

**SYLPH
TECHNOLOGIES
LIMITED**

ST-4, Press House
22, Press Complex
Indore 452008

Quarterly Compliance Report on Corporate Governance

Name of the Company **Sylph Technologies Limited**

Quarter Ending on **31st December 2012**

| Particulars | | Clause of Listing Agreement | Compliance Status (Yes/No/N.A.) | Remarks |
|-------------|---|-----------------------------|---------------------------------|--------------------------------|
| 1. | | 2. | 3. | 4. |
| I | Board of Directors | 49 (I) | | -- |
| (A) | Composition of Board | 49 (IA) | Yes | -- |
| (B) | Non Executive Directors' compensation & disclosures | 49 (IB) | Yes | -- |
| (C) | Other provisions as to Board and Committees | 49 (IC) | Yes | -- |
| (D) | Code of Conduct | 49 (ID) | Yes | -- |
| II | Audit Committee | 49 (II) | | -- |
| (A) | Qualified and Independent Audit Committee | 49 (IIA) | Yes | -- |
| (B) | Meeting of Audit Committee | 49 (IIB) | Yes | -- |
| (C) | Powers of Audit Committee | 49 (IIC) | Yes | -- |
| (D) | Role of Audit Committee | 49 (IID) | Yes | -- |
| (E) | Review of Information by Audit Committee | 49 (IIE) | Yes | -- |
| III | Subsidiary Companies | 49 (III) | N.A. | -- |
| IV | Disclosures | 49 (IV) | | -- |
| (A) | Basis of Related Parties transactions | 49 (IVA) | Yes | -- |
| (B) | Board Disclosure | 49 (VIB) | Yes | -- |
| (C) | Proceeds from public issue, rights issues, preferential issues etc. | 49 (IVC) | N.A. | -- |
| (D) | Remuneration of Directors | 49 (IVD) | N.A. | -- |
| (E) | Management | 49 (IVE) | Yes | -- |
| (F) | Shareholders | 49 (IVF) | Yes | -- |
| V | CEO/CFO Certification | 49 (V) | Yes | -- |
| VI | Report on Corporate Governance | 49 (VI) | Yes | Complied in the Annual Report. |
| VII | Compliance | 49 (VII) | Yes | Complied in the Annual Report. |

FOR Sylph Technologies Limited

R.K. Jain
Director

