

<b>General information about company</b>	
Scrip code	511447
Name of the entity	SYLPH TECHNOLOGIES LIMITED
Date of start of financial year	01-04-2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Not Applicable

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	30-10-2015		
2	20-11-2015		20
3		09-02-2016	80
4		28-03-2016	47

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	01-02-2016	Yes	As per SEBI (LODR) Regulation,2015	20-10-2015	73
2	Nomination and remuneration committee	29-01-2016	Yes	As per SEBI (LODR) Regulation,2015		
3	Stakeholders Relationship Committee	10-03-2016	Yes	As per SEBI (LODR) Regulation,2015		

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1**

**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
12	Financial results	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
13	Shareholding pattern	Yes		<a href="http://www.sylphtechnologies.com/">http://www.sylphtechnologies.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

## Annexure II

## II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
	Policy with respect to Obligations of directors and senior			

29	management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



**Annexure II****III. Affirmations**

1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
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<b>Signatory Details</b>	
Name of signatory	Mr. Rajesh Jain
Designation of person	Director
Place	Indore
Date	13-04-2016

