



**SYLPH TECHNOLOGIES LIMITED  
27<sup>th</sup> ANNUAL REPORT  
2018-19**

**ANNUAL REPORT 2018- 2019**



#### **BOARD OF DIRECTORS**

1. Dr. Rajesh Jain : (DIN: 01704145) : Non-Executive Director
2. Jayshri Jain : (DIN: 01824937) : Non-Executive Director
3. Dr. Devendra M Chelawat : (DIN: 06894710) : Independent Non-Executive Director
4. Mr. Vineet Shrivastav : (DIN: 00838244) : Independent Non-Executive Director

#### **BANKERS**

BANK OF INDIA

#### **AUDITORS**

**M/s ABN & Co.**

Chartered Accountants

#### **REGISTERED OFFICE**

ST-4, Press House,  
22, Press Complex, A.B. Road,  
INDORE- (M.P.) INDIA – 452008  
Tel. 91-731-2571451  
E-mail: [mhfl@bsnl.in](mailto:mhfl@bsnl.in)  
URL: [www.sylphtechnologies.com](http://www.sylphtechnologies.com)

#### **REGISTRAR & TRANSFER AGENTS**

**Purva Shareregistry (India) Private Limited**

Unit No. 9, Shiv Shakti Ind. Estt.,  
J.R. Boricha Marg, Opp. Kasturba Hospital Lane,  
Lower Parel (E), Mumbai – 400011  
Tel. 91-22-2301 6761/8261  
Email: [busicomp@gmail.com](mailto:busicomp@gmail.com), [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

**DIRECTORS' REPORT**

To,  
 The Members,  
 The Directors are delighted to present their 27<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2019.

**FINANCIAL SUMMARY**

<b>Particulars</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
<b>Income From Operations</b>		
Revenue from sale of goods	3,00,000.00	29,795,364.00
Revenue from sale of Services	5,00,000.00	0
Other Income	21,24,742.00	2,098,692.00
<b>Total Revenue</b>	<b>29,24,742.00</b>	<b>3,18,94,056.00</b>
Profit before depreciation & taxation	6,58,822.76	1,43,654.00
Less: Depreciation	1,54,148.00	246,527.50
<b>Profit before taxation</b>	<b>5,04,674.76</b>	<b>(1,02,873.94)</b>
<b>Less: Tax Expense</b>		
Tax expense for current year (MAT)	-	-
Mat credit entitlement	-	-
Deferred Tax	(10,461.00)	(31,285.00)
<b>Profit after taxation</b>	<b>515,135.76</b>	<b>(71,588.94)</b>
Add: Balance brought forward from previous year	(13,182,216.75)	(14,604,028.22)
Add: Gain/Loss on shares transferred from other comprehensive income to retained earnings	0.00	14,93,400.41

<b>Surplus available for appropriation</b>	(12,667,080.99)	(13,182,216.75)
<b>Appropriations</b>		
Dividend on Preference Shares	-	-
Tax on above dividend	-	-
Proposed dividend on Equity Shares	0	0
Tax on above dividend	0	0
Transfer to General Reserve	0	0
Balance carried to Balance sheet	(12,667,080.99)	(13,182,216.75)

**TRANSFER TO RESERVES:**

During the year the company has not proposed to transfer any amount to the General Reserve.

**DIVIDEND:**

The Directors of the Company are not recommending any dividend looking to the accumulated losses in the company.

**FIXED DEPOSITS:**

Our Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Mr. Rajesh Jain (Din-01704145), Director of the company is liable to retire by rotation and shall retire in the forthcoming AGM and being eligible, offer himself for re appointment. The Board of Directors recommends Mr. Rajesh Jain for re appointment as director of the company. Mrs. Jayshri Jain, who was appointed as the additional director of the company on 13/11/2018 and whose designation has been changed as the whole time director on 30/05/2019, shall be regularized in the ensuing annual general meeting and Mr. Vineet Shrivastav who was appointed as the Independent Director of the company on 14/03/2008 shall vacate the office as his tenure of two consecutive terms as an Independent Director has come to end.

Ms. Vineeta Bhandari was appointed as the compliance officer of the company on 20/02/2019 who resigned from office on 30/05/2019 .

Ms. Priya Goel was appointed as the Company Secretary and compliance officer of the company who has resigned from the office w.e.f Board meeting Dated 12<sup>th</sup> August, 2019 and the company is searching the suitable candidate to fill the vacated position.

Mr. Mayank Agrawal was appointed as the Chief Financial Officer of the company on 30/05/2019 who resigned from the office w.e.f 12<sup>th</sup> August, 2019.

Detail of Director is provided in “**Annexure-i**”.

#### **DECLARATION BY INDEPENDENT DIRECTORS:**

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company.

#### **MEETINGS OF BOARD:**

During the year 9 (Nine) Board Meetings, 4 (Four) Audit Committee Meetings, 3 (Three) Stakeholders relationship Committee Meetings and 2 (Two) Nomination and Remuneration Committee meetings were convened and held. The details of which are given in the Corporate Governance Report in “**Annexure-ii**”. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable Indian Accounting Standards (IND AS) have been followed along with proper explanation relating to material departures.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a

true and fair view of the state of affairs of the Company at the end of the financial year and the loss of the Company for that period.

iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) The directors have prepared the annual accounts on a going concern basis.

v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**POLICY FOR APPOINTMENT AND REMUNERATION OF DIRECTORS:**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The particulars of Loans, guarantees or investments covered under Section 186 of company act, 2013 form part of notes to the financial statements provided in this annual report.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY/INTERNAL FINANCIAL CONTROLS:**

The directors has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Auditor is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal

control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**CONSERVATION OF ENERGY:**

Company ensures that the operations of the company are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

No specific investment has been made in reduction in energy consumption equipments.

As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.

No steps have been taken for by the company for utilizing alternate sources of energy.

**TECHNOLOGY ABSORPTION:**

Company's operations are conducted by using in-house know how and no outside technology is being used for operating activities. Therefore, there is no outside technology absorption in the company. The Company has not incurred expenditure on research and development activities during the year.

**FOREIGN EXCHANGE EARNINGS AND OUT-GO :**

During the period under review there was no foreign exchange earnings or out flow.

**SUBSIDIARY COMPANY:**

The Company has one subsidiary company Sakshi Powertech Pvt Ltd. during the financial year under review which ceased to be its subsidiary w.e.f 22<sup>nd</sup> March, 2019;

Hence there is no subsidiary of the company at the end of the year.

**DETAILS OF SUBSIDIARY/ JOINT VENTURES/ASSOCIATE COMPANIES:**

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient features of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is given as **AOC-1 "Annexure-iii"**.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has a Vigil Mechanism/Whistle Blower Policy to report genuine concerns or grievances of directors and employees and to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

Audit committee shall oversee the vigil mechanism.

The vigil mechanism ensures that strict confidentiality is maintained while dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

**BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**AUDITOR:**

At the Annual General Meeting held on 17<sup>th</sup> August, 2017, M/S ABN & Co. (ICAI FRN: 004447C), chartered accountant, were appointed as statutory auditors of the company. As per Section 139 of Companies Act, 2013, the appointment of M/S ABN & Co., Chartered Accountants, as statutory auditors of the company is placed for ratification by shareholders at the ensuing annual general meeting.



**SECRETARIAL AUDIT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed CS Oshin Jain (M. No.56055), Company Secretary in practice (C.P. No. 21228) to undertake the Secretarial Audit of the Company for the Financial Year 2018-2019. The Secretarial Audit report for the Financial Year ended 31<sup>st</sup> March 2019 is annexed herewith as: “**Annexure-iv**” to this report.

**AUDITOR’S REPORT/ SECRETARIAL AUDIT REPORT:**

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained secretarial audit report.

**BOARD EXPLANATION**

- Management was searching for suitable candidate for the post of MD or CEO and CFO. Further the company was under process to appoint company secretary during the financial year under review.
- However, the Company has appointed suitable candidates on the abovementioned designations. Beside that the secretarial audit report is self explanatory and hence, do not call for any further comments.

**RELATED PARTY TRANSACTIONS DISCLOSURE :**

The disclosure required under sub section (1) of section 188 are mentioned in Form AOC-2 which is annexed herewith as “**Annexure -v**”.

**STATE OF COMPANY’S AFFAIRS:**

Your Company is a software technology company in India, providing software development services & solutions with services such as outsourcing software development, web development, product development, strategy consulting, offshore software development, e-commerce for web and mobile enablement.

The Company operates in four segments namely Information Technology, Education, Printing and Publishing Newspapers and Trading of Solar Power Plant and the Company has also acquired rights for the Publication of a 28 year old Newspaper.



During the period the company has operated in two segment mentioned previously. During the year most of the revenues are from Solar Power Plant.

The company has also engaged in providing BPO Service & KPO Service website: [www.bfxindia.com](http://www.bfxindia.com). KPO providing services in the field of Accounting, Income tax, Service Tax, VAT, CST, GST, Custom Duty and other duties and taxes, Auditing, Corporate Services, Company law matters, Financial & Legal Consultancy and Tax Management.

For the purpose of enhancement, diversification and availing future opportunities during the year company has started trading of Solar Power Product.

**BUSINESS RISK MANAGEMENT:**

The Management has implemented business risk management policy. At present the company has not identified any element of risk which may threaten the existence of the company. The Company has Risk Management Policy to report genuine concerns or grievances of directors and employees and to deal with instance of fraud and mismanagement, if any.

**PARTICULARS OF EMPLOYEES:**

Section 197 of companies act, 2013 read with rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, are not applicable to company as no employee of company is in receipt of remuneration exceeding the limit as mentioned in relevant provision.

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “Annexure-vi”.

**LISTING WITH STOCK EXCHANGES:**

The Company’s Shares are listed on BSE. The Company confirms that it has paid the Annual Listing Fees to BSE.

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate “Annexure-ii”, together



with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, the Company has Internal Complaints Committees (ICC) who inquire into complaints of sexual harassment and recommend appropriate action.

**ACKNOWLEDGEMENTS:**

Your Company and its Directors wish to extend their sincerest thanks to all with whose help, cooperation and hard work the Company is able to achieve the results.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Date: 12<sup>th</sup> August 2019  
Place: Indore

SYLPH TECHNOLOGIES LIMITED  
CIN: L36100MP1992PLC007102

Registered Office:  
ST- 4 Press House,  
22, Press Complex,  
A.B. Road, Indore

Jayshri Jain  
Director  
(Din-01824937)

Dr. Rajesh Jain  
Director  
(Din-01704145)

### ANNEXURE INDEX

<u>Annexure</u>	<u>Content</u>
i.	Details of Directors seeking appointment and/or re-appointment
ii.	Corporate Governance & Management Discussion & Analysis Report
iii.	AOC -1 Details of subsidiary companies
iv.	Secretarial Audit Report
iv(a)	Secretarial Compliance Report
v.	AOC 2 – Related Party Transactions disclosure
vi.	Annual Return Extracts in MGT 9

**Annexure-'i'**

**Details of directors seeking appointment/ re-appointment at the annual general meeting as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges, are provided herein below**

Name of Director	Mr. Rajesh Jain	
DIN	01704145	
Age	56 years	
Qualification	Chartered Accountant	
Expertise in Specific Area	Finance	
Date of first Appointment on the Board of the Company	14-05-1992	
Shareholding in Sylph Technologies Limited	1449400	
List of Directorship held in other companies	(1). Sylph Education Solutions Limited (2). Sakshi Powertech Private Limited (3). Sakshi Multitrade Private Limited (4). Saksham Publishers And Printers Limited (5). Brilliant Institute of Professional Studies Private Limited	
Membership / Chairmanships of Audit and stake holders relationship committees	Membership - 3 & Chairmanship - 1	
Relationships between directors inter-se	NIL	
Place- Indore Date-12th August, 2019	SYLPH TECHNOLOGIES LIMITED CIN: L36100MP1992PLC007102	
Registered Office:		
ST-4 Press House, 22 Press Complex, A.B. Road, Indore (M.P.)-452008	Jayshri Jain Director Din-01824937	Rajesh Jain Director DIN: 01704145

**Annexure-ii**

**CORPORATE GOVERNANCE REPORT**

This report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange.

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

We believe that it is imperative for us to manage our business affairs in the most fair and transparent manner with a firm commitment to our values. For us the corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. Our corporate governance framework is a reflection of our culture, our policies, and our relationship with stakeholder and commitment to values. Transparency, integrity, professionalism and accountability- based values form the basis of the Company's philosophy for Corporate Governance.

**2. BOARD OF DIRECTORS:**

**(A) COMPOSITION OF BOARD:**

Composition of Board of directors of the Company as on 31<sup>st</sup> March, 2019 is as follow:

S. NO.	NAME OF DIRECTOR	CATEGORY	DIRECTORS HIP IN OTHER COMPANIES	NUMBER OF OTHER COMMITTEE MEMBERSHIP	NUMBER OF OTHER COMMITTEE CHAIRMANSHIP
1	Dr. Rajesh Jain	Promoter/ Non-Executive Director	5	3	1
2	Jayshri Jain	Executive Director	3	0	0
3	Dr.Devendra M Chelawat	Independent Non-Executive	1	3	1
4	Mr. Vineet Shrivastava	Independent Non-Executive	3	2	1

\* Mrs. Jayshri Jain has been appointed as Director from 13<sup>th</sup> November, 2018.

**(B). NUMBER OF BOARD MEETINGS:**

During the Financial year ended on March 31, 2019, Nine Board Meetings were held on 6<sup>th</sup> April 2018, 30<sup>th</sup> May 2018, 17<sup>th</sup> July 2018, 28<sup>th</sup> August 2018, 12<sup>th</sup> October 2018, 13<sup>th</sup> November 2018, 11<sup>th</sup> February 2019, 20<sup>th</sup> February 2019, 22<sup>nd</sup> March 2019.

**(C). ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETING AND THE LAST ANNUAL GENERAL MEETING:**

The attendance for each of the Directors at Board Meeting during the year ended on 31<sup>st</sup> March, 2019 and of last AGM is as under-

S. No.	Name of Director	No. of Board Meeting attended	Attendance at AGM held on 20.08.2018
1.	Dr . Rajesh Jain	9	Yes
2.	Dr. Devendra M Chelawat	9	Yes
3.	Mrs. Jayshri Jain	3	NA
4.	Mr. Vineet Shrivastava	9	Yes

\* Mrs. Jayshri Jain has been appointed as the director of the company from 13/11/2018 and has been appointed as the whole time director from 30/05/2019.

**3.COMMITTEES OF THE BOARD:**

**(A). AUDIT COMMITTEE:**

**i) Terms of Reference:**

Apart from all the matters provided in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. The Committee reviews the financial statements before they are placed before the Board.

**ii) Composition:**

The Audit committee consists of three directors: Mr. Vineet Shrivastava, Dr. Devendra M Chelawat, and Dr. Rajesh Jain. All the members of the Audit committee are independent Directors except Dr. Rajesh Jain. Mr. Devendra M. Chelawat has been designated as chairman of the committee.

The committee met 4 times during the financial year ended March 31, 2019.

The composition of the Audit Committee as at March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

S. NO.	NAME OF THE MEMBER	DESIGNATION	NO. OF MEETING ATTENDED
1	Mr. Vineet Shrivastava	Members	4
2	Dr. Devendra M Chelawat	Chairman	4
3	Dr. Rajesh Jain	Member	4

**(B). NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination & remuneration committee for appointment & remuneration of directors was constituted with Mr. Vineet Shrivastava as chairman of committee. The committee comprises of three non executive Directors and out of which two directors are independent directors.

S.NO	Name of The Member	Designation	No. of Meeting Attended
1	Mr. Vineet Shrivastava	Chairman	2
2	Dr. Devendra M Chelawat	Member	2
3	Mr. Rajesh Jain	Member	2

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

**POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The **NOMINATION AND REMUNERATION COMMITTEE** has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, KMP (Key Managerial personnel) or senior management and their remuneration. This Policy is accordingly derived from the said Charter.



## **THE APPOINTMENT CRITERIA AND QUALIFICATIONS FOR APPOINTMENT OF DIRECTORS, KMP AND SENIOR MANAGEMENT**

The Company shall take into account following points:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his/her appointment.
- A person to be appointed as Director, should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the relevant fields of marketing, finance, taxation, law, governance and general management.
- In case of appointment of Independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors so as to enable the Board to discharge its function and duties effectively.
- Independent Director shall meet all criteria specified in Section 149 of the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with BSE Limited.
- The Nomination and Remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- Director must have relevant experience in Finance/ Law/ Management/ Sales/Marketing/ Administration/ Research/ Corporate Governance/ Technical Operations or the other disciplines related to company's business.
- Director should possess the highest personal and professional ethics, integrity and values.
- Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.
- The Nomination and Remuneration Committee shall consider the following attributes/ criteria, whilst recommending to the Board the candidature for appointment as Directors, KMP And Senior Management:
  - i. Qualification, expertise and experience of the Directors in their respective fields;
  - ii. Personal, Professional or business standing;
  - iii. Diversity of the Board.
- In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

## **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Appointment and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board' functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

**TO CARRY OUT PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS, CRITERIA TO BE CONSIDERED WOULD INTER ALIA INCLUDE FOLLOWING:**

### **PART A: FOR BOARD & COMMITTEES OF BOARD**

1. Composition with requisite number of Independent Directors (and woman director in the case of board).
2. Frequency of Meetings.
3. Discharge of the key functions prescribed under law.
4. Discharge of other responsibilities prescribed under law.
5. Monitoring the effectiveness of corporate governance practice.
6. Ensuring the integrity of the company's accounting and financial reporting systems, independent audit, internal audit and risk management system (for Board and Audit Committee).
7. Working in the interests of all the stakeholders of the company.

### **PART B: DIRECTORS**

1. Attendance and Participation.
2. Pro-active and positive approach with regard to Board and Senior Management particularly the arrangements for management of risk and steps needed to meet challenges from the competition.
3. Maintaining confidentiality.
4. Acting in good faith and in the interest of the company as a whole.
5. Exercising duties with due diligence and reasonable care.

6. Complying with legislations and regulations in letter and spirit.
7. Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion.
8. Maintaining relationships of mutual trust respect with Board members
9. Capacity to effectively examine financial and other information on operations of the company and the ability to make positive contribution thereon.

The foresaid criteria for performance evaluation are subject to change from time to time

**THE NOMINATION AND REMUNERATION COMMITTEE HAS LAID DOWN THE CRITERIA FOR EVALUATION OF PERFORMANCE OF INDEPENDENT DIRECTORS**

1. Attendance and contribution at Board and Committee meetings.
2. Qualification, expertise and experience of the Directors in their respective fields.
3. His/her stature, appropriate mix of expertise, skills, behavior, experience, leadership qualities, and understanding of business, strategic direction to align company's value and standards.
4. His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
5. Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
6. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.
7. Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.
8. Quality of decision making on understanding financial statements and business performance.
9. His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
10. His/her contribution to enhance overall brand image of the Company.

**REMUNERATION POLICY**

**Directors**

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors and Whole Time Director and other Executive Directors. This will be then approved by the Board. Prior approval of shareholders will be obtained wherever applicable in case of remuneration to non-executive directors.



The Company may pay remuneration by way of salary, perquisites and allowances to Whole Time Director. Salary is to be paid within the range approved by the Shareholders. Annual increments may be recommended by the Nomination and Remuneration Committee, and is approved by the Board.

The remuneration paid to Executive Directors is determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals/Business Executives. Independent Nonexecutive Directors will receive sitting fees for attending the meeting of the Board and Board Committees and commission as approved by the Board and shareholders.

#### **Key Managerial Personnel and Other Employees**

The remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience/merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry. The Board will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the NOMINATION AND REMUNERATION COMMITTEE for its review and approval.

#### **DETAILS OF REMUNERATION TO ALL THE DIRECTORS**

During the financial year ending on 31 March, 2019, company did not pay any remuneration and seating fee to the Directors of the company.

#### **(C)STAKEHOLDER'S GRIEVANCE COMMITTEE/ STAKEHOLDER'S RELATIONSHIP COMMITTEE:**

Stakeholders' Grievance Committee/ Stakeholders' Relationship committee comprise of two Directors. Mr. Rajesh Jain (Non executive Director) as chairman of committee.

<b>S.NO.</b>	<b>Name of The Member</b>	<b>Designation</b>	<b>No. of Meeting Attended</b>
1	Dr. Rajesh Jain	Chairman	3
2	Dr. Devendra M Chelawat	Member	3

The Company shares are in D-Mat & Physical form. The company has signed depository agreement with CDSL & NSDL. The ISIN Number is INE706F01013.

#### **4. GENERAL BODY MEETINGS:**

(A). Last Three Annual General Meeting (AGM) of the company has been held at the following places in the last three years:-

<b>AGM</b>	<b>For the year ended o</b>	<b>Venue</b>	<b>Date</b>	<b>Time</b>
24 <sup>th</sup>	31-03-2016	22, Press Complex, A.B. Road, Indore	30-09-2016	12:30
25 <sup>th</sup>	31-03-2017	22, Press Complex, A.B. Road, Indore	17-08-2017	01:00
26 <sup>th</sup>	31-03-2018	22, Press Complex, A.B. Road, Indore	20-08-2018	01:00

#### **POSTAL BALLOT:**

For the year ended March 31, 2019 there have been no special resolutions passed by the Company's Shareholders through postal ballot.

#### **5. DISCLOSURES**

- I. There are no transactions of material natures with directors/Promoters or any related entity, which will have any potential conflict with the interest of the Company at large.
- II. There was non-compliance regarding the appointment of Company Secretary and Compliance Officer of the company during the year. However later the company appoint Ms. Vineeta Bhandari as the Compliance officer of the company on 20/02/2019 who resigned from the office on 30<sup>th</sup> May 2019 and the company appointed Ms. Priya Goel as the Company Secretary and Compliance officer in place of Ms. Vineeta Bhandari. The company was charged with the fine in the way of penalty for non appointment of Compliance Officer and Company Secretary during the period amounting to Rs. 1,06,200 which was discharged by the company in full. The company has also not appointed the executive director on the board. Also, in pursuance to the casual vacancy caused by the resignation of then woman director Mrs. Jayshri Jain was not filled till 9 consecutive months . However later on 13<sup>th</sup> November 2018. The company complied with the regulation by appointing Mrs. Jayshri Jain as the woman director on the Board. The company was charged with the fine for non appointment of woman director for 9 month in the way of penalty amounting to 5,42,800 which was discharged in full.
- III. The Company has a Vigil Mechanism / Whistle Blower Policy to report genuine concerns or grievances of directors and employees and to deal with instance of fraud and mismanagement, if any. No personnel has been denied access to the audit committee

IV. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause-

The company has complied with all the mandatory requirements of listing agreements.

#### **6. MEANS OF COMMUNICATION:**

The quarterly audited financial results and annual audited financials results are normally published in Apni Dunia. Quarterly results are displayed on the website of company- [www.sylphtechnologies.com](http://www.sylphtechnologies.com)

#### **7. GENERAL SHAREHOLDER INFORMATION:**

**(i) Annual General Meeting:**

Day, Date and Time: Wednesday, the 11<sup>th</sup> day of September, 2019 at 12:30 P.M.

Venue: ST-4 Press House, 22 Press Complex, A.B. Road, Indore-452008 (M.P.)

**(ii) Financial Calendar:**

Calendar of events For the Financial Year commencing on 01-04-2018 to 31-03-2019.

Audited results for the period ended 01-04-2018 to 31-03-2019

<b>QUARTER ENDING</b>	<b>RELEASE OF RESULTS</b>
For the Quarter ending June 30, 2018	8 <sup>th</sup> August, 2018
For the Quarter ending September 30, 2018	13 <sup>th</sup> November, 2018
For the Quarter ending December 31, 2018	11 <sup>th</sup> February, 2019
For the Quarter ending March 31, 2019	30 <sup>th</sup> May, 2019

**(iii) Date of book Closure:** The Company's Register of members and Share Transfer Books shall remain closed from Thursday, 5<sup>th</sup> September 2019 to Saturday, 7<sup>th</sup> September, 2019 (both days inclusive).

**(iv) Listing on Stock Exchanges:**

The Company is listed on: Bombay Stock Exchange (BSE) Phiroze Jeejeebhoy Towers, Dalal street, Mumbai-400001

**(v) Stock Code:** 511447

**(vi) Market Price Data:** High, Low during each month in last financial year 2018-19.

<b>Month</b>	<b>Highest Rate</b>	<b>Lowest Rate</b>
April, 2018	7.35	6.75
May, 2018	7.35	7.05
June, 2018	7.39	7.39
July, 2018	7.24	7.24

August 2018	6.90	5.65
September, 2018	9.71	6.27
October, 2018	9.45	5.75
November, 2018	5.87	5.87
January, 2019	7.05	6.15
February, 2019	7.75	7.40
March, 2019	8.08	7.32

**(vii). Registrar And Transfer Agents Of The Company –**

M/s Purva Shareregistry (India) Private Limited  
Unit No. 9, Shiv Shakti Ind. Estt.  
J.R. Boricha Marg, Opp. Kasturba Hospital Lane,  
Lower Parel (E) Mumbai- 400 011  
Tel- 91-22-2301 3761/8261, Fax: 91-22-2301/2517

**(viii). Share Transfer System**

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

**(ix) Distribution Of Shareholding**

The Shareholding Distribution of Equity shares of face value Rs. 10/- as at 31<sup>st</sup> March, 2019 is given below:-

Share Holding Of Nominal Value Of	Number of Shareholders	Shareholders % of Total Shareholders Holders	Share Holding In Rs.	Share Holding % of Total Capital
UPTO 5,000	4110	76.59	9741060	6.54
5,001 - 10,000	782	14.57	7200980	4.83
10,001 - 20,000	276	5.14	4704620	3.16
20,001 - 30,000	81	1.51	2130850	1.43
30,001 - 40,000	31	0.58	1093550	0.73
40,001 - 50,000	22	0.41	1056020	0.71
50,001 - 1,00,000	44	0.82	3042300	2.04
1,00,001 and Above	20	0.37	120030620	80.56
<b>Total</b>	<b>5366</b>	<b>100.00</b>	<b>149000000</b>	<b>100.00</b>

**(x). Dematerialization Of Shares And Liquidity**

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2019, is given below:

<b>Particulars</b>	<b>No. of Shares</b>	<b>Percentage</b>
Physical Segment	2405600	16.14%
<b>Demat Segment</b>		
NSDL	539374	3.62%
CDSL	11955026	80.24%
<b>Total</b>	<b>14900000</b>	<b>100%</b>

**(xi). Outstanding Gdrs/Adrs/Warrants Or Any Convertible Instruments, Conversion Date And Likely Impact On Equity:- Nil**

**(Xii). Independent Directors' Meeting**

During the year under review, the Independent Directors met on April 25, 2018 and 26<sup>th</sup> March 2019 inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

**(xiii). Nomination Facility For Shareholding**

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

**(xiv). Permanent Account Number (PAN)**

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint





holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

**(xv). Address For Correspondence**

M/s Purva Sharegistry (India) Private Limited  
Unit No. 9, Shiv Shakti Ind. Estt.  
J.R. Boricha Marg, Opp. Kasturba Hospital Lane,  
Lower Parel (E)- Mumbai- 400 011  
Tel- 91-22-2301 3761/8261, Fax: 91-22-2301/2517

**8. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:**

The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company. Such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities. The Familiarization Program for Independent Directors are also available on [www.sylphtechnologies.com](http://www.sylphtechnologies.com)

**9. POLICY FOR MATERIAL SUBSIDIARY AND POLICY ON DEALING WITH RELATED PARTY TRANSACTION:**

In accordance with the requirements of the Listing Agreement, the Company has formulated policies on related party transactions and material subsidiaries. The policies, including the Whistleblower Policy, are available on our website of company- [www.sylphtechnologies.com](http://www.sylphtechnologies.com)

**10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

**A. INDUSTRY STRUCTURE AND DEVELOPMENTS**

India is endowed with rich solar energy resource and has a vast potential for renewable energy sources, especially in areas such as solar power. The Company focus on delivering innovation, diversity, quality in its uniquely customized products and services through constant research and development. We forge and nurture alliances that are complimentary to the company global ambitions and retain our responsive, efficient and effective process and systems to realize our vision at all times.

The Company is in business of Trading of Solar Power Plant, information technology activity, News Paper printing & publishing, Business process outsourcing and knowledge process outsourcing. During the year Company earned its revenue from providing services of information technology and News Paper printing & publishing activities. Due increased scope in information technology activity, outsourcing activity, printing and publication the company expects its businesses to spread all over in India. Despite improved global financial conditions and reduced short term risks, the world economy continues to expand at a subdued pace.

We trade in wide range of solar power products for domestic and commercial use which can be used to operate the complete facility during day time without depending on grid power and can be mounted on the ground or roof top of buildings, houses, offices, etc having capacity ranging from 5kw to 50kw. Solar Power provides a gateway for producing electricity from solar energy on your very own roof and thereby making a handsome of savings in electricity bill. These solar power products are extremely durable and reliable. Investment in solar power is eligible for 100 % depreciation.

The printing industry is highly fragmented. The newspapers and magazine publishing section has the large printers mainly apart from a few in package, label and commercial printing. The segments of graphic design, print quality and capability have achieved global standard.

## **B. OPPORTUNITIES AND THREATS**

### Solar Power Energy in India

In this century, solar power has already become a small part of daily life. From solar heated swimming pools to solar powered homes, some examples already exist to show the useful application of the clean, safe, sustainable power of the sun. Yet many wonder if small applications will be all solar power is capable of handling. Certainly, the difficulties of large solar plants are many, although many experts continue to insist that the future of solar energy is quite sunny. According to some experts, the sun is our best source of renewable, clean energy. Some estimate that the sun can produce 10,000 times as much energy as the Earth uses at the turn of the 21st century. India is a tropical country, where sunshine is available for longer hours per day and in great intensity. Solar energy, therefore, has great potential as future energy source. It also has the advantage of permitting the decentralized distribution of energy, thereby empowering people at the grassroots level. India is endowed with vast solar energy potential, about 5,000 trillion kWh per year energy is incident over India's land area with most parts receiving 4-7 kWh per sq. m per day. Solar is the most secure of all sources, since it is abundantly available Theoretically, a small fraction of the total

incident solar energy (if captured effectively) can meet the entire country's power requirements. It is also clear that given the large proportion of poor and energy unserved population in the country, every effort needs to be made to exploit the relatively abundant sources of energy available to the country. To enhance and implement solar technologies NSM (National Solar Mission) was launched. The installed capacity of solar has reached a significant level and if the targets of JNNSM are met there shall be a steep rise in the installed capacity

The Mission has set the ambitious target of deploying 20,000 MW of grid connected solar power by 2022 and aims at reducing the cost of solar power generation in the country through (i) long term policy; (ii) large scale deployment goals; (iii) aggressive R&D; and (iv) domestic production of critical raw materials, components and products. It has been envisaged to achieve grid tariff parity by 2022. Hence as per the present performance in the business of company in the field of solar power plant trading and expected future growth in that sector will increase the business opportunity to the company.

Many companies and organizations have come to realize that by outsourcing non core activities, not only cost are minimized and efficiencies improved but the total business improves because the focus shifts to the key growth areas of the business activity. Therefore it provides large opportunities for companies engaged in service BPO/KPO. There is an ample opportunity for the printing sector in India because of the following factors : Increase in literacy rate, Use of ink in packaging, Rise in outsourcing of jobs to India, Large English knowing young population, Increase in life span (older people read more), Increased urbanization. A large number of factors have facilitated the fastest growth and development of information technology industry in India is: Relatively low cost of technical labor, Creation of global household brands, Government support and policies, Reasonable technical innovations, Contribution of IITs and other leading engineering colleges in India. There is various opportunity in Information technology sector: High quality IT education market, Increasing number of working age people, India's well developed soft infrastructure.

Our strength is our determination and team work, opportunities are multiples and threats are the vibrations in the economy and government policies.

### C. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

(Rs. in lacs)

SEGMENT WISE PERFORMANCE	AMOUNT
Newspaper & Publishing	3.00
Information Technologies	5.00

Solar Power Plant	0.00
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#### **D. RISKS AND CONCERNS**

Solar power based energy systems provided unlimited resources to public, but there is also some risk associated with same field as well.

Government policies, technical barrier and international competition may create risk and concern to the business of the company.

Software development and IT Education is a risky business but the company is doing business diligently and does not expect any losses in the future.

BPO/KPO sector is restricted by low employability despite high graduate turnout, and competing demand from other sectors as jobs grow faster than the workforce. A possible talent crunch and increasing competition from other countries such as China and the Philippines are the major challenges currently faced by the industry.

#### **E. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The directors has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements.

#### **F. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The company has made various policies to increase its operational performance in the upcoming years and however, it is expecting to earn profits. During the year, company has earned the profit of Rs. 5,15,135.76 and hope to earn better in future.

#### **G. HUMAN RESOURCES**

The company firmly believes that Human Resources and knowledge capital are vital for business success and creating value for stakeholders. The Company recognizes the fact that people drive business success, cordial with total dedicated efforts from employees.



**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Place- Indore  
Date-12<sup>th</sup> August, 2019

SYLPH TECHNOLOGIES LIMITED  
CIN: L36100MP1992PLC007102

Registered Office:  
ST-4 Press House,  
22 Press Complex, A.B. Road,  
Indore-452008 (M.P.)

Jayshri Jain  
Director  
(Din-01824937)

Rajesh Jain  
Director  
(Din-01704145)

**Annexure-‘iii’**
**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement Containing Salient Features of the Financial Statement of Subsidiaries/Associate Companies/Joint ventures**
**Part “A”: Subsidiary**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the subsidiary	Nil
2.	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
4.	Share capital	
5.	Reserves & surplus	
6.	Total assets	
7.	Total Liabilities	
8.	Investments	
9.	Turnover	
10.	Profit before taxation	
11.	Provision for taxation - Current Tax (MAT) - MAT Credit Entitlement - Deferred Tax	
12.	Profit after taxation	
13.	Proposed Dividend	
14.	% of shareholding	

**Notes:**

- Names of Subsidiaries which are yet to commence Operations- Nil
- Names of Subsidiaries which have been liquidated or sold during the year-Sakshi Powertech Private Limited.



**Part "B": Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Name of associates/Joint Ventures	Nil	Nil	Nil
Latest audited Balance Sheet Date			
Shares of Associate/Joint Ventures held by the company on the year end			
No.			
Amount of Investment in Associates/Joint Venture			
Extend of Holding%			
Description of how there is significant influence			
Reason why the associate/joint venture is not consolidated			
Net worth attributable to shareholding as per latest audited Balance Sheet			
Profit/Loss for the year			
Considered in Consolidation			
Not Considered in Consolidation			

**Notes:**

- Names of associates or joint ventures which are yet to commence operations - Nil
- Names of associates or joint ventures which have been liquidated or sold during the year- Nil

**For and on behalf of the Board of Directors**  
**SYLPH TECHNOLOGIES LIMITED**  
 CIN: L36100MP1992PLC007102

Place: Indore  
 Date-12<sup>th</sup> August, 2019

Rajesh Jain  
 Director  
 DIN: 01704145

Jayshri Jain  
 Director  
 DIN: 01824937



**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT**

**For the financial year ended March 31, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the  
Companies

(Appointment and Remuneration Personnel) Rules, 2014]

To

**The Members,**

**SYLPH TECHNOLOGIES LIMITED**

**CIN: L36100MP1992PLC007102**

ST-4 Press House, A.B. Road,

22, Press Complex, Indore M.P.

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by M/s **Sylph Technologies Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2019, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under alongwith such amendments as applicable from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial

**Borrowings [Not Applicable as the Company had no Foreign Investments or Borrowings];**



(v) The following Regulations and Guidelines prescribed under the Securities and Exchange

Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [**Not Applicable as the Company has not issued any further Share Capital during the Period under Review**];
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [**Not Applicable to the Company during the Audit Period**];
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [**Not Applicable as the Company has not issued and listed any Debt Securities during the Financial Year under review**];
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client [**Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the Financial Year under review**];
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [**Not Applicable as there were no Reportable event during the Financial Year under review**]; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [**Not Applicable as there were no reportable event during the Financial Year under review**];

(vi) Other laws applicable to the Company as per the representations made by the Management [**No other Specific Laws were applicable on the Company apart from the ones already mentioned**].

I have also examined compliance with the applicable clauses of the Following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) with respect to Board and General Meetings
- (ii) The Listing agreement entered into by the Company with Bombay Stock Exchange Limited read with Securities Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015.

During the Period under review the Company has complied with the Provisions of the Act, Rules, Regulations, Guidelines, Standards etc subject to the following observations;

- A. *As per Section 203 of Companies Act, 2013, every Company belonging to such class or classes of Companies are required to appoint Whole Time Key Managerial Personnel. However, the Company during the period under review has not complied with the provisions of Section 203 of Companies Act, 2013 with respect to appointment of Key Managerial Personnel i.e.*
- (i) Managing Director or CEO;*
  - (ii) Company Secretary and*
  - (iii) Chief Financial Officer.*
- B. *As per Rule 3 of The Companies (Appointment and Qualifications of the Directors) Rules, 2014, any intermittent vacancy of a Women Director shall be filled-up by the Board at the earliest but not later than immediate next Board Meeting or Three Months from the date of such vacancy whichever is later. The Company was in default of not appointing a Women Director in pursuance of the casual vacancy caused by the resignation of Mrs Jayshri Jain w.e.f. January 27th, 2018 beyond three months, as required under the Act, from the date of such vacancy. However later during the year the Company complied with the provisions by appointing Mrs Jayshri Jain as the Women Director on the board with effect from November 13, 2018.*

**I further report** that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director as on Financial Year Ended March 31st, 2019. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

**I further report** that adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions at the Board Meetings, as represented by the management, were taken unanimously.

**I further report** that as per the explanations given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. **I further report** that during the Audit period the Company had following events which had



bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

1. The Company has entered into an agreement for selling 7,11,598 shares of Sakshi Powertech Private Limited, a wholly owned subsidiary of the Company, held in the name of the Company and its nominees on March 19th, 2019 for a consideration of Rs 5,59,95,080 at Rs78.68 per share (approx) to G.S. Soni Group (The buyer does not belong to promoter or promoter group)
2. Pursuance to non compliance of appointment of Women Director with respect to casual vacancy for a period of more than three months fine has been levied by Bombay Stock Exchange on the Company for Rs 5,42,800 which was duly discharged by the Company.

**For Oshin Jain & Associates**  
Company Secretaries

Indore  
05/06/2019

**CS Oshin Jain**  
(ACS No: 56055 CP No: 21228)

**‘Annexure A’**

To  
The Members  
**Sylph Technologies Limited**  
The Report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit. My examination was limited to verification of procedure on test basis.
2. I have followed the Audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are recorded in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of Financial records and Books of Accounts of the Company.
4. Wherever required I have obtained the management representation about the Compliance of Law, rules and Regulations and happening of events etc.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Oshin Jain & Associates**  
Company Secretaries

Place: Indore  
Date: 05/06/2019

**CS Oshin Jain**  
(ACS No: 56055 CP No: 21228)

**Annexure iv(a)**

**Secretarial compliance report of SYLPH TECHNOLOGIES LIMITED  
for the year ended March 31<sup>st</sup>, 2019**

I **Oshin Jain**, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by *Sylph Technologies Limited* (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31<sup>st</sup>, 2019** (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [*Not Applicable on the Company for the Review Period*];
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [*Not Applicable on the Company for the Review Period*];
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [*Not Applicable on the Company for the Review Period*];
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [*Not Applicable on the Company for the Review Period*];
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 [*Not Applicable on the Company for the Review Period*];
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr . No	<b>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>

01	<p>Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <i>Every Listed Company shall appoint a Qualified Company Secretary as the Compliance Officer</i></p>	<p>Non-Fulfillment of the said Regulation</p>	<p><b><i>The Company has not complied with the said Regulation for the appointment of Company Secretary and Compliance Officer during the Review Period.</i></b></p>
02	<p>Regulation 17 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <i>Board shall have an optimum combination of Executive and non executive directors with at least one Women Director</i></p>	<p>Failure to appoint Women Director in case of casual vacancy</p>	<p><b><i>The Company has not appointed any executive Director on Board. Also, in pursuance to casual vacancy caused due to resignation of than Women Director of the Company, Mrs. Jayshri Jain, the same vacancy was not filled upto a consecutive 9 months. However, later on November 13<sup>th</sup>, 2018 company complied with the Regulation by appointing Mrs. Jayshri Jain as women Director on the Board.</i></b></p>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my

examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observation s/ remarks of the Practicing Company Secretary, if any.</b>
01	Bombay Stock Exchange	Non appointment of Women Director for a consecutive 9 months	Fine imposed by the Stock Exchange	<i>The Company was charged a fine in the way of penalty for non appointment of women director for 9 months during the review period amounting to Rs 542800 which was discharged by the Company in full.</i>

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable as the Review Period is the First Review Period.				

Place: **Indore**

For **Oshin Jain & Associates**

Date: **04/06/2019**

**CS Oshin Jain**

Membership No.: **A56055**

COP No.: **21228**



**Annexure v**

<b>Form No. AOC-2</b>					
<b>(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)</b>					
<b>Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto-</b>					
<b>1. Details of contracts or arrangements or transactions not at arm's length basis:</b>					
There were no contract or arrangement or transactions entered in to during the year ended on March 31, 2019, which were not at arm's length basis.					
<b>2. Details of material contracts or arrangement or transactions at arm's length basis:</b>					
There were no contract or arrangement or transactions entered in to during the year ended on March 31, 2019, which were not at arm's length basis.					
Name of the related party and Nature of contracts or arrangement or transactions	Nature of relationship	Duration of the contracts	Salient terms	Amount	
NA					

Place- Indore  
Date- 12/08/2019

**For and on behalf of the Board of Directors**  
SYLPH TECHNOLOGIES LIMITED  
CIN: L36100MP1992PLC007102

Registered office:  
ST-4, Press House,  
22, Press Complex,  
A.B. Road, Indore (M.P.)- 452008

Jayshri Jain  
Director  
DIN: 01824937

Rajesh Jain  
Director  
DIN: 01704145

**Annexure- 'v'**

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
As on financial year ended on 31.03.2019  
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:	
1. CIN	L36100MP1992PLC007102
2. Registration Date	14.03.1992
3. Name of the Company	SYLPH TECHNOLOGIES LIMITED
4. Category/Sub-category of the Company	Company Limited By Shares
5. Address of the Registered office & contact details	ST-4, PRESS HOUSE, A B. ROAD, 23 PRESS COMPLAX, INDORE-452008, Madhya Pradesh, Tel. No 0731-2571451, E-mail- mhfl@bsnl.in Website-www.sylphtechnologies.com
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Share registry (India) Private Limited Unit No 9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Opp. Kacurba Hospital Lane, Lower Fare (E), Mumbai - 400 011, maharashtra. TEL: 91-22-2301 6761/8261 FAX: 91-22-23012517 Email : buscomp@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Software Development	72100	62.50%
2	Newspaper Sales	18111	37.50%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL				

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	3,241,525	-	3,241,525	21.76%	3,580,074	0	3,580,074	24.03%	2.27%
b) Central Govt.	-	-	-	0.00%	-	-	0	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	0	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	0	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	0	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	0	0.00%	0.00%
<b>Sub Total (A)(1)</b>	<b>3,241,525</b>	<b>-</b>	<b>3,241,525</b>	<b>21.76%</b>	<b>3,580,074</b>	<b>-</b>	<b>3,580,074</b>	<b>24.03%</b>	<b>2.27%</b>
(2) Foreign									
a) NRI	-	-	-	0.00%	-	-	0	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	0	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	0	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	0	0.00%	0.00%
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>3,241,525</b>	<b>-</b>	<b>3,241,525</b>	<b>21.76%</b>	<b>3,580,074</b>	<b>0</b>	<b>3,580,074</b>	<b>24.03%</b>	<b>2.27%</b>

<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	0	0	0	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	0	0	0	0.00%	0.00%
d) State Govts)	-	-	-	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	0	0	0	0.00%	0.00%
g) FIs	-	-	-	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	-	-	-	0.00%	0	0	0	0.00%	0.00%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	802754	9500	812,254	5.45%	451,449	9,500	460,949	3.09%	-2.36%
ii) Overseas	-	-	-	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	549438	2302100	2,851,538	19.14%	578,766	2,271,300	2,850,066	19.13%	-0.01%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	7852224	124800	7,977,024	53.54%	7,866,124	124,800	7,990,924	53.63%	0.09%
c) Others (specify)	-	-	-	-	0	0	0	-	0.00%
Non Resident Indians	1,200	-	1,200	0.01%	1,200	0	1,200	0.01%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	0	0	0	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	0	0	0	0.00%	0.00%
Clearing	-	-	-	0.00%	0	0	0	0.00%	0.00%
Trusts	-	-	-	0.00%	0	0	0	0.00%	0.00%
Hindu Undivided Family	12401	-	12,401	0.08%	11,401	0	11,401	0.08%	-0.01%
Clearing Members	4,058	-	4,058	0.03%	5,386	0	5,386	0.04%	0.01%
Foreign Bodies - D R	-	-	-	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	9,222,075	2,436,400	11,658,475	78.24%	8,914,326	2,405,600	11,319,926	75.97%	-2.27%
<b>Total Public (B)</b>	9,222,075	2,436,400	11,658,475	78.24%	8,914,326	2,405,600	11,319,926	75.97%	-2.27%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	0.00%	0	0	0	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	12,463,600	2,436,400	14,900,000	100.00%	12,494,400	2,405,600	14,900,000	100.00%	0.00%

(iii) Shareholding of Promoter						
SN	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1	Rajesh Jain	1,449,400	9.73%	1,449,400	9.73%	0
2	Jayesh Jain	1,792,125	12.03%	2,130,674	14.30%	2.27%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)					
SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Rajesh Jain</b>				
	At the beginning of the year	1,449,400	9.73%	1,449,400	9.73%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	-	-	-	-
	At the end of the year	-	-	1,449,400	9.73%
2	<b>Jayesh Jain</b>				
	At the beginning of the year	1,792,125	12.03%	1,792,125	12.03%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	-	-	338,549	2.27%
	At the end of the year	-	-	2,130,674	14.30%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs)

SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Ghanhyam Sani</b>				
	At the beginning of the year	3,700,000	24.83%	3,700,000	24.83%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	0	0.00%	0	0.00%
	At the end of the year	-	-	3,700,000	24.83%
2	<b>J.P. Ruana</b>				
	At the beginning of the year	3,700,000	24.83%	3,700,000	24.83%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	0	0.00%	0	0.00%
	At the end of the year	-	-	3,700,000	24.83%
3	<b>ASV Trading Pvt Ltd</b>				
	At the beginning of the year	715,785	4.80%	715,785	4.80%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	(300,000)	-2.01%	(300,000)	-2.01%
	At the end of the year	-	-	415,785	2.79%
4	<b>AHJ Jain</b>				
	At the beginning of the year	283,175	1.90%	283,175	1.90%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	900	0.01%	900	0.01%
	At the end of the year	-	-	284,075	1.91%
5	<b>Shibi Jain</b>				
	At the beginning of the year	75,500	0.51%	75,500	0.51%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	0	0.00%	0	0.00%
	At the end of the year	-	-	75,500	0.51%
6	<b>Ramraj Yerra</b>				
	At the beginning of the year	45,500	0.31%	45,500	0.31%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	0	0.00%	0	0.00%
	At the end of the year	-	-	45,500	0.31%
7	<b>INVESTSMART STOCK BROKERS PRIVATE LIMITED</b>				
	At the beginning of the year	43,705	0.29%	43,705	0.29%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	0	0.00%	(43,705)	-0.29%
	At the end of the year	-	-	0	0.00%

Sl. No.	Name	At the beginning of the year	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	At the end of the year	% of total shares
8	JANU MANSUKHLAL KOTHARI	35,900	0	35,900	0.24%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	0	0	0	0.00%
	At the end of the year			35,900	0.24%
9	ARYEND M KARIYA	26,200	0	26,200	0.18%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	0	0	0	0.00%
	At the end of the year			26,200	0.18%
10	JANU KOTHARI	19,600	0	19,600	0.13%
	Transfer (Purchase/Sale) from 01-04-2018 to 31-03-2019	0	0	0	0.00%
	At the end of the year			19,600	0.13%

Sl. No.	Shareholding of each Director and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Rajesh Jain	1,441,400	9.73%	1,441,400	9.73%
	At the beginning of the year				
	Changes during the year	-	-	-	0.00%
	At the end of the year			1,441,400	9.73%
2	Jayshri Jain	1,792,125	12.03%	-	0.00%
	At the beginning of the year				
	Changes during the year			2,130,674	14.31%
	At the end of the year			2,130,674	14.31%
3	Vinay Shrivastava	-	0.00%	-	0.00%
	At the beginning of the year				
	Changes during the year			-	0.00%
	At the end of the year			-	0.00%
4	Dheendra Chitale	-	0.00%	-	0.00%
	At the beginning of the year				
	Changes during the year			-	0.00%
	At the end of the year			-	0.00%

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding but not due for payment. (Amt. Rs./Lacs)				
Particulars	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
a) Principal Amount	0	0	0	0
b) Interest due but not paid	0	0	0	0
ba) Interest accrued but not due	0	0	0	0
Total (a+b+ba)	0	0	0	0
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
<b>Indebtedness at the end of the financial year</b>				
a) Principal Amount	0	0	0	0
b) Interest due but not paid	0	0	0	0
ba) Interest accrued but not due	0	0	0	0
Total (a+b+ba)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL - Nil.			
A. Remuneration to Managing Director, Whole-time Director and/or Manager			
Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs/Lacs)
1	Fixed salary		-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961		-
	(c) Profit in lieu of salary under section 17(3) Income-tax Act, 1961		-
2	Stock Option		-
3	Dividend Income		-
4	Commission		-
	- as % of profit		-
	- others, specify		-
5	Others, please specify		-
	Total (A)		-
	Order as per the Act		-

**B. Remuneration to other Directors**

SN	Particulars of Remuneration	Name of Directors			Total Amount (Ru/Lac)
1	<b>Independent Directors</b>				
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	<b>Other Non-Executive Directors</b>				
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (Sum of 1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				-

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

SN	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Ru/Lac)
		Name/Designation	CEO	CFD	CS
1	<b>Fixed salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites viz 17(2) Income-tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				-
2	Stock Option				-
3	Interest Equity				-
4	Commission - as % of profit - others, specify				-
5	Others, please specify				-
	Total	-	-	-	-

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Nil**

Type	Section of the Companies Act / LODR	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RDSEBI / NCLT/ COURT)	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Regulation 6(1) of SEBI (LODR) Regulations, 2015	Non Appointment of Compliance Officer	The company was charged with the fine in the form of penalty of Rs. 1,00,000 which was discharged in full	SEBI	-
	Regulation 17(1)(a) of SEBI (LODR) Regulations, 2015	Non appointment of woman director on Board of the company.	The company was charged with the fine in the form of penalty of Rs. 5,42,800 which was discharged in full	SEBI	-
Penalty	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Compounding	-	-	-	-	-

Place: Indore  
Date: 28. August, 2019

For and on behalf of the Board of Directors  
SYLPH TECHNOLOGIES LIMITED  
CIN: L30100MP1992PLC007102

Registered Office:  
5T-4 First House, A.B. Road,  
22 First Complex,  
Indore-452008 (M.P.)

*Jayesh Jain*  
Jayesh Jain  
Director  
(DIN-01124927)

*Rajesh Jain*  
Rajesh Jain  
Director  
(DIN-01794143)



**DECLARATION REGARDING AFFIRMATION OF CODE OF  
CONDUCT**

To,  
The Members,  
Sylph Technologies Limited

In terms of the requirements of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that all the members of the Board and the Senior Management personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2019.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Place- Indore

SYLPH TECHNOLOGIES LIMITED

Date: 12<sup>th</sup> August, 2019

CIN: L36100MP1992PLC007102

Registered Office:

ST-4 Press House,  
22 Press Complex, A.B. Road,  
Indore-452008 (M.P.)

Jayshri Jain	Rajesh Jain
Director	Director
(DIN-01824937)	(DIN-01704145)





**CERTIFICATION UNDER REGULATION 17(8) OF THE SEBI (LISTING  
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
The Board of Directors,  
Sylph Technologies Limited

I have reviewed the financial statements and the cash flow statement of Sylph Technologies Limited for the year ended March 31, 2019 and to the best of my knowledge and belief:

- (a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) That is, to the best of my knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take for rectifying these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee:
- (i) Significant changes in internal control over financial reporting during the year;
- (ii) Significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
- (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 12<sup>th</sup> August, 2019  
Place: Indore

**Rajesh Jain**  
**Director**  
**(DIN: 01704145)**



## **AUDITORS' CERTIFICATE OF CORPORATE GOVERNANCE**

To,  
The Members,  
Sylph Technologies limited

We have examined the compliance of conditions of Corporate Governance by Sylph Technologies limited for the financial year ended March 31, 2019 as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For ABN & Co.  
Chartered Accountants  
FRN: 004447C**

**Place: Indore  
Date: 12<sup>th</sup> August, 2019**

**CA BM Bhandari  
(Partner)  
(M. No. 071232)**



## INDEPENDENT AUDITOR'S REPORT

### To the Members of M/S SYLPH TECHNOLOGIES LIMITED Report on the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **SYLPH TECHNOLOGIES LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in equity and the statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on standalone financial statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Management’s Responsibility for the Standalone Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company’s financial reporting process.

### **Auditor’s Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SA, we exercise professional judgment and maintain professional skepticism throughout the audit.

A further description of the auditor's responsibilities for the audit of the standalone financial statements is included in "Annexure A". This description forms part of our auditor's report.

**Other Matters** – We have nothing to report in this regard

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "B"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - h) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - i) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - j) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, statement of changes in equity and the statement of Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - k) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- l) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- m) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure C**”.
- n) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- iv. The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements.
  - v. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - vi. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **ABN & Co.**  
Chartered  
Accountants  
FRN : 004447C

Place: Indore  
Date: 30.05.201

**(B.M. Bhandari)**  
Partner  
M. No. : 071232

**ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT**

**Responsibilities for Audit of Standalone Financial Statement**

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We



consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For **ABN & Co.**  
Chartered  
Accountants  
FRN : 004447C

Place: Indore  
Date: 30.05.2019

**(B.M. Bhandari)**  
Partner  
M. No. : 071232



**ANNEXURE-B TO THE INDEPENDENT AUDITORS'**  
**REPORT**

(Referred to in paragraph 1 under the heading of “report on other legal and regulatory requirements” of our report of even date)

- (i) a. The proper records showing full particulars including quantitative details and situation of the fixed assets are being maintained by the company.
- b. As explained to us all the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. As per information and explanations given to us, no material discrepancies were noticed.
- c. According to the information and explanations given to us, there is no immovable property other than leasehold land .
- (ii) The Company has no inventory at the end of the year. Accordingly, the provisions of clause 3(2) (a) to (b) of the order are not applicable to the Company and hence not commented upon.
- (iii) In our opinion and according to information and explanation given to us, the Company has not granted any loan parties covered in the register maintained under section 189 of the Companies Act, 2013 (‘the Act’), hence clause 3 (a) to (c) is not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information & explanations given to us, the company has not accepted deposits as per

directives issued by Reserve Bank of India and provisions of section 73 to 76 or any other relevant provisions of Companies Act and Rules framed there under.

- (vi) According to the information and explanations given to us and on the basis of our examination, the cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1)(d) of the Companies Act, 2013 we are of of the opinion that the same is not applicable to the Company
  
- (vii) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited with the appropriate authorities and there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31<sup>st</sup> March, 2019.
  
- (viii) As the company does not have any loans or borrowings from any financial institutions, banks or Government, nor has it issued any debentures, as at the balance sheet date, the provisions of clause 8 is not applicable to the Company.
  
- (ix) Based upon the audit procedures performed and the According to the records of the company, examined by us and the information & explanations given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, the provisions of clause 9 is not applicable to the Company and hence not commented upon.

- (x) According to the records of the company, examined by us and the information & explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration during the year hence clause (xi) is not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

- (xvi) According to the explanation and information given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **ABN & Co.**  
Chartered  
Accountants  
FRN : 004447C

Place: Indore  
Date: 30.05.2019

**(B.M. Bhandari)**  
Partner  
M. No. : 071232



## **ANNEXURE 'C' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SYLPH TECHNOLOGIES LIMITED**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **SYLPH TECHNOLOGIES LIMITED** ("the Company") as of 31 March 2019 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance

about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting,

assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **ABN & Co.**  
Chartered  
Accountants  
FRN : 004447C

Place: Indore  
Date: 30.05.2019

**(B.M. Bhandari)**  
Partner  
M. No. : 071232

SYLPH TECHNOLOGIES LIMITED					
BALANCE SHEET AS AT MARCH 31, 2019					
		Particulars	Note	As at March 31,	
		Statement of Assets and Liabilities	No	2019	2018
<b>A</b>		<b>ASSETS</b>			
	<b>1</b>	<b>Non-current assets</b>			
		Property, plant and equipment	3	308,035.05	3,481,254.55
		Capital work-in-progress		-	-
		Other intangible assets	4	56,748.00	93,272.00
		Investments in subsidiaries, associates and joint ventures		-	-
		<b>Financial assets</b>			
		Investments	5	42,885,000.00	106,042,472.00
		Loans & Advances	6	68,993.00	118,993.00
		Other financial assets		-	-
		Deferred tax assets (net)	7	30,774.00	20,313.00
		<b>Sub-total - Non-Current Assets</b>		<b>43,349,550.05</b>	<b>109,756,304.55</b>
	<b>2</b>	<b>Current assets</b>			
		Inventories		-	-
		<b>Financial assets</b>			
	Trade receivables	8	500,000.00	-	
	Cash and cash equivalents	9	1,637,100.43	114,282.70	
	Loans & Advances	6	83,503,839.00	19,912,003.00	
	Other current assets	10	8,780.00	656,651.00	
	<b>Sub-total - Current Assets</b>		<b>85,649,219.43</b>	<b>20,682,936.70</b>	
	<b>TOTAL - ASSETS</b>		<b>128,998,769.48</b>	<b>130,439,241.25</b>	
<b>B</b>		<b>EQUITY AND LIABILITIES</b>			
	<b>1</b>	<b>Equity</b>			
		Equity Share capital	11	149,000,000.00	149,000,000.00
		Other equity	12	(20,065,730.99)	(20,580,866.75)
		<b>Sub-total - Shareholders' funds</b>		<b>128,934,269.01</b>	<b>128,419,133.25</b>
		<b>LIABILITIES</b>			
	<b>2</b>	<b>Non-current liabilities</b>			
		Deferred Tax Liabilities	7	-	-
		<b>Sub-total - Non-current liabilities</b>		<b>-</b>	<b>-</b>
	<b>3</b>	<b>Current liabilities</b>			
	<b>Financial liabilities</b>				
	Other current liabilities	13	-	1,949,640.00	
	Provisions	14	64,500.00	70,468.00	
	<b>Sub-total - Current liabilities</b>		<b>64,500.00</b>	<b>2,020,108.00</b>	
	<b>TOTAL - EQUITY AND LIABILITIES</b>		<b>128,998,769.48</b>	<b>130,439,241.25</b>	
For and on behalf of <b>For ABN &amp; Co.</b> Chartered Accountants FRN.004447C			For and on behalf of the board of directors		
CA. B. M. Bhandari (Partner) (M. No. 071232)			Rajesh Jain Director DIN. 01704145	Jayshri Jain Director DIN. 01824937	
Place: Indore Date: 30 May 2019					



<b>SYLPH TECHNOLOGIES LIMITED</b>			
<b>Statement of Profit and Loss for the year ended 31st March, 2019</b>			
(Amount in Rs.)			
Particulars	Note No.	Year Ended March 31, 2019	Year Ended March 31, 2018
<b>CONTINUING OPERATIONS</b>			
I Revenue from operations	15	800,000.00	29,795,364.00
II Other income	16	2,124,742.00	2,098,692.00
III <b>Total revenue (I+II)</b>		<b>2,924,742.00</b>	<b>31,894,056.00</b>
IV <b>Expenses</b>			
(a) Cost of materials consumed		-	-
(b) Purchases of stock-in-trade	17	-	29,550,000.00
(c) Change in Inventory of finished goods, work-in-progress and stock-in-trade	18	-	-
(d) Employee benefits expense	19	496,314.00	1,066,364.70
(e) Finance costs		-	-
(f) Depreciation and amortisation expense	20	154,148.00	246,527.50
(g) Other expenses	21	1,769,605.24	1,134,037.74
<b>Total expenses</b>		<b>2,420,067.24</b>	<b>31,996,929.94</b>
V <b>Profit / (Loss) before tax (III-IV)</b>		504,674.76	(102,873.94)
VI <b>Profit / (Loss) before tax</b>		<b>504,674.76</b>	<b>(102,873.94)</b>
VII <b>Tax expense</b>			
(a) Current Tax		-	-
(b) Less :- Mat credit entitlement		-	-
(c) Deferred tax	7	(10,461.00)	(31,285.00)
		(10,461.00)	(31,285.00)
VIII <b>Profit/(Loss) from continuing operations (VI-VII)</b>		<b>515,135.76</b>	<b>(71,588.94)</b>
<b>Other Comprehensive Income/ (Loss)</b>			
Profit on sale of shares		-	1,493,400.41
IX <b>Total Comprehensive Income/ (Loss) for the period</b>		<b>515,135.76</b>	<b>1,421,811.47</b>
X <b>Earnings per share (of Re. 1/- each)</b>	22		
(a) Basic		0.035	(0.005)
(b) Diluted		0.035	(0.005)
For and on behalf of <b>For ABN &amp; Co.</b> Chartered Accountants FRN.004447C		For and on behalf of the board of directors	
<b>CA. B. M. Bhandari</b> (Partner) (M. No. 071232)		<b>Rajesh Jain</b> Director DIN. 01704145	<b>Jayshri Jain</b> Director DIN. 01824937
Place: Indore Date: 30 May 2019			

<b>SYLPH TECHNOLOGIES LIMITED</b>			
<b>Cash Flow Statement for the Period Ended 31st March, 2019</b>			
	<b>Particulars</b>	<b>For the Period ended 31st March, 2019</b>	<b>For the Period ended 31st March, 2018</b>
<b>A</b>	<b>Cash flow from Operating Activities</b>		
	Profit/(Loss) from continuing operations	515,135.76	(71,588.94)
	Adjustment for :		
	Income Tax Expenses	(10,461.00)	(31,285.00)
	Depreciation & Amortization	154,148.00	246,527.50
	Interest Income	(1,172,574.00)	(2,092,048.00)
	Profit on sale of shares	(952,168.00)	-
	Loss on sale of Land	19,157.00	-
	<b>Operative Profit before change in assets &amp; liabilities:</b>	<b>(1,446,762.24)</b>	<b>(1,948,394.44)</b>
	Increase/(Decrease) in Other current liabilities	(1,949,640.00)	1,911,318.00
	Increase/(Decrease) in Short Term Provisions	(5,968.00)	(87,477.00)
	Increase/(Decrease) in Trade Payable	-	(500,000.00)
	(Increase)/Decrease in Trade & others receivable	(500,000.00)	12,209,506.00
	(Increase)/Decrease in Long Term loan & advances	50,000.00	-
	(Increase)/Decrease in Short Term loan & advances	(63,591,835.00)	3,955,920.00
	Increase/(Decrease) in Current assets	648,371.00	265,855.00
	<b>Cash Flow</b>	<b>66,795,834.24</b>	<b>15,806,727.56</b>
	Tax paid during the year	-	-
	<b>Net Cash from Operating Activities (A)</b>	<b>(66,795,834.24)</b>	<b>15,806,727.56</b>
<b>B</b>	<b>Cash Flow From Investing Activities</b>		
	(Increase)/Decrease in Property, plant and equipment	3,055,595.00	(1,27,727.00)
	(Increase)/Decrease in Investments	63,157,472.00	(17,785,000.00)
	Interest Income	1,172,574.00	2,092,048.00
	Profit on sale of Shares	952,168.00	-
	Loss on sale of Land	19,157.00	-
	<b>Net Cash from Investing Activities (B)</b>	<b>68,318,652.00</b>	<b>(15,820,679.00)</b>
<b>C</b>	<b>Cash Flows from Financing Activities</b>		
	<b>Net Cash Flow from Financing Activities (C)</b>	<b>0.00</b>	<b>-</b>
	<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent (A+B+C)</b>	<b>1,522,817.76</b>	<b>(13,951.44)</b>
	Add:- Cash & Cash Equivalent as at 31st March 2015	114,282.46	128,233.90
	<b>Cash &amp; Cash Equivalent as at 31st March 2019</b>	<b>1,637,100.43</b>	<b>114,282.46</b>
For and on behalf of <b>For ABN &amp; Co.</b> Chartered Accountants FRN.004447C		For and on behalf of the board of directors	
CA. B. M. Bhandari (Partner) (M. No. 071232)		Rajesh Jain Director DIN. 01704145	Jayshri Jain Director DIN. 01824937
Place: Indore Date: 30 May 2019			

**SYLPH TECHNOLOGIES LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

Note	Particulars
<b>1</b>	<b>Corporate Information</b>
	Sylph Technologies Limited was incorporated on 14th May, 1992 under the Companies Act, 1956 and has its registered office at ST-4, Press House, 22 Press Complex, A B Road, Indore(Madhya Pradesh)-452005. Company's shares are listed on Bombay Stock Exchange. Sylph is a software technology company in India, providing software development services & solutions. The Company has also engaged in the distribution of a 25 year old Newspaper. For the intention to enhancement, diversification and availing future opportunities company has started trading of Solar Power Products and during the year company has launched BPO Service & KPO Service website: www.bpoindia.com. With the reference of BFOIndia, company will provide services in the field of Accounting, taxation, Auditing, Corporate Services, Company law matters, Financial & Legal Consultancy etc.
<b>2</b>	<b>Significant accounting policies -&gt;</b>
<b>2.1</b>	<b>Statement of Compliance</b>
	In Accordance with the notification issued by the Ministry of Corporate Affairs(MCA), the company has adopted Indian Accounting Standards (referred to as "IND AS") notified under the companies (Indian Accounting Standards) Rules 2015 as amended by (Indian Accounting Standards Amendment) Rules 2017 with effect from 1st April 2017. Previous period numbers in the financial statements have been restated to Ind AS. In accordance with Ind AS 101-First time adoption of Indian Accounting Standards, the company has presented a reconciliation of shareholders equity as at March 31,2017 and April 1,2016 and of the comprehensive net income for the year ended March 31,2017. These Financial Statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standard) Rules,2015 as amended by Companies (Indian Accounting Standard) Rules,2017 read with section 133 of the Companies Act,2013.
<b>2.2</b>	<b>Basis of accounting and preparation of financial statements</b>
	These financial statements are prepared on historical cost basis except for certain financial instruments which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The financial statements are presented in Indian Rupees (INR).
<b>2.3</b>	<b>Use of Estimates</b>
	The preparation of financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected thereon.
<b>2.4</b>	<b>Cash Flow statement</b>
	Cash flows are reported using the indirect method, whereby profit or (loss) and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
<b>2.5</b>	<b>Property, plant and equipment</b>
	Property, plant and equipment are stated at acquisition cost less accumulated depreciation. The cost of Property, plant and equipment comprises its purchase price including duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to the working condition for its intended use. Depreciation on Property, plant and equipment is provided based on the useful life of the asset in the manner prescribed in Schedule II to the Companies Act, 2013. The company has estimated useful life of each class of assets based on the nature of assets, the operating condition of the asset, past history of replacement, anticipated technological changes etc. The company reviews useful life of assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.
<b>2.6</b>	<b>Cash and cash equivalents</b>
	Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
<b>2.7</b>	<b>Inventories</b>
	Inventories are valued at cost or net realizable value, whichever is lower. Cost of inventory comprises of Cost of Purchase, Cost of Conversion and other Costs incurred to bring them to their respective present location and condition. Costs of Raw Materials and Packing Materials are determined on FIFO basis.

<b>2.8 Revenue recognition</b>
<p><b>Sale of goods</b> Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Other income recognized on accrual basis.</p>
<b>2.9 Taxes on income</b>
<p>Tax expense comprises current and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying value of the assets and liabilities and their respective tax bases, unutilized business loss and depreciation carry forwards and tax credits. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date. Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset, only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. The Company reviews the 'MAT Credit Entitlement' asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.</p>
<b>2.10 Earnings per share</b>
<p>Basic and diluted earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year. The company did not have any dilutive securities in any of the periods presented.</p>
<b>2.11 Provisions, Contingent Liabilities and Contingent Assets</b>
<p>Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the Financial Statements. Financial Assets are only disclosed where an inflow of economic benefits is probable and recognized if inflow of economic benefits is virtually certain.</p>
<b>2.12 Operating Cycle</b>
<p>Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.</p>
<b>2.13 Financial Instruments</b>
<p><b>Recognition &amp; Measurement</b></p> <p><b>a) Financial Assets</b> Financial Assets are recognized when, and only when, the company becomes a party to the contractual provisions of the financial instrument. The company determines the classification of its financial assets at initial recognition. When financial assets are recognized initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction cost. Transaction cost of financial assets carried at fair value through profit or loss are expensed in the statement of profit and loss.</p> <p><b>b) Financial Liabilities</b> Financial Liabilities are recognized when, and only when, the company becomes a party to the contractual provisions of the financial instrument. The company determines the classification of its financial liabilities at initial recognition. When financial liabilities are recognized initially, they are measured at fair value, plus, in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction cost.</p> <p><b>Equity Instruments:</b> The Company subsequently measures all equity investments (other than the investment in subsidiaries, joint ventures and associates which are measured at cost) at fair value. Where the Company has elected to present fair value gains and losses on equity investments in other comprehensive income ("FVTOCI"), there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in Statement of Profit and Loss as other income when the company's right to receive payment is established. At the date of transition to Ind AS, the company has made an irrevocable election to present in Other Comprehensive Income subsequent changes in the fair value of equity investments that are not held for trading. When the equity investment is derecognized, the cumulative gain or loss recognized in other comprehensive income is reclassified from Other Comprehensive Income to Retained Earnings directly.</p> <p><b>Determination of Fair Value:</b> The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial Recognition, the company determines the fair value of financial instruments that are quoted in the active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held). Costs of certain unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. These investments in equity instruments are not held for trading. Instead, they are held for medium or long term strategic purpose. Upon the application of Ind AS 109, the group has chosen to designate these investments in equity instruments as at FVTOCI as the directors believes this provides a more meaningful presentation for medium or long term strategic investments, thus reflecting changes in fair value immediately in profit or loss.</p>

Note	Description	Gross Block		Depreciation		Net Block	
		As at 01.04.2018	Additions/Deletions	For the period	On sale/Adjustment	As at 31.03.2018	As at 31.03.2019
4	Property, plant and equipment	3,055,595	-	-	-	3,055,595	-
	Leasehold build	422,447	-	38,024	-	460,471	-
	Computers	34,255	-	32,523	-	1,732	30,617
	Electronic Goods	500,000	-	56,375	-	556,375	225,582
	Mercedes Car	62,500	-	11,892	-	50,608	3,125
	Refrigerator	40,682	-	47,218	-	87,900	15,264
	Mobile Phone	49,703	-	17,563	-	67,266	2,485
	UPS	50,837	-	133,708	-	184,545	29,249
	Logosop	4,165,162	-	36,524	-	4,199,686	308,035
	<b>Total</b>	<b>4,165,162</b>	<b>50,837</b>	<b>133,708</b>	<b>-</b>	<b>4,349,707</b>	<b>3,481,255</b>
5	Other Intangible assets	526,290	-	56,524	-	582,814	56,748
	Computer software	449,400	76,890	112,820	-	639,110	93,272
	<b>Total</b>	<b>449,400</b>	<b>76,890</b>	<b>112,820</b>	<b>-</b>	<b>639,110</b>	<b>93,272</b>

Note	Description	Gross Block		Depreciation		Net Block	
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Sylph Technologies Limited  
Notes Forming Part Of Financial Statements

Note 5	Non Current Investments	As at 31.03.2019	As at 31.03.2018
	Particulars		
	<b>Trade Investments (Valued at cost unless stated otherwise)</b>		
	<b>Unquoted Equity Instruments of Wholly Owned Subsidiary</b>		
	(PY. 711598) Shares of Sakshi Powertech Pvt. Ltd. (F.V. Re. 1)	-	56,474,992.00
	<b>Unquoted Equity Instruments-Others</b>		
	21500( PY. 21500) Shares of Saksham Publishers and Printers Ltd. (F.V. Re. 10)	14,885,000.00	14,885,000.00
	(PY. 335440) Shares of Sakshi Multitrade Pvt. Kwantum Devcon and Allied Ltd.	28,000,000.00	24,000,000.00
	<b>Total</b>	<b>42,885,000.00</b>	<b>106,042,472.00</b>
<b>Note 6</b>	<b>Loans &amp; Advances</b>		
	<b>Non Current</b>		
	Other loans and advances, unsecured considered good	As at 31.03.2019	As at 31.03.2018
	a) Security Deposit (Rent Deposit)	-	50,000.00
	b) MAT Credit Entitlement A/c	68,993.00	68,993.00
	<b>Total</b>	<b>68,993.00</b>	<b>118,993.00</b>
	<b>Current</b>		
	Other loans and advances, unsecured considered good	As at 31.03.2019	As at 31.03.2018
	a) TDS Receivables	128,839.00	182,603.00
	b) Inter Corporate Loans & Advances	34,375,000.00	6,713,400.00
	c) Trade Advance (Supplier)	49,000,000.00	13,000,000.00
	d) GST ITC Available	-	16,000.00
	<b>Total</b>	<b>83,503,839.00</b>	<b>19,912,003.00</b>
<b>Note 7</b>	<b>Deferred Tax Liability</b>		
	Particulars	As at 31.03.2019	As at 31.03.2018
	Opening Deferred Tax Liabilities	-	20,972.00
	add.during the year	(10,461.00)	(31,285.00)
	<b>Total</b>	<b>30,774.00</b>	<b>20,313.00</b>
<b>Note 8</b>	<b>Trade Receivables</b>		
	Particulars	As at 31.03.2019	As at 31.03.2018
	Unsecured, Considered Good		
	Trade Receivables Outstanding for a period less than six months	500000	-
	<b>Total</b>	<b>500000</b>	<b>-</b>
<b>Note 9</b>	<b>Cash and Cash Equivalents</b>		
	Particulars	As at 31.03.2019	As at 31.03.2018
	a) Cash in Hand	428,680.97	50,274.00
	b) Balances with Bank		
	i) In Current Accounts	1,208,419.46	64,008.70
	ii) In Escrow Accounts	-	-
	<b>Total</b>	<b>1,637,100.43</b>	<b>114,282.70</b>

<b>Note 10</b>	<b>Other Current Assets</b>		
	<b>Particulars</b>	<b>As at 31.03.2019</b>	<b>As at 31.03.2018</b>
	Interest accrued on inter-corporate loans & advances	-	647,281.00
	Prepaid Expenses	8,280.00	9,370.00
	<b>Total</b>	<b>8,280.00</b>	<b>656,651.00</b>
<b>Note 11</b>	<b>Share Capital</b>		
	<b>Particulars</b>	<b>As at 31.03.2019</b>	<b>As at 31.03.2018</b>
	<b>(a) Authorised share capital</b>		
	15000000 (P.Y. 15000000) Equity shares of Rs.10/- Each	150,000,000.00	150,000,000.00
	<b>Total</b>	<b>150,000,000.00</b>	<b>150,000,000.00</b>
	<b>(b) Issued subscribed and fully paid up share capital</b>		
	14900000 (PY.14900000) Equity Shares of Rs.10/-	149,000,000.00	149,000,000.00
	<b>Total</b>	<b>149,000,000.00</b>	<b>149,000,000.00</b>
<b>11.1</b>	<b>Terms/Rights attached to equity Shares</b>		
	Equity Shares: The company has one class of equity shares having par value of Rs. 10 per share. Each share holder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all		
<b>11.2</b>	<b>Details of shares held by each shareholder holding more than 5% shares in the company:</b>		
	<b>Class of shares / Name of shareholder</b>	<b>As at 31.03.2019</b>	<b>As at 31.03.2018</b>
	<b>Equity Shares with Voting Rights:</b>		
	1. J.P. Bapna	3,700,000 24.83%	3,700,000 24.83%
	2. ASV Trading Pvt. Ltd.	415,785 2.80%	1,115,785 7.49%
	3. Ghanshyam Soni	3,700,000 24.83%	3,700,000 24.83%
	4. Rajesh Jain	1,449,400 9.73%	1,449,400 9.73%
	5. Jayshri Jain	2,130,674 14.30%	1,067,125 7.16%

Note no. 12 Other Equity Particulars	Securities Premium	Capital Reserve	Retained Earnings	Other Comprehensive Income	Total Other Equity
<b>Balance as at April 1, 2017</b>	611,000.00	706,750.00	(14,604,028.22)	(8,716,400.00)	(22,002,678.22)
Profit/(Loss) on Sale of Shares				1,493,400.41	1,493,400.41
Gain on shares transferred from Other Comprehensive Income to Retained Earning			1,493,400.41	(1,493,400.41)	-
Other Comprehensive income/(loss) for the year				-	-
Premium on shares issued during the year					-
Profit for the Year			(71,588.94)		(71,588.94)
<b>Balance as at March 31, 2018</b>	611,000.00	706,750.00	(13,182,216.75)	(8,716,400.00)	(20,580,866.75)
<b>Balance as at April 1, 2018</b>	611,000.00	706,750.00	(13,182,216.75)	(8,716,400.00)	(20,580,866.75)
Profit/(Loss) on Sale of Shares				-	-
Gain/(Loss) on shares transferred from Other Comprehensive Income to Retained Earning				-	-
Premium on shares issued during the year			515,135.76		515,135.76
Profit for the Year			(12,667,080.99)		(12,667,080.99)
<b>Balance as at March 31, 2019</b>	611,000.00	706,750.00	(12,667,080.99)	(8,716,400.00)	(20,065,730.99)



Note 13 Other Current Liabilities			
	Particulars	As at 31.03.2019	As at 31.03.2018
	a) Jayshri Jain	-	1,949,640.00
	<b>Total</b>	<b>-</b>	<b>1,949,640.00</b>

Note 14 Provisions			
	Particulars	As at 31.03.2019	As at 31.03.2018
	<b>Current</b>		
	Salary & Reimbursements	39,500.00	45,468.00
	Provision for Lease Rent Expenses	-	-
	Provision for Audit Fees	25,000.00	25,000.00
	<b>Total</b>	<b>64,500.00</b>	<b>70,468.00</b>

Note 15 Revenue from Operations			
	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
	Sale of Products (Refer Note No.15.1)	300,000.00	29,795,364.00
	Sale of Services (Refer Note No. 15.2)	500,000.00	-
	<b>Total</b>	<b>800,000.00</b>	<b>29,795,364.00</b>
<b>15.1</b>	<b>Sale of Products Comprises</b>	300,000.00	29,795,364.00
	News Paper	300,000.00	90,000.00
	Books Sale	-	50,000.00
	Solar Power Plants	-	29,625,000.00
	Miscellaneous Income	-	30,364.00
<b>15.2</b>	<b>Sale of Service Comprises</b>	500,000.00	-
	Software Development	500,000.00	-

Note 16 Other Income			
	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
	<b>Other non-operating income:</b>		
	<b>Interest Income</b>		
	Interest accrued on Inter-corporate loans & advances (Net)	1,172,574.00	2,092,048.00
	Interest on IT Refund	-	6,644.00
	<b>Other Income</b>		
	Profit on sale of Shares	952,168.00	-
	<b>Total</b>	<b>2,124,742.00</b>	<b>2,098,692.00</b>

Note 17 Purchases of Stock-in-Trade			
	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
	<b>Solar Power Plants</b>		
	Solar power plant (10.0 kw.)	-	29,550,000.00
	<b>Total</b>	<b>-</b>	<b>29,550,000.00</b>

Note 18 Changes in Inventory of Finished goods, work-in-progress and stock-in-trade			
	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
	<b>Inventory at the end of the year</b>		
	Finished goods	-	-
	<b>Inventory at the beginning of the year</b>		
	Finished goods	-	-
	<b>Net(increase)/decrease</b>	<b>-</b>	<b>-</b>

<b>Note 19 Employee Benefits Expenses</b>			
		<b>Year Ended</b>	
		<b>March 31, 2019</b>	<b>Year Ended March 31, 2018</b>
<b>Particulars</b>			
	Salaries and wages	496,314.00	1,043,403.00
	Staff Welfare	-	22,961.70
	<b>Total</b>	<b>496,314.00</b>	<b>1,066,364.70</b>
<b>Note 20 Depreciation and Amortisation Expenses</b>			
		<b>Year Ended</b>	
		<b>March 31, 2019</b>	<b>Year Ended March 31, 2018</b>
<b>Particulars</b>			
	Depreciation on Property, plant and equipment	117,624.00	133,707.50
	Amortisation on Other Intangible Assets	36,524.00	112,820.00
	<b>Total</b>	<b>154,148.00</b>	<b>246,527.50</b>
<b>Note 21 Other Expenses</b>			
		<b>Year Ended</b>	
		<b>March 31, 2019</b>	<b>Year Ended March 31, 2018</b>
<b>Particulars</b>			
	Travelling expenses	250,000.00	-
	Bank Charges	1,003.60	1,633.36
	Legal and professional charges (Including ROC Filing)	383,338.00	174,441.00
	Business promotion expenses	-	70,000.00
	Repair and maintenance expenses	1,100.00	56,575.00
	Electricity expenses	179,993.64	129,217.60
	Telephone expenses	14,113.00	27,836.00
	Computer maintenance	-	15,050.00
	Insurance expenses	18,262.00	18,705.00
	Postage & telegram	1,222.00	49,404.00
	Payment to auditor	25,000.00	25,000.00
	Listing charges	-	287,500.00
	Stationary & Printing	1,650.00	30,014.00
	Office expenses	19,775.00	43,762.68
	Rent including lease rentals	42,350.00	189,600.00
	Newspaper Printing	25,000.00	-
	Petrol Expenses	-	8,050.00
	Prior Period Expenses	56,350.00	-
	BSE Penalty	552,000.00	-
	Miscellaneous Expenses	198,448.00	7,249.10
	<b>Total</b>	<b>1,769,605.24</b>	<b>1,134,037.74</b>
<b>Note 21.1 Payments to auditors</b>			
<b>(i) Payments to the auditors comprises</b>			
	Audit Fees	25,000.00	25,000.00
	<b>Total</b>	<b>25,000.00</b>	<b>25,000.00</b>

Note 22 Earning Per Share			
	Particulars	Year Ended	
		March 31, 2019	Year Ended March 31, 2018
I.	Earnings attributable to Equity shareholders	515,135.76	(71,588.94)
II.	Weighted average number of equity shares	14,900,000.00	14,900,000.00
III.	Nominal Value of Equity Share	10.00	10.00
IV.	Basic Earning per Share (I/II)	0.0346	(0.005)
V.	Diluted Earning per Share (I/II)	0.0346	(0.005)

Note 23 Related Party Disclosures			
The Company's related parties principally consists of Sylph Technologies Limited, the holding company. The company routinely enters into transactions with these related party in the ordinary course of business.			
I.	Description of Relation		Name of the Related Party
	A. Companies/Entities under the Control of Key Management Personnel		1. Sylph Education Solutions Ltd. 2. Sakshi Multitrade Pvt. Ltd. 3. Saksham Publishers & Printers Ltd.
	B. Key Management Personnel		1. Rajesh Jain 2. Jayshri Jain
II. Details of transaction with Related Parties during the year			
	Nature of Transactions	Year Ended March 31, 2019	Year Ended March 31, 2018
(i)	Loan From Key Management Persons		-
	Loan From Directors	64,382,500.00	-
	Loan Repaid	64,382,500.00	-
	Outstanding as at 31.03.2019	-	-
(ii)	Companies/Entities under the Control of Key Management Personnel		
	Purchase of Solar Power Plant <sup>1</sup>	-	29,550,000.00
	Outstanding as at 31.03.2019		
	Unsecured Loan Taken (Without Interest)	1,205,778.00	-
	Loan Repaid	1,205,778.00	-
	Outstanding as at 31.03.2019	-	-
(iii)	Subsidiary Company		
	Sale of Solar Power Plant <sup>2</sup>	-	29,625,000.00
	Outstanding as at 31.03.2018		-
	Investment in Shares <sup>3</sup>	-	56,474,992.00
	Debtor Balance	-	-
	Outstanding as at 31.03.2018	-	-

**Note:**

1. Represent transaction with Sakshi Multitrade Private Limited in the year ended 31st March, 2018 in companies under the control of key managerial Persons.

2. Represent transaction with Sakshi Powertech Private Limited and total investment made in subsidiary company as at the year end.

Note 24 Operating Segments	
<p>The Company mainly operates in four segments namely information technology, education, printing &amp; publishing newspaper and trading of solar power plant. During the year the company has operated in two segments out of the</p> <p>But the revenue is mainly from Software Development Services hence the company has identified it as its major</p> <p><b>Information about Major Customers:</b></p> <p>Sales of the Company from Software Development is Rs. 500000 (Previous Year Nil) which arose from sale to Company's largest Customer.</p>	
<p>For and on behalf of</p> <p><b>For ARN &amp; Co.</b></p> <p>Chartered Accountants</p> <p>FIRN/004447C</p> <p><b>CA. B. M. Bhandari</b></p> <p>(Partner)</p> <p>(M. No. 071232)</p> <p>Place: Indore</p> <p>Date: 30 May 2019</p>	<p>For and on behalf of the board of directors</p> <p><b>Rajesh Jain</b> Director DIN: 01704145</p> <p><b>Jyeshth Jain</b> Director DIN: 01824917</p>

Book Post

To,

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A.B. Roar, Indore (M.P.)- 452008