



SYLPH TECHNOLOGIES LIMITED

25th ANNUAL REPORT

2016 - 2017



ANNUAL REPORT 2016 - 2017

BOARD OF DIRECTORS

- | | | | |
|----------------------------|---|-----------------|--------------------------------|
| 1. DR. RAJESH JAIN | : | (Din: 01704145) | : Non Executive Director |
| 2. DR. DEVENDRA M CHELAWAT | : | (Din: 06894710) | : Independent Director |
| 3. MRS. JAYSHRI JAIN | : | (Din: 01824937) | : Non Executive Women Director |
| 4. MR. VINEET SHRIVASTAV | : | (Din: 00838244) | : Independent Director |

BANKERS

BANK OF INDIA

AUDITORS

M. S. DAHIYA & CO.
CHARTERED ACCOUNTANTS

REGISTERED OFFICE

ST-4, Press House,
22, Press Complex A. B. Road,
INDORE - (M. P.) INDIA - 452 008
Tel. 91-731-2571451
E-mail: info@sylphtechnologies.com, mhfl@bsnl.com
URL : www.sylphtechnologies.com

REGISTRAR & TRANSFER AGENTS

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
Email : busicomp@gmail.com



DIRECTORS' REPORT

To,
The Members,
Your Directors are delighted in presenting their 25th Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2017.

Financial summary:

Particulars	March 31, 2017	March 31, 2016
Income From Operations		
Revenue from sale of goods	109,288,000	45,024,000
Revenue from sale of Services	4,76,000	890,000
Other Income	2,384,125	2,782,272
Total Revenue From Operations	112,148,125	48,696,272
Profit before depreciation & taxation	159,560	427,337
Less: Depreciation	2,60,550	279,780
Profit before taxation	(100,990)	147,557
Less: Tax Expense		
Tax expense for current year (MAT)	-	28,118
Mat credit entitlement	-	(28,118)
Deferred Tax	(9,890)	3,477
Profit after taxation	(91,100)	144,080
Add: Balance brought forward from previous year	(14,512,929)	(14,969,651)
Add: Reversal of outstanding expenses	-	312,642
Surplus available for appropriation	(14,604,028)	(14,512,929)
Appropriations		
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	(14,604,028)	(14,512,929)

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:

Your 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.



During the year, the Board appointed Ms. Chhaya Lakhmani as the Company Secretary, KMP and Compliance Officer of the Company. The appointment was effective from 14th September, 2016. Due to unavoidable circumstances, Ms. Chhaya Lakhmani, Company Secretary, KMP and Compliance Officer of the Company resigned from the services of the Company. The resignation was effective from 06th January 2017.

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 10 (Ten) Board Meetings and 4 (Four) Audit 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 accounting standards 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 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

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature 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"**. Performance and financial position of the subsidiary included in the consolidated financial statement.

Further, the financial statements and related documents of the subsidiary company shall be kept open for inspection at the Registered & Corporate Office of the Company. The Company will also make available copy thereof upon specific request by any Member of the Company interested in obtaining the same.

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 30th September, 2014, M/s M.S. Dahiya & Co. (Firm's Registration No.-013855C), chartered accountant, were appointed as statutory auditors of the company. As per provision of section 139 of company act, 2013 regarding rotation of auditor of M/s M.S. Dahiya & Co., Chartered Accountants, office as auditors of the company has exhausted and thus appointment of new auditor for the company will take place subject to approval of the auditor M/s ABN & Co. (ICAI FRN :- 004447C) as statutory auditor of the company from the conclusion of 25th AGM till conclusion of 30th AGM as stated in the notice

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 Rani Rai (M. No.39581), Company Secretary in practice (C.P. No. 16987) in place of CS D. P. Yadav (M. No. 36395) Company Secretary in practice (C.P. No. 13717) who has done the secretarial audit of the Company for the Financial Year 2015-16, to undertake the Secretarial Audit of the Company for the Financial Year 2016-2017. The Secretarial Audit report for the Financial Year ended 31st March 2017 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 is searching for suitable candidate for the post of MD or CEO and CFO. Further the company is under process to appoint company secretary 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 25 year old Newspaper. During the period the company has operated in three 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. KPO providing services in the field of Accounting, Income tax, Service Tax, VAT, CST, Custom Duty and other



duties and taxes, Auditing, Corporate Services, Company law matters, Financial & Legal Consultancy and Tax Management. BFX India provide definite solution for Corporate Debt restructuring and can also help in raising Debt, Loan, Shares capital and equity for all of your business and corporate requirements in all possible forms and ways.

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

REVOCATION OF SUSPENSION IN TRADING OF COMPANY'S SHARE :

The Company had been suspended with effect from August 27, 2015 vide order passed on August 24, 2015 .The BSE has revoked the suspension in trading of company's share from March 06, 2017.

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 company 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.

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.

Place : Indore
Date : 18th July, 2017

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-452008 (MP)

Jayshri Jain
Director
(DIN-01824937)

Rajesh Jain
Director
(DIN-01704145)

ANNEXURE INDEX

<u>Annexure</u>	Content
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
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	55 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""
Membership / Chairmanships of Audit and stake holders relationship committees	Membership - 2
Relationships between directors inter-se	Mr. Rajesh Jain is husband of Smt. Jayshri jain , one of the director of the company
Place- Indore Date-18th July, 2017	SYLPH TECHNOLOGIES LIMITED CIN: L36100MP1992PLC007102
<p>Registered Office:</p> <p>ST-4 Press House, 22 Press Complex, A.B. Road, Indore (M.P.)-452008</p> <p>Jayshri Jain Director DIN: 01824937</p> <p>Rajesh Jain Director DIN: 01704145</p>	

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 31st March, 2017 is as follow:

S. No.	Name of Director	Category	Directorship	Number of Other Committee Members	Number of Other Committee Chairmanship
1	Dr. Rajesh Jain	Promoter/ Non-Executive Director	2	3	Nil
2	Dr. Devendra M Chelawat	Independent Non-Executive Director	2	3	1
3	Smt. Jayshri Jain	Non-Executive Director/ Woman Director	2	1	1
4	Mr. Vineet Shrivastav	Independent Non-Executive Director	2	1	2

(B). NUMBER OF BOARD MEETINGS

During the Financial year ended on March 31, 2017, Ten Board Meetings were held on 28th April 2016, 30th May 2016, 30th July 2016, 16th August 2016, 14th September 2016, 25th October 2016, 2nd December 2016, 6th January 2017, 30th January 2017 and 21st March 2017.

(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 31st March, 2017 and of last AGM is as under-

S. No.	Name of Director	No. of Board Meeting attended	Attendance at AGM held on 30.09.2016
1.	Dr. Rajesh Jain	10	Yes
2.	Dr. Devendra M Chelawat	10	Yes
3.	Mrs. Jayshri Jain	10	Yes
4.	Mr. Vineet Shrivastav	10	Yes

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 Shrivastav, Dr. Devendra M Chelawat, and Dr. Rajesh Jain. All the members of the Audit committee are independent Directors except Dr. Rajesh Jain. Mr. Vineet Shrivastav has been designated as chairman of the committee.

The committee met 4 times during the Financial Year ended March 31, 2017.

The composition of the Audit Committee as at March 31, 2017 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 Shrivastav	Chairman	4
2	Dr. Devendra M Chelawat	Member	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 Shrivastav	Chairman	1
2	Dr. Devendra M Chelawat	Member	1
3	Mrs. Jayshri Jain	Member	1

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(7) 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, bahaviour, 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, 2017, 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 was constituted with Smt. Jayshri Jain (Non executive Director) as chairman of committee. The committee comprise of three Directors.

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

M/s Purva Sharegistry (India) Private Limited is a Share Transfer Agent of the Company.

Company has received 2 complaints from shareholders in Financial Year ending on 31.03.2017 and the same has been resolved promptly and there is no other pending complaint of shareholders.

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 have been held at the following places in the last three years:-

AGM	For the year end on	Venue	Date	Time
22nd	31-03-2014	22, Press Complex, A.B. Road Indore	30-09-2014	11.30
23rd	31-03-2015	22, Press Complex, A.B. Road Indore	30-09-2015	11.30
24th	31-03-2016	22, Press Complex, A.B. Road Indore	30-09-2016	12.30

Special resolutions passed in the 23rd AGM on 30-09-2015 on following business-

- **Appointment of Mr.Vineet Shrivastava (DIN: 00838244) as an Independent Director of the Company.**

POSTAL BALLOT:

For the year ended March 31, 2017 there have been no special resolutions passed by the Company's Shareholders through postal ballot.

5.DISCLOSURES

- 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 is no non-compliance by the company or any penalties, structures imposed by the stock exchange SEBI, or any statutory authorities on any matter related to capital markets, during the last three years/period.
- 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 and annual financial results are displayed on the website of company- www.sylphtechnologies.com

7. GENERAL SHAREHOLDER INFORMATION:

(i) Annual General Meeting:

Day, Date and Time : Thursday, the 17th day of August, 2017 at 01.00 p.m

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

(ii) Financial Calendar:

Calendar of events For the Financial Year commencing on 01-04-2016 to 31-03-2017.

Audited results for the period 01-04-2016 to 31-03-2017

QUARTER ENDING	RELEASE OF RESULTS
For the Quarter ending June 30, 2016	23rd July, 2016
For the Quarter ending September 30, 2016	25th October, 2016
For the Quarter ending December 31, 2016	30th January, 2017
For the Quarter ending March 31, 2017	30th May, 2017

(iii) Date of book Closure : The Company's Register of members and Share Transfer Books shall remain closed from Friday, 11th August 2017 to Saturday, 12th August, 2017 (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 2016-17.

Month	Highest Rate	Lowest Rate
March 2017	3.32	2.59

*Revocation of suspension done by BSE from Monday, March 06, 2017 before that due to suspension in trading there was no change in the market price of the company's shares.

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

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

(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 31st March, 2017 is given below:-

Share Holding of Nominal Value of	Number of Shareholders	Shareholders % of total Holders	Share Holding in Rs.	Share Holding % of Total Capital
UPTO 5,000	4148	76.64	9870530	6.62
5,001 - 10,000	787	14.56	7252580	4.87
10,001 - 20,000	279	5.16	4758370	3.19
20,001 - 30,000	82	1.52	2156000	1.45
30,001 - 40,000	31	0.57	1099010	0.74
40,001 - 50,000	20	0.37	964600	0.65
50,001 - 1,00,000	42	0.78	2916120	1.96
1,00,001 and Above	22	0.41	119982790	80.53
Total	5406	100.00	149000000	100.00



(x). Dematerialization Of Shares And Liquidity

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2017, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	2451400	16.45%
Demat Segment		
NSDL	480791	3.22%
CDSL	11967809	80.33%
Total	14900000	100%

(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 29, 2016, 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

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

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 Trading of Solar Power Plant, 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 un-served 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	4.38
Information Technologies	4.76
Solar Power Plant	1093.00
Unallocated	28.34

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

Company has suffered the loss of Rs 91100 and hope to recover it 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.

Place : Indore
Date : 18th July, 2017
Registered Office:
ST-4 Press House,
22 Press Complex, A.B. Road,
Indore-452008 (MP)

**For and on Behalf of Board of Directors
Sylph Technologies Limited**
CIN-L36100MP1992PLC007102

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.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Sakshi Powertech Pvt. Ltd.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	7,11,598
5.	Reserves & surplus	55,501,768
6.	Total assets	58,945,538
7.	Total Liabilities	58,945,538
8.	Investments	0
9.	Turnover	109,599,346
10.	Profit before taxation	(29497)
11.	Provision for taxation - Current Tax (MAT) - MAT Credit Entitlement - Deferred Tax	- - 33590
12.	Profit after taxation	(63087)
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

Notes:

- Names of Subsidiaries which are yet to Commence Operations- Nil
- Names of Subsidiaries which have been liquidated or sold during the year- Nil



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
1. Latest audited Balance Sheet Date			
2. Shares of Associate/Joint Ventures held by the company on the year end			
No.			
Amount of Investment in Associates/Joint Venture			
Extend of Holding%			
3. Description of how there is significant influence			
4. Reason why the associate/joint venture is not consolidated			
5. Net worth attributable to shareholding as per latest audited Balance Sheet			
6. Profit/Loss for the year.			
i. Considered in Consolidation			
ii. 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 Board of Directors
Sylph Technologies Limited**

Place: Indore
Date : 18th July, 2017

Rajesh Jain
Director
DIN-01704145

Jayshri Jain
Director
DIN-01824937



Annexure-iv

FORM MR-3
Secretarial Audit Report
For the Financial Year ended 31st March, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
SYLPH TECHNOLOGIES LIMITED,
CIN-L36100MP1992PLC007102
Reg. Office: ST-4, 22 press complex,
A. B. Road, Indore- 452001 (M.P.).

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **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 my opinion thereon.

Based on my verification of Company's books, papers, minute books, Statutory Registers, 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 31st, March, 2017, 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 31st, March, 2017, according to the provisions of:

- (I) The Companies Act, 2013 (**the Act**) and the Rules made there under;
- (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 to the company during the audit period**)
- (V) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**.SEBI Act.**) to the extent applicable to the Company;
 - (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;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and employee stock purchase Guidelines, 1999(**not applicable to the company during the audit period**))
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities Regulations, 2009; (**not applicable to the company during the audit period**))
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation 1993 regarding the companies Act dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (**not applicable to the company during the audit period**);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**not applicable to the company during the audit period**);
 - (i) The Listing Agreements entered into by the Company with Stock Exchange(s);
- (VI) I have relied on the representation made by the company and its officers for system and mechanism formed by the Company for compliance under applicable Acts, laws Regulations to the company. **The laws, regulations, directions, orders applicable specifically to the company are as follows:.**

1. **The Information Technology Act, 2000**

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

- i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015;
- ii) The Listing Agreements entered into by the Company with the BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made Effective 1st December, 2015.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax Laws) since the same have been subjects to review and audit by the statutory Auditors of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, and Listing Agreements etc mentioned above subject to the following observations.

a. **Company has not comply section 203 of companies act 2013 related of appointment of key managerial personnel**

1. **Managing Director or Chief executive Officer**
2. **Chief Financial officer**

b. Company was also listed on Madhya Pradesh Stock Exchange Ltd, Ahmedabad Stock Exchange Ltd and Madras Stock Exchange Ltd for which delisting formalities were completed by the company and informed by the management to us that no as such delisting certificate/intimation was issued by the above exchanges and not produced before us

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.

Majority decision is carried through while the dissenting members. views are captured and recorded as part of the minutes.

The Company has obtained all necessary approvals under the various provisions of the Act; and there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization/dematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

I further report that 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 has generally complied with the requirements of various Act, Rules and Regulations, guidelines and standards as are applicable to the Company and there were no instances of:

- I. Merger/amalgamation reconstruction etc.
- II. Foreign technical collaborations.

Date: 3rd July, 2017

Place: Indore

CS Rani Rai
Practicing company secretary
Membership No. 39581
Certificate of practice No. 16987



To,
The Members,
SYLPH TECHNOLOGIES LIMITED
CIN- L36100MP1992PLC007102
Reg.Office: ST-4, 22 press complex,
A. B. Road, Indore- 452001 (M.P.)

My report of even date is to be read along with this letter.

1. Maintenances of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable base for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of accounts of the company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of managements. My examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the managements has conducted the affairs of the company.

Date: 3rd July, 2017
Place: Indore

CS Rani Rai
Practicing company secretary
Membership No. 39581
Certificate of practice No. 16987



Annexure-v

Form No. AOC-2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)
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-

1. Details of contracts or arrangements or transactions not at arm's length basis:
There were no contract or arrangement or transactions entered in to during the year ended on March 31, 2017, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:
The Details of material contracts or arrangement or transactions at arm's length basis for the year ended on March 31, 2017 are as follows

Name of the related party and Nature of contracts or arrangement or transactions	Nature of relationship	Duration of the contracts	Salient terms	Amount
Purchase of Solar Power Plant from Sakshi Multitrade Private limited	Companies under the control of Director	NA	NA	110,252,763
Sale of Solar Power Plant to Sakshi Powertech Private limited	Subsidiary	NA	NA	108,850,000

Place: Indore
Date : 18th July, 2017

For and on Behalf of Board of Directors
Sylph Technologies Limited
CIN : L36100MP1992PLC007102

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

Rajesh Jain
Director
DIN-01704145

Jayshri Jain
Director
DIN-01824937

Annexure- 'vi'

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017
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	14/05/1992
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, 22 PRESS COMPLEX, A.B. ROAD, 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 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, maharashtra TEL : 91-22-2301 6761/8261 FAX : 91-22-23012517 Email : busicomp@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	Solar Power Plant Sale	35105	99.16%

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	Sakshi Powertech Private Limited	U31500MP2010PTC024082	Subsidiary	100	2 (87)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31March-2017]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1,841,525	-	1,841,525	12.36%	2516525	-	2,516,525	16.89%	4.53%

b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	1,841,525	-	1,841,525	12.36%	2,516,525	-	2,516,525	16.89%	4.53%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	1,841,525	-	1,841,525	12.36%	2,516,525	-	2,516,525	16.89%	4.53%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1201723	9500	1,211,223	8.13%	1201712	9500	1,211,212	8.13%	0.00%
ii) Overseas	-	-	-	0.00%	0	0	-	0.00%	0.00%
b) Individuals									0.00%
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	540176	2316800	2,856,976	19.17%	539787	2317100	2,856,887	19.17%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	8850675	124800	8,975,475	60.24%	8175175	124800	8,299,975	55.70%	-4.53%
c) Others (specify)									
Non Resident Indians	1,200	-	1,200	0.01%	1200	0	1,200	0.01%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	0	0	-	0.00%	0.00%
Clearing Members	-	-	-	0.07%	0	0	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Hindu Undivided Family	9701	-	9,701	0.07%	11401	0	11,401	0.08%	0.01%
Clearing Members	3,900	-	3,900	0.03%	2800	0	2,800	0.02%	-0.01%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	10,607,375	2,451,100	13,058,475	87.64%	9,932,075	2,451,400	12,383,475	83.11%	-4.53%
Total Public (B)	10,607,375	2,451,100	13,058,475	87.64%	9,932,075	2,451,400	12,383,475	83.11%	-4.53%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	12,448,900	2,451,100	14,900,000	100.00%	12,448,600	2,451,400	14,900,000	100.00%	0.00%

(ii) 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	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajesh Jain	1,449,400	9.73%	0	1,449,400	9.73%	0	0.00%
2	Jayshri Jain	392,125	2.63%	0	1,067,125	7.16%	0	4.53%

(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.	Rajesh Jain				
	At the beginning of the year	1,449,400	9.73%	1,449,400	9.73%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	-	-	1,449,400	-
	At the end of the year	-	-	1,449,400	9.73%
2.	Jayshri Jain				
	At the beginning of the year	392,125	2.63%	-	0.00%
	Transfer (Purchase/Sale) from 01-04-2016-2017	675,000	4.53%	1,067,125	7.16%
	At the end of the year	-	-	1,067,125	7.16%

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	Ghanshyam Soni				
	At the beginning of the year	3,700,000	24.83%	3,700,000	24.83%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	-	0.00%	3,700,000	24.83%
	At the end of the year	-	-	3,700,000	24.83%
2	J P Bapna				
	At the beginning of the year	3,700,000	24.83%	3,700,000	24.83%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	-	0.00%	3,700,000	24.83%
	At the end of the year	-	-	3,700,000	24.83%
3	ASV Trading Pvt Ltd				
	At the beginning of the year	1,115,785	7.49%	1,115,785	7.49%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	-	0.00%	1,115,785	7.49%
	At the end of the year	-	-	1,115,785	7.49%
4	Devkinandan Agrawal				
	At the beginning of the year	1,000,000	6.71%	1,000,000	6.71%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	(675,000)	-4.53%	325,000	2.18%
	At the end of the year	-	-	325,000	2.18%
5	Atit Jain				
	At the beginning of the year	282,675	1.90%	-	0.00%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	-500	0.00%	282,175	1.89%
	At the end of the year	-	-	282,175	1.89%

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
6	Shila Jain				
	At the beginning of the year	75,500	0.51%	75,500	0.51%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	-	0.00%	75,500	0.51%
	At the end of the year			75,500	0.51%
7	INVESTSMART STOCK BROKERS PVT LTD				
	At the beginning of the year	49,374	0.33%	49,374	0.33%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	675		50,049	0.34%
				49,715	0.33%
	At the end of the year	(334)		49,715	0.33%
8	RANJNA VERMA				
	At the beginning of the year	45,500	0.31%	45,500	0.31%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	-	0.00%	45,500	0.31%
	At the end of the year			45,500	0.31%
9	Anil Mansukhlal Kothari				
	At the beginning of the year	35,900	0.24%	35,900	0.24%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	-	0.00%	35,900	0.24%
	At the end of the year			35,900	0.24%
10	Himanshu Batadara				
	At the beginning of the year	26,200	0.18%	26,200	0.18%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	-	0.00%	26,200	0.18%
	At the end of the year			26,200	0.18%

(v) Shareholding of Directors and Key Managerial Personnel :

SN	Shareholding of each Directors 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				
	At the beginning of the year	1,449,400	9.73%	1,449,400	9.73%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	-		1,449,400	9.73%
	At the end of the year			1,449,400	9.73%
2	Jayshri Jain				
	At the beginning of the year	392,125	2.63%	392,125	2.63%
	Transfer (Purchase/Sale) from 01-04-2016 to 31-03-2017	675,000	4.53%	1,067,125	7.16%
	At the end of the year			1,067,125	7.16%
3	VINEET SHRIVASTAV				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			-	0.00%
4	DEVENDRA M CHELAWAT				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			-	0.00%



V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- NIL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs/Lac)
	Name		
	Designation		
1	Gross salary		-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission		-
	- as % of profit		-
	- others, specify		-
5	Others, please specify		-
	Total (A)		-
	Ceiling as per the Act		-

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Director	Total Amount (Rs/Lac)
1	Independent Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(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
		Name			(Rs/Lac)
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			57,194.00	57,194.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				-
	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total			57,194.00	57,194.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

	Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
	A. COMPANY					
	Penalty					
	Punishment					
	Compounding					
	B. DIRECTORS					
	Penalty					
	Punishment					
	Compounding					
	C. OTHER OFFICERS IN DEFAULT					
	Penalty					
	Punishment					
	Compounding					

For and on Behalf of Board of Directors
Sylph Technologies Limited
 CIN-L36100MP1992PLC007102

Place : Indore
 Date : 18th July, 2017

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

Jayshri Jain
 Director
 (DIN-01824937)

Rajesh Jain
 Director
 (DIN-01704145)



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, 2017.

For Sylph Technologies Limited

Place : Indore
Date : 18th July, 2017

**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-452008 (MP)

Jayshri Jain
Director
DIN-01824937

Rajesh Jain
Director
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, 2017 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.

Place : Indore
Date : 18th July, 2017

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 Years ended March 31, 2017 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 M. S. Dahiya & Co.
Chartered Accountants
FRN. 013855C**

Place : Indore
Date : 18th July, 2017

Harsh Firoda
(Partner)
M. No. 409391



Dear Shareholder(s),

Re: Green Initiative in corporate Governance: Go Paperless

The ministry of corporate affairs ("Ministry"), government of India has taken a Green initiative in corporate governance " by allowing paperless compliances by companies through electronic mode. In accordance with the recent circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the ministry ,companies can now send various notices/documents (including notice calling Annual General Meeting , Audited Financial Statement , Director report, auditor report etc .) to their shareholder through electronic mode to the registered email addresses of the shareholders.

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).

2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

Name and Signatures: i.

ii.

iii.

Thanking you,

For Sylph Technologies Limited

Director



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SYLPH TECHNOLOGIES LIMITED Report on the Financial Statements

We have audited the accompanying (Standalone) financial statements of **SYLPH TECHNOLOGIES LIMITED ("the Company")** which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these (Standalone) financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the (Standalone) financial statements.

Opinion

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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Loss and its Cash Flow for the year ended on the date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. 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;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. 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.
 - e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. 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 B**".
 - g. 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:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in the standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 18 to the standalone financial statements.

For and on behalf of
M.S. DAHIYA & CO.
Chartered Accountants
FRN013855C

Harsh Firoda
(Partner)
M. No. 409391

Place : Indore
Date : 30th May, 2017

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical Verification.
- (c) According to the information and explanations given to us, there is no immovable property other than lease hold land.
- 2) 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.
- 3) In our opinion and according to information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(3) of the Order is not applicable to the Company and hence not commented upon.
- 4) The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 & 186 of the Act.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures, as at the balance sheet date the provisions of Clause 3(8) of the Order are not applicable to the Company.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (9) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has not been paid or provided by the company during the year in financial statements.



- 12) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(12) of the Order is not applicable.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (14) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (15) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(16) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of
M.S. DAHIYA & CO.
Chartered Accountants
FRN 013855C

Place : Indore
Date : 30th May, 2017

Harsh Firoda
(Partner)
M. No. 409391



“Annexure B” 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 March 31, 2017 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”. 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 March 31, 2017, 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 and on behalf of
For M. S. Dahiya & Co.
Chartered Accountants
FRN. 013855C**

Place: Indore
Date: 30th May, 2017

Harsh Firoda
(Partner)
M. No. 409391

Balance Sheet as at 31st March, 2017

(Figure in Rs.)

Particulars	Note No	Figures as at end of current reporting period 31.03.2017	Figures as at end of current reporting period 31.03.2016
A. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	149,000,000	149,000,000
(b) Reserve & Surplus	4	(13,286,278)	(13,195,179)
(2) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)	5	10,972	20,862
(3) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables			
Dues to micro and small enterprises	6	-	-
Dues to others	7	500,000	495,000
(c) Other current liabilities	8	38,322	67,700
(d) Short-term provisions	9	157,945	49,000
	Total	136,420,961	136,437,383
B. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	10	3,564,125	3,521,621
(b) Other Intangible assets	11	129,202	271,510
(c) Non-current investments	12	95,480,472	95,480,472
(d) Long term loans and advances	13	118,993	4,018,993
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	14	12,209,506	3,948,506
(d) Cash and cash equivalents	15	128,234	1,067,201
(e) Short-term loans and advances	16	23,867,923	26,923,015
(f) Other current assets	17	922,506	1,206,064
	Total	136,420,961	136,437,383

The Accompanying notes form an integral part of financial statements.

As per our report of even date attached
For **M.S. Dahiya & Co.**
Chartered Accountants
FRN 013855C

For and on behalf of the board of directors

Harsh Firoda
Partner
M.No. 409391
Place: Indore
Date: 30th May, 2017

Rajesh Jain
Director
DIN-01704145

Jayshri Jain
Director
DIN-01824937



Statement of Profit and Loss for the Period ended 31st March, 2017

(Figure in Rs.)

Particulars	Note No.	Figures as at end of current reporting period 31.03.2017	Figures as at end of current reporting period 31.03.2016
CONTINUING OPERATIONS			
1. Revenue from operations (Gross)	19	109,764,000	45,914,000
Less : Excise Duty		-	-
Revenue from operations(Net)		109,764,000	45,914,000
2. Other Income	20	2,384,125	2,782,272
3. Total Revenue		112,148,125	48,696,272
4. Expenses :			
(a) Cost of materials consumed	21	77,500	109,500
(b) Purchase of Stock-in-Trade	22	110,252,763	45,673,021
(c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
(d) Employee benefit expense	23	857,348	822,094
(e) Financial costs		-	-
(f) Depreciation and amortization expense	24	260,550	279,780
(g) Other expenses	25	1,400,954	1,664,320
Total Expenses		112,849,115	48,548,715
5. Profit before exceptional and extraordinary items and tax	26	(700,990)	147,557
Exceptional items		600,000	-
Extraordinary items		-	-
6. Profit before tax		(100,990)	147,557
7. Tax expense :			
(a) Tax expense		-	28,118
(b) Less : Mat Credit Entitlement		-	(28,118)
(c) Deferred tax		(9,890)	3,477
		(9,890)	3,477
8. Profit/(Loss) from continuing operations		(91,100)	144,080
9. Profit/(Loss) from discontinuing operations		-	-
10. Profit/(Loss) for the period		(91,100)	144,080
11. Earning per share (of Rs. 10/- each)	27		
(1) Basic		(0.01)	0.01
(2) Diluted		(0.01)	0.01

The Accompanying notes form an integral part of these financial statement

As per our report of even date attached

For M.S. Dahiya & Co.

Chartered Accountants
FRN 013855C

Harsh Firoda

Partner
M.No. 409391

For and on behalf of the board of directors

Rajesh Jain
Director
DIN-01704145

Jayshri Jain
Director
DIN-01824937

Place : Indore

Date : 30th May, 2017



Cash Flow Statement for the Period ended 31st March 2017

(Figure in Rs.)

Particulars	For the period ended 31.03.2017	For the period ended 31.03.2016
A Cash flow from Operating Activities		
Net Profit before tax and Extraordinary items	(100,990)	147,557
Adjustment for :	-	-
Depreciation	260,550	279,780
Interest Income	(2,378,161)	(2,759,017)
Operative Profit before Change in assets & liabilities :	(2,218,601)	(2,331,680)
Increase/(Decrease) in Trade & Payables	5,000	495,000
Increase/(Decrease) in in Short term Provisions	108,945	(326,011)
Increase/(Decrease) in Other Current Liabilities	(29,378)	(1,207,209)
(Increase)/Decrease in Trade & others receivable	(8,261,000)	(2,452,506)
(Increase)/Decrease in Current Assets	283,558	(501,166)
(Increase)/Decrease in Short term loan & advances	3,055,092	459,301
(Increase)/Decrease in Long Term Loans & Advances	(3,900,000)	2,451,868
Cash Flow before Extra Ordinary item & Tax	(3,156,384)	(3,412,404)
Tax paid during the year	-	28,118
Net Cash flow from Operating Activities (A)	(3,156,384)	(3,440,522)
B Cash Flow From Investing Activities		
(Increase)/(Decrease) in Property, plant and equipment	(160,745)	-
Interest Income	2,378,161	2,759,017
Net Cash flow from Investing Activities (B)	2,217,416	2,759,017
C Cash Flow from Investing Activities		
Increase/(Decrease) in Securities Premium & Rservees	-	312,642
Net Cash Flow from Investing Activities (C)	-	312,642
Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)	(943,968)	368,863
Add:- Cash & Cash Equivalent at the beginning of the period	1,067,201	1,436,064
Cash & Cash Equivalent at the End of the period	128,234	1,067,201

Notes : Figures in bracket represents cash out flow and Cash Flow Statement has been prepared as per the Indirect Method defined in "Accounting Standard-3" issued by ICAI. Previous year figures have been recast/restated where ever necessary.

As per our report of even date attached
For M.S. Dahiya & Co.
 Chartered Accountants
 FRN 013855C

For and on behalf of the board of directors

Harsh Firoda
 Partner
 M.No. 409391
 Place: Indore
 Date: 30th May, 2017

Rajesh Jain
 Director
 DIN-01704145

Jayshri Jain
 Director
 DIN-01824937



Notes to the Financial Statements

Note – 1 General Information

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)-452008.

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.bfxindia.com. With the reference of BFXIndia, company will provide services in the field of Accounting, taxation, Auditing, Corporate Services, Company law matters, Financial & Legal Consultancy etc.

Note – 2

Significant Accounting Policies

2.1 Basis of preparation:

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 Use of estimates:

The preparation of financial statements requires the management to make 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.

2.3 Cash Flow statement :

Cash flows are reported using the indirect method, whereby profit or (loss) before extraordinary items and tax is adjusted for the effects of transactions of noncash 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.

2.4 Revenue recognition:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract; the Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Sales are recognized net of trade discounts, rebates, sales taxes and excise duties.

Service income accrued but not due represents revenue recognized on contracts to be billed in the subsequent period, in accordance with terms of the contract.

Revenue from sale of news paper is recognized when all the significant risk and rewards of ownership have passed on to the buyer, usually on the delivery of the goods.

Profit on sales of investments is recorded on transfer of title of company from company and is determined as the difference between the sales price and carrying value of the investment. Interest income is recognized using time proportion method, based on interest rates implicit in the transaction. Dividend income is recognized when the right to receive the same is established.

2.5 Property, plant and equipment and depreciation :

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.

2.6 Investments:

Investment that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long term investments are carried at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of the investments, such as reduction being determined and made for the investment individually.

2.7 Earnings Per Share:

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the result would be anti – dilutive.

2.8 Provisions, Contingent Liabilities and Contingent Assets

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.

2.9 Taxes on Income:

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 Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. 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. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as “MAT Credit Entitlement.” 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.

2.10 Operating Cycle

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 Holding and its subsidiary company have determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Notes Forming Part of Financial Statements

(Figure in Rs.)

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
3 Share Capital		
(a) Authorised Shares		
Authorised Share capital		
15,000,000 (P.Y. 15,000,000) Equity Shares of Rs.10/- Each	150,000,000	150,000,000
Total	150,000,000	150,000,000
(b) Issued, subscribed & fully paid up shares		
14,900,000 (P.Y. 14900000) Equity Shares of Rs.10/- each	149,000,000	149,000,000
Total	149,000,000	149,000,000

3(1) Reconciliation of the number of shares at the beginning and at the end of the reporting period :

Particulars	No. of Shares As at 31.03.2017	No. of Shares As at 31.03.2016
Balance as at the beginning of the year	14,900,000	14,900,000
Add : Shares issued during the year	-	-
Balance As at the end of the year (Refer Note 3(2))	14,900,000	14,900,000

3(2) Terms/Rights Attached to Equity Shares

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 preferential amounts, in proportion to their shareholding.

3(3) Detail of shares held by each shareholders holding more than 5% of the aggregating shares in the company

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
Class of shares/Name of shareholder	Number of shares held	Number of shares held
Equity Shares with Voting Rights:		
1. J.P. Bapna	3,700,000 24.83%	3,700,000 24.83%
2. ASV Trading Pvt. Ltd.	1,115,785 7.49%	1,115,785 7.49%
3. Ghanshyam Soni	3,700,000 24.83%	3,700,000 24.83%
4. Devki Nandan Agrawal	-	1,000,000
	0.00%	6.71%
5. Rajesh Jain	1,449,400 9.73%	1,449,400 9.73%
6. Jayshri Jain	1,067,125 7.16%	-
		0.00%

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
4 Reserves and Surplus		
(i) Capital Reserve		
Opening balance as per last financial statements	706,750	706,750
Add : During the year	-	-
Balance as at the end of the year	706,750	706,750
(ii) Securities Premium Reserve		
Opening balance as per last financial statements	611,000	611,000
Add : During the year	-	-
Balance as at the end of the year	611,000	611,000
(iii) Surplus/(Deficit) in statement of Profit and loss		
Opening balance as per last financial statements	(14,512,929)	(14,969,651)
Add : Profit for the Year	(91,100)	144,080
Add : Reversal of outstanding expenses	-	312,642
Balance as at the end of the year	(14,604,028)	(14,512,929)
Total (i+ii+iii)	(13,286,278)	(13,195,179)
5 Deferred Tax Liability (Net)		
Opening deferred tax liability(Net)	20,862	17,385
Add: Deferred Tax Liability on account of timing difference in depreciation charged during year	-	3,477
Less : Reversal of deferred tax liability due to depreciation charged during the year	(9,890)	-
Total	10,972	20,862
6 Trade Payables-Dues to Micro and Small Enterprises (as per intimation received from vendor)		
a. Principal and interest amount remaining unpaid	-	-
b. Interest due thereon remaining unpaid	-	-
c. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
d. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
e. Interest accrued and remaining unpaid	-	-
f. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Notes to the Consolidated Financial Statement

(Figure in Rs.)

Particulars		Current year ended 31.03.2017	Previous year ended 31.03.2016
7	Trade Payable Dues to others		
	Trade payable	500,000	495,000
	Total	500,000	495,000
8	Other Current Liabilities		
	Other payables		
	Expenses Payable	38,322	61,800
	Statutory Dues (TDS Payable)	-	5,900
	Total	38,322	67,700
9	Short Term Provisions		
	(a) Provision for employees benefit (salary)		
	Salary & Reimbursements	102,581	24,000
	(b) Provision- Others		
	Provision for audit fees	25,000	25,000
	Provision for Lese rent expenses	30,364	-
	Total	157,945	49,000

Fixed Assets

Note	Description	Gross Block			Depreciation			Net Block		
		As at 01.04.2016	Additions/ Deduction	As at 31.03.2017	As at 31.03.2016	for the period	On sale/ Adjustment	To Date	As at 31.03.2016	As at 31.03.2017
10	Tangible assets									
	Lease hold land	3,055,595	-	3,055,595	-	-	-	-	3,055,595	3,055,595
	Computers	302,384	120,063	422,447	287,264	28,518	-	315,782	15,120	106,665
	Electronic Goods	34,235	-	34,235	16,778	7,872	-	24,650	17,457	9,585
	Mercedes Car	500,000	-	500,000	123,979	50,148	-	174,127	376,021	325,873
	Refrigerator	62,500	-	62,500	30,358	14,508	-	44,866	32,142	17,634
	Mobile	-	40,682	40,682	-	5,796	-	5,796	-	34,886
	UPS	49,703	-	49,703	24,417	11,400	-	35,817	25,286	13,886
	Total	4,004,417	160,745	4,165,162	482,796	118,242	-	601,038	3,521,621	3,564,125
	Previous Year	4,004,417	-	4,004,417	137,468	137,468	-	274,936	3,659,089	3,521,622
11	Other Intangible Assets									
	Computer software	449,400	-	449,400	177,890	142,308	-	320,198	271,510	129,202
	Total	449,400	-	449,400	177,890	142,308	-	320,198	271,510	129,202
	Previous Year	449,400	-	449,400	35,578	142,312	-	177,890	413,822	271,510

Notes to the Consolidated Financial Statement

(Figure in Rs.)

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
12 Non Current Investments		
Trade Investment (Valued at cost unless stated otherwise)		
Unquoted Equity Instruments of Wholly Owned Subsidiary		
711598 (PY. 711598) Shares of Shares of Sakshi Powertech Pvt. Ltd. (F.V. Re. 1)	56,474,992	56,474,992
Unquoted Equity Instruments-Others		
215000 (PY. 21500) Shares of Saksham Publishers & Printers Ltd. (F. V. Re. 10)	14,885,000	14,885,000
335440 (PY. 335440) Shares of fSakshi Multitrade Pvt. Ltd. (F. Y. Re. 1)	10,682,480	10,682,480
Quoted Equity Instruments		
556160 (PY. 556160) Shares of Sylph Education Solutions Ltd. (F.V. Rs.10)	13,438,000	13,438,000
Total	95,480,472	95,480,472
13 Long Term Loans and Advances		
Capital advance (For assets),	-	3,900,000
Others Loans and Advances Unsecured Considered Good		
Mat Credit Entitlements	68,993	68,993
Security deposit (Rent deposit)	50,000	50,000
Total	118,993	4,018,993
14 Trade Receivables		
Unsecured considered good		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	-	-
Trade receivables outstanding for a period less than six months from the date they are for payment	12,209,506	3,948,506
Total	12,209,506	3,948,506
15 Cash and cash equivalents		
a) Cash on hand	106,233	952,077
b) Balances with banks in India		
(i) In Current Accounts	22,001	104,689
(ii) In Escrow accounts	-	10,435
Total	128,234	1,067,201
16 Short Term Loans And Advances		
Balances with Revenue Authorities Unsecured, Considered Good		
TDS Receivables	211,225	223,015
Inter-Corporate Loans & Advances Unsecured, Considered Good	10,656,698	13,700,000
Others Loans and Advances Unsecured, Considered Good		
Trade Advances (Supplier)	13,000,000	13,000,000
Total	23,867,923	26,923,015

Notes to the Consolidated Financial Statement

(Figure in Rs.)

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016	
17 Other Current Assets			
Interest accrued on inter-corporate loans & advances	913,223	1,199,115	
Prepaid Expenses	9,283	6,949	
Total	9,22,506	1,206,064	
18 Disclosure on Specified Bank Notes (SBNs)			
During the year, the company had specified bank notes (SBNs) and other denomination notes as defined in the MCA notification G.S.R. 308(E) dated 31st March, 2017, on the details of specified bank notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBNs and other as per the notification is given below:			
	SBN	Other denominated notes	Total
Closing cash in hand as on 08.11.2016	2,500,000	14,944	2,514,944
(+) Permitted receipts	-	120,000	120,000
(-) Permitted payments	-	17,249	17,249
(-) Amount deposited in banks	2,500,000	5,000	2,505,000
Closing cash in hand as on 30.12.2016	-	112,695	112,695
19 Revenue from Operations			
Sale of Products (Refer Note No.19.1)	109,288,000	45,024,000	
Sale of Services (Refer Note No.19.2)	476,000	890,000	
Total	109,764,000	45,914,000	
19.1 Particulars of Sale of Products			
News Paper	438,000	484,000	
Cloth Sale	299,346	207,991	
Sale of solar power plant	108,850,000	44,540,000	
19.2 Particulars of Sale Services			
Job Work Income	476,000	890,000	
Total	109,764,000	45,914,000	
20 Other Income			
Interest income :			
Interest on inter corporate loans & advances	2,378,161	2,759,017	
Interest on income tax refund	5,964	5,042	
Interest on Bank Deposit	-	18,213	
Total	2,384,125	2,782,272	
21 Cost of Material Consumed			
Raw Material Consumed during the year	77,500	109,500	
Total	77,500	109,500	
22 Purchase of Stock-in-Trade			
Solar Power Plant (7.5 Kw.)	-	22,590,000	
Solar Power Plant (5.0 Kw.)	70,180,849	23,083,021	
Solar Power Plant (10.0 Kw.)	40,071,914	-	
Total	110,252,763	45,673,021	

Notes to the Consolidated Financial Statement

(Figure in Rs.)

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
23 Employee Benefits Expenses		
Salaries and wages	825,436	814,590
Staff Welfare	31,912	7,504
Total	857,348	822,094
<p>As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :</p> <p>All employee benefits payable wholly within twelve/operating cycle months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. are recognized in the period in which the employee renders the related services. There is no defined benefit plans during the period. No managerial remuneration has been paid during the period to the director.(Previous year Nil.)</p>		
24 Depreciation And Amortisation Expenses		
Depreciation on Tangible Assets	118,242	137,468
Amortisation on Intangible Assets	142,308	142,312
Total	260,550	279,780
25 Other Expenses		
Travelling expenses	101,000	123,622
Legal and professional charges (Including ROC Filing)	227,286	117,865
Business promotion expenses	-	500,000
Repair and maintenance expenses	28,364	34,327
Electricity expenses	204,054	158,152
Telephone expenses	23,537	39,977
Computer maintenance	7,400	10,550
Insurance expenses	15,981	7,585
Postage & telegram	59,098	32,995
Payment to auditor	25,000	25,000
Listing charges	229,000	224,720
Stationary & Printing	82,089	41,126
Office expenses	62,772	61,663
Rent including lease rentals	265,714	216,616
Misc. expenses	69,659	70,122
Total	1,400,954	1,664,320
25.1 Payment to Auditors		
As auditors-Statutory audit	15,000	15,000
- Tax audit	10,000	10,000
Total	25,000	25,000
26. Exceptional Items		
Profit on sale of shares	600,000	-
Total	600,000	-

27 Earning Per Share

i.	Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	(91,100)	144,080
ii	Weighted No. of Equity Shares	14,900,000	14,900,000
iii	Basic earning per share	(0.01)	0.01
iv	Diluted earning per share	(0.01)	0.01
v	Face Value per equity share	10	10

28 Segment Reporting : The Company has identified business segments as its primary segment and geographic segments as its secondary segment.

a) Business Segment :

(i) The segment reporting policies complies with the accounting policies adopted for preparation and presentation of financial statements of the company and in conformity with accounting standard-17 on segment reporting issued by ICAI.

(ii) The company operates in four segments namely Information Technology, Education, Printing & Publishing Newspapers and Trading of Solar Power Plant, During the period the company has operated in three segment mentioned previously. Hence the entire revenue and expenses pertains to these segments.

(iii) Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

b) Geographical Segment:

Since the operations of the Company are conducted within India, and there no any other Geographical Segment of the company.

Particulars	(Figure in Lacs)	
	Current year ended 31.03.2017	Previous year ended 31.03.2016
Segment Revenue		
(a) Information Technology	4.76	8.90
(b) Information Technology-Education	-	-
(c) Newspaper Printing & Publishing	4.38	4.84
(d) Trading of Solar Power Plant	1,088.50	445.40
(e) Unallocated Revenue	29.84	27.82
Total External Segment Revenue	1,127.48	486.96
Less : Inter Segment Revenue	-	-
Total Segment Revenue	1,127.48	486.96
Segment Results		
(Profit)(+) / Loss (-) before tax and interest from each segment		
(a) Information Technology	4.76	(17.92)
(b) Information Technology-Education	-	-
(c) Newspaper Printing & Publishing	2.77	2.91
(d) Trading of Solar Power Plant	(14.03)	(11.33)
(e) Unallocated Income	5.49	27.82
Total	(1.01)	1.48
Less :- Finance Cost	-	-
Profit before tax	(1.01)	1.48
Current Tax	-	-
Deffered Tax	(0.10)	0.03
Net Profit for the year	(0.91)	1.48

Notes to the Financial Statement

Segment Capital Employed

(Segment Assets – Segments Liabilities)

(a) Information Technology	402.44	364.45
(b) Information Technology-Education	148.85	134.38
(c) Trading of Solar Power Plant	564.75	564.75
(d) Newspaper Printing & Publishing	134.38	148.85
(e) Unallocated	106.82	145.83
Total	1,357.24	1,358.26
Capital Expenditure	1.61	-
Depreciation and amortisations	2.61	3.80
Non-Cash Expenses other than depreciation	0.00	0.00

29 Related Party Disclosures

In accordance with accounting standard 18 " Related Party Disclosure" issued by the Institute of Chartered Accountant of India, the names of the Related Parties and the relevant disclosure are as under:

Description of Relation	Name of the Related Party
I. A. Companies/Entities under the Control of Key Management Personnel	1. Sylph Education Solutions Ltd. 2. Sakshi Multitrade Pvt. Ltd. 3. Saksham Publishers and Printers Ltd.
B. Key Management	1. Rajesh Jain 2. Jayshri Jain
C. Subsidiary Company	1. Sakshi Powertech Pvt. Ltd.

Note: Related parties have been identified by the Management.

II. Details of transaction with Related Parties during the year

Nature of Transactions	Current year ended March, 31, 2017	Previous year ended March, 31, 2016
(i) Companies/Entities under the Control of Key Management Personnel		
Purchase of Solar Power Plant ¹	110,252,763	45,673,021
Outstanding as at 31.03.2017		
Investment in Shares ¹	39,005,480	39,005,480
(ii) Subsidiary Company		
Sale of Solar Power Plant ²	108,850,000	26,400,000
Outstanding as at 31.03.2017		
Investment in Shares ²	56,474,992	56,474,992
(iii) Loan From Directors		
Unsecured Loan Taken(Interest free) ³	-	3,290,000
Repayment of Loan ³	-	3,290,000
Outstanding as at 31.03.2017	-	-



Note:

1. Represent transaction with Sakshi Multitrade Private Limited and total investment made as at 31st March, 2017 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.
 3. Represent transaction with Rajesh Jain, director of the company.
- 30** Pursuant to accounting standard 28 " Impairment of Assets" issued by the Institute of Chartered Accountants of India, the company has reviewed its carrying cost of assets with value in use (determined based on future earnings) and Net realizable value on an approximate basis. Based on such review, the management is of the view that in the current financial year, Provision for impairment of assets is not considered necessary.
- 31** In the opinion of the Management, the value on realization of loans and advances, and other current assets will be at least equal to the amounts stated in the books of accounts, if realized in the ordinary course of the business.

32 Contingent Liabilities & Commitments

Corporate guarantee given on behalf of Company	Nil	Nil
Any other contingent liability	Nil	Nil

33 Value of Imports on(CIF Basis)

i) Raw Material	Nil	Nil
ii) Capital Goods	Nil	Nil
iii) Trading Goods	Nil	Nil

34 Expenditure in foreign exchange

Nil	Nil
-----	-----

35 Earning in foreign exchange

-	-
---	---

- 36** These financial statements have been prepared in the format prescribed by the revised Schedule III to the Companies Act, 2013. Previous period figures have been recasted/ restated to confirm to the current period. Figures have been rounded off to the nearest Rupee.

As per our report of even date attached
For M.S. Dahiya & Co.
 Chartered Accountants
 FRN 013855C

For and on behalf of the board of directors

Harsh Firoda
 Partner
 M.No. 409391
 Place: Indore
 Date: 30th May, 2017

Rajesh Jain
 Director
 DIN-01704145

Jayshri Jain
 Director
 DIN-01824937



INDEPENDENT AUDITOR'S REPORT

To the Members of

SYLPH TECHNOLOGIES LIMITED

Report on the Financial Statements

We have audited the accompanying Consolidated financial statements of SYLPH TECHNOLOGIES LIMITED ("the Holding Company") and its subsidiary (together, the "Group") which comprising of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statement").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirement of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (Particularly accounting standard 21-Consolidated Financial Statements). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statement by the directors of the holding company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2017, and its Loss and its Cash Flow for the year ended on the date.



Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit of Holding company and its subsidiary company, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statement;
 - b. In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statement have been kept so far as it appears from our examination of those books;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statement.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors of the holding company as on March 31, 2017 taken on record by the Board of Directors of the holding company & standalone financial statement of the subsidiary company, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - g. 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 and based on separate financial statement of a subsidiary company;
 - i. The Holding Company and its subsidiary company do not have any pending litigations which would impact its financial position.
 - ii. The Holding Company and its subsidiary company do not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company.
 - iv. The requisite disclosures in the consolidated financial statements for holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 have been provided with respect to Holding Company and subsidiaries incorporated in India. Based on audit procedures and reliance on management representation, we report that the disclosures are in accordance with books of account and other records maintained by the Holding Company and subsidiaries incorporated in India and as produced to us by the Management of the Holding Company- Refer Note 19 to the consolidated financial statements.

For M.S. DAHIYA & CO.
Chartered Accountants
FRN 013855C

Harsh Firoda
(Partner)
M. No. 409391

Place : Indore
Date : 30th May, 2017



“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of Sylph Technologies Limited and its subsidiary.

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

In conjunction with our audit of the consolidated financial statements of Sylph Technologies Limited (“the Holding Company”) as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of the holding company and its subsidiary Company incorporated India as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its Subsidiary company are responsible for establishing and maintaining internal financial controls based on, the internal control over financial reporting criteria established by the Holding Company, its subsidiary 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 respective 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 Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Holding Company and its subsidiary 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”) issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, 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 of internal financial control over financial reporting includes 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 financial control based on the assessed risk. The procedure selected depends 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 Holding company and its subsidiary’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 holding company and its subsidiary company have 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 March 31, 2017, based on, "the internal control over financial reporting criteria established by the Holding Company, its subsidiary 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 M.S. DAHIYA & CO.
Chartered Accountants
FRN 013855C

Place : Indore
Date : 30th May, 2017

Harsh Firoda
(Partner)
M. No. 409391

Consolidated Balance Sheet as at 31st March, 2017

(Figure in Rs.)

Particulars	Note No.	Figures as at the end of current reporting period 31.03.2017	Figures as at the end of current reporting period 31.03.2016
A. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	149,000,000	149,000,000
(b) Reserve & Surplus	4	(13,421,460)	(13,267,275)
(2) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)	5	142,848	119,148
(3) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables		-	-
Dues to micro and small enterprises	6	-	-
Dues to others	7	500,000	495,000
(c) Other current liabilities	8	2,378,618	2,413,996
(d) Short-term provisions	9	167,945	59,000
Total		138,767,951	138,819,870
B. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	10	6,731,699	6,797,337
(b) Other Intangible assets	11	129,202	271,510
Goodwill on consolidation		126,445	126,445
(c) Non-current investments	12	39,005,480	39,005,480
(d) Long term loans and advances	13	7,623,295	29,449,295
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	14	-	299,246
(c) Trade receivables	15	14,144,506	4,173,506
(d) Cash and cash equivalents	16	415,646	1,132,291
(e) Short-term loans and advances	17	69,567,922	56,203,623
(f) Other current assets	18	1,023,757	1,361,137
Total		138,767,951	138,819,870

The Accompanying notes form an integral part of standalone financial statement
As per our report of even date attached

For M.S. Dahiya & Co.

Chartered Accountants
FRN 013855C

For and on behalf of the board of directors

Harsh Firoda

Partner

M.No. 409391

Place: Indore

Date: 30th May, 2017

Rajesh Jain

Director

DIN-01704145

Jayshri Jain

Director

DIN-01824937



Consolidated Statement of Profit and Loss for the Period ended 31st March, 2017

(Figure in Rs.)

Particulars	Note No.	Figures as at the end of current reporting period 31.03.2017	Figures as at the end of current reporting period 31.03.2016
CONTINUING OPERATIONS			
1. Revenue from operations (Gross)	20	110,513,346	46,371,991
Less : Excise Duty		-	-
Revenue from operations (Net)		110,513,346	46,371,991
2. Other Income	21	2,834,427	2,954,575
3. Total Revenue		113,347,773	49,326,566
4. Expenses:			
(a) Cost of materials consumed	22	77,500	109,500
(b) Purchase of Stock-in-Trade	23	110,982,711	45,673,021
(c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	299,246	199,145
(d) Employee benefit expense	25	905,348	936,694
(e) Financial costs		-	-
(f) Depreciation and amortization expense	26	368,692	387,922
(g) Other expenses	27	1,664,320	2,709,345
Total Expenses		114,078,259	49,175,743
5. Profit before exceptional and extraordinary items and tax		(730,485)	150,823
Exceptional items	28	600,000	-
Extraordinary items		-	-
6. Profit before tax		(130,485)	150,823
7. Tax expense :			
(a) Tax expense for current year		-	28,740
(b) Less : Mat Credit Entitlement		-	(28,740)
(c) Deferred tax		23,700	46,928
		23,700	46,928
8. Profit/(Loss) from continuing operations		(154,185)	103,895
9. Profit/(Loss) from discontinuing operations		-	-
10. Profit/(Loss) for the period		(154,185)	103,895
11. Earning per share (of Rs. 10/- each)			
(1) Basic		0.01	0.01
(2) Diluted		0.01	0.01

The Accompanying notes form an integral part of standalone financial statement

As per our report of even date

For M.S. Dahiya & Co.

Chartered Accountants

FRN 013855C

For and on behalf of the board of directors

Harsh Firoda

Partner

M.No. 409391

Rajesh Jain

Director

DIN-01704145

Jayshri Jain

Director

DIN-01824937

Place: Indore

Date : 30th May, 2017



Consolidated Cash Flow Statement for the period ended 31st March, 2017

(Figure in Rs.)

Particulars	Figures as at the end of current reporting period 31.03.2017	Figures as at the end of current reporting period 31.03.2016
A Cash flow from Operating Activities		
Net Profit before tax and Extraordinary items	(130,485)	150,823
Adjustment for :	-	-
Depreciation	368,692	387,922
Interest Income	(2,828,161)	(2,931,320)
Profit on Sale of Investment	(600,000)	-
Operative Profit before Change in Assets and Liabilities :	(3,189,955)	(2,392,575)
Increase/(Decrease) in Trade Payables	5,000	495,000
Increase/(Decrease) in Provisions	108,945	(329,691)
Increase/(Decrease) in Other Current Liabilities	(35,378)	(1,412,830)
(Increase)/Decrease in Trade & others receivable	299,246	199,145
(Increase)/Decrease in Current Assets	(9,971,000)	(2,634,694)
(Increase)/Decrease in Stock term loan & advance	(13,364,299)	17,463,693
(Increase)/Decrease in Long term loan & advance	17,926,000	(15,474,132)
Cash Flow before Extra Ordinary item & Tax	(7,884,061)	(4,742,323)
Tax paid during the year	-	(28,740)
Net Cash flow from Investing Activities (A)	(7,884,061)	(4,771,063)
B Cash Flow From Investing Activities		
(Increase)/Decrease in Property, plant and equipment	(160,745)	-
Interest Income	2,828,161	2,931,320
Profit on Sale of Investment	600,000	-
Sale of Investement	3,900,000	-
Net Cash flow from Investing Activities (B)	7,167,416	2,931,320
C Net Cash Flow from Financing Activities		
Increase/(Decrease) in Securities Premium & Reserves	-	312,642
Net Cash Flow from Financing Activities (C)	-	312,642
Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)	(716,645)	(1,527,101)
Add:- Cash & Cash Equivalent as at 31st March 2016	1,132,291	2,659,392
Cash & Cash Equivalent as 31st March 2017	415,646	1,132,291

Notes : Figures in bracket represents cash out flow and Cash Flow Statement has been prepared as per the Indirect Method defined in "Accounting Standard-3" issued by ICAI. Previous year figures have been recast/restated where ever necessary.

As per our report of even date attached
For M.S. Dahiya & Co.
Chartered Accountants
FRN 013855C

Harsh Firoda
Partner
M.No. 409391
Place: Indore
Date: 30th May, 2017

For and on behalf of the board of directors

Rajesh Jain
Director
DIN-01704145

Jayshri Jain
Director
DIN-01824937



Notes to the Financial Statements

Note:-1 General Information

The Registered Office of the company is situated at ST-4, Press House, 22 Press Complex, A. B. Road, Indore (M.P).

Sylph Technologies Limited is a software technology company in India and its fully owned subsidiary Sakshi Powertech Private Limited is engaged in business activities as manufacturing and selling of Cloth (Lycra), software developer and trading in solar power products. The group of companies ("The Group") providing software development services & solutions and trading of solar power product and textile manufactures & seller.

The group has also engaged in the distribution of a 25 year old Newspaper.

Note:-2 Significant Accounting Policies

2.1 Basis of preparation:

These consolidated financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable and in particular Accounting Standard 21 (AS 21) - 'Consolidated Financial Statements'.

The financial statements of the Company and its subsidiary have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra group balances and intra group transactions and resulting unrealized profits are eliminated in full. Unrealized losses resulting from intra group transactions are also eliminated unless cost cannot be recovered.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

The difference between the cost of investment in the subsidiaries, and the Company's share of net assets at the time of acquisition of share in the subsidiaries is recognized in the financial statement as Goodwill or Capital Reserve as the case may be.

The financial statements of the Subsidiary used in consolidation are drawn up to the same reporting date as that of the Parent Company i.e. year ended 31st March, 2017 and are audited.

Holding company hold 7,11,598 Shares held by the Sylph Technologies Limited including two shares held by nominee share holder on the behalf of Sylph Technologies Limited. Hence holding company having 100% interest in subsidiary company therefore minority interest of subsidiary company is NIL.

(i) The Subsidiary Company considered in the preparation of these Consolidated Financial Statements are:

Name	Country in corporation	%Voting Right
Sakshi Powertech Pvt. Ltd	India	100%

2.2 Cash Flow statement :

Cash flows are reported using the indirect method, whereby profit or (loss) before extraordinary items and tax is adjusted for the effects of transactions of noncash 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.

2.3 Revenue recognition:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract; the Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Sales are recognized net of trade discounts, rebates, sales taxes and excise duties.

Service income accrued but not due represents revenue recognized on contracts to be billed in the subsequent period, in accordance with terms of the contract.

Revenue from sale of news paper is recognized when all the significant risk and rewards of ownership have passed on to the buyer, usually on the delivery of the goods.

Profit on sales of investments is recorded on transfer of title of company from company and is determined as the difference between the sales price and carrying value of the investment. Interest income is recognized using time proportion method, based on interest rates implicit in the transaction. Dividend income is recognized when the right to receive the same is established.

2.4 Property Plant and Equipments and depreciation :

Property Plant and Equipments are stated at acquisition cost less accumulated depreciation. The cost of Property Plant and Equipments 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 Equipments is provided based on the useful life of the asset in the manner prescribed in Schedule II to the Companies Act, 2013.

2.5 Investments:

Investment that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long term investments are carried at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of the investments, such as reduction being determined and made for the investment individually.

2.6 Inventories

Inventories are valued at cost or net realisable 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.

2.7 Earnings Per Share:

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the result would be anti – dilutive.

2.8 Provisions, Contingent Liabilities and Contingent Assets

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.



2.9 Taxes on Income:

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 Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. 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. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." 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.

2.10 Operating Cycle

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 Holding and its subsidiary company have determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Notes to the Consolidated Financial Statements

(Figure in Rs.)

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
3 Share Capital		
(a) Authorised Shares		
Authorised Share capital		
15,000,000 (P.Y. 15,000,000) Equity Shares of Rs.10/- Each	150,000,000	150,000,000
Total	150,000,000	150,000,000
(b) Issued, subscribed & fully paid up shares		
14,900,000 (PY. 14900000) Equity Shares of Rs.10/- each	149,000,000	149,000,000
Total	149,000,000	149,000,000

3(1) Reconciliation of the number of shares at the beginning and at the end of the reporting period :

Particulars	No. of Shares As at 31.03.2017	No. of Shares As at 31.03.2016
Balance as at the beginning of the year	14,900,000	7,945,800
Add : Shares issued during the year	-	-
Balance As at the end of the year (Refer Note 3(2))	14,900,000	14,900,000

3(2) Terms/Rights Attached to Equity Shares

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 preferential amounts, in proportion to their shareholding.

3(3) Detail of shares held by each shareholders holding more than 5% of the aggregating shares in the company

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
Class of shares/Name of shareholder	Number of shares held	Number of shares held
Equity Shares with Voting Rights:		
1. J.P. Bapna	3,700,000 24.83%	3,700,000 24.83%
2. ASV Trading Pvt. Ltd.	1,115,785 7.49%	1,115,785 7.49%
3. Ghanshyam Soni	3,700,000 24.83%	3,700,000 24.83%
4. Devki Nandan Agrawal	- 0.00%	1,000,000 6.71%
5. Rajesh Jain	1,449,400 9.73%	1,449,400 9.73%
6. Jayshri Jain	1,067,125 7.16%	- 0.00%

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
4 Reserves and Surplus		
(i) Capital Reserve		
Balance as at the beginning of the year	706,750	706,750
Add : During the year	-	-
	706,750	706,750
(ii) Securities Premium Reserve		
Balance as at the beginning of the year	611,000	611,000
Add : During the year	-	-
Balance as at the end of the year	611,000	611,000
(iii) Surplus/(Deficit) in statement of Profit and loss		
Balance as at the beginning of the year	(14,585,024)	(15,001,562)
Add: Profit for the Year	(154,185)	103,895
Add : Reversal of outstanding expenses	-	312,642
Balance as at the end of the year	(14,739,210)	(14,585,025)
Total (i+ii+iii)	(13,421,460)	(13,267,275)
5 Deferred Tax Liability (Net)		
Opening deferred tax liability(Net)	119,148	72,220
Add: Deferred Tax Liability on account of timing difference in depreciation charged during year	23,700	46,928
Less : Reversal of deferred tax liability due to depreciation charged during the year	-	-
Deferred Tax Liability (Net)	142,848	119,148
6 Trade Payables-Dues to Micro and Small Enterprises (as per intimation received from vendor)		
a. Principal and interest amount remaining unpaid	-	-
b. Interest due thereon remaining unpaid	-	-
c. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
d. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
e. Interest accrued and remaining unpaid	-	-
f. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Notes to the Consolidated Financial Statements

(Figure in Rs.)

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
7 Trade Payable : Dues to others		
Trade Payable	500,000	495,000
Total	500,000	495,000
8 Other Current Liabilities		
Other payables		
Expenses Payable	38,322	67,800
Trade Advances (Projects)	2,340,296	2,340,296
Statutory dues (TDS Payable)	-	5,900
Total	2,378,618	2,413,996
9 Short Term Provisions		
(a) Provision for employees benefit (salary)		
Salary & Reimbursements	102,581	24,000
(b) Provision- Others		
Provision for audit fees	35,000	35,000
Provision for rent expenses	30,364	-
Total	167,945	59,000

Fixed Assets

Note	Description	Gross Block			Depreciation			Net Block		
		As at 01.04.2016	Additions	Deduction	As at 31.03.2017	As at 31.03.2016	On sale/ Adjustment	To Date	As at 31.03.2016	As at 31.03.2017
10	Property, plant and equipment									
	Lease hold land	3,055,595	-	-	3,055,595	-	-	-	3,055,595	3,055,595
	Computers	302,384	120,063	-	422,447	28,518	-	315,782	15,120	106,665
	Electronic Goods	34,235	-	-	34,235	7,872	-	24,650	17,457	9,585
	Mercedes Car	500,000	-	-	500,000	50,148	-	174,127	376,021	325,873
	Refrigerator	62,500	-	-	62,500	14,508	-	44,866	32,142	17,634
	UPS	49,703	-	-	49,703	11,400	-	35,817	25,286	13,886
	Mobile Phone	-	40,682	-	40,682	5,796	-	5,796	-	34,886
	Factory Land	1,188,000	-	-	1,188,000	-	-	-	1,188,000	1,188,000
	Factory Building	1,200,000	-	-	1,200,000	38,000	-	114,000	1,124,000	1,086,000
	Plant and Machinery	1,097,000	-	-	1,097,000	69,477	-	208,431	958,046	888,569
	Electric Equipment	7,000	-	-	7,000	665	-	1,995	5,670	5,005
	Total	7,496,417	160,745	-	7,657,162	226,384	-	925,464	6,797,337	6,731,699
	Previous Year	7,496,417	-	-	7,496,417	245,610	-	699,080	7,042,947	6,797,337
11	Other Intangible assets									
	Computer software	449,400	-	-	449,400	142,308	-	320,198	307,092	129,202
	Total	449,400	-	-	449,400	142,308	-	320,198	271,510	129,202
	Previous Year	449,400	-	-	449,400	142,312	-	177,890	-	271,510

Notes to the Consolidated Financial Statements

(Figure in Rs.)

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
12 Trade Investment		
Investment in Unquoted Equity Instruments of Companies Others		
21500(PY. 21500) Shares of Saksham Publishers and Printers Ltd. (F.V. Rs. 10)	14,885,000	14,885,000
335440(PY. 335440) Shares of Sakshi Multitrade Pvt. Ltd. (F.V. Re.1)	10,682,480	10,682,480
Quoted Equity Instruments		
556160 (PY. 556160) Shares of Sylph Education Solutions Ltd. (F.V. Rs.10)	13,438,000	13,438,000
Total	39,005,480	39,005,480
13 Long Term Loans and Advances		
Capital advance (For assets), unsecured considered good	-	3,900,000
Advance for purchase of shares	-	17,926,000
Others Loans and Advances Unsecured Considered Good		
Deposit for Technology	7,500,000	7,500,000
Mat Credit Entitlements	73,295	73,295
Security deposit (Rent deposit)	50,000	50,000
Total	7,623,295	29,449,295
14 Inventories		
Finished Goods (Other than acquired for trading)	-	299,246
Total	-	299,246
15 Trade Receivables		
Unsecured considered good		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	-	-
Trade receivables outstanding for a period less than six months from the date they are for payment	14,144,506	4,173,506
Total	14,144,506	4,173,506
16 Cash and cash equivalents		
a) Cash on hand	380,808	997,366
b) Balances with banks in India		
(i) In Current Accounts	34,778	113,990
(ii) In Escrow accounts	-	20,935
Total	415,646	1,132,291
17 Short Term Loans And Advances		
Balances with Revenue Authorities Unsecured, Considered Good		
TDS Receivables	256,222	239,623
Inter-Corporate Loans & Advances Unsecured, Considered Good	16,656,700	19,700,000
Others Loans and Advances Unsecured, Considered Good		
Advances to Supplier	52,655,000	36,264,000
Total	69,567,922	56,203,623

Notes to the Consolidated Financial Statements

(Figure in Rs.)

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016	
18 Other Current Assets			
Interest accrued on inter-corporate loans & advances	1,014,474	1,354,188	
Prepaid Expenses	9,283	6,949	
Total	1,023,757	1,361,137	
19 Disclosure on Specified Bank Notes (SBNs)			
During the year, the company had specified bank notes (SBNs) and other denomination notes as defined in the MCA notification G.S.R. 308(E) dated 31st March, 2017, on the details of specified bank notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBNs and other as per the notification is given below:			
	SBN	Other denominated notes	Total
Closing cash in hand as on 08.11.2016	2,875,000	20,579	2,895,579
(+) Permitted receipts	-	180,000	180,000
(-) Permitted payments	-	18,749	18,749
(-) Amount deposited in banks	2,875,000	5,000	2,880,000
Closing cash in hand as on 30.12.2016	-	176,830	176,830
20 Revenue from Operations			
Sale of Products (Refer Note No.20.1)	110,037,346		45,256,991
Sale of Services (Refer Note No.20.2)	476,000		1,115,000
Total	110,513,346		46,371,991
20.1 Particulars of Sale of Products			
News Paper		438,000	484,000
Cloth Sale		299,346	207,991
Sale of solar power plant		109,300,000	44,565,000
20.2 Particulars of Sale Services			
Job Work Income		476,000	890,000
Consultancy Income		-	225,000
Total		476,000	1,115,000
21 Other Income			
Interest income :			
Interest on inter corporate loans & advances	2,828,161		2,931,320
Interest on income tax refund	6,266		5,042
Interest on FDR	-		18,213
Total	2,834,427		2,954,575
22 Cost of Material Consumed			
Raw Material Consumed during the year	77,500		109,500
Total	77,500		109,500
23 Purchase of Stock-in-Trade			
Solar Power Plant (7.5 Kw.)	-		22,590,000
Solar Power Plant (5.0 Kw.)	70,645,361		23,083,021
Solar Power Plant (100 Kw.)	40,337,350		-
Total	110,982,711		45,673,021

Notes to the Consolidated Financial Statements

(Figure in Rs.)

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
24 Changes in Inventory of Finished goods, work in-progress and stock-in-trade		
Inventory at the end of the year		
Finished goods	-	299,246
Inventory at the beginning of the year		
Finished goods	299,246	498,391
Net(increase)/decrease	299,246	199,145
25 Employee Benefits Expenses		
Salaries and wages	873,436	929,190
Staff Welfare	31,912	7,504
Total	905,348	936,694
<p>As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :</p> <p>All employee benefits payable wholly within twelve/operating cycle months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. are recognized in the period in which the employee renders the related services. There is no defined benefit plans during the period. No managerial remuneration has been paid during the period to the director.(Previous year Nil.)</p>		
26 Depreciation And Amortisation Expenses		
Depreciation on Tangible Assets	226,384	245,610
Amortisation on Intangible Assets	142,308	142,312
Total	368,692	387,922
27 Other Expenses		
Travelling expenses	101,000	123,622
Legal and professional charges	227,286	117,865
Business promotion expenses	-	500,000
Repair and maintenance expenses	28,364	34,327
Electricity expenses	217,590	250,129
Telephone expenses	23,537	39,977
Computer maintenance	7,400	10,550
Insurance expenses	15,981	7,585
Postage & telegram	59,098	32,995
Payment to auditor	35,000	35,000
Listing charges	229,000	224,720
Stationary & Printing	82,089	41,126
Office expenses	62,772	61,663
Rent including lease rentals	283,714	216,616
Other expenses	71,931	173,286
Total	1,444,762	1,869,461
27.1 Payment to Auditors		
As auditors-Statutory audit	25,000	25,000
- Tax audit	10,000	10,000
Total	35,000	35,000

Notes to the Consolidated Financial Statements

(Figure in Rs.)

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
28 Exceptional Items		
Profit on sale of shares	600,000	-
Total	600,000	-
29 Earning Per Share		
i. Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	(154,185)	103,895
ii. Weighted No. of Equity Shares	14,900,000	14,900,000
iii. Basic earning per share	(0.01)	0.01
iv. Diluted earning per share	(0.01)	0.01
v. Face Value per equity share	10	10

30 Segment Reporting :

a) Business Segment :

(i) The segment reporting policies complies with the accounting policies adopted for preparation and presentation of financial statements of the company and in conformity with accounting standard-17 on segment reporting issued by ICAI.

b) Geographical Segment:

Since the operations of the Company are conducted within India, and there no any other Geographical Segment of the company.

Particulars	(Figure in Lacs)	
	Current year ended 31.03.2017	Previous year ended 31.03.2016
Segment Revenue		
Primary Segment (Business)		
Information Technology	4.76	8.90
Information Technology-Education	-	-
Newspaper Printing & Publishing	4.38	4.84
Solar Product	1,093.00	711.90
Textile Manufacturing	2.99	2.08
Unallocated	28.34	29.55
Total External Segment Revenue	1,133.47	757.27
Inter Segment Revenue	-	-
Total Segment Revenue	1,133.47	757.27
Result for the year ended		
Segment Results		
Information Technology	4.76	(17.92)
Information Technology-Education	-	-
Newspaper Publishing	2.77	2.91
Solar Energy	(16.83)	(8.83)
Textile Manufacturing	2.99	(4.19)
	(6.31)	(28.04)
Unallocated Income	5.00	29.55

Notes to the Consolidated Financial Statements

Less : Finance Cost	-	-
Profit before tax	(1.31)	1.52
Current Tax	-	-
Deffered Tax	0.24	0.47
Net Profit for the Year	(1.55)	1.05
Segment Capital Employed		
(Segment Assets – Segments Liabilities)		
Information Technology	402.44	439.45
Information Technology-Education	134.38	134.38
Newspaper & Publishing	148.85	148.85
Solar Energy	415.90	213.15
Textile Manufacturing	34.55	36.05
Unallocated	221.09	386.64
Total	1,357.21	1,358.52
Depreciation and amortisations	3.69	3.88

31 Related Party Disclosures

In accordance with accounting standard 18 “ Related Party Disclosure” issued by the Institute of Chartered Accountant of India, the names of the Related Parties and the relevant disclosure are as under:

Description of Relation	Name of the Related Party
I. A. Companies/Entities under the Control of Key Management Personnel	1. Sylph Education Solutions Ltd. 2. Sakshi Multitrade Pvt. Ltd. 3. Saksham Publishers and Printers Ltd.
B. Key Management	1. Rajesh Jain 2. Shantilal Jain 3. Jayshri Jain 4. Vineet Shrivastav
C. Subsidiary Company	1. Sakshi Powertech Pvt. Ltd.
Note: Related parties have been identified by the Management.	
II. Details of transaction with Related Parties during the year	

Nature of Transactions	Current year ended March, 31, 2017	Previous year ended March, 31, 2016
(i) Companies/Entities under the Control of Key Management Personnel		
Purchase of Solar Power Plant ¹	110,252,763	45,673,021
Outstanding as at 31.03.2017		
Investment in Shares ¹	39,005,480	39,005,480
(ii) Subsidiary Company		
Sale of Solar Power Plant ²	108,850,000	26,400,000
Outstanding as at 31.03.2017		
Investment in Shares ²	56,474,992	56,474,992

Notes to the Consolidated Financial Statements

(Figure in Rs.)

Particulars	Current year ended 31.03.2017	Previous year ended 31.03.2016
(iii) Loan From Directors		
Unsecured Loan Taken(Interest free) ³	-	3,290,000
Repayment of Unsecured Loan ³	-	3,290,000
Outstanding as at 31.03.2017	-	-

Note:

1. Represent Purchase of Solar Power Plant from Sakshi Multitrade Private Limited and total investment made as at 31st March, 2017 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.
3. Represent transaction with Rajesh Jain, director of the company.
- 32** Pursuant to accounting standard 28 " Impairment of Assets" issued by the Institute of Chartered Accountants of India, the company has reviewed its carrying cost of assets with value in use (determined based on future earnings) and Net realizable value on an approximate basis. Based on such review, the management is of the view that in the current financial year, Provision for impairment of assets is not considered necessary.
- 33** In the opinion of the Management, the value on realization of loans and advances, and other current assets will be at least equal to the amounts stated in the books of accounts, if realized in the ordinary course of the business.
- 34 Contingent Liabilities & Commitments**
- Corporate guarantee given on behalf of Company Nil Nil
- Any other contingent liability Nil Nil
- 35 Value of Imports on(CIF Basis)**
- i) Raw Material Nil Nil
- ii) Capital Goods Nil Nil
- iii) Trading Goods Nil Nil
- 36 Expenditure in foreign exchange** Nil Nil
- 37 Earning in foreign exchange** - -
- 38** These financial statements have been prepared in the format prescribed by the revised Schedule III to the Companies Act, 2013. Previous period figures have been recasted/ restated to confirm to the current period. Figures have been rounded off to the nearest Rupee.

As per our report of even date attached

For M.S. Dahiya & Co.

Chartered Accountants
FRN 013855C

For and on behalf of the board of Directors

Harsh Firoda

Partner
M.No. 409391
Place: Indore
Date: 30th May, 2017

Rajesh Jain
Director
DIN-01704145

Jayshri Jain
Director
DIN-01824937

To,

If undelivered, Please return to :

SYLPH TECHNOLOGIES LIMITED

Regd. Office : ST - 4, Press House, 22 Press Complex A. B. Road, Indore - 452 008