from his earlier designation Whole Time Director (Designated as 'Executive Director') to 'Managing Director - Corporate Affairs' of the Company (or such other designation as may be approved by the Board from time to time), and revision in remuneration as set out in the explanatory statement annexed to the Notice for Postal Ballot, with authority to the Board of Directors to alter and vary the terms and conditions of his appointment in such manner as may be agreed between the Board of Directors and Mr. Nrupesh Shah effective from October 26, 2023 till the end of his current term i.e., upto October 31, 2026."

"**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

For Symphony Limited

Sd/-

Mayur Barvadiya

Company Secretary & Head – Legal

Date: October 26, 2023

Place: Ahmedabad

Registered Office:

"Symphony House", Third Floor, FP-12, TP-50, Off S.G. Highway,

Bodakdev, Ahmedabad -380 059, Gujarat, India

CIN - L32201GJ1988PLC010331

T: +91-79-66211111

Email: companysecretary@symphonylimited.com

Website: www.symphonylimited.com

NOTES:

1. The Explanatory statement pursuant to the provisions of Section 102 and 110 read with applicable rules of the Companies Act in respect of proposed special resolution to be passed through postal ballot (via remote e-voting) is annexed hereto, for your consideration.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and to all members whose names appear on the Register of Members / List of Beneficial Owners as on November 3, 2023 as received from the Depositories. The MCA vide the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only. In compliance with the provisions of Sections 108 and 110 of the Act and Rules made thereunder and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically through remote e-voting facility provided by **BSPL**. The instructions for remote e-voting are provided hereinafter.
3. The Notice is also available on the website of the Company at www.symphonylimited.com, on the website of stock exchanges i.e.; National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively and on the website of the BSPL i.e., <https://ivote.bigshareonline.com>.
4. Voting Rights of shareholders shall be in proportion to their equity share of the paid-up equity share capital of the Company as on **November 3, 2023**, i.e., "**Cut-Off date**". Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
5. Relevant documents referred to in the Explanatory Statement are available for inspection by the members of the Company at the registered office on any working day between 9:00 a.m. and 1:00 p.m. until the last date of remote e-voting.

6. **E- VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:**

Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

A) **LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to 'i-Vote' website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your 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 e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e.; your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B) LOGIN METHOD FOR E-VOTIN/G FOR SHAREHOLDER OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE & PHYSICAL MODE IS GIVEN BELOW:

STEP -1 : HOW TO LOG-IN TO BSPL E-VOTING WEBSITE?

1. You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
2. Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
3. Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on your registered email id.
 - o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

4. Click on '**I AM NOT A ROBOT (CAPTCHA)**' option and login.

Note: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

5. If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
6. Enter "**User ID**" and "**Registered email ID**" Click on '**I AM NOT A ROBOT (CAPTCHA)**' option and click on '**Reset**'. (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

STEP -2 : VOTING METHOD FOR SHAREHOLDERS ON I-VOTE E-VOTING PORTAL:

1. After successful login, "**Bigshare E-voting system**" page will appear.
2. Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
3. Select event for which you desire to vote under the dropdown option.
4. Click on "**VOTE NOW**" option which appears on the right hand side top corner of the page.
5. Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". 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.
6. Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is cast, it cannot be changed subsequently.
7. Shareholders can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

C) CUSTODIAN REGISTRATION PROCESS FOR I-VOTE E-VOTING WEBSITE:

1. You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
2. Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
3. Enter all required details and submit.
4. After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

Note: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
5. If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
6. Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'. (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

7. After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

8. First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
 - o Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
 - o Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- o Your investor is now mapped, and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
 - Select the Event under dropdown option.
9. Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is cast, it cannot be changed subsequently).
 10. Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022 62638238 / 022 62638251

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

1. In case shares are held in physical mode please provide 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 scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@symphonylimited.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to ivote@bigshareonline.com for procuring user id and password for e-voting by providing 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.

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act")

1. To consider and approve change in designation and remuneration of Mr. Nrupesh Shah (DIN:00397701)

The shareholders vide an ordinary resolution passed in their 34th Annual General Meeting held on August 10, 2021, approved the re-appointment of Mr. Nrupesh Shah as Whole Time Director (Designated as Executive Director) of the Company for a period of five years from November 1, 2021. The terms and conditions of his re-appointment, including remuneration was approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013.

As part of the long term strategy, from time to time, the Company undertakes a structured transformation in role and responsibilities of the directors and senior managerial personnel including succession planning and based on recommendation of the Nomination and remuneration Committee, the Board of Directors has considered and approved the elevation and re-designation of Mr. Nrupesh Shah (DIN: 00397701), Executive Director of the Company as '**Managing Director - Corporate Affairs**' (or such other designation as may be approved by the Board from time to time), and also approved revision in remuneration payable to Mr. Nrupesh Shah with effect from October 26, 2023 till the end of his current term i.e., upto October 31, 2026. Mr. Nrupesh Shah is liable to retire by rotation.

The brief resume and other information of Mr. Nrupesh Shah is 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.

The key terms and conditions of his remuneration are as under:

(A) Nature of duties:

Mr. Nrupesh Shah, shall, subject to the supervision and control of the Board, be entrusted with substantial powers of Management and shall also perform such duties as may, from time to time, be entrusted to him and the business of any one or more of its subsidiaries and/or associate companies.

(B) Remuneration:

- a. Monthly basic salary: Not exceeding ₹ 10,00,000/- (Rupees Ten Lacs only)
- b. Other allowances as per the policies of the Company from time to time
- c. Reimbursement of Expenses: Up to 50% of Basic Salary
- d. Ex-Gratia: 5% of Basic Salary
- e. On completion of the year, in eventuality of profits, consolidated profits linked performance incentive (including performance on ESG factors) to the extent that the total remuneration is within applicable statutory ceiling of remuneration.
- f. Perquisites: In addition to the above, Mr. Nrupesh Shah will be provided a car with driver, for use on Company's business, and telephone at residence.

The following perquisites will not be included in the computation of the ceiling on the remuneration specified above:

1. Contribution to provident fund, NPS, superannuation fund or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax Act,1961.
2. Gratuity not exceeding half month's salary for each completed year of service.

The above remuneration is subject to the limit of 5% or 10% of the net profit of the Company during the year, as the case may be, as laid in Section 197 of the Companies Act, 2013.

(C) Minimum Remuneration:

Where, in any financial year, the Company has no profit or its profits are inadequate, the Company shall pay to Mr. Nrupesh Shah in respect of such financial year, remuneration by way of salary, allowance, perquisites and other benefits subject to further approvals as required by Schedule V of the Companies Act, 2013 as existing or modified or re-enacted from time to time.

(D) Other terms and conditions:

- a. The terms and conditions of the said reappointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, subject to such approvals as may be required.
- b. The employment may be terminated by either party by giving 3 (Three) months' notice or the Company paying three months' remuneration in lieu thereof.
- c. All policies of the Company and the related Rules shall be applicable to Mr. Shah unless specifically provided otherwise.

The Board recommends the special resolution set forth in the notice Item No. 1 for approval by the shareholders.

Except Mr. Nrupesh Shah and his relatives, none of the directors, key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution.

Details of the Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), issued by the Institute of Company Secretaries of India are as given below:

Name	Mr. Nrupesh Shah
Director Identification Number (DIN)	00397701
Age	58 years
Qualification	B.Com., FCA, CS
Effective date of Changes	October 26, 2023
Relationship with another director	None
Brief resume, functional expertise, and experience	Mr. Shah is having more than 35 years of diverse professional experience and deep insight in corporate affairs, strategic management, growth, financial performance improvement, Merger and Acquisition , finance, accounts, legal and secretarial matters. Mr. Shah played a key role in the company's growth and turn around during the difficult phase when the company was declared a sick in the year 2002. Mr. Shah was appointed as an Executive Director in the year 2002 and since then he has been serving as an executive director of the Company. He has contributed significantly to growth, financial performance, acquisitions and varied corporate matters. He played a very important and crucial role in turnaround of the Company. He brought established and makeshift

	transparency in financial, accounting and governance practices of the Company to boost the confidence of the lenders, investors and other stakeholders in the Company. He has played a pivotal role in setting highest standard in respect to relations with investors, analyst, other stakeholders. He represents the company before the various investor forum, analyst, and media.
No. of shares held in the Company	11,51,248 equity shares (1.67%)*
Directorship held in other listed entities	None
Directorship in unlisted entities	Helix Consultants Private Limited
Names of the listed entities from which the appointee has resigned in the past three years	None
Chairman/Member of the committee of the Company	Member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee
No. of board meetings attended during the year	FY - 2022-23 : Four (out of Four) FY - 2023-24 : Three (out of Three) (held till the date of this notice)
Remuneration drawn during last three financial years	FY - 2022-23 : ₹ 103.58 lacs FY - 2021-22 : ₹ 104.90 lacs FY - 2020-21 : ₹ 108.05 lacs
Terms and Conditions of Appointment/Reappointment and Remuneration, along with details of remuneration sought to be paid	As mentioned in the Explanatory Statement

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

By Order of the Board
For **Symphony Limited**
Sd/-
Mayur Barvadiya
Company Secretary & Head - Legal

Date: October 26, 2023

Place: Ahmedabad

Registered Office:
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