

CS Jyoti Mohata

Company Secretary

Email: mohatajyoti@yahoo.com

Secretarial compliance report of SYLPH TECHNOLOGIES LIMITED for the year ended 31st March, 2021

I, **Jyoti Mohata**, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided *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 **31st March, 2021** (“Review Period”) in respect of compliance with the provisions of:
 - the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under 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 there under, 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 there under; and based on the above examination, I hereby report that, during the Review Period:
 - i. 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
01.	Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirements)	Non-fulfillment of the said Regulation for three quarters.	The Company has not complied with the said Regulation for the appointment of Company Secretary during the quarter ended 31 st March,

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	<p>Regulations, 2015</p> <p>Every Listed Company shall appoint a Qualified Company Secretary as the Compliance Officer</p>		<p>2020 and 30th June, 2020 and the same has been appointed during the quarter ended September on 17th July, 2020.</p> <p>However, same was complied by appointing Ruchi Barche as on 17th March, 2020.</p>
02.	<p>Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>Board of Directors shall have an optimum combination of executive and non-executive directors</p>	<p>Non-fulfillment of the said Regulation for three quarters.</p>	<p>The Company had no executive director appointed on its board for the quarter ended 31st March, 2020 and 30th June, 2020 and the same has been appointed during the quarter ended September on 17th July, 2020.</p> <p>However, the same was complied by appointing Vineet Shrivastav as the Whole Time Director of the Company on 17th March, 2020.</p>

- ii. 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.
- iii. 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 theaforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. 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
During the year no penalty has been levied.				

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- iv. The listed entity has taken the following actions to comply with the observations made in previous reports:

S. 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
01.	Regulation 6 (1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Every Listed Company shall appoint a Qualified Company Secretary as the Compliance Officer	March 31 st 2020	The company has appointed Ms. Ruchi Barche as a Compliance Officer on 17th March, 2020.	The Company was in default of complying with the said regulation until 17th March, 2020. However, it fulfilled the Requirement of appointing a Company Secretary from 17th March, 2020.
02	Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Board of Directors shall have an optimum combination of executive and non-executive directors	March 31 st 2020	The company has appointed Mr. Vineet Shrivastav as the Whole Time Director executive director of the Company on 17th March, 2020.	The Company was in default of complying with the said regulation until 17th March, 2020. However, it fulfilled the Requirement of appointing a Company Secretary from 17th March, 2020.
03	Regulation 20 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Constitution of Stakeholders Relationship Committee	March 31 st 2020	The company has made the default good by reconstituting the committee with three directors.	The company has reconstituted the committee with three directors from quarter December, 2019.

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04	Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Disclosure of events or information specified in Part A of Schedule III	March 31 st 2020	The company provided the provided details of appointment of its Company Secretary to stock exchange, under this regulation, beyond the timeframe provided to disclose the same.	The company provided the provided details of appointment of its Company Secretary to stock exchange, under this regulation, beyond the timeframe provided to disclose the same.
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For, CS Jyoti Mohata.
Practicing Company Secretary

Date: 29/06/2021
Place: Kolkata
UDIN: A057184C000539952

CS Jyoti Mohata
C.P. No.: 21606
M. No.: 57184