

Date: 18/06/2020

To,
The Listing Department,
Bombay Stock Exchange Limited,
Phiroz Jeejeeboy Tower,
Dalal Street,
Mumbai, (MH)- 400001.

Sub:- Submission of the Annual Secretarial Compliance Report for the financial year ended 31st March, 2020

Ref: BSE Scrip Code: 511447, ISIN: INE706F01013

Dear Sir/ Madam,

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

Accordingly, we are attaching herewith the Annual Secretarial Compliance Report of Sylph Technologies Limited issued by M/s Oshin Jain & Associates, Practicing Company Secretary, for the Financial Year 2019-20.

Kindly take the above information on your record.

Thanking You.

For Sylph Technologies Limited



Dr. Rajesh Jain

Director

DIN: 01704145

Enclosed: As above

Sylph Technologies Ltd.

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INDORE (M.P.) 452008, INDIA, Phone: 0731-2571451
E-mail : info@sylphtechnologies.com; mhfi@bsnl.in
Url : www.sylphtechnologies.com
CIN L36100MP1992PLC007102

CS Oshin Jain

Practicing Company Secretary

Contact: 8103923478

Email: itsmeoshin@gmail.com

Secretarial compliance report of *SYLPH TECHNOLOGIES LIMITED* for the year ended March 31st, 2020

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, 2020** (“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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [*Not Applicable on the Company for the Review Period*];
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [*Not Applicable on the Company for the Review Period*];
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [*Not Applicable on the Company for the Review Period*];
- (e) 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*];
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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

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

S r . N o	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
01	<p>Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p><i>Every Listed Company shall appoint a Qualified Company Secretary as the Compliance Officer</i></p>	<p>Non- Fulfillment of the said Regulation for two quarters</p> <p>Improper disclosure of events and information</p>	<p><i>The Company has not complied with the said Regulation for the appointment of Company Secretary during the quarter ended March 31st, 2019 and late appointment during the quarter ended June 30th, 2019 (uptil May 29th, 2019).</i></p> <p><i>Disclosures regarding appointment and resignation of Company Secretary and Compliance Officer were improperly posted on the website of stock exchange w.r.t. conflicting data disclosed under different Regulations of SEBI (LODR) Regulations, 2015.</i></p>
02	<p>Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p><i>Board of Directors shall have an optimum combination of executive and non-executive directors</i></p>	<p>Non-fulfillment of the said Regulation for two quarters</p>	<p><i>The Company had no executive director appointed on its board for the quarter ended March 31st, 2019 and June 30th, 2019 (uptill May 30th, 2019). However the same was complied by appointing Jayshri Jain as the Whole Time Director of the Company who later resigned and was re-designated as non-executive director on March 07th, 2020.</i></p>
03	<p>Regulation 20(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p><i>Constitution of Stakeholders Relationship Committee</i></p>	<p>Non-Fulfillment of the said Regulation</p>	<p><i>The Company had only <u>two</u> directors in its Stakeholders Relationship Committee for the quarter ended June 2019 and quarter ended September 2019.</i></p>
04	<p>Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p><i>Disclosure of events or information specified in Part A of Schedule III</i></p>	<p>Non-Fulfillment of the said Regulation</p>	<p><i>The company provided details of appointment of its Company Secretary to stock exchange, under this regulation, beyond the timeframe provided to disclose the same</i></p>

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

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

aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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-compliance with Regulation 6(1) of SEBI (LODR) Regulations, 2015 for the quarter ended March 31 st , 2019	Fine imposed by the Stock Exchange	<i>The Company was charged a fine in the way of penalty for not appointing a Company Secretary for the quarter ended March 31st, 2019 which was discharged by the Company in full.</i>
02	Bombay Stock Exchange	Late appointment of compliance officer for quarter ended June 2019.	Fine imposed by the Stock exchange	<i>The Company was charged a fine in the way of penalty for late appointing a Company Secretary on May 30th, 2019 for the quarter ended June 2019, which was discharged by the Company in full.</i>

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

Sr . No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
01	The Company has not complied with Regulation 6(1) for the appointment of Company Secretary and Compliance Officer during the Review Period.	March 31 st , 2019	The Company appointed Miss. Priya Goel as the Company Secretary on May 30 th , 2019 who resigned from the office on August 12 th , 2019. The position was subsequently filled by appointing new Company Secretary Miss. Shreya Thombre on October 07 th , 2019 who vacated the office by filing her resignation w.e.f. March 07 th , 2020.	The Company was in default of complying with the said regulation until May 30th, 2019. However, it fulfilled the requirement of appointing a Company Secretary from May 30th, 2019.

0 2	The Company failed to appoint a Women Director in pursuance of the casual vacancy.	March 31 st , 2019	The Company made the default good by appointing a Women director later during that year itself.	The Company made the default good by appointing a Women director later during that year itself.
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Place: **Indore**

For **Oshin Jain & Associates**

Date: **18/06/2020**

CS Oshin Jain
Membership No.: **A56055**
COP No.: **21228**
UDIN: **A056055B000353440**