



Symphony Limited

CIN – L32201GJ1988PLC010331

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

Phone : +91 79 66211111 • Fax : +917966211140

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

NOTICE

Notice is hereby given that the Twenty Eight Annual General Meeting of the Members of Symphony Limited will be held at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015, on Tuesday, the October 27, 2015, at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (i) Audited Financial Statements of the Company for the financial year ended on June 30, 2015 and the Reports of the Board of Directors and Auditors thereon; and
 - (ii) Audited Consolidated Financial Statements of the Company for the financial year ended on June 30, 2015.
2. To confirm payment of interim dividend and to declare a final dividend on equity shares for financial year ended on June 30, 2015.
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. To appoint Auditors and to fix their remuneration and for that purpose to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the

time being in force), M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Reg. No. 117365W) Ahmedabad, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of thirty third annual general meeting of the Company, subject to ratification by the members at every annual general meeting on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Naishadh Parikh (DIN – 00009314) who was appointed as an additional director with effect from August 13, 2015 in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and who is eligible for appointment,

be and is hereby appointed as a non-executive independent director of the Company to hold office for a period of 5 (five) consecutive years from August 13, 2015 upto August 12, 2020 and whose term of office shall not liable to be determined by rotation.”

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Darshan Patel (DIN 00068650) who was appointed as an additional director with effect from August 13, 2015 in respect of whom the Company has received a

notice in writing from a member proposing his candidature for the office of director and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as a non-executive independent director of the Company to hold office for a period of 5 (five) consecutive years from August 13, 2015 upto August 12, 2020 and whose term of office shall not liable to be determined by rotation.”

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

Place: Ahmedabad
Date: August 13, 2015

(**Chandrakant Gandhi**)
Company Secretary

NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE FORTHCOMING MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE, ANY MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CAN APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE PROXY HOLDER SHALL

PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE ANNUAL GENERAL MEETING.

- (b) Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of board resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
- (c) The Register of Members and Share Transfer Books of the Company will remain closed from October 17, 2015 to October 27, 2015 (both the days inclusive).
- (d) The final dividend for financial year ended on June 30, 2015, if approved by members at the ensuing annual general meeting, will be paid on or after October 29, 2015 to those members whose name appear in the Register of Members of the Company as on closing hours of October 16, 2015.

- (e) The statement setting out material facts as required under section 102(1) of the Companies Act, 2013, in respect of Special Business mentioned in the above notice is annexed hereto. The documents and/or letters, if any, referred to in the resolutions are open for inspection for the members at the registered office of the Company on all working days between 2.00 p.m. to 4.00 p.m., up to the date of ensuing annual general meeting.
- (f) Members desirous of obtaining any information as regards to accounts and operations of the Company are requested to write to the Company at least 7 days before the meeting to enable the Company to keep the required information ready at the ensuing annual general meeting.
- (g) Pursuant to section 72 of Companies Act, 2013, members holding shares in physical form may file Nomination Form in respect of their shareholdings to Registrar and Share Transfer Agent.
- (h) Members are requested to bring their folio no. and DP ID - Client ID for easy identification of attendance at the meeting and also for participation at the meeting.
- (i) Members, who hold shares in physical form, are requested to intimate the change in their registered address, if any, to the Registrar and Share Transfer Agent. In case of mailing address mentioned on this Annual Report is without PIN Code, members are requested to kindly inform their PIN Code immediately.
- (j) Members are requested to bring their copies of Annual Report to the meeting, as the same will not be circulated at the meeting.
- (k) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (l) Details of directors seeking appointment/re-appointment at ensuing annual general meeting of the Company are given in this Notice.
- (m) Members holding shares in demat form who have not registered their e-mail addresses, are requested to register their email id with their respective depository participants and members who are holding shares in physical form are requested to register their e-mail id with the Registrar and Share Transfer Agent for receipt of Notices, Annual Report, Circulars, etc. by electronic mode.
- (n) Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company has arranged remote e-voting facility through Central Depository Services (India) Limited for members to exercise their voting rights for all business to be transacted at 28th Annual General Meeting of the Company.
 - (i) The voting period begins from 9.00 a.m., Saturday, October 24, 2015 and ends at 5.00 p.m., Monday, October 26, 2015, during this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of October 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders Tab
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "Symphony Limited".
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (o) Members of the Company, holding shares either in physical form or demat form, as on the cut-off date of October 21, 2015 and who have not cast their vote by remote e-voting, shall be able to exercise their right at annual general meeting through polling paper.
- (p) Any members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast vote again.
- (q) Mr. Ashwin Shah, Practicing Company Secretary (Membership No. 1640), Ahmedabad, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at annual general meeting in a fair and transparent manner.
- (r) The Scrutiniser shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- (s) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.symphonylimited.com and on the website of CDSL immediately after result is declared and the same shall be communicated to the National Stock Exchange of India Limited, BSE Limited and Ahmedabad Stock Exchange Limited.

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

Place: Ahmedabad
Date: August 13, 2015

(**Chandrakant Gandhi**)
Company Secretary

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

(pursuant to clause 49 of the listing agreement)

Name of Director	Ms. Jonaki Bakeri* (DIN 06950998)	Mr. Naishadh Parikh (DIN 00009314)	Mr. Darshan Patel (DIN 00068650)
Age	29 years	60 years	53 years
Qualification	B.A.	B. Sc. and MBA	B.Sc. and M. Chem
Date of Appointment	August 20, 2014	August 13, 2015	August 13, 2015
Brief Resume and Functional Expertise	Experience in sales, marketing new product development and finance	Experience in performing various roles at corporate level in diverse sectors	Experience of marketing, brand building and creating new categories in OTC, wellness and personal care in both domestic and international markets
No. of Shares held in the company	1579360#	Nil	Nil
Directorship in other company	Oras Investments Pvt. Ltd.	Amtrex Ambience Limited, Equinox Solutions Limited, Avikal Tradelink Private Limited, Suvik Electronics Private Limited, Perfect Connections Limited, Amol Dicalite Limited, Confederation of Indian Textile Industry, Arvind Accel Limited, CEPT Research & Development Foundation, Ahmedabad University Support Foundation, Apparel Made-ups and Home Furnishing Sector Skill Council, The Cotton Textiles Export Promotion Council.	Vini Foods Private Limited, Vini Investments Private Limited, Vini Wellness Private Limited, Vini Cosmetics Private Limited, Vini Healthscience Private Limited, Vini Hygrade Food Products Private Limited.
Chairman / Member of the mandatory committee in other public company	-	-	-

* Ms. Jonaki Bakeri is a relative of Mr. Achal Bakeri, Chairman and Managing Director.

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

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

Item No. 5 & 6

The Board of Directors of your Company, on the recommendation of the Nomination and Remuneration Committee and after reviewing the provisions of the Companies Act, 2013 (Act), has appointed Mr. Naishadh Parikh (DIN – 00009314) and Mr. Darshan Patel (DIN 00068650) as additional directors of the Company with effect from August 13, 2015 and they shall hold office up to the date of this annual general meeting.

The Board, after reviewing the provisions of the Act and the Listing Agreement, is of the opinion that Mr. Naishadh Parikh and Mr. Darshan Patel fulfill the conditions to act as non-executive independent directors.

In terms of provisions of section 149(13) of the Act, Mr. Naishadh Parikh and Mr. Darshan Patel shall not be liable to retire by rotation. Mr. Naishadh Parikh and Mr. Darshan Patel have given their consent to act as directors of the Company with declaration to Board stating that they comply with criteria of independence enumerated in Section 149(6) of the Act and Listing Agreement. The Company has received notices in writing from Member along with

the deposit of requisite amount under Section 160 of the Act proposing their candidatures for the office of directors of the Company.

Profiles of Mr. Naishadh Parikh and Mr. Darshan Patel pursuant to clause 49 of the Listing Agreement are forming part of this notice.

Accordingly, the Board recommends the resolutions at item 5 and 6 in relation to appointment of Mr. Naishadh Parikh and Mr. Darshan Patel as non-executive independent directors for the approval by the members of the Company.

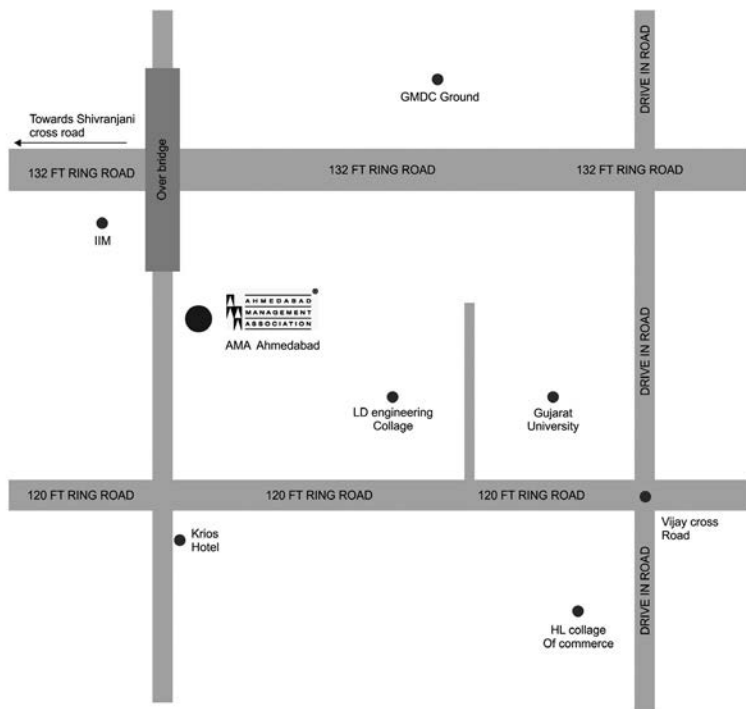
Except appointing directors and their relatives, none of the directors, key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution/s.

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

Place: Ahmedabad
Date: August 13, 2015

(**Chandrakant Gandhi**)
Company Secretary

AGM Location Map





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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]

Name of the member (s)	
Registered address	
E-mail Id:	
Folio No. / Client Id	
DP ID:	

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Tuesday, the October 27, 2015 at 10.00 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1	Adoption of (a) Audited Financial Statements of the Company for the financial year ended on June 30, 2015 and the Reports of the Board of Directors and Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended on June 30, 2015
2	Confirmation of payment of interim dividend and Declaration of a final dividend on equity shares for financial year ended on June 30, 2015.
3	Appointment of a Director in place of Ms. Jonaki Bakeri, who retires by rotation, and being eligible, offers herself for re-appointment.
4	Appointment of Auditors and fixation of their remuneration
5	Appointment of Mr. Naishadh Parikh as an Independent director
6	Appointment of Mr. Darshan Patel as an Independent director

Signed this day of 2015

Signature of Proxy holder(s)

Signature of shareholder

Affix
Revenue
Stamp

Note:

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



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Attendance slip

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

Full name of the attending members (in block letters)	Folio No.	
	DP ID	
	Client ID	
Name of proxy (in block letters) (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 Twenty Eight Annual General Meeting of the Company on Tuesday, October 27, 2015 at 10.00 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380015.

Member's / Proxy's Signature

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