



**SYLVANUS PROPERTIES LIMITED**

**CIN: U70109DL2006PLC150229**

**Registered Office:** Office No 202, 2nd Floor, A-18, Rama House, Middle Circle,  
Connaught Place, New Delhi - 110001|

**Email:** [edlsecretarial@embassyindia.com](mailto:edlsecretarial@embassyindia.com) | **Tel:** 011-42175143

**Website:** <https://embassyindia.com/sylvanus/>

**NOTICE OF 19<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING** of the Members of **SYLVANUS PROPERTIES LIMITED** will be held on Thursday, September 25, 2025 at 11:30 A.M. (“**AGM**”) at the Registered Office of the Company at Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001, on the agenda set out below:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

**ORDINARY BUSINESS:**

**ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board and Auditors thereon.

**ITEM NO. 2: RE-APPOINTMENT OF MR. MILIND RAMAKANT KHEDEKAR (DIN: 10163617), DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-APPOINTMENT**

To appoint a director in place of Mr. Milind Ramakant Khedekar (DIN: 10163617), Director, who retires by rotation and being eligible, has offered himself for reappointment.

**SPECIAL BUSINESS:**

**TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION, AS AN ORDINARY RESOLUTION:**

**ITEM NO. 3: RATIFICATION OF REMUNERATION OF THE COST AUDITORS**

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “**Act**”), and in accordance with the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the remuneration payable to M/s. Gurvinder Chopra & Co., Cost Accountants (Firm Registration No. 100260), as Cost Auditors of the Company, amounting to INR 50,000/- (Indian Rupees Fifty thousand only) plus applicable taxes and out-of-pocket expenses at actuals, for the financial year 2025-26, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Director(s) and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors  
for Sylvanus Properties Limited**

Sd/-

**Akriti Gupta**

Company Secretary

(Membership No. ACS-71678)

Place: New Delhi

Date: August 11, 2025

## **EXPLANATORY STATEMENT**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), and the Secretarial Standard on General Meetings (SS-2) sets out all material facts related to the special business mentioned at Item No. 3 of the accompanying AGM Notice dated August 11, 2025.

### **ITEM NO. 3: RATIFICATION OF REMUNERATION OF THE COST AUDITORS**

Under the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Company is required to have the audit of its cost records conducted by a Cost Accountant. Further, in accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

The Board, has approved the appointment and remuneration of M/s. Gurvinder Chopra & Co., Cost Accountants (Firm Registration No. 100260), as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026. Accordingly, under the approval from the Board of Directors, the remuneration of the Cost Auditor was fixed at INR 50,000 plus applicable taxes and out-of-pocket expenses at actuals.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 3 of the accompanying Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and KMPs or their relatives are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

By Order of the Board of Directors  
for **Sylvanus Properties Limited**

Place: New Delhi  
Date: August 11, 2025

Sd/-  
**Akriti Gupta**  
Company Secretary  
(Membership No. ACS-71678)

**NOTES:**

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto.
- 2) A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and on a poll to vote instead of himself and that a proxy need not be a member. The proxy form to be valid and effective should be lodged with the company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the AGM.
- 3) A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
- 4) Corporate members are requested to send a scanned copy (PDF/ JPG Format) of their Board Resolution/ power of attorney authorizing their representatives to attend/ participate in the AGM on their behalf and to vote. The said resolution/ power of attorney shall be sent to the Scrutinizer by e-mail through their registered e-mail address at [edlsecretarial@embassyindia.com](mailto:edlsecretarial@embassyindia.com).
- 5) All documents referred to in this Notice and other statutory registers are open for inspection by the Members on the date of the AGM at the venue of the meeting and also at the Registered Office of the Company between 10:00 A.M. to 4:00 P.M. on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the AGM.
- 6) Members desiring any information relating to the financial statement of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready at the AGM.
- 7) Road map of the location for the venue of Annual General Meeting is attached herewith as per secretarial Standard 2.
- 8) Corporate Members intending to depute their authorized representatives pursuant to section 112 and 113 of the Companies Act 2013, to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution at [edlsecretarial@embassyindia.com](mailto:edlsecretarial@embassyindia.com) with a authorizing a representative to attend and vote at the Meeting on their behalf.
- 9) In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- 10) Kfin Technologies Limited, having its Registered Office at Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serili, ngampally, Rangareddi, Hyderabad, Telangana, India, 500032 is the Registrar & Transfer Agent (RTA) of the Company.

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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]*

CIN: U70200DL2014PLC267441

Name of the Company: **Sylvanus Properties Limited**

Registered Office: Office No. 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught place, New Delhi – 110001

Name of the Member (s):

Registered address:

E-mail Id:

Folio No. / DP ID No. \_\_\_\_\_ Client ID No.

I / We, being the member(s) holding \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature:  or failing him / her

2. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature:  or failing him / her

3. Name: \_\_\_\_\_ E-mail

ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 19th Annual General Meeting of the Company, to be held on **Thursday, September 25, 2025 at 11:30 A.M. (IST)** at the registered office of the Company at Office No. 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught. Place, New Delhi - 110001, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

<b>Resolution No.</b>	<b>Brief Details of the Resolutions</b>
<b>ORDINARY BUSINESS</b>	
1.	TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON
2.	RE-APPOINTMENT OF MR. MILIND RAMAKANT KHEDEKAR (DIN: 10163617), DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-APPOINTMENT.
<b>SPECIAL BUSINESS</b>	
3.	RATIFICATION OF REMUNERATION OF THE COST AUDITORS

Signed this ....., 2025

<b>Affix Revenue Stamp of Re. 1/-</b>
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Signature of Shareholder: \_\_\_\_\_

Signature of Proxy Holder(s): \_\_\_\_\_

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. A person appointed as Proxy shall act on behalf of not more than 50 (fifty) Members and holding not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.

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**ATTENDANCE SLIP**

Folio No.\*: \_\_\_\_\_

No. of Shares: \_\_\_\_\_

DP ID: \_\_\_\_\_

Client ID: \_\_\_\_\_

*Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.*

Name of the attending Member / Proxy

\_\_\_\_\_  
**(in BLOCK LETTERS)**

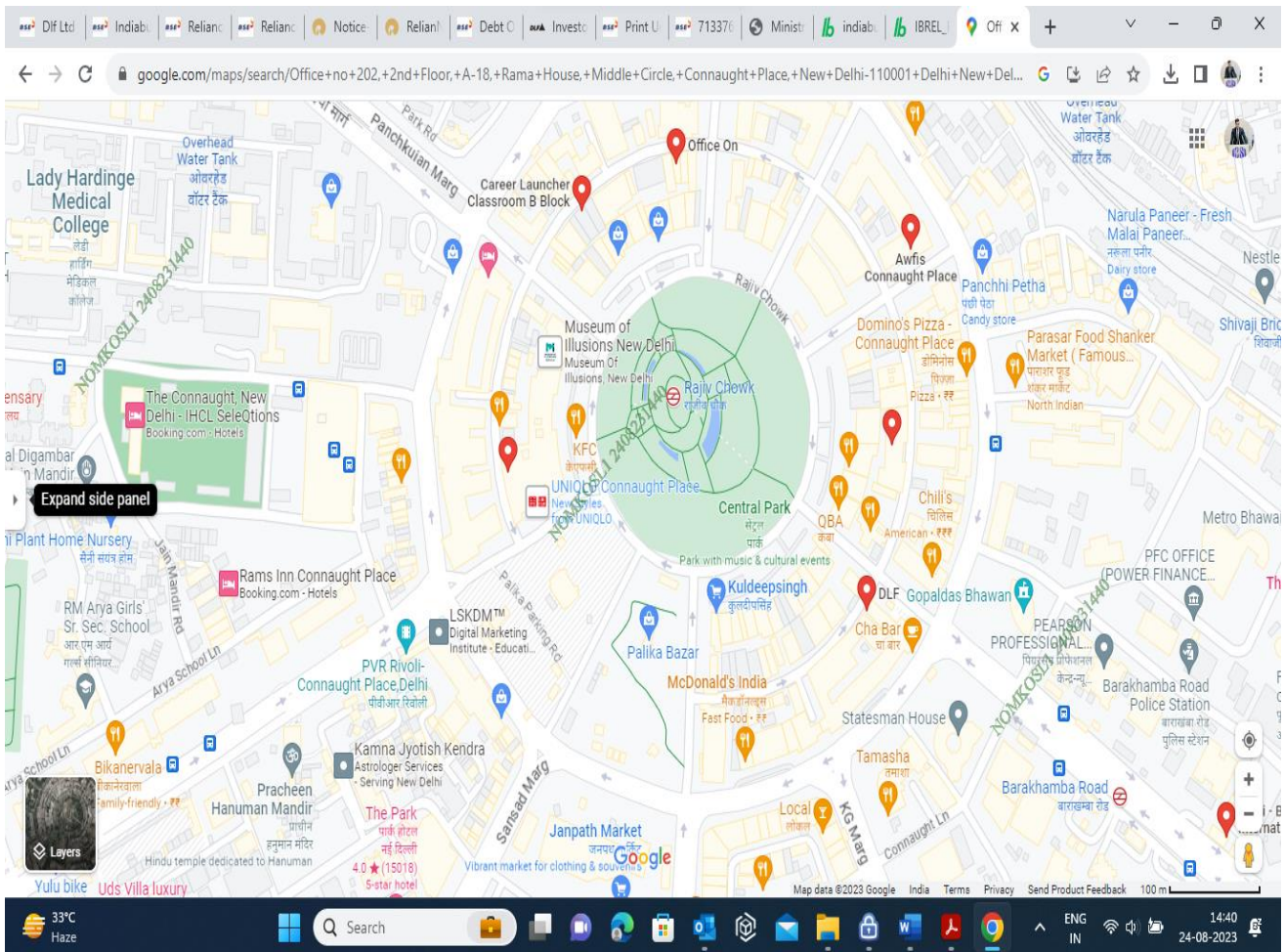
I hereby record my presence at the 19<sup>th</sup> Annual General Meeting of the Company held on **Thursday, September 25, 2025 at 11:30 A.M. (IST)** at the registered office of the Company at Office No. 202, 2<sup>nd</sup> Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001.

\_\_\_\_\_  
Member's Signatures

\_\_\_\_\_  
Proxy's Signatures

\*Applicable for Members holding shares in Physical form.

## Road Map of the Venue of 19<sup>th</sup> Annual General Meeting



<https://www.google.com/maps/search/office+no+202+2nd+floor+a18+rama+house+middle+circle+connaught+place+new+delhi110001+delhi+new+delhi+dl+110001/@28.6330637,77.2172097,17z/data=!3m1!4b1?entry=ttu>