



SYLPH TECHNOLOGIES LIMITED

22nd ANNUAL REPORT

2013 - 2014



ANNUAL REPORT 2013 - 2014

BOARD OF DIRECTORS

1. S. L. JAIN
2. RAJESH JAIN
3. K. K. BHANDARI
4. VINEET SHRIVASTAVA

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.in
URL : www.sylphtechnologies.com

REGISTRAR & TRANSFER AGENTS

Purva Shareregistry (India) Private Limited
Unit No. 9, Shiv Shakti Ind. Estt.,
J. R. Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai - 400 011
TEL : 91-22-2301 6761/8261
FAX : 91-22-23012517
Email : busicomp@vsnl.com



SYLPH TECHNOLOGIES LIMITED

Registered Office: ST-4 Press House,
22 Press Complex A. B. Road, Indore (M. P.) 452008
CIN - L36100MP1992 PLC 007102

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting to the Members of Sylph Technologies Limited will be held at 22, Press Complex, A.B. Road Indore-452008 (MP), on Tuesday, the 30th day of September, 2014, at 11:30 a.m. to transact the following businesses:-

◆ ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the financial year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint Director in place of Mr. Vineet Shrivastava who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s M.S. Dahiya & Co. (ICAI FRN.-013855C) Indore as Statutory Auditors of the company to hold office from the conclusion of this Meeting and are eligible for re-appointment. The Company has received letter from M/s M.S. Dahiya and Company to the effect that their appointment, if made, would be in accordance with section 139 of the Companies Act, 2013 and that, they are not disqualified for such appointment within the meaning of section 141 of the Companies Act, 2013.

Place: Indore
Dated: 31/07/2014

For: Sylph Technologies Limited

Rajesh Jain
Director

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Proxies, in order to be effective, must be received at the registered office of the company, not less than forty-eight hours before the commencement of meeting. A proxy form is send herewith. Proxies submitted on behalf of the company, societies etc., must be supported by appropriate resolution / authority, as applicable
3. The register of members and share transfer books of the company will remain closed from Monday 22nd September 2014 to Saturday 27th September 2014(both Days inclusive).
4. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Purva Sharegistry (India) Private limited address Unit no.9, Shiv Shakti Ind.estt. J.R. Boricha marg, opp.Kasturba hospital lane Lower parel (E) Mumbai 400 011 for doing the needful.
5. Members are requested to notify change in address, if any, immediately to Purva Sharegistry (India) Private Limited, quoting their folio numbers.
6. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
7. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders / Depositories for depositing of dividends.
9. Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company / Depository Participant(s).
10. Members may also note that notice of 22nd AGM of the company and annual report will also be available on the companies website www.sylphtechnologies.com for being downloaded. The physical copies of the aforesaid documents will also be available at the company's registered office for inspection during the normal business hours on working days till the date of the meeting. Even after registering E-communication members are entitle to receive such communication in the physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's email id info@sylphtechnologies.com

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Clause 35B of the Listing Agreements read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their votes for all the resolutions detailed in the Notice of the 22nd Annual General Meeting scheduled to be held on Tuesday 30th September, 2014 at 11.30 a.m. The Company has engaged the services of CDSL, as the authorized agency to provide the e-voting as per instructions below:

In terms of Clause-35B of the Listing Agreement, in order to enable to its members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Postal Ballot Form is sent herewith. A member desiring to exercise vote by Postal Ballot shall complete the Ballot Form with assent (for) or dissent (against) and send it to Mrs.Pinky Shrivastava, Scrutinizer C/o. Sylph Technologies Limited, ST-4, Press House 22 Press complex, A.B Road Indore 452008 (M.P.) so as to reach her on or before 27th September, 2014, by 4.00 p.m. Any Ballot form received after the said date shall be treated as if the reply from the members has not been received. Kindly note that members can opt for only one form of voting i.e. either by Postal Ballot or through e-voting. If members are opting for e-voting then they should not vote by Postal Ballot and vice-versa.

However, in case of Members casting their vote both by Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September 2014 at 11:00 a.m. and ends on 27th September at 4:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form. The voting rights of shareholders shall be in proportion to their shares in the paid up equity capital of company as on the 22nd August, 2014 (cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on 27th September 2014 (4 p.m).
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> · Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. · In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> · Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders & Custodians:
 - ◆ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - ◆ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ◆ After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - ◆ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.



DIRECTORS' REPORT

To,
The Members,
SYLPH TECHNOLOGIES LIMITED

Your Directors are delighted to present their 22nd Annual Report along with the Audited Accounts for the financial year ended 31st March 2014.

Financial Performance :

Particulars	Standalone		Consolidated
	2014	2013	2014
Income From Operations			
Job work Charges	1129500	944000	1129500
Sale of Software Exports	4100000	—	4100000
Sale of News paper	2895000	155000	2895000
Sale of Solar Power Pack	—	—	55000
Other Income	358473	4507	416473
Total Income from Operations	8482973	1103507	8595973
Profit before Depreciation & Tax	97109	50522	102339
Less: Depreciation	62885	15642	62885
Profit before taxation	34224	34880	39454
Less: Provision for Taxation			
Less: Depreciation	6521	—	8123
MAT Credit Entitlement	-6521	—	-6521
Deferred Tax	10575	10464	10575
Net Profit after tax	23649	24416	27277
Add: Balance b/f from previous year	-15132953	-15157369	-15132953
Balance available for appropriation	-15109304	-15132953	-15105676
Appropriation	—	—	—
Balance carried to Balance Sheet	-15109304	-15132953	-15105676

RESULTS OF OPERATIONS

our Company has recorded a total income of Rs 84.82 lacs in 2014 of which 52.29 lacs from Software and Information Technology Business, Rs. 28.95 lacs from Newspaper & Publishing and Rs. 3.58 lacs as interest income. In the last year income from Software and Information Technology Business was Rs.9.44 lacs , from Newspaper & Publishing was Rs. 1.55 lacs and as interest income was Rs. .045. The Net Profit after tax is Rs.0.23 lacs in 2013 against the Net Profit after tax of Rs. 0.024 lacs in the previous year.

RESERVES

Looking to the accumulated losses, the board proposes no transfer to reserve for the period.

DIVIDEND

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



BUSINESS

The Company is engaged in Information Technology Business and News Paper Printing and Publishing and has started earning profit. The Company expects a good business in coming years.

SUBSIDIARY COMPANIES

During the year your company has acquired whole equity shares of the Sakshi Powertech Private Limited, except for maintained requisite no. of member in the company.

During the year, the board of director reviewed the affairs of the subsidiary companies. As per section 212 of the companies act, 1956, we are required to attached the Balance Sheet, Statement of Profit and Loss Account and other document of our subsidiary. The Ministry of Corporate Affairs, Government of India vide its Circular No. 2/2011 dated February 8, 2011, exempted companies from complying with section 212 , provided such companies publish the audited consolidated financial statement in the Annual Report. The company has published the audited consolidated financial statement for the fiscal year 2014 and the same forms part of this Annual Report. Accordingly, this Annual Report does not contain the financial statement of our subsidiary. As per Accounting Standards -21 "Consolidated Financial Statements" Para 30 On the first occasion that consolidated financial statements are Presented, comparative figures for the previous period need not be presented.", hence we are presenting only current financial year's consolidated financial performance.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS

The Company has been proactive in following the principles and practices of good governance. The Company has taken adequate steps to ensure that the condition of corporate governance as stipulated in Clause 49 of the Listing agreements of the Stock Exchange is complied with.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000, the Directors hereby state and confirm 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 are responsible and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2014 and of the Profit and Loss Account and Cash Flow Statement for the year ended March 31st, 2014.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting standards in accordance with the provisions of the Companies Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The annual accounts have been prepared on a going concern basis.

FIXED DEPOSITS

The Company has not accepted any Fixed Deposits during the year. The Company does not have any Fixed Deposits with it since inception.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Particulars with regards to conservation of energy etc, as required under Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 are not applicable as the Company is not a manufacturing Company.



The foreign exchange earning and expenditure of the Company is as follows

- | | | |
|----|------------------------------|----------------|
| 1. | Earning Foreign Exchange | US \$ 68610.10 |
| 2. | Expenses in Foreign Exchange | Nil |

DIRECTORS

Shri Vineet Shrivatsava director of the Company retires by rotation and being eligible offer himself for re-election.

AUDITORS

M/s M.S. Dahiya and Company Chartered Accountants (ICAI FRN.-013855C), Statutory Auditor of the company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received letter from M/s M.S. Dahiya and Company to the effect that their appointment, if made, would be in accordance with section 139 of the Companies Act, 2013 and that, they are not disqualified for such appointment within the meaning of section 141 of the Companies Act, 2013.

The notes on Accounts referred to in the Auditors Report are self-explanatory and therefore do not call for any further comments.

PARTICULARS OF EMPLOYEES

The particulars of employees, required to be furnished under section 217(2A) of the companies Act 1956 read with companies (Particulars of Employees), Rules 1975 as amended, there are no employees covered by the said Rules.

ACKNOWLEDGEMENT

The Directors place on record their sincere appreciation for the encouragement, co-operation and support receive by the Company from the local authorities, banks, customers, suppliers, and business their sincere appreciation of the valuable services rendered by the employees of the Company at all levels.

For & on Behalf of Board of Directors
Rajesh Jain
Director

Place : Indore
Date : 17/05/2014



Report on Corporate Governance

The detailed report on Corporate Governance, for the year **1st April, 2013 to 31st March 2014** as per the format prescribed by and incorporated in Clause 49 of the Listing Agreement is set out below:

A. THE COMPANY'S GOVERNANCE PHILOSOPHY

The Company strongly believes that good Corporate Governance is a pre-requisite for enhancing share holders long term value. The Board considers itself as the trustee of its Shareholders. During the period under review the Board continued its pursuit by adopting and monitoring of cooperate strategies, prudent business plan, major risks and ensuring that the Company pursues policies and procedure to satisfy its social, legal and ethical responsibilities.

B. BOARD OF DIRECTORS

(i) Composition and category of Directors.

S. No.	Name of Director	Category	Directorship	Number of Other Committee Members	Committee Chairmanship
1.	Rajesh Jain	Professional /Director	6	2	-
2.	K. K. Bhandari	Independent Director	3	2	1
3.	S. L. Jain	Promoter	1	1	-
4.	Vineet Shrivastava	Independent Director	4	2	1

(ii) Attendance of each Director at the Board Meeting and the last Annual General Meeting

The Board of Directors provides the strategic direction and thrust to the operation of the company. During the period under review, 4 board meeting were held on 27th April 2013, 20th July 2013, 30th October 2013, 31st January 2014, 18 February 2014,. The Twenty first Annual General Meeting was held on 27th May 2013.

Attendance of each Director at Board Meeting and Annual General Meeting (AGM) was as follow:-

S. No.	Name of Director	No. of Board Meeting attended	Attendance at AGM held on
1.	Rajesh Jain	5	Yes
2.	K.K. Bhandari	5	Yes
3.	S.L. Jain	5	Yes
4.	Vineet Shrivastava	5	Yes

C. DETAILS OF REMUNERATION PAID TO DIRECTORS DURING THE PERIOD ENDED ON 31st March, 2014.

Directors are not paid any sitting fees or any remuneration for attending meeting of the Board of Directors and Committees thereof.

D. COMMITTEES OF THE BOARD:-

- i. Audit Committee
- ii. Shareholder/Investors grievance committee



The following Directors are members of the Audit Committee:-

1. Rajesh Jain
2. K.K. Bhandari
3. Vineet Shrivastava - Chairman

All the members of the Committee are independent Directors except Mr. Rajesh Jain. The Statutory Auditors and Internal Auditors attend the meeting of the Committee.

The role, powers and function of the audit Committee are as stated in clause no.49 of the Listing Agreement and section 177 of the Companies Act, 2013. The Committee reviews the financial statements before they are placed before the Board. During the period under review four meeting of the committee were held i.e. 16th May 2013, 20th July 2013, 30th October 2013, 31st January 2014, and all the directors were present in all meetings.

Share Holders / Investors Grievance Committee

The following Directors are members of the Shareholders Committee

S. No.	Name of Director
1.	Rajesh Jain
2.	K.K. Bhandari-Chairman
3.	Vineet Shrivastava

Mr. Atul Chouhan is the Compliance Officer of the Company.

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

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

E. GENERAL BODY MEETING :-

Particulars of the 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	Venue	Date	Time
19 th	30-06-2011	22, Press Complex, Indore	07-12-2011	11:30
20 th	31-03-2012	22, Press Complex, Indore	10-09-2012	11.30
21 st	31-03-2013	22, Press Complex. Indore	27-05-2013	11.30

Postal Ballot

No Resolution was passed through postal ballot during the last financial year.

F. DISCLOSURES REGARDING RE-APPOINTMENT OF DIRECTORS

Pursuant to the provision of section 152 of the Companies Act, 2013, Mr. Vineet Shrivastava retires by rotation at the forthcoming Annual General Meeting being eligible offers himself for reappointment.

G. DISCLOSURES

- (i) There are no transactions of material natures with directors/Promoters or any related entity, which will have any potential conflict with the interest of the Company at large.



- (ii) There 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.

H. MEANS OF COMMUNICATIONS :-

Financials Results

The quarterly audited financial results and annual audited financials results are normally published in Apni Dunia & Free Press.

I. SUBSIDIARY

The Company is having a 100% Subsidiary i.e. Sakshi Powertech Private Limited.

J. GENERAL SHAREHOLDER INFORMATION

- (i) Annual General Meeting :

Day, Date and Time : Tuesday, 30th September, 2014 11.30 a.m
Venue : 22, Press Complex, Indore

- (ii) Financial Calendar :

Calendar of events for the year ended 31st March 2015.

Audited results for the period ended 01-04-2014: 31-03-2015

Quarter ending	Release of results
For the Quarter ending June 30, 2014	31 st July , 2014
For the Quarter ending September 30, 2014	31 st October, 2014
For the Quarter ending December 31, 2014	31 st January, 2015
For the Quarter ending March 31, 2015	30 th April, 2015

- (iii) Date of book Closure :

The Company's Register of members and Share Transfer Books shall remain closed from Monday, 22nd September 2014 to Saturday, 27th September, 2014 (both days inclusive).

- (iv) Share Transfer System:

M/s Purva Sharegistry (India) Private Limited is a Share Transfer Agent. Documents for transfer of shares in physical form can be lodged with M/s Purva Sharegistry (India) Private Limited at Mumbai .The transfers are processed within 10-15 days if the documents are complete in all respects.

- (v) Investor Services – queries/ complaints during the period ended 01.04.2013 to 31.03.2014 queries/complaints/ requests were received by the Company from the share holders and investors have been resolved.

- (vi) Listing on Stock Exchange :

The Shares of the Company is listed on the Madhya Pradesh Stock Exchange Limited at Indore & Bombay Stock Exchange limited at Mumbai.

BSE Code :- 511447

Stock Exchange :- (a) Bombay Stock Exchange Mumbai,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001,
(b) Madhya Pradesh Stock Exchange Ltd.
Palika Plaza, MTH Compound, Indore - 452007



(vii) (a) Market Price data (At BSE)

Month	Highest Rate	Lowest Rate
April-13	2.99	2.99
May-13	3.13	2.86
June-13	2.86	2.86
July-13	3.00	3.00
August-13	3.15	2.13
September-13	2.13	1.6
November-13	1.76	1.76
December-13	1.76	1.76
January-14	2.17	1.84
February-14	4.53	2.27
March-14	5.18	4.28
April-14	5.15	4.43

(b) Madhya Pradesh Stock Exchange:

Trading Platform at MPSE does not exist hence no trading is possible at MPSE.

(viii) Distribution of Shares Holding (As on 31st March 2014)

No. of Shares	Holding of Share	Shareholders Number	Shareholders% of total Holders	Number of Shares	Shares % of total capital
Upto	5000	4133	76.21	9870590	12.42
5001	10000	793	14.62	7316760	9.21
10001	20000	290	5.33	4900300	6.17
20001	30000	86	1.59	2260000	2.84
30001	40000	30	0.55	1068000	1.34
40001	50000	25	0.46	1190600	1.50
50001	100000	44	0.81	3055510	3.85
100001	Above	22	0.41	49796240	62.67

(ix) Dematerialization of Shares:-

The company's shares are in D-Mat & Physical form.

(x) Address for correspondence for Share holders:-

M/s Purva Shareregistry (India) Private Limited.

Unit No. 9, Shiv Shakti Ind. Estt.

J.R. Boricha Marg, Opp. Kasturba Hospital Lane,

Lower Parel (E)- Mumbai- 400 011

Tel- 91-22-2301 3761/8261, Fax: 91-22-2301/2517

K. CODE FOR PREVENTION OF INSIDER TRADING

In compliance with SEBI Regulations on prevention of insider trading, the company has adopted a code of conduct for its directors and designated employees. The code lays down guidelines which included procedures to be followed and disclosures to be made while dealing into shares of the company.

L. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) Industry Structure and Developments:

The Company is in business of information technology activity, News Paper printing & publishing and IT education & trading of shares. During the year Company earned its revenue from information technology



and News Paper printing & Publishing activities and company expects its businesses to surge in India and in particular with respect to company.

b) **Segment-wise or product-wise performance**

The Segment wise performance is as follows :

Segment	Revenue Rs. In Lacs	Profit
Software & IT Services	52.30	-24.79
Newspaper & Publishing	28.95	21.54
Unallocated	3.58	3.58

c) **Risk and Concerns**

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. Warehousing and agriculture is a steady business and company does not expect losses in future.

d) **Internal Control System and their adequacy**

The Company has an elaborate system of internal controls to ensure optimal utilization of company's resources and protections thereof, facilitating accurate and speedy compilation of accounts and management information reports and compliance with laws and regulations. The internal Auditors and Company's internal audit department conducts regular audits to ensure adequacy of internal control system, adherence to management instruction and compliance to the laws and regulations of the country as well as to suggest improvement.

e) **Discussion on financial performance with respect to operational performance**

During the year the company has made a Profit of Rs. 0.23 lacs.

f) **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. The number of employees on 31.03.2014 was 4.

DECLARATION

As provided under clause 49 of the listing agreement with Stock Exchanges, all board members and senior management personnel have affirmed compliance with " The Sylph Technologies Limited – Code of conduct " for the year ended 31st March, 2014.

For & on behalf of the Board of Directors

Place : Indore
Dated : 17th May, 2014

Rajesh Jain
Director

**CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED UNDER CLAUSE 49
OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES IN INDIA**
Certificate

To The Shareholders

SYLPH Technologies Limited

We have examined the compliance of the conditions of Corporate Governance by Sylph Technologies Limited for the year ended 31-03-2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The compliance of the condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the condition of 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 condition of Corporate Governance as stipulated in the Above-mentioned Listing Agreement.

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

For M/S M.S. DAHIYA & Co.
CHARTERED ACCOUNTANTS

Harsh Firoda
Partner

M. No. 409391
FRN 013855C

Place : Indore
Dated : 17th May, 2014

Disclosure of names of persons constituting group in relation to Sylph Technologies limited pursuant to Regulation 3(1)(e)(i) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997

Rajesh Jain, Jayshri Jain, Shantilal Jain



INDEPENDENT AUDITOR'S REPORT

To the Members of
SLYPH TECHNOLOGIES LIMITED
REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of *Sylph Technologies limited* (the Company), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these 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 Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. We have 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 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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

For M/s M.S. DAHIYA & CO.
CHARTERED ACCOUNTANTS
FRN013855C

Place : Indore
Date : 17/05/2014

Harsh Firoda
(Partner)
M. No. 409391



ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 of our report of even date on the accounts for the year ended 31st March 2014 of **Sylph Technologies Limited.**)

- I. In the respect of Fixed Assets :
 - The Company is maintaining fixed Asset register showing full particulars, including quantitative details and situation of Fixed Assets.
 - The management has physically verified the fixed assets
 - The Company has not disposed off any of its fixed assets during the year.
- II Inventory :

During the year company does not maintain any Inventory.
- III
 - a. The company has granted unsecured loans to three companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involving during the year is Rs. 375.20/- lacs and the year end balance of loans given to such parties is Nil.
 - b. According to the information and explanation given to us, we are of the opinion that the rate of interest & terms and conditions of loan given by the company to parties cover under section 301 of the companies act, 1956 are prima facie not prejudicial to the interest of the company.
 - c. No stipulation has been made for the repayment of loans given by the company to the parties cover under section 301 of the companies act, 1956.
 - d. There is Nil overdue amount of loans granted to companies listed in the register maintained under section 301 of the companies act, 1956.
 - e. The company has taken unsecured loan from one party covered in the register maintained under section 301 of the companies act, 1956. The maximum amount involved during the year is Rs. 145.70/- lacs and the year end balance of loan taken from such party were Rs. 145.70/- lacs.
 - f. In our opinion and according to information & explanations given to us, the loan taken by company is interest free & other terms & conditions of loan taken by the company, are not prima facie prejudicial to the interest of the company.
 - g. No stipulation has been made for the repayment of loans taken by the company covered in the register maintained under section 301 of Companies Act, 1956; therefore we are unable to comment on regularity of repayment of loan & interest thereon
- IV In our opinion and according to information & explanations given to us, there is adequate internal control system commensurate with the size of the company & nature of its business with regard to the purchase of inventory & fixed assets & for the sale of goods. Further on the basis of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across nor have been informed of any instances of major weaknesses in the internal control system.
- V
 - a. Based on audit procedures applied by us, to the best of our knowledge & belief and according to the information & explanations given to us. We are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
 - b. In our opinion and according to information & explanations given to us, transactions made in pursuance of contracts or arrangement entered in the register maintained under section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time where such market prices are available.
- VII In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- VIII As informed to us and in our opinion the maintenance of cost records has not been prescribed by the Central Government U/s 209(1)(d) of the Companies Act, 1956 for any product of the company.
- IX
 - a. According to the records of the company examined by us and the information & explanations given to us, in our opinion the company is, generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investors Education & Protection Fund, Employees State Insurance, Income



Tax, Sales Tax, service tax Excise Duty, Wealth Tax, Custom Duty, cess and other statutory dues applicable to it. No undisputed amount payable as at 31st March 2014 for a year of more than 6 month from the date they became payable.

- b. According to records of the company examined by us and the information & explanations given to us, there are no statutory dues which have not been deposited on account of dispute.
- X The accumulated losses of company are not more than 50% of its net worth as at 31.03.2014. The company has not incurred any cash losses in the current year and in the immediately preceding financial year.
- XI Based on our audit procedure & on the basis of information & explanations given by the management, we are of the opinion that the company has not defaulted in payment of dues to the financial institution or bank during the year. The company does not have any borrowing by way of debentures.
- XII The Company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII In our opinion and according to the information & explanations given to us, the company is not a chit fund and nidhi / mutual benefit fund / society. Therefore, provisions of this clause is not applicable to the company.
- XIV Based on our examination of records and the information & explanations given to us, the company has maintained proper records of the transactions & contracts in respect of dealing & trading in shares, securities, debentures and other investments and timely entries have been made. All the investments have been held by the company in its own name.
- XV According to the information & explanations given to us, the company has not given any guarantee for loans taken by others from the banks and financial institutions during the year.
- XVI According to the records of the company, examined by us and the information & explanations given to us, the company has not raised term loans during the year.
- XVII According to the information & explanations given to us and on the basis of an overall examination of balance sheet of the company, in our opinion no funds raised by company on short term basis, have been used for long term investments.
- XVIII During the year company has not made any preferential allotment of shares to parties and companies covered under register maintained under Section 301 of the Companies Act, 1956.
- XIX As explained to us, during the year covered by our audit, the company has not issued any debentures.
- XX The company has not raised any money through public issue during the year.
- XXI According to the information & explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For M/s M.S. DAHIYA & CO.
CHARTERED ACCOUNTANTS
FRN 013855C

Harsh Firoda
(Partner)
M. No. 409391

Place : Indore
Date : 17/05/2014



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.

Sylph is a leading 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. We have a deep domain expertise, which we leverage to provide high quality solutions and services.

The Company has acquired rights for the Publication of a 25 year old Newspaper. Test run has been done and commercial operations started during the year.

Note – 2

Significant Accounting Policies

2.1 Basis of preparation:

The Financial statements are prepared under the historical cost convention, in accordance with Indian Generally Accepted Accounting Principles (GAAP) and mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI), provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India. All incomes and expenditures having a material bearing on the financial statement are recognized on the accrual basis. Accounting Policies have been consistently applied except where a newly issued accounting standard if initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

2.2 Use of estimates:

The preparation of statements in conformity with GAAP requires Management to make estimates and assumptions that affect reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and reported amount of revenue and expenses during the reported period. Actual result could differ from estimates. Any changes in estimates are adjusted prospectively.

Management periodically assesses using external and internal sources whether there is any indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. An impairment loss is reserved only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated.

2.3 Cash Flow statement :

Cash flow statement are reported using indirect method. The cash flow regular revenue generating, financing and investing activities of the company are segregated.

2.4 Revenue recognition:

Revenue from software development services comprises income from time and material and fixed price contracts. Revenue from time and material basis recognized as the services are rendered. Revenue from fixed price contracts and sale of license and related customization and implementation is recognized in accordance with the percentage completion. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become certain based on the current estimates.



Revenue from annual technical service contracts is recognized on pro-rata basis over the period in which the services are rendered.

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 recognised 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 on development of surplus funds 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 Earnings Per share :

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

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 investment are carried at cost or fair value, whichever is lower. Long term investment 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 Fixed assets and depreciation :

Fixed assets are stated at acquisition cost less accumulated depreciation. The cost of fixed assets 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 is provided on the Straight Line Method (SLM) as per the rates prescribed in Schedule XIV of the Act.

Depreciation is charged on pro-rata basis on assets acquired during the year. The depreciation is charged from the date in which the assets is required.

2.8 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.



Balance Sheet as at 31st March, 2014

Amount (in Rs.)

PARTICULARS	Note No	AS AT 31.03.2014	AS AT 31.03.2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	79,458,000	79,458,000
(b) Money received against share warrants		17,635,500	-
(c) Reserve & Surplus	4	(14,041,554)	(14,065,203)
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	5	-	1,230,000
(b) Deferred tax liabilities (Net)	6	21,039	10,464
(c) Other Long term liabilities		-	-
(d) Long-term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables		-	-
(c) Other current liabilities	7	14,884,510	314,510
(d) Short-term provisions	8	20,000	20,000
Total		97,977,495	66,967,771
II. Assets			
(1) Non-current assets			
(a) Fixed assets	9	3,906,733	168,358
(b) Non-current investments	10	77,480,480	36,000,000
(c) Long term loans and advances	11	4,906,521	21,910,000
(d) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	12	4,585,000	8,545,000
(d) Cash and cash equivalents	13	600,253	117,004
(e) Short-term loans and advances	14	6,316,008	-
(f) Other current assets	15	182,500	227,409
Total		97,977,495	66,967,771

See accompanying notes forming part of the financial statements

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

For and on behalf of the board of Directors

Director

Director

Harsh Firoda
Partner
M.No. 409391
Place: Indore
Date: 17/05/2014



Statement of Profit and Loss for the year ended 31st March, 2014

Amount (in Rs.)

PARTICULARS	Note No.	AS AT	AS AT
		31.03.2014	31.03.2013
I. Revenue from operations(Gross)	16	8,124,500	1,099,000
Less : Excise Duty		-	-
Revenue from operations(Net)		8,124,500	1,099,000
II. Other Income	17	358,473	4,507
III. Total Revenue (I + II)		8,482,973	1,103,507
IV. <i>Expenses:</i>			
Cost of materials consumed	18	116,865	45,800
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade			
Employee benefit expense	19	920,637	330,888
Financial costs	20	1,120	2,108
Depreciation and amortization expense	9	62,885	15,642
Other expenses	21	7,347,242	674,189
Total Expenses		8,448,749	1,068,627
V. Profit before exceptional and extraordinary items and tax (III - IV)		34,224	34,880
VI. Prior Period Adjustments		-	-
VII. Profit before extraordinary items and tax (V - VI)		34,224	34,880
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		34,224	34,880
X. Tax expense :			
(1) Current tax for current year		6,521	-
Less : Mat Credit Entitlement		(6,521)	-
(2) Deferred tax		10,575	10,464
XI. Profit/(Loss) from the period from continuing operations (IX- X)		23,649	24,416
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the year (XI + XIV)		23,649	24,416
XVI. Earning per equity share:	22		
(1) Basic		0.01	0.01
(2) Diluted		0.01	0.01

See accompanying notes forming part of the financial statements

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

For and on behalf of the board of Directors

Harsh Firoda
Partner
M.No. 409391

Director

Director

Place: Indore
Date : 17/05/2014



CASH FLOW STATEMENT FOR THE YEAR PERIOD ENDED 31st MARCH 2014

Amount (in Rs.)

Particulars	AMOUNT 31-03-2014	AMOUNT 31-03-2013
A Cash flow from Operating Activities		
Net Profit before tax and Extraordinary items	34,224	34,880
Adjustment for :	-	-
Depreciation	62,885	15,642
Preliminary & Pre-Operative Expenses	-	-
Operative Profit before Working Capital Adjustments for :	97,109	50,522
Increase/Decrease in Trade & others receivable	3,960,000	2,200,000
Increase/Decrease in Trade Payables & other provision	-	-
Increase/Decrease in Unsecured Loan	17,010,000	1,230,000
Increase/Decrease in Current Assets	38,388	(11,608)
Increase/Decrease in Stock term loan & advance	(6,316,008)	-
Net Cash flow from Operating Activities	14,789,489	3,468,914
B Cash Flow From Investing Activities	(45,281,740)	(7,684,000)
Increase/Decrease in Fixed Assets	(3,801,260)	(184,000)
Increase/Decrease in Investments	(41,480,480)	(7,500,000)
C Net Cash Flow from Financing Activities	30,975,500	4,023,493
Increase/Decrease in Share Capital	17,635,500	10,468,500
Increase/Decrease in Securities Premium	-	-
Increase/Decrease in Long Term Loans & Advances	13,340,000	(6,445,007)
Net Increase/Decrease in Cash & Cash Equivalent (A+B+C)	483,249	(191,593)
Add:- Cash & Cash Equivalent as at 31st March 2013	117,004	308,597
Cash & Cash Equivalent as at 31st March 2014	600,253	117,004

Notes : Figure in bracket represent cash out flow.

As per our report of even date attached

For M.S. Dahiya & Company

Chartered Accountants
FRN 013855C

For & On Behalf Of the Board Of Director

Director

Director

Harsh Firoda

Partner
M.No. 409391
Place: Indore
Date: 17/05/2014

AUDITORS' CERTIFICATE

To
The Board of Director
SYLPH TECHNOLOGIES LIMITED

We have verified the attached Cash Flow Statement of SYLPH TECHNOLOGIES LIMITED with reference to the audited annual accounts for the year ended 31st March 2014 and we found the same to be in agreement therewith.

For M.S. Dahiya & Company

Chartered Accountants
FRN. 013855C

Harsh Firoda

Partner
M.No. 409391

For & On Behalf Of the Board Of Director

Director

Director

NOTES TO THE FINANCIAL STATEMENT

Amount (in Rs.)

Note No.	PARTICULARS	AS AT 31-03-2014	AS AT 31-03-2013
3	Share Capital		
	Equity Share Capital :		
	Authorised Share capital 15,000,000 Equity Shares of Rs.10/- Each	150,000,000	150,000,000
	Issued, subscribed & fully paid share capital 7945800 Equity Shares of Rs.10/- each (Fully Paid up) (Previous Yr. 7945800 equity Shares of Rs.10/- each)	79,458,000	79,458,000
	Total	79,458,000	79,458,000

3(i)	Reconciliation of Number of Shares	AS AT 31.03.2014 No. of Shares	AS AT 31.03.2013 No. of Shares
	Equity Shares :		
	Balance as at the beginning of the year	7,945,800	6,550,000
	Add : warrant converted during the year	-	1,395,800
	Balance As at the end of the year	7,945,800	7,945,800

3(ii) **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 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(iii) **Preferential Allotment of convertible warrants** : During the year company has issued Equity Warrants on Preferential basis to Non Promoters of Rs. 162.50 Lacs and to Promoter of Rs. 13.85 lacs.

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

	AS AT 31.03.2014	AS AT 31.03.2013
Equity Shares :	No. of Shares	No. of Shares
1. Rajendra Kumar Verma	1,115,785 14.04%	1,000,000 12.59%
2. Ghanshyam Soni	1,000,000 12.59%	1,000,000 12.59%
3. Devki Nandan Agrawal	1,000,000 12.59%	1,000,000 12.59%
4. Rajesh Jain	895,200 11.27%	895,200 11.27%

NOTES TO THE FINANCIAL STATEMENT

Note No.	PARTICULARS	AS AT 31-03-2014	AS AT 31-03-2013
4	Reserves and Surplus		
	(i) Capital Reserves		
	Balance as at the beginning of the year	456,750	456,750
	Add :	-	-
	Balance as at the end of the year	456,750	456,750
	(ii) Securities Premium Reserve		
	Balance as at the beginning of the year	611,000	611,000
	Add : Premium on share issued during the year	-	-
	Balance as at the end of the year	611,000	611,000
	(iii) Surplus in the statement of Profit and loss		
	Balance as per last financial statements	(15,132,953)	(15,157,369)
	Profit for the Year	23,649	24,416
	Balance as at the end of the year	(15,109,304)	(15,132,953)
	Total(i+ii+iii)	(14,041,554)	(14,065,203)
5	Long term borrowings		
	Unsecured Loans and advances form related parties	-	1,230,000
	Total	-	1,230,000
6	Deferred Tax Liability (Net)		
	Deferred Tax Liability on account of timing difference in Depreciation	21,039	10,464
	Deferred Tax Assets	-	-
	Deferred Tax Liability Net	21,039	10,464
7	Other Current Liabilities		
	Current Payable of Long-term Borrowings		
	Unsecured Loans and advances form related parties	14,570,000	-
	Other payables including statutory liabilities		
	Outstanding Expenses	314,510	314,510
	Total	14,884,510	314,510
8	Short Term Provisions		
	Provision for Audit Fees	20,000	20,000
	Total	20,000	20,000

9 Fixed Assets Schedule

Particulars	Rate of Dep.	Cost/Gross Block				Depreciation				Net Block	
		Opening	Additions	Deductions	Closing	Up to last year	for the period	On sale/ Adjustment	To Date	As at 31st March 2013	As at 31st March 2014
Lease hold land	-	-	3,036,438.00	-	3,036,438.00	-	-	-	-	-	3,036,438.00
Computers	16.21%	184,000.00	118,384.00	-	302,384.00	15,642.00	35,208.00	-	50,850.00	168,358.00	251,534.00
Electronic Goods	4.75%	-	34,235.00	-	34,235.00	-	1,034.00	-	1,034.00	-	33,201.00
Mercedes Car	9.50%	-	500,000.00	-	500,000.00	-	23,684.93	-	23,684.93	-	476,315.07
Refrigerator	4.75%	-	62,500.00	-	62,500.00	-	1,342.00	-	1,342.00	-	61,158.00
UPS	4.75%	-	49,703.00	-	49,703.00	-	1,616.00	-	1,616.00	-	48,087.00
TOTAL		184,000.00	3,801,260.00	-	3,985,260.00	15,642.00	62,884.93	-	78,526.93	168,358.00	3,906,733.07
Previous Year		-	184,000.00	-	184,000.00	-	15,642.00	-	15,642.00	-	168,358.00

Note No.	PARTICULARS	AS AT 31-03-2014	AS AT 31-03-2013
10	Non Current Investment		
	Trade Investments		
	Investment in Unquoted Equity Instruments of Subsidiary		
	483750 Shares of Sakshi Powertech Pvt. Ltd. (F.V. Re. 1)	38,475,000	7,500,000
	Investment to Unquoted Equity Instruments of Companies		
	21500 Shares of Saksham Publishers & Printers Ltd. (F.V. Re. 10)	14,885,000	12,500,000
	335440 Shares of Sakshi Multitrade Pvt. Ltd. (F.V. Re. 1)	10,682,480	6,000,000
	25280 Shares of Sylph Education Solutions Ltd. (F.V. Re. 10)	13,438,000	10,000,000
	Total	77,480,480	36,000,000
11	Long Term Loans and Advances		
	Security Deposits		
	Unsecured considered good	-	14,000,000
	Others Loans and Advances		
	Unsecured Considered Good	4,900,000	7,910,000
	Mat Credit Entitlements	6,521	-
	Total	4,906,521	21,910,000
12	Trade Receivables		
	Unsecured Exceeding Six Months	-	8,470,000
	Unsecured Others	4,585,000	75,000
	Total	4,585,000	8,545,000
13	Cash and cash equivalents		
	Balances with Scheduled banks in India	102,017	52,998
	Cash on hand	498,236	64,006
	Total	600,253	117,004
14	Short Term Loans And Advances		
	Others Loans and Advances		
	Unsecured Considered Good	6,316,008	-
	Total	6,316,008	-
15	Other Current Assets		
	Balances with Revenue Authorities	182,500	227,409
	Total	182,500	227,409
15.1	Balance with revenue authority includes tds receiveable		
16	Revenue from Operations		
	Revenue from - Sale of Products	6,995,000	155,000
	Sale of Services	1,129,500	944,000
	Total	8,124,500	1,099,000

Note No.	PARTICULARS	AS AT 31-03-2014	AS AT 31-03-2013
16.1	Particulars Of Sale Of Products		
	News Paper	2,895,000	155,000
	Software Sales Exports	4,100,000	-
16.2	Particulars Of Sale Of Services		
	Job Work Receipts	1,129,500	944,000
	Total	8,124,500	1,099,000
17	Other Income		
	Interest income	7,353	4,507
	Other non-operating income	351,120	-
	Total	358,473	4,507
18	Cost of Material Consumed		
	Opening Stock	-	-
	Add : Purchase during the year	116,865	45,800
		116,865	-
	Less : Closing Stock	-	-
	Material Consumed during the Year	116,865	45,800
	Total	45,800	-
19	Employee Benefits Expense		
	Salaries and wages	902,161	330,888
	Staff Welfare	18,476	-
	Total	920,637	330,888
20	Finance Costs		
	Other borrowing costs	1,120	2,108
	Total	1,120	2,108
21	Other Expenses		
	Bad Debts	5,020,000	-
	Telephone Expenses	68,510	92,196
	Computer Maintenance	28,300	31,945
	Insurance Expenses	-	11,544
	Travelling Expenses	265,306	-
	Legal Expenses	214,021	199,737
	Postage & Telegram	44,341	33,600
	Printing & Stationery Expenses	94,263	27,840
	Auditors Remuneration	20,000	20,000
	Listing Charges	28,090	28,500
	Books & Periodicals	3,190	-
	Office Expenses	47,680	6,475
	Lease Premium for land	30,364	-
	Other Expenses	800,499	-
	Repair and Maintenance Exp.	141,713	-
	Electricity Expenses	282,275	209,003
	Business Promotion Expenses	258,690	-
	Share Transfer Fees	-	13,349
	Total	7,347,242	674,189

Note No.	PARTICULARS	AS AT 31-03-2014	AS AT 31-03-2013
20.1	Payment to Auditors		
	Audit Fees	20,000	20,000
	Total	20,000	20,000
22	Earning Per Share		
i	Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	23649	24416
ii	Weighted No.of Equity Shares	4552931	4552931
iii	Basic earning per share	0.01	0.01
iv	Diluted earning per share	0.01	0.01
v	Face Value per equity share	10.00	10.00
23	Related Party Disclosures		
	In accordance with accounting standard 18 " Related Party Disclosure" issued by the Institute of Chartered Accountant of India, and notified under the Company's Accounting Standard Rules, 2006 the names of the Related Parties and the relevant disclosure is as under:		
	a) Name of the related party and description if relationship :		
1	Key Managerial Persons		
	1. Rajesh Jain		
	2. Shantilal Jain		
2	Relative of Key Managerial Persons		
	1. Jayshri Jain		
3	Companies/Entities under the Control of Key Management Personnel		
	1. Sylph Education Solutions Ltd.		13,438,000
	2. Sakshi Multitrades Pvt. Ltd.		10,682,480
	3. Saksham Publishers & Printers Ltd.		14,885,000
	Subsidiary Company		
	1. Sakshi Powertech Pvt. Ltd.		38,475,000
	Transactions with related Parties		
	Nature of Transactions	Associates/Key Management Persons	Associates/Key ManagementPersons
		31.03.2014	31.03.2013
	Sale of Goods (News Paper)	600,000.00	30,000
	Loan Given	37,520,480.00	-
	Investment in Shares	77,480,480.00	36,000,000
	Unsecured Loan Taken (Interese free)	14,570,000.00	-
	Deposit	-	14,000,000
	Repayment of Unsecured Loan	-	-
	Outstanding Balances	-	-
	As on 31.03.2014	-	-
	Debit Rs.	-	-
	Credit Rs.	14,570,000.00	-
24	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.		



Note No.	PARTICULARS	AS AT 31-03-2014	AS AT 31-03-2013
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25 Various items included under the head Current Assets, Loan & Advances, as well as Current Liabilities are subject to confirmation / reconciliation.

26 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.

27 **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.

(ii) The company operates in segments namely software development and share trading, News Paper Printing & Publishing During the period the company has operated only in segments i.e. software development News Paper Printing & Publishing. Hence the entire revenue and expenses pertains to this segment.

b) **Geographical Segment:**

Since the operations of the Company are conducted within India and sale of software exported at Dubai.

PARTICULARS	AS AT 31.03.2014	AS AT 31.03.2013
Segment Revenue		
PrimarySegment (Bussiness)		
Information Technology	52.30	9.44
Information Technology-Education	0.00	0.00
Newspaper & Publishing	28.95	1.55
Unallocated	3.58	0.05
Total (Net sales/Income from operation)	84.83	11.04
Segment Results		
Profit before Interest & Tax		
Information Technology	-24.79	-0.44
Information Technology-Education	0.00	0.00
Newspaper & Publishing	21.54	1.09
Unallocated	3.58	-0.30
Less:-Interest	0.00	0.00
Total Profit & Loss before tax	0.34	0.35
Capital Employed		
Segment Assets – Segments Liabilities		
Primary Segment		
Information Technology	204.97	169.28
Information Technology-Education	134.38	100.10
Newspaper & Publishing	148.85	265.30
Unallocated	491.57	135.00
Total (i)	979.77	669.68



Note No.	PARTICULARS	AS AT 31-03-2013	AS AT 31-03-2012
	Segment Revenue		
	Secondary Segment (Geographical)		
	Information Technology	52.30	9.44
	Information Technology-Education	0.00	0.00
	Newspaper & Publishing	28.95	1.55
	Unallocated	3.58	0.05
	Total (Net sales/Income from operation)	84.83	11.04
	Segment Results		
	Profit before Interest & Tax	-24.79	-0.44
	Information Technology	0.00	0.00
	Information Technology-Education	21.54	1.09
	Newspaper & Publishing	3.58	-0.30
	Unallocated	0.00	0.00
	Less:-Interest	0.00	0.00
	Unallocated Income	0	0
	Total Profit & Loss before tax	0.34	0.35
	Capital Employed		
	Segment Assets – Segments Liabilities		
	Secondary Segment		
	Information Technology	204.97	169.28
	Information Technology-Education	134.38	100.10
	Newspaper & Publishing	148.85	265.30
	Unallocated	491.57	135.00
	Total (i)	979.77	669.68
28	Contingent Liabilities & Commitments		
	Corporate guarantee given on behalf of Company	Nil	Nil
	Any other contingent liability	Nil	Nil
29	Value of Imports on (CIF Basis)		
	i Raw Material	Nil	Nil
	ii Capital Goods	Nil	Nil
	iii Trading Goods	Nil	Nil
30	Expenditure in foreign exchange	Nil	Nil
31	Earning in foreign exchange	US \$ 68610.63	Nil
31	These financial statements have been prepared in the format prescribed by the revised Schedule VI to the companies Act 1956. Previous period figures have been recasted/ restated to confirm to the current year. Figures have been rounded off to the nearest Rupee.		

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

Harsh Firoda
Partner
M.No. 409391

Place: Indore
Date: 17/05/2014

For and on behalf of the board of Directors

Director

Director



Independent Auditors' Report

To the Board of Directors of Sylph Technologies Limited

We have audited the accompanying consolidated financial statements of **Sylph Technologies Limited** ('the Company') and subsidiaries, which comprise the consolidated Balance Sheet as at 31 March 2014, the consolidated Statement of Profit and Loss and consolidated Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and presentation of the consolidated 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 the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at 31 March 2014;
- (ii) in the case of the consolidated Statement of Profit and Loss account, of the profit for the year ended on that date; and
- (iii) in the case of the consolidated Cash Flow statement, of the cash flows for the year ended on that date.

For M/s M.S. DAHIYA & CO.
CHARTERED ACCOUNTANTS
FRN 013855C

Harsh Firoda
(Partner)
M. No. 409391

Place : Indore
Date : 17/05/2014



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.

Sylph Technologies Limited and its fully owned subsidiary Sakshi Powertech Limited is a leading software technology company in India. The group of companies ("The Group") 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 and selling of solar power pack.

The group has acquired rights for the Publication of a 25 year old Newspaper. Test run has been done and commercial operations started during the year.

Note – 2

Significant Accounting Policies

2.1 Basis of preparation:

The Financial statements are prepared under the historical cost convention, in accordance with Indian Generally Accepted Accounting Principles (GAAP) and mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI), provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India. All incomes and expenditures having a material bearing on the financial statement are recognized on the accrual basis. Accounting Policies have been consistently applied except where a newly issued accounting standard if initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

The consolidated financial statements have been prepared in accordance with Accounting Standards notified under the under the Companies (Accounting Standards) Rules, 2006 (as amended), Accounting Standard 21 (AS-21) - "Consolidated Financial Statements".

- (i) 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, 2014 and are audited.

The Consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the Parent Company and its Subsidiary Companies have been combined on a line by line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances, transactions and unrealised profits or losses have been fully eliminated.
- (ii) As per Accounting Standards -21 "Consolidated Financial Statements" Para 30 on the first occasion that consolidated financial statements are Presented, comparative figures for the previous period need not be presented", hence we are presenting only current financial year's consolidated financial statement of the Group.
- (iii) Holding company hold 483748 shares in own name and remaining two share as the name of nominee for the purpose of maintain minimum no. of members . Hence holding company having 100% interest in subsidiary company therefore minority interest of subsidiary company is NIL.



- (iv) 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 Use of estimates:

The preparation of statements in conformity with GAAP requires Management to make estimates and assumptions that affect reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and reported amount of revenue and expenses during the reported period. Actual result could differ from estimates. Any changes in estimates are adjusted prospectively.

Management periodically assesses using external and internal sources whether there is any indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of Future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. An impairment loss is reserved only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated.

2.3 Cash Flow statement :

Consolidated Cash flow statements are reported using indirect method. The cash flow regular revenue generating, financing and investing activities of the company are segregated.

2.4 Revenue recognition:

Revenue from software development services comprises income from time and material and fixed price contracts. Revenue from time and material basis recognized as the services are rendered. Revenue from fixed price contracts and sale of license and related customization and implementation is recognized in accordance with the percentage completion. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become certain based on the current estimates.

Revenue from annual technical service contracts is recognized on pro-rata basis over the period in which the services are rendered.

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 recognised when all the significant risk and rewards of ownership have passed on to the buyer, usually on the delivery of the goods.

Revenue from sale of solar power pack is recognised 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 on development of surplus funds 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 Earnings Per share:

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

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 investment 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 Fixed assets and depreciation

Fixed assets are stated at acquisition cost less accumulated depreciation. The cost of fixed assets 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 is provided on the Straight Line Method (SLM) as per the rates prescribed in Schedule XIV of the Act.

Depreciation is charged on pro-rata basis on assets acquired during the year. The depreciation is charged from the date in which the assets is required.

2.8 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.



Consolidated Balance Sheet as at 31st March, 2014

Amount (in Rs.)

PARTICULARS	Note No	AS AT 31.03.2014
I. EQUITY AND LIABILITIES		
(1) Shareholders' Funds		
(a) Share Capital	3	79,458,000
(b) Money received against share warrants		17,635,500
(c) Reserve & Surplus	4	(14,037,926)
(2) Share application money pending allotment		
(3) Non-Current Liabilities		
(a) Long-term borrowings		-
(b) Deferred tax liabilities (Net)	5	21,039
(c) Other Long term liabilities		-
(d) Long-term provisions		-
(4) Current Liabilities		
(a) Short-term borrowings		-
(b) Trade payables		-
(c) Other current liabilities	6	14,884,510
(d) Short-term provisions	7	31,520
Total		97,992,643
II. Assets		
(1) Non-current assets		
(a) Fixed assets	8	
(i) Tangible Assets		3,906,733
(ii) Capital Work-in-Progress		3,485,000
(iii) Godwill on consolidation		107,445
(b) Non-current investments	9	39,005,480
(c) Long term loans and advances	10	39,756,521
(d) Other non-current assets		-
(2) Current assets		
(a) Current investments		-
(b) Inventories		-
(c) Trade receivables	11	4,585,000
(d) Cash and cash equivalents	12	647,956
(e) Short-term loans and advances	13	6,316,008
(f) Other current assets	14	182,500
Total		97,992,643
See accompanying notes forming part of the financial statements		-

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

For and on behalf of the board of Directors

Director

Director

Harsh Firoda
Partner
M.No. 409391
Place: Indore
Date: 17/05/2014



Consolidated Statement of Profit and Loss for the year ended 31st March, 2014

Amount (in Rs.)

PARTICULARS	Note No.	AS AT 31.03.2014
I. Revenue from operations(Gross)	15	8,179,500
Less : Excise Duty		-
Revenue from operations(Net)		8,179,500
II. Other Income	16	416,473
III. Total Revenue (I + II)		8,595,973
IV. <i>Expenses:</i>		
Cost of materials consumed	17	135,365
Purchase of Stock-in-Trade		-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-
Employee benefit expense	18	945,637
Financial costs	19	1,120
Depreciation and amortization expense	8	62,885
Other expenses	20	7,411,512
Total Expenses		8,556,519
V. Profit before exceptional and extraordinary items and tax (III - IV)		39,454
VI. Prior Period Adjustments		-
VII. Profit before extraordinary items and tax (V - VI)		39,454
VIII. Extraordinary Items		-
IX. Profit before tax (VII - VIII)		39,454
X. Tax expense :		
(1) Current tax for current year		8,123
Less : Mat Credit Entitlement		(6,521)
(2) Deferred tax		10,575
XI. Profit/(Loss) from the period from continuing operations (IX- X)		27,277
XII. Profit/(Loss) from discontinuing operations		-
XIII. Tax expense of discontinuing operations		-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-
XV. Profit/(Loss) for the year (XI + XIV)		27,277
XVI. Earning per equity share:	21	
(1) Basic		0.01
(2) Diluted		0.01
See accompanying notes forming part of the financial statements		

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

For and on behalf of the board of Directors

Harsh Firoda
Partner
M.No. 409391

Director

Director

Place: Indore
Date: 17/05/2014



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR 01.04.2013 TO 31.03.2014

Particulars	AMOUNT IN RS. 31-03-201
A Cash flow from Operating Activities	
Net Profit before tax and Extraordinary items	39,454
Adjustment for :	-
Depreciation	62,885
Bad Debts	-
Operative Profit before Working Capital Adjustments for :	102,339
Increase/Decrease in Trade & others receivable	3,960,000
Increase/Decrease in Other Current Liabilities	(14,083)
Increase/Decrease in Unsecured Loan	17,010,000
Increase/Decrease in Current Assets	38,388
Increase/Decrease in Stock term loan & advance	(33,666,008)
Net Cash flow from Operating Activities	(12,569,364)
B Cash Flow From Investing Activities	(48,766,740)
Increase/Decrease in Fixed Assets	(7,286,260)
Increase/Decrease in Investments	(41,480,480)
C Net Cash Flow from Financing Activities	61,850,500
Increase/Decrease in Share Capital	48,510,500
Increase/Decrease in Securities Premium	-
Increase/Decrease in Long Term Loans & Advances	13,340,000
Net Increase/Decrease in Cash & Cash Equivalent (A+B+C)	514,396
Add:- Cash & Cash Equivalent as at 31st March 2013	133,559
Cash & Cash Equivalent as at 31st March 2014	647,956

Note : Figure in bracket represent cash out flow

as per our report of even date attached

For M.S. Dahiya & Company
Chartered Accountants
FRN 013855C

For & On Behalf Of the Board Of Director

Director

Director

Harsh Firoda
Partner
M.No. 409391

Place: Indore
Date: 17/05/2014



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note No	PARTICULARS	AS AT 31.03.2014 RUPEES
1	2	3

3 Share Capital

Equity Share Capital :

Authorised Share capital 15000000 Equity Shares of Rs.10/- Each	150,000,000
Issued, subscribed & fully paid share capital 7945800 Equity Shares of Rs.10/- each (Fully Paid up) (Previous Yr. 7945800 equity Shares of Rs.10/- each)	<u>79,458,000</u>
Total	<u>79,458,000</u>

3(i) Reconciliation of Number of Shares

Equity Shares :	No. of Shares As at 31.03.2014
Balance as at the beginning of the year	7,945,800
Add : warrant converted during the year	-
Balance As at the end of the year	<u>7,945,800</u>

3(ii) 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(iii) Preferential Allotment of convertible warrants : During the year company has issued Equity Warrants on Preferential basis to Non Promoters of Rs.162.50 Lacs and to Promoter of Rs. 13.85 lacs.

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

Equity Shares :	AS AT 31.03.2014 No. of Shares
1. Rajendra Kumar Verma	1,115,785 14.04%
2. Ghanshyam Soni	1,000,000 12.59%
4. Devki Nandan Agrawal	1,000,000 12.59%
3. Rajesh Jain	895,200 11.27%

Note No	PARTICULARS	AS AT 31.03.2014 RUPEES
1	2	3
4	Reserves and Surplus	
	(I) Capital Reserves	
	Balance as at the beginning of the year	456,750
	Capital Reserve on Consolidation	-
	Balance as at the end of the year	456,750
	(ii) Securities Premium Reserve	
	Balance as at the beginning of the year	611,000
	Add : Premium on share issued during the year	-
	Balance as at the end of the year	611,000
	(iii) Surplus in the statement of Profit and loss	
	Balance as per last financial statements	(15,132,953)
	Profit for the Year	27,277
	Balance as at the end of the year	(15,105,676)
	Total(i+ii+iii)	(14,037,926)
5	Deferred Tax Liability (Net)	
	Deferred Tax Liability on account of timing difference in Depreciation	21,039
	Deferred Tax Assets	-
	Deferred Tax Liability Net	21,039
6	Other Current Liabilities	
	Current Payable of Long-term Borrowings	
	Unsecured Loans and advances form related parties	14,570,000
	Other payables including statutory liabilities	
	Outstanding Expenses	314,510
	Total	14,884,510
7	Short Term Provisions	
	Provision for Audit Fees	30,000
	Provision for tax	1,520
	Total	31,520

8 Fixed Assets Schedule

Particulars	Rate of Dep.	Cost/Gross Block				Depreciation				Net Block	
		Opening	Additions	Deductions	Closing	Up to last year	for the period	On sale/ Adjustment	To Date	As at 31st March 2013	As at 31st March 2014
i)Tangible Assets											
Lease hold land	-	-	3,036,438.00	-	3,036,438.00	-	-	-	-	-	3,036,438.00
Computers	16.21%	184,000.00	118,384.00	-	302,384.00	15,642.00	35,208.00	-	50,850.00	168,358.00	251,534.00
Electronic Goods	4.75%	-	34,235.00	-	34,235.00	-	1,034.00	-	1,034.00	-	33,201.00
Mercedes Car	9.50%	-	500,000.00	-	500,000.00	-	23,684.93	-	23,684.93	-	476,315.07
Refrigerator	4.75%	-	62,500.00	-	62,500.00	-	1,342.00	-	1,342.00	-	61,158.00
UPS	4.75%	-	49,703.00	-	49,703.00	-	1,616.00	-	1,616.00	-	48,087.00
TOTAL		184,000.00	3,801,260.00	-	3,985,260.00	15,642.00	62,884.93	-	78,526.93	168,358.00	3,906,733.07
Previous Year		-	184,000.00	-	184,000.00	-	15,642.00	-	15,642.00	-	168,358.00
Capital Work-in-Process											
Building	-	-	2,388,000.00	-	2,388,000.00	-	-	-	-	-	2,388,000.00
Plant and Machinery	-	-	1,097,000.00	-	1,097,000.00	-	-	-	-	-	1,097,000.00
TOTAL		-	3,485,000.00	-	3,485,000.00	-	-	-	-	-	3,485,000.00
Previous Year		-	-	-	-	-	-	-	-	-	-



Note No	PARTICULARS	AS AT 31.03.2014 RUPEES
1	2	3
9	Non Current Investment	
	Trade Investments	
	Investment in Unquoted Equity Instruments	
	21500 Shares of Saksham Publishers & Printers Ltd. (F.V. Re. 10)	14,885,000
	335440 Shares of Sakshi Multitrade Pvt. Ltd. (F.V. Re. 1)	10,682,480
	25280 Shares of Sylph Education Solutions Ltd. (F.V. Re.10)	13,438,000
	Total	39,005,480
10	Long Term Loans and Advances	
	Others Loans and Advances	
	Unsecured Considered Good	39,750,000
	Mat Credit Entitlements	6,521
	Total	39,756,521
11	Trade Receivables	
	Unsecured Exceeding Six Months	
	Unsecured Others	4,585,000
	Total	4,585,000
12	Cash and cash equivalents	
	Balances with Scheduled banks in India	117,502
	Cash on hand	530,454
	Total	647,956
13	Short Term Loans And Advances	
	Others Loans and Advances	
	Unsecured Considered Good	6,316,008
	Total	6,316,008
14	Other Current Assests	
	Balances with Revenue Authorities	182,500
	Total	182,500
14.1	Balance with revenue authority includes tds receivable..	
15	Revenue from Operations	
	Revenue from - Sale of products	7,050,000
	Sale of Services	1,129,500
	Total	8,179,500

Note No	PARTICULARS	AS AT 31.03.2013 RUPEES
1	2	3
15.1	Particulars Of Sale Of Products	
	News Paper	2,895,000
	Software Sales Exports	4,100,000
	Sale of Solar Power Pack	55,000
15.2	Particulars Of Sale Services	
	Job Work Receipts	1,129,500
	Total	8,179,500
16	Other Income	
	Interest income	7,353
	Consultancy Income	58,000
	Other non-operating income	351,120
	Total	416,473
17	Cost of Material Consumed	
	Opening Stock	-
	Add:News Paper Purchase during the year	116,865
	Add: Raw Material for Solar Power Pack	18,500
		135,365
	Less : Closing Stock	-
	Material Consumed during the Year	135,365
18	Employee Benefits Expense	
	Salaries and wages	927,161
	Staff Welfare	18,476
	Total	945,637
19	Finance Costs	
	Other borrowing costs	1,120
	Total	1,120
20	Other Expenses	
	Bad Debts	5,020,000
	Telephone Expenses	68,510
	Computer Maintenance	28,300
	Insurance Expenses	-
	Travelling Expenses	265,306
	Legal Expenses	214,021
	Postage & Telegram	44,341
	Printing & Stationery Expenses	94,263
	Auditors Remuneration	30,000
	Listing Charges	28,090
	Books & Periodicals	3,190
	Office Expenses	101,950
	Lease Premium for land	30,364
	Other Expenses	800,499
	Repair and Maintenance Exp.	141,713



Note No	PARTICULARS	AS AT 31.03.2014 RUPEES
1	2	3
	Electricity Expenses	282,275
	Business Promotion Expenses	258,690
	Total	7,411,512
20.1	Payment to Auditors	
	Statutory Audit Fees	30,000
	Total	30,000
21	Earning Per Share	
	i Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	27277
	ii Weighted No.of Equity Shares	4552931
	iii Basic earning per share	0.01
	iv Diluted earning per share	0.01
	v Face Value per equity share	10.00
22	Related Party Disclosures	
	In accordance with accounting standard 18 " Related Party Disclosure" issued by the Institute of Chartered Accountant of India, and notified under the Company's Accounting Standard Rules, 2006 the names of the Related Parties and the relevant disclosure is as under:	
	a) Name of the related party and description if relationship :	
1	Key Managerial Persons	
	1. Rajesh Jain	
	2. Shantilal Jain	
2	Relative of Key Managerial Persons	
	1. Jayshree Jain	
3	Companies/Entities under the Control of Key Management Personnel	
	Subsidiary Company	
	1. Sakshi Powertech Pvt. Ltd.	38,475,000
	Associates Companies	
	1. Sylph Education Solutions Ltd.	13,438,000
	2. Sakshi Multitrade Pvt. Ltd.	10,682,480
	3. Saksham Publishers & Printers Ltd.	14,885,000



Note No	PARTICULARS	AS AT 31.03.2014 RUPEES
1	2	3

Transactions with related Parties

Nature of Transactions

Associates/Key
Management Persons

AS AT 31.03.2014

Sale of Goods (News Paper)	600,000.00
Loan Given	37,520,480.00
Investment in Shares	77,480,480.00
Unsecured Loan Taken(Interest free) Deposit	14,570,000.00
Repayment of Unsecured Loan	-
Outstanding Balances	-
As on 31.03.2014	-
Debit Rs.	-
Credit Rs.	14,570,000.00

23 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.

24 Various items included under the head Current Assets, Loan & Advances, as well as Current Liabilities are subject to confirmation / reconciliation.

25 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.

26 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.

(ii) The group operates in various sectors namely software developments share trading, solar power product, newspaper publishing & printing. Hence the entire revenue and expenses of the group pertains to above segments.

b) Geographical Segment:

Since the operations of the Group are conducted within India and sale of software at Dubai.



Note No	PARTICULARS	AS AT 31.03.2014 RUPEES
1	2	3

PARTICULARS	Amt.In Lakhs AS AT 31.03.2014
Segment Revenue	
Primary Segment (Business)	
Information Technology	52.30
Information Technology-Education	0.00
Newspaper & Publishing	28.95
Solar Product Sale	0.55
Unallocated	4.16
Total (Net sales/Income from operation)	85.96
Segment Results	
Profit before Interest & Tax	
Information Technology	-24.79
Information Technology-Education	0.00
Newspaper & Publishing	21.54
Solar Product Sale	-0.53
Unallocated	4.16
Less:-Interest	0.00
Total Profit & Loss before tax	0.39
Capital Employed	
Segment Assets – Segments Liabilities	
Primary Segment	
Information Technology	134.38
Information Technology-Education	204.97
Newspaper & Publishing	148.85
Solar	383.83
Unallocated	491.57
Total (i)	1363.60
Segment Revenue	
Secondary Segment (Geographical)	
Information Technology	52.30
Information Technology-Education	0.00
Newspaper & Publishing	28.95
Solar Product Sale	0.55
Unallocated	4.16
Total (Net sales/Income from operation)	85.96
Segment Results	
Profit before Interest & Tax	
Information Technology	-24.79
Information Technology-Education	0.00
Newspaper & Publishing	21.54
Solar	-0.53
Unallocated	4.16



Note No	PARTICULARS	AS AT 31.03.2014 RUPEES
1	2	3
	Less:-Interest	0.00
	Unallocated Income	
	Total Profit & Loss before tax	0.39
	Capital Employed	
	Segment Assets – Segments Liabilities	
	Secondary Segment	
	Information Technology	134.38
	Information Technology-Education	204.97
	Newspaper & Publishing	148.85
	Solar	383.83
	Unallocated	491.57
	Total (i)	1363.60
27	Contingent Liabilities & Commitments	
	Corporate guarantee given on behalf of Group	Nil
	Any other contingent liability	Nil
28	Value of Imports on(CIF Basis)	
	i Raw Material	Nil
	ii Capital Goods	Nil
	iii Trading Goods	Nil
29	Expenditure in foreign exchange	Nil
30	Earning in foreign exchange	US \$ 68610.63
31	These consolidated financial statements have been prepared in the format prescribed by the revised Schedule VI to the companies Act 1956. 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
For **M.S. Dahiya & Company**
Chartered Accountants
FRN 013855C

Harsh Firoda
Partner
M.No. 409391

Place: Indore
Date: 17/05/2014

For and on behalf of the board of Directors

Director

Director

SYLPH TECHNOLOGIES LIMITED

**Registered Office: ST-4 Press House, 22 Press Complex A. B. Road, Indore. 452008
CIN - L36100MP1992 PLC 007102**

ATTENDANCE SLIP

I hereby record my presence at the 22nd Annual General Meeting of the Company at St- 4, Press House 22, Press Complex Indore Madhya Pradesh 452008 on Tuesday, the 30th day of September, 2014 at 11:30 A.M.

Member's / beneficial owner's Name (In block letters): _____

Folio no./ beneficiary Account no. _____

Signature of the Member/ beneficial Owner: _____

Proxy/ Authorized Representative _____

Note: Shareholder/Proxy holder Wishing to attend the meeting must bring the attendance slip to The meeting and hand it over at the entrance of the meeting venue duly signed.

SYLPH TECHNOLOGIES LIMITED

**Registered Office: ST-4 Press House, 22 Press Complex A. B. Road, Indore. 452008
CIN - L36100MP1992 PLC 007102**

PROXY FORM

I/We _____

Of _____

Being a member / beneficial owner of the above named Company hereby appoint _____

of _____

or falling whom _____

of _____

as my / our Proxy to attend and vote for me/us and on my/our behalf at the 22nd Annual General Meeting of Sylph Technologies limited to be held on Tuesday, the 30th day of September, 2014 at 11:30 A.M. at St-4 Press House 22, Press Complex Indore, Madhya Pradesh - 452008 and at any adjournment(s) thereof.

Signed this Day2014

Folio no./ beneficiary account no. : _____

Signature of the member / beneficial owner _____

Note : This Proxy form must reach the registered office of the company not less than 48 hours before the time of holding the meeting.

Book - Post

To,

If undelivered, Please return to :

SYLPH TECHNOLOGIES LIMITED

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

SYLPH TECHNOLOGIES LIMITED

Registered Office: ST-4 Press House, 22 Press Complex A. B. Road, Indore (M. P.) 452008
CIN - L36100MP1992 PLC 007102

POSTAL BALLOT FORM (in lieu of e-voting at the AGM)

I/we hereby exercise my / our vote in respect of the Resolution (s) to be passed through e-voting/ Postal Ballot for the business stated in the AGM Notice dated 31st July,2014,of the company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick(?) mark at the appropriate box below :

Item No.	Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1	Directors' Report and the Audited Statement of Accounts together with Auditors' Report thereon for the financial year ended 31 st March, 2014.(ordinary resolution)			
2	Re-appointment of Mr. Vineet Shrivastava who retires by rotation.(ordinary resolution)			
3	Appointment of Auditors and fix their remuneration.(ordinary resolution)			

Place :

Signature of shareholder

Date :

Note : Please read the instructions printed overleaf before exercising your vote.

SYLPH TECHNOLOGIES LIMITED

**Registered Office: ST-4 Press House, 22 Press Complex A. B. Road, Indore (M. P.) 452008
CIN - L36100MP1992 PLC 007102**

Dear Shareholder,

Date: 31/07/2014

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, Directors' Report,Auditors'Report etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders.

It is a welcome move for the society at large, as this reduce paper consumption to a great extent and allow public at large to contribute towards a greener environment.

This is also a golden opportunity for every shareholder of Sylph Technologies Limited to contribute to Green Initiative of the Ministry of Corporate Affairs. All you need to do is to register your e-mail address in the format given below.

1. If you are holding shares in demat form, register your e-mail with the Depository Participant(DP) with whom you are maintaining your demat account.

2. a. If you are holding shares in physical form, you are requested to provide e-mail address by completing the 'E-communication Registration Form' attached hereto and return the same to:

M/s. Purva Sharegistry (India) Private Limited.

Unit- Sylph technologies ltd

Unit no.9, Shiv Shakti Ind.estt. J.R. Boricha marg, opp.Kasturba hospital lane Lower parel (E) Mumbai 400 011

b. It is also desirable that the equity shares held by you in physical form are converted into demat form. In case, you do not have demat account,we request you to approach any DP and complete the process of opening a demat account and thereafter submit the physical shares to the said DP for crediting the said equity shares in your demat account in due course.

We shall treat the e-mail ID as your registered e-mail ID and use it for sending document / notice electronically.

Also you can change your registered e-mail ID from time to time , as explained above.

Please note that as a member, you are always entitled to receive on request, a copy of the said documents, free of cost, in accordance with the provisions of the companies Act,2013.

Best regards,

For **Sylph Technologies Limited**

Sd/-

Rajesh Jain

(Director)

E-Communication Registration Form

Dear sir,

Sub. : Registration of my e-mail address- Green Initiative in Corporate Governance

I agree to receive the document as referred in letter dated, in electronic mode. Please register my e-mail address in your records, being my consent towards the same.

Folio No. : _____

E-mail id : _____

Name of first/ Sole Holder : _____

Signature of the First & Jt. Holder(s) : _____
(as per specimen Registered)

SYLPH TECHNOLOGIES LIMITED

Registered Office: ST-4 Press House, 22 Press Complex A. B. Road, Indore (M. P.) 452008
CIN - L36100MP1992 PLC 007102

Name of the sole / first named member

Address of sole / first named member:

Registered folio no.
DP ID no. / Client ID no.*

Number of shares held

Dear member,

Subject : Process and manner for availing E-voting facility

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting will be held on Tuesday, September 30, 2014, at 11:30 a.m. The Company has engaged the services of Central Depository Services Ltd ("CDSL") to provide e-voting facilities. The e-voting facility is available at the link <https://www.evotingindia.co.in/>

EVSN	USER ID	PAN NO.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting

Please read the instructions printed in the notice for your reference.

These details and instructions form integral part of the Notice for the Annual General Meeting will be held on September 30, 2014.