

To,
**Listing Department,
Bombay Stock Exchange Limited
Phiroz Jeejeeboy Tower,
Dalal Street,
Mumbai - 400001**

Date: 04/06/2019

**Sub: - Submission of Annual Secretarial Compliance Report for the Financial Year
2018-19**

Ref: BSE Scrip Code 511447, ISIN: INE706F01013

Dear Sir/Madam,

Pursuant to SEBI Circular dated February 8, 2019, all listed entities are required to submit to the Stock Exchanges within 60 days of the end of the financial year, Annual Secretarial Compliance Report, issued by a practicing Company Secretary based on a check of the compliance by such listed entity with the applicable SEBI Regulations and circulars/guidelines issued thereunder.

Accordingly, we are attaching herewith the Annual Secretarial Compliance Report of Sylph Technologies Limited and its Material Unlisted Subsidiary Sakshi Powertech Private Limited issued by M/s Oshin Jain & Associates, Practicing Company secretary for the Financial Year 2018-19

Please take above information on record.

Thanking you

For Sylph Technologies Limited

Rajesh Jain Digitally signed by Rajesh Jain
Date: 2019.06.04 16:52:19
+05'30'

Rajesh Jain

(Director)

DIN: 01704145

Enclosed: As stated above

Sylph Technologies Ltd.

ST-4, "Press House" 22, Press Complex, A. B. Road,
INDORE (M.P.) 452008, INDIA, Phone: 0731-2571451
E-mail : info@sylphtechnologies.com; mhfl@bsnl.in
Url : www.sylphtechnologies.com

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

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

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

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

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [*Not Applicable on the Company for the Review Period*];
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [*Not Applicable on the Company for the Review Period*];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [*Not Applicable on the Company for the Review Period*];
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [*Not Applicable on the Company for the Review Period*];
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 [*Not Applicable on the Company for the Review Period*];
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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

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

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

Place: **Indore**

Date: **04/06/2019**

For **Oshin Jain & Associates**

OSHIN JAIN 

CS Oshin Jain

Membership No.: **A56055**

COP No.: **21228**

Secretarial compliance report of **SAKSHI POWERTECH PRIVATE LIMITED** for the year ended **March 31st, 2019**

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

- (a) all the documents and records made available to me and explanation provided by **Sakshi Powertech Private Limited** (a wholly owned subsidiary of *Sylph Technologies Limited*) (“the material subsidiary of listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity [Not maintained as Company is a Private company],
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

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

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [*Not Applicable as Company is a Private Company*];
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [*Not Applicable as Company is a Private Company*];
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [*Not Applicable on the Company during the Review period*];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [*Not Applicable as Company is a Private Company*];
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [*Not Applicable as Company is a Private Company*];
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 [*Not Applicable as Company is a Private Company*];
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [*Not Applicable as Company is a Private Company*];

and circulars/ guidelines issued thereunder;

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

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

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NONE			

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

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

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NONE				

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
THE REVIEW PERIOD IS THE FIRST REVIEW PERIOD				

Place: **Indore**

Date: **04/06/2019**

For **Oshin Jain & Associates**

OSHIN JAIN
Digitally signed by OSHIN JAIN
Date: 2019.06.04 15:36:41 +05'30'

CS Oshin Jain

Membership No.: **A56055**

COP No.: **21228**