



**SYLPH TECHNOLOGIES LIMITED**

***28<sup>TH</sup> ANNUAL REPORT***

***2019-20***

**ANNUAL REPORT 2019-20****BOARD OF DIRECTORS**

1.	Dr. Rajesh Jain	(DIN: 01704145)	Non-Executive Director
2.	Mrs. Jayshri Jain	(DIN: 01824937)	Non-Executive Director
3.	Mr. Devendra M Chelawat	(DIN: 06894710)	Independent Director
4.	Mr. Vimal Maheshwari	(DIN: 01654053)	Independent Director
5.	Mr. Vineet Shrivastav	(DIN: 00838244)	Whole Time Director
6.	CS Ruchi Barche	(M.No.48600)	Company Secretary & Compliance Officer

**BANKER**

Bank of India

**AUDITORS**

M/s ABN&Co.

Chartered Accountants

**REGISTERED OFFICE**

ST-4, "Press House",

22 Press Complex, A.B. Road,

Indore, (M.P.)- 452008

Ph- 0731-2571451

Email: mhfl@bsnl.in

URL: www.sylphtechnologies.com

**REGISTRAR AND TRANSFER AGENTS**

**Purva Sharegistry (India) Pvt. Ltd.**

Unit No. 9, Shiv Shakti Industrial Estt.

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

Lower Parel (E), Mumbai – 400011

Tel. 91-22-2301 6761/8261

Email: support@purvashare.com

## DIRECTORS' REPORT

To,  
The Members,

The Directors are delighted to present their 28th Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2020.

Particulars	March 31, 2020	March 31, 2019
<b>Income From Operations</b>		
Revenue from sale of goods	294,000	300,000
Revenue from sale of Services	1,700,000	500,000
Other Income	21,830	2,124,742
<b>Total Revenue</b>	<b>2,015,830</b>	<b>2,924,742</b>
Profit before depreciation & taxation	(408,260)	658,823
Less: Depreciation	107,810	154,148
<b>Profit before taxation</b>	<b>(516,070)</b>	<b>504,675</b>
<b>Less: Tax Expense</b>	<b>(6958)</b>	<b>(10,461)</b>
<b>Profit for the year</b>	<b>(523,028)</b>	<b>515,136</b>
<b>Other Equity at year end</b>	<b>(20,590,740)</b>	<b>(20,065,731)</b>

### IMPACT OF COVID-19:

In the FY 2019-2020 the COVID-19 pandemic developed rapidly into a global crisis forcing governments to enforce lock-downs of all economic activity. For the Company the focus immediately shifted to ensuring the health and well-being of all employees and on minimizing disruption to services for all our customers globally. There is a hope that the company will recover its losses and improve its performance in coming future.

### TRANSFER TO RESERVES:

During the year the company has not proposed to transfer any amount to the General Reserve.

**DIVIDEND:**

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

**FIXED DEPOSITS:**

Our Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Mrs. Jayshri Jain (Din-01824937), Director of the company is liable to retire by rotation and shall retire in the forthcoming AGM and being eligible, offer herself for re- appointment. The Board of Directors recommends Mrs. Jayshri Jain for re-appointment as director of the company. According to the provisions laid down under section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Vineet Shrivastav retired from the post of Independent director after the completion of his tenure of 5 years and in his place company appointed Mr. Vimal Maheshwari at the Annual General Meeting of the company held on 11<sup>th</sup> September, 2019. Vineeta Bhandari was appointed as compliance officer of the company on 20<sup>th</sup> February 2019 who resigned from the office on 30<sup>th</sup> May 2019 and Priya Goel was appointed in her place who has resigned from the office on 12<sup>th</sup> August 2019 thereafter Shreya Thombre was appointed on 7<sup>th</sup> October 2019 and after her resignation on 7<sup>th</sup> March 2020, Ruchi Barche was appointed in her place as Company Secretary and Compliance Officer on 17<sup>th</sup> July, 2020. Detail of Director is provided in “Annexure-i”.

**DECLARATION BY INDEPENDENT DIRECTORS:**

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company.

**MEETINGS OF BOARD:**

During the year 6 (Six) Board Meetings, 4 (Four) Audit Committee Meetings, 4 (Four) Stakeholders relationship Committee Meetings and 4 (Four) Nomination and Remuneration Committee meetings were convened and held. The details of which are given in the Corporate Governance Report in “Annexure-ii”.



The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- (i) In the preparation of the annual accounts, the applicable Indian Accounting Standards (IND AS) 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 were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the loss of the Company for that period.
- (iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The directors have prepared the annual accounts on a going concern basis.
- (v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

#### **POLICY FOR APPOINTMENT AND REMUNERATION OF DIRECTORS:**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The particulars of Loans, guarantees or investments covered under Section 186 of company act, 2013 form part of notes to the financial statements provided in this annual report.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY/INTERNAL FINANCIAL CONTROLS:**

The directors has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Auditor is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit

Committee of the Board. The Internal Auditor monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

#### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

#### **CONSERVATION OF ENERGY:**

Company ensures that the operations of the company are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

No specific investment has been made in reduction in energy consumption equipment.

As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.

No steps have been taken for by the company for utilizing alternate sources of energy.

#### **TECHNOLOGY ABSORPTION:**

Company's operations are conducted by using in-house know how and no outside technology is being used for operating activities. Therefore, there is no outside technology absorption in the company. The Company has not incurred expenditure on research and development activities during the year.

#### **FOREIGN EXCHANGE EARNINGS AND OUT-GO :**

During the period under review there was no foreign exchange earnings or out flow.

#### **SUBSIDIARY COMPANY:**

There is no subsidiary of the company at the end of the year.

#### **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient features of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is given as AOC-1 "Annexure-iii".

**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has a Vigil Mechanism/Whistle Blower Policy to report genuine concerns or grievances of directors and employees and to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

Audit committee shall oversee the vigil mechanism. The vigil mechanism ensures that strict confidentiality is maintained while dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

**BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**AUDITOR:**

At the Annual General Meeting held on 17<sup>th</sup> August, 2017, M/S ABN & Co. (ICAI FRN: 004447C), chartered accountant, were appointed as statutory auditors of the company. As per Section 139 of Companies Act, 2013, the appointment of M/S ABN & Co., Chartered Accountants, as statutory auditors of the company is placed for ratification by shareholders at the ensuing annual general meeting.

**SECRETARIAL AUDIT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed CS Oshin Jain (M. No.56055), Company Secretary in practice (C.P. No. 21228) to undertake the Secretarial Audit of the Company for the Financial Year 2019-2020. The Secretarial Audit report and Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March 2020 is annexed herewith as: “**Annexure-iv & Annexure-iv(a)**” to this report.

**Remarks upon the observations are mentioned below:**

1- In accordance with the provisions of Section 203 (1) of the Companies Act, 2013, company has appointed Company Secretary but after appointment she remained on leave and thus absent from the company for endless period therefore late appointment done by the company.

Company has appointed Mayank Agarwal as Chief Financial Officer. And consequent upon the reasons which were beyond control, company provided the requisite details to the stock exchange beyond the timeframe provided to disclose the same.

2- In relation to the compliance of Section 117(1)(3) of the Companies Act, 2013, it was neither deliberate and nor intentional and it was due to reasons mentioned above, which were beyond the control of the management therefore company was failed to file Form MGT-14.

3- Pursuant to the provisions of Section 138(1), of the Companies Act, 2013, company has appointed Internal Auditor in the company on 11<sup>th</sup> November 2019.

4- According to Rule 3 of the (Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, company failed to file Return of appointment in E-Form MR-1 because it required the SRN of MGT-14 which was not filed by the company due to above mentioned reasons and which were beyond the control of the management.

#### **AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:**

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained secretarial audit report.

#### **BOARD EXPLANATION**

- Management appointed Compliance officer on 30<sup>th</sup> May 2019 for which outcome has already been filed but thereafter, appointed person remained on leave and thus absent from the company for endless period, hence we filed revised outcome on 6<sup>th</sup> June 2019 in which we stated that earlier compliance officer will continue till we get the suitable candidate and company has appointed Mayank Agarwal as Chief Financial Officer. And consequent upon the reasons which were beyond control, company provided the requisite details to the stock exchange beyond the timeframe provided to disclose the same.
- In relation to the compliance of Section 117(1)(3) of the Companies Act, 2013, it was neither deliberate and nor intentional and it was due to reasons mentioned above, which were beyond the control of the management therefore company was failed to file Form MGT-14.
- Pursuant to the provisions of Section 138(1), of the Companies Act, 2013, company has appointed Internal Auditor in the company on 11<sup>th</sup> November 2019.
- According to Rule 3 of the (Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, company failed to file Return of appointment in E-Form MR-1 because it required the



SRN of MGT-14 which was not filed by the company due to above mentioned reasons and which were beyond the control of the management.

#### **RELATED PARTY TRANSACTIONS DISCLOSURE:**

The disclosure required under sub section (1) of section 188 are mentioned in Form AOC-2 which is annexed herewith as “Annexure -v”.

#### **STATE OF COMPANY'S AFFAIRS:**

Your Company is a 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.

The Company operates in four segments namely Information Technology, Education, Printing and Publishing Newspapers and Trading of Solar Power Plant and the Company has also acquired rights for the Publication of a 27 year old Newspaper. During the period the company has operated in two segment mentioned previously. But the revenue is mainly from Job Work Related Services hence the company has identified it as its major segment.

The company has also engaged in providing BPO Service & KPO Service and providing services in the field of Accounting, Income tax, Service Tax, VAT, CST, GST, Custom Duty and other duties and taxes, Auditing, Corporate Services, Company law matters, Financial & Legal Consultancy and Tax Management.

For the purpose of enhancement, diversification and availing future opportunities during the year company has started trading of Solar Power Product.

#### **BUSINESS RISK MANAGEMENT:**

The Management has implemented business risk management policy. At present the company has not identified any element of risk which may threaten the existence of the company. The Company has Risk Management Policy to report genuine concerns or grievances of directors and employees and to deal with instance of fraud and mismanagement, if any.

#### **PARTICULARS OF EMPLOYEES:**

Section 197 of companies act, 2013 read with rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, are not applicable to company as no employee of company is in receipt of remuneration exceeding the limit as mentioned in relevant provision.

#### **EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “Annexure-vi”.

**LISTING WITH STOCK EXCHANGES:**

The Company's Shares are listed on BSE. The Company confirms that it has paid the Annual Listing Fees to BSE.

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate “Annexure-ii”, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, the Company has Internal Complaints Committees (ICC) who inquire into complaints of sexual harassment and recommend appropriate action.

**ACKNOWLEDGEMENTS:**

Your Company and its Directors wish to extend their sincerest thanks to all with whose help, cooperation and hard work the Company is able to achieve the results.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Place- Indore  
Date- 29<sup>th</sup> July, 2020

SYLPH TECHNOLOGIES LIMITED  
CIN: L36100MP1992PLC007102

Registered Office  
ST- 4 Press House,  
22, Press Complex,  
A.B. Road, Indore

Mrs. Jayshri Jain	Dr. Rajesh Jain
Director	Director
(Din:01824937)	(Din:01704145)

## **ANNEXURE INDEX**

<u><b>Annexure</b></u>	<b>Content</b>
i.	Details of Directors seeking appointment and/or re-appointment
ii.	Corporate Governance & Management Discussion & Analysis Report
iii.	AOC -1 Details of subsidiary companies
iv.	Secretarial Audit Report
iv(a)	Secretarial Compliance Report
v.	AOC 2 – Related Party Transactions disclosure
vi.	Annual Return Extracts in MGT 9



**Annexure-'I'**

Details of directors seeking appointment/ re-appointment at the annual general meeting as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges, are provided herein below

Name of Director	Mrs. Jayshri Jain
DIN	1824937
Age	54
Qualification	MA in Fine Arts
Expertise in Specific Area	Administration
Date of first Appointment on the Board of the Company	30-01-2015
Shareholding in Sylph Technologies Limited	2,130,674
List of Directorship held in other companies	(1) Sakshi Biz Solutions LLP (2) Saksham Publishers And Printers Limited (3) Sakshi Powertech LLP
Membership / Chairmanships of Audit and stake holders relationship committees	Membership - 1 & Chairmanship - 0
Relationships between directors inter-se	NIL
Place- Indore Date-29th July, 2020	SYLPH TECHNOLOGIES LIMITED CIN: L36100MP1992PLC007102
Registered Office: ST-4 Press House, 22 Press Complex, A.B. Road, Indore (M.P.)-452008	Jayshri Jain Director DIN: 01824937 Rajesh Jain Director DIN: 01704145

## **Annexure-ii**

### **CORPORATE GOVERNANCE REPORT**

This report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange.

#### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

We believe that it is imperative for us to manage our business affairs in the most fair and transparent manner with a firm commitment to our values. For us the corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. Our corporate governance framework is a reflection of our culture, our policies, and our relationship with stakeholder and commitment to values. Transparency, integrity, professionalism and accountability- based values form the basis of the Company's philosophy for Corporate Governance.

#### **2. BOARD OF DIRECTORS:**

##### **(A) COMPOSITION OF BOARD:**

Composition of Board of directors of the Company as on 31<sup>st</sup> March, 2020 is as follow:

S. NO.	NAME OF DIRECTOR	CATEGORY	DIRECTORSHIP IN OTHER COMPANIES	NUMBER OF OTHER COMMITTEE MEMBERSHIP	NUMBER OF OTHER COMMITTEE CHAIRMAN SHIP
1	Dr. Rajesh Jain	Promoter/ Non-Executive Director	2	3	1
2	Jayshri Jain	Promoter/Non-Executive Director	2	1	0
3	Dr. Devendra M Chelawat	Independent Non-Executive Director	1	4	1
4	Mr. VimalMaheshwari	Independent Non-Executive	1	4	1

		Director			
5	Mr. Vineet Shrivastav	Independent Non-Executive Director	2	2	1

The Designation of Mrs. Jayshri Jain has been changed from Non Executive Director to the Executive Whole Time Director on 30<sup>th</sup> May 2019 and she has resigned from the post of the whole time director from 7<sup>th</sup> March 2020 hence her designation has again been changed from executive whole time director to the Non-Executive Director. And Mr Vineet Shrivastav retired from the post of Independent director after the completion of his tenure of 5 years and in his place company appointed Mr. Vimal Maheshwari at the Annual General Meeting of the company held on 11<sup>th</sup> September, 2019

### **(B). NUMBER OF BOARD MEETINGS:**

During the Financial year ended on March 31, 2020, Six Board Meetings were held on 30<sup>th</sup> May 2019, 12<sup>th</sup> August 2019, 7<sup>th</sup> October 2019, 11<sup>th</sup> November 2019, 31<sup>st</sup> January 2020 and 7<sup>th</sup> March 2020.

### **(C). ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETING AND THE LAST ANNUAL GENERAL MEETING:**

The attendance for each of the Directors at Board Meeting during the year ended on 31<sup>st</sup> March, 2020 and of last AGM is as under-

S. No.	Name of Director	No. of Board Meeting attended	Attendance at AGM held on 11.09.2019
1.	Dr . Rajesh Jain	6	Yes
2.	Dr. Devendra M Chelawat	6	Yes
3.	Mrs. Jayshri Jain	6	Yes
4.	Mr. Vimal Maheshwari	4	No
5.	Mr. Vineet Shrivastava	4	Yes

### **3.COMMITTEES OF THE BOARD:**

#### **(A). AUDIT COMMITTEE:**

##### **i) Terms of Reference:**

Apart from all the matters provided in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. The Committee reviews the financial statements before they are placed before the Board.

## **ii) Composition:**

The Audit committee consists of three directors: Mr. VimalMaheshwari, Dr. Devendra M. Chelawat, and Dr. Rajesh Jain. All the members of the Audit committee are independent Directors except Dr. Rajesh Jain. Mr. Devendra M. Chelawat has been designated as chairman of the committee.

The committee met 4 times during the financial year ended March 31, 2020.

The composition of the Audit Committee as at March 31, 2020 and details of the Members participation at the Meetings of the Committee are as under:

S. NO.	NAME OF THE MEMBER	DESIGNATION	NO. OF MEETING ATTENDED
1	Dr. Devendra M Chelawat	Chairman	4
2	Mr. VimalMaheshwari	Member	2
3	Dr. Rajesh Jain	Member	4
4	Mr. Vineet Shrivastava	Member	2

\* The Company re-constituted the Audit committee on 11th November 2019 consequent upon the retirement of Mr. VineetShrivastav from the post of the Independent Director of the Company after completion of his tenure of 5 years and the appointment of Mr. VimalMaheshwari as the Independent Director of the Company at the Annual General Meeting of the Company held on 11<sup>th</sup> September 2019.

## **(B). NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination & remuneration committee for appointment & remuneration of directors was constituted with Mr. VimalMaheshwari as chairman of committee. The committee comprises of three non executive Directors and out of which two directors are independent directors.

S.NO.	Name of The Member	Designation	No. of Meeting Attended
1	Mr. VimalMaheshwari	Chairman	2
2	Dr. Devendra M Chelawat	Member	3
3	Mr. Rajesh Jain	Member	3
4	Mr. Vineet Shrivastava	Member	1

\* The Company re-constituted the Nomination and Remuneration committee on 11<sup>th</sup> November 2019 The Company re-constituted the Nomination and Remuneration committee on 11<sup>th</sup> November 2019 consequent upon the retirement of Mr. Vineet Shrivastav from the post of the Independent Director of the Company after completion of his tenure of 5 years and the appointment of Mr. Vimal Maheshwari as the Independent Director of the Company at the Annual General Meeting of the Company held on 11<sup>th</sup> September 2019.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;

- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

## **POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The **NOMINATION AND REMUNERATION COMMITTEE** has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, KMP (Key Managerial personnel) or senior management and their remuneration. This Policy is accordingly derived from the said Charter.

## **THE APPOINTMENT CRITERIA AND QUALIFICATIONS FOR APPOINTMENT OF DIRECTORS, KMP AND SENIOR MANAGEMENT**

The Company shall take into account following points:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his/her appointment.
- A person to be appointed as Director, should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the relevant fields of marketing, finance, taxation, law, governance and general management.
- In case of appointment of Independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors so as to enable the Board to discharge its function and duties effectively.
- Independent Director shall meet all criteria specified in Section 149(7) of the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with BSE Limited.
- The Nomination and Remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- Director must have relevant experience in Finance/ Law/ Management/ Sales/Marketing/ Administration/ Research/ Corporate Governance/ Technical Operations or the other disciplines related to company's business.



- Director should possess the highest personal and professional ethics, integrity and values.
- Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.
- The Nomination and Remuneration Committee shall consider the following attributes/ criteria, whilst recommending to the Board the candidature for appointment as Directors, KMP And Senior Management:
  - i. Qualification, expertise and experience of the Directors in their respective fields;
  - ii. Personal, Professional or business standing;
  - iii. Diversity of the Board.
- In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

## **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Appointment and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board' functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

**TO CARRY OUT PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS, CRITERIA TO BE CONSIDERED WOULD INTER ALIA INCLUDE FOLLOWING:**

### **PART A: FOR BOARD & COMMITTEES OF BOARD**

1. Composition with requisite number of Independent Directors (and woman director in the case of board).
2. Frequency of Meetings.
3. Discharge of the key functions prescribed under law.
4. Discharge of other responsibilities prescribed under law.
5. Monitoring the effectiveness of corporate governance practice.
6. Ensuring the integrity of the company's accounting and financial reporting systems, independent audit, internal audit and risk management system (for Board and Audit Committee).
7. Working in the interests of all the stakeholders of the company.

## **PART B: DIRECTORS**

8. Attendance and Participation.
9. Pro-active and positive approach with regard to Board and Senior Management particularly the arrangements for management of risk and steps needed to meet challenges from the competition.
10. Maintaining confidentiality.
11. Acting in good faith and in the interest of the company as a whole.
12. Exercising duties with due diligence and reasonable care.
13. Complying with legislations and regulations in letter and spirit.
14. Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion.
15. Maintaining relationships of mutual trust respect with Board members
16. Capacity to effectively examine financial and other information on operations of the company and the ability to make positive contribution thereon.

The foresaid criteria for performance evaluation are subject to change from time to time

## **THE NOMINATION AND REMUNERATION COMMITTEE HAS LAID DOWN THE CRITERIA FOR EVALUATION OF PERFORMANCE OF INDEPENDENT DIRECTORS**

17. Attendance and contribution at Board and Committee meetings.
18. Qualification, expertise and experience of the Directors in their respective fields.
19. His/her stature, appropriate mix of expertise, skills, behavior, experience, leadership qualities, and understanding of business, strategic direction to align company's value and standards.
20. His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
21. Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
22. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.
23. Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.
24. Quality of decision making on understanding financial statements and business performance.
25. His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
26. His/her contribution to enhance overall brand image of the Company.

## **REMUNERATION POLICY**

### **Directors**



Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors and Whole Time Director and other Executive Directors. This will be then approved by the Board. Prior approval of shareholders will be obtained wherever applicable in case of remuneration to non-executive directors.

The Company may pay remuneration by way of salary, perquisites and allowances to Whole Time Director. Salary is to be paid within the range approved by the Shareholders. Annual increments may be recommended by the Nomination and Remuneration Committee, and is approved by the Board.

The remuneration paid to Executive Directors is determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals/Business Executives. Independent Nonexecutive Directors will receive sitting fees for attending the meeting of the Board and Board Committees and commission as approved by the Board and shareholders.

### **Key Managerial Personnel and Other Employees**

The remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience/merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

The Board will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the NOMINATION AND REMUNERATION COMMITTEE for its review and approval.

### **DETAILS OF REMUNERATION TO ALL THE DIRECTORS**

During the financial year ending on 31 March, 2020, Company paid Rs. 40,000/- to Chief Financial Officer and Rs 1,85,000/- to Company Secretary of the Company. Company did not pay remuneration and seating fee to any other Directors of the company.

### **(C)STAKEHOLDER'S GRIEVANCE COMMITTEE/STAKEHOLDER'S RELATIONSHIP COMMITTEE:**

Stakeholders' Grievance Committee/ Stakeholders' Relationship committee comprise of three Directors. Mr. Rajesh Jain (Non executive Director) as chairman of committee.

S.NO.	Name of The Member	Designation	No. of Meeting Attended
1.	Dr. Rajesh Jain	Chairperson	4

2.	Dr. Devendra M Chelawat	Member	4
3.	Mrs. Jayshri Jain	Member	2

\* The Company re-constituted the Stakeholder Relationship Committee on 29<sup>th</sup> July 2020.

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

#### **(C) INDEPENDENT DIRECTORS COMMITTEE:**

The Company constituted the Independent Directors Committee to keep a check on the performance of the Directors of the Company and to evaluate the performance of the Executive and Non-Executive Directors of the Company. The position of the committee as on 31<sup>st</sup> March 2020 is as follows:

S.NO.	Name of The Member	Designation	No. of Meeting Attended
1.	Dr. Devendra M. Chelawat	Member	1
2.	Mr. Vimal Maheshwari	Member	1

#### **4. GENERAL BODY MEETINGS:**

(A). Last Three Annual General Meeting (AGM) of the company has been held at the following places in the last three years:-

AGM	For the year ended on	Venue	Date	Time
25 <sup>th</sup>	31-03-2017	22, Press Complex, A.B. Road, Indore	17-08-2017	01:00
26 <sup>th</sup>	31-03-2018	22, Press Complex, A.B. Road, Indore	20-08-2018	01:00
27 <sup>th</sup>	31-03-2019	22, Press Complex, A.B. Road, Indore	11-09-2019	12:30

#### **POSTAL BALLOT:**

For the year ended March 31, 2020 there have been no special resolutions passed by the Company's Shareholders through postal ballot.

#### **5. 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 was non compliance by the company regarding Regulation 6 (1) of SEBI (LODR) Regulations, 2015. However later the company appointed Shreya Thombre as Company Secretary and Compliance officer on 7<sup>th</sup> October 2019 subsequent to the resignation of Priya Goel from the

office on 12<sup>th</sup> August 2019 thereafter and after Shreya Thombre's resignation on 7<sup>th</sup> March 2020, Ruchi Barche was appointed in her place as Company Secretary and Compliance Officer on 17<sup>th</sup> July, 2020. The company was charged with a fine in the way of penalty for non appointment of Company Secretary during the period amounting to Rs. 1,75,820/- which was discharged by the company in full.

- III. The Company has a Vigil Mechanism / Whistle Blower Policy to report genuine concerns or grievances of directors and employees and to deal with instance of fraud and mismanagement, if any. No personnel has been denied access to the audit committee.
- IV. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause - The company has complied with all the mandatory requirements of listing agreements.

## **6. MEANS OF COMMUNICATION:**

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

Quarterly results are displayed on the website of company- [www.sylphtechnologies.com](http://www.sylphtechnologies.com)

## **7. GENERAL SHAREHOLDER INFORMATION:**

### **(i) Annual General Meeting:**

Day, Date and Time: Monday, the 31<sup>st</sup> day of August, 2020 at 01:00 P.M.

Venue: ST-4 Press House, 22 Press Complex, A.B. Road, Indore-452008 (M.P.)

### **(ii) Financial Calendar:**

Calendar of events For the Financial Year- 01/04/2020 to 31/03/2021.

<b>QUARTER ENDING</b>	<b>RELEASE OF RESULTS</b>
For the Quarter ending June 30, 2020	29 <sup>th</sup> July, 2020
For the Quarter ending September 30, 2020	30 <sup>th</sup> November, 2020
For the Quarter ending December 31, 2020	28 <sup>th</sup> February, 2021
For the Quarter ending March 31, 2021	31 <sup>st</sup> May, 2021

### **(iii) Date of book Closure:**

The Company's Register of members and Share Transfer Books shall remain closed from Tuesday, 25<sup>th</sup> August 2020 to Thursday, 27<sup>th</sup> August, 2020 (both days inclusive).

### **iv) Listing on Stock Exchanges:**

The Company is listed on: Bombay Stock Exchange (BSE), Phiroze Jeejeebhoy Towers, Dalal street, Mumbai-400001

### **(v) Stock Code: 511447**

(vi) **Market Price Data:** High, Low during each month in last financial year 2019-20.

Month	Highest Rate	Lowest Rate
April, 2019	8.80	7.60
July, 2019	8.35	8.35
August 2019	8.72	8.72
October, 2019	9.15	9.15
November, 2019	9.00	9.00
February, 2020	8.75	8.32

vii). **Registrar And Transfer Agents of The Company –**

M/s PurvaSharegistry (India) Private Limited

Unit No. 9, Shiv Shakti Ind. Estt.

J.R. BorichaMarg, Opp. Kasturba Hospital Lane,

Lower Parel (E) Mumbai- 400 011, Tel- 91-22-2301 3761/8261, Fax: 91-22-2301/2517

**(viii). Share Transfer System**

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

**(ix) Distribution of Shareholding**

The Shareholding Distribution of Equity shares of face value Rs. 10/- as at 31<sup>st</sup> March, 2020 is given below:-

Share Holding Nominal Value of	Of Number of Shareholders	Shareholders % of Total Shareholders	Share Holding (In Rs.)	Share Holding % of Total Capital
UPTO 5,000	4,112	76.60%	97,28,770	6.53%
5,001 - 10,000	782	14.57%	72,03,440	4.83%
10,001 - 20,000	276	5.14%	46,97,470	3.15%
20,001 - 30,000	83	1.55%	21,88,720	1.47%
30,001 - 40,000	29	0.54%	10,26,660	0.69%
40,001 - 50,000	23	0.43%	10,98,020	0.74%
50,001 - 1,00,000	43	0.80%	30,26,300	2.03%
1,00,001 and Above	20	0.37%	12,00,30,620	80.56%
<b>Total</b>	<b>5,368</b>	<b>100.00%</b>	<b>14,90,00,000</b>	<b>100.00%</b>

**(x). Dematerialization of Shares And Liquidity**

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2020, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	23,75,200	15.94%
<b>Demat Segment</b>		
NSDL	6,65,157	4.46%
CDSL	1,18,59,643	79.60%
<b>Total</b>	<b>1,49,00,000</b>	<b>100%</b>

**(xi). Outstanding Gdrs/Adrs/Warrants or Any Convertible Instruments, Conversion Date And Likely Impact on Equity:-Nil**

**Xii). Independent Directors' Meeting**

During the year under review, the Independent Directors met on November 14, 2019, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

**(xiii). Nomination Facility For Shareholding**

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

**(xiv). Permanent Account Number (PAN)**

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

**(xv). Address For Correspondence**

**M/s PurvaSharegistry (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

#### **8. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:**

The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company. Such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities. The Familiarization Program for Independent Directors are also available on [www.sylphtechnologies.com](http://www.sylphtechnologies.com)

#### **9. POLICY FOR MATERIAL SUBSIDIARY AND POLICY ON DEALING WITH RELATED PARTY TRANSACTION:**

In accordance with the requirements of the Listing Agreement, the Company has formulated policies on related party transactions and material subsidiaries. The policies, including the Whistleblower Policy, are available on our website of company-[www.sylphtechnologies.com](http://www.sylphtechnologies.com)

#### **10. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

##### **A. INDUSTRY STRUCTURE AND DEVELOPMENTS**

India is endowed with rich solar energy resource and has a vast potential for renewable energy sources, especially in areas such as solar power. The Company focus on delivering innovation, diversity, quality in its uniquely customized products and services through constant research and development. We forge and nurture alliances that are complimentary to the company global ambitions and retain our responsive, efficient and effective process and systems to realize our vision at all times.

The Company is in business of Trading of Solar Power Plant, information technology activity, News Paper printing & publishing, Business process outsourcing and knowledge process outsourcing. During the year Company earned its revenue from information technology and News Paper printing & publishing activities. Due increased scope in information technology activity, outsourcing activity, printing and publication the company expects its businesses to spread all over in India. Despite improved global financial conditions and reduced short term risks, the world economy continues to expand at a subdued pace.

We trade in wide range of solar power products for domestic and commercial use which can be used to operate the complete facility during day time without depending on grid power and can be mounted on the ground or roof top of buildings, houses, offices, etc. having capacity ranging from 5kw to 50kw. Solar Power provides a gateway for producing electricity from solar energy on your very own roof and thereby

making a handsome of savings in electricity bill. These solar power products are extremely durable and reliable. Investment in solar power is eligible for 100 % depreciation.

The printing industry is highly fragmented. The newspapers and magazine publishing section has the large printers mainly apart from a few in package, label and commercial printing. The segments of graphic design, print quality and capability have achieved global standard.

## **B. OPPORTUNITIES AND THREATS:**

### **Solar Power Energy in India**

In this century, solar power has already become a small part of daily life. From solar heated swimming pools to solar powered homes, some examples already exist to show the useful application of the clean, safe, sustainable power of the sun. Yet many wonder if small applications will be all solar power is capable of handling. Certainly, the difficulties of large solar plants are many, although many experts continue to insist that the future of solar energy is quite sunny. According to some experts, the sun is our best source of renewable, clean energy. Some estimate that the sun can produce 10,000 times as much energy as the Earth uses at the turn of the 21<sup>st</sup> century. India is a tropical country, where sunshine is available for longer hours per day and in great intensity. Solar energy, therefore, has great potential as future energy source. It also has the advantage of permitting the decentralized distribution of energy, thereby empowering people at the grassroots level. India is endowed with vast solar energy potential, about 5,000 trillion kwh per year energy is incident over India's land area with most parts receiving 4-7 kwh per sq. m per day. Solar is the most secure of all sources, since it is abundantly available. Theoretically, a small fraction of the total incident solar energy (if captured effectively) can meet the entire country's power requirements. It is also clear that given the large proportion of poor and energy un-served population in the country, every effort needs to be made to exploit the relatively abundant sources of energy available to the country. To enhance and implement solar technologies NSM (National Solar Mission) was launched. The installed capacity of solar has reached a significant level and if the targets of JNNSM are met there shall be a steep rise in the installed capacity.

The Mission has set the ambitious target of deploying 20,000 MW of grid connected solar power by 2022 and aims at reducing the cost of solar power generation in the country through (i) long term policy; (ii) large scale deployment goals; (iii) aggressive R&D; and (iv) domestic production of critical raw materials, components and products. It has been envisaged to achieve grid tariff parity by 2022. Hence as per the present performance in the business of company in the field of solar power plant trading and expected future growth in that sector will increase the business opportunity to the company.

Many companies and organizations have come to realize that by outsourcing non core activities, not only cost are minimized and efficiencies improved but the total business improves because the focus shifts to the key growth areas of the business activity. Therefore it provides large opportunities for companies engaged in service BPO/KPO. There is an ample opportunity for the printing sector in India because of the following factors : Increase in literacy rate, Use of ink in packaging, Rise in outsourcing of jobs to India, Large English knowing young population, Increase in life span (older people read more), Increased urbanization. A large number of factors have facilitated the fastest growth and development of information technology



industry in India is: Relatively low cost of technical labor, Creation of global household brands, Government support and policies, Reasonable technical innovations, Contribution of IITs and other leading engineering colleges in India. There is various opportunity in Information technology sector: High quality IT education market, Increasing number of working age people, India's well developed soft infrastructure.

Our strength is our determination and team work, opportunities are multiples and threats are the vibrations in the economy and government policies.

## **B. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

<b>SEGMENT WISE PERFORMANCE</b>	<b>AMOUNT</b>
Newspaper & Publishing	2.94
Information Technologies	17.00
Solar Power Plant	0.00
Unallocated	0.2183

## **C. RISKS AND CONCERNS**

Solar power based energy systems provided unlimited resources to public, but there is also some risk associated with same field as well.

Government policies, technical barrier and international competition may create risk and concern to the business of the company.

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.

BPO/KPO sector is restricted by low employability despite high graduate turnout, and competing demand from other sectors as jobs grow faster than the workforce. A possible talent crunch and increasing competition from other countries such as China and the Philippines are the major challenges currently faced by the industry.

## **E. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The directors has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements.

## **F. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The company has made various policies to increase its operational performance in the upcoming years and however, it is expecting to earn profits. During the year, company has suffered the loss of Rs523,028 and hope to recover it in future.

#### **G. 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.

#### **FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Place- Indore  
Date-29<sup>th</sup> July, 2020

SYLPH TECHNOLOGIES LIMITED  
CIN: L36100MP1992PLC007102

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

Mrs. Jayshri Jain  
Director  
(Din-01824937)

Dr. Rajesh Jain  
Director  
(Din-01704145)

**Annexure-‘iii’**
**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement Containing Salient Features of the Financial Statement of Subsidiaries/Associate Companies/Joint ventures**

**Part “A”: Subsidiary**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Nil
2.	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
4.	Share capital	
5.	Reserves & surplus	
6.	Total assets	
7.	Total Liabilities	
8.	Investments	
9.	Turnover	
10.	Profit before taxation	
11.	Provision for taxation - Current Tax (MAT) - MAT Credit Entitlement - Deferred Tax	
12.	Profit after taxation	
13.	Proposed Dividend	
14.	% of shareholding	

**Notes:**

- Names of Subsidiaries which are yet to commence Operations- Nil
- Names of Subsidiaries which have been liquidated or sold during the year-Nil

**Part "B": Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Name of associates/Joint Ventures	Nil	Nil	Nil
Latest audited Balance Sheet Date			
Shares of Associate/Joint Ventures held by the company on the year end			
No.			
Amount of Investment in Associates/Joint Venture			
Extend of Holding%			
Description of how there is significant influence			
Reason why the associate/joint venture is not consolidated			
Net worth attributable to shareholding as per latest audited Balance Sheet			
Profit/Loss for the year			
Considered in Consolidation			
Not Considered in Consolidation			

**Notes:**

- Names of associates or joint ventures which are yet to commence operations - Nil
- Names of associates or joint ventures which have been liquidated or sold during the year- Nil

**For and on behalf of the Board of Directors**  
SYLPH TECHNOLOGIES LIMITED  
CIN: L36100MP1992PLC007102

Place: Indore  
Date-29<sup>th</sup> July, 2020

Mrs. Jayshri Jain      Dr. Rajesh Jain  
Director                      Director  
(DIN: 01824937)      (DIN: 01704145)

Annexure-‘iv’

**FORM NO. 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies**  
**(Appointment and Remuneration Personnel) Rules, 2014]**

To  
The Members,  
**SYLPH TECHNOLOGIES LIMITED**  
CIN: L36100MP1992PLC007102

ST-4 Press House, A.B. Road,  
22, Press Complex, Indore M.P.

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by M/s **Sylph Technologies Limited** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2020, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under along with such amendments as applicable from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under [**Not Applicable as the Company had no Deposits**];

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **[Not Applicable as the Company had no Foreign Investments or Borrowings]**;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **[Not Applicable as the Company had not issued any further Share Capital during the Period under Review]**;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **[Not Applicable as the Company did not issue any ESOP/ESPS during the Period under Review]**;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not Applicable as the Company has not issued and listed any Debt Securities during the Period under Review]**;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **[Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the Period under Review]** ;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **[Not Applicable as there were no Reportable event during the Period under Review]**; and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **[Not Applicable as there were no reportable event during the Period under Review]**;
- (vi) Other laws applicable to the Company as per the representations made by the Management **[No other Specific Laws were applicable on the Company apart from the ones already mentioned]**.

I have also examined compliance with the applicable clauses of the Following:



- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) with respect to Board and General Meetings.
- (ii) The Listing agreement entered into by the Company with Bombay Stock Exchange Limited read with Securities Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015.

During the Period under Review the Company has complied with the Provisions of the Act, Rules, Regulations, Guidelines, Standards etc subject to the following observations;

S.No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviation	Observations/ Remarks of the Practicing Company Secretary
	<p><i>Sub Section (1) of Section 203 of Companies Act, 2013</i></p> <p><i>Every company belonging to such class or classes of companies as may be prescribed shall have the following whole-time key managerial personnel—</i></p> <p><i>(i) managing director, or Chief Executive Officer or manager and in their absence, a whole-time director;</i></p> <p><i>(ii) company secretary; and</i></p> <p><i>(iii) Chief Financial Officer;</i></p>	Non-Compliance during a quarter of the Year	<p><b>Late appointment of Key Managerial Personnel in the Company namely Company Secretary, Chief Financial Officer and Whole Time Director on May 30th, 2019</b></p>
	<p>Sub Section (1) and Sub Section (3) of Section 117 of Companies Act, 2013</p> <p>(1) A copy of every resolution or any agreement, in respect of matters specified in sub-section (3) shall be filed with the Registrar within thirty days of the passing of such resolution</p>	Non-Compliance of the said Section	<p><b>The Company failed to file E-Form MGT-14 for Board Resolutions passed for Appointment of Company Secretary Priya Goel, Chief Financial Officer Mayank Agarwal and Change in Designation</b></p>



	<i>(3) The provisions of this section shall apply to— (g) resolutions passed in pursuance of subsection (3) of section 179;</i>		<b>of Non-Executive Director Jayshri Jain to WholeTime Director.</b>
	Sub Section (1) of Section 138 of Companies Act, 2013  (1) Such class or classes of companies as maybe prescribed shall be required to appoint an internal auditor to conduct internal audit of the functions and activities of the company.	Non-Compliance of the said Section	<b>Late Appointment of Internal Auditor in the Company during the year under review on 11<sup>th</sup> November 2019</b>
	Rule 3 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Non-Compliance of the said Rule	<b>The Company failed to file the Return of Appointment of WholeTime Director in E-Form MR-1 i.e. appointment of Jayshri Jain as WTD on May 30th, 2019.</b>

Observations as stated in Annual Secretarial Compliance Report required under SEBI (LODR) Regulations, 2015 and posted on the website of BSE are as follows:

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

Disclosure of events or information specified in Part A of Schedule III	timeframe provided to disclose the same
---	---

**I further report** that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director as on Financial Year Ended March 31st, 2020. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

**I further report** that adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions at the Board Meetings, as represented by the management, were taken unanimously.

**I further report** that as per the explanations given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report** that during the Audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

1.) The Company was charged a fine in the way of penalty for not appointing a Company Secretary for the quarter ended March 31st, 2019 which was discharged by the Company in full.

2.) The Company was charged a fine in the way of penalty for late appointing a Company

Secretary on May 30th, 2019 for the quarter ended June 2019, which was discharged by the Company in full.

**For Oshin Jain & Associates**  
**Company Secretaries**

**OSHIN JAIN**

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JAIN  
Date: 2020.07.28 16:44:26  
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**Indore**  
**27/07/2020**

**CS Oshin Jain**  
**(ACS No: 56055 CP No: 21228)**  
**UDIN: A056055B000517560**

**'Annexure A'**

To  
The Members  
**Sylph Technologies Limited**

The Report of even date is to be read along with this letter.

- 1.) Maintenance of Secretarial Records is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit. My examination was limited to verification of procedure on test basis.
- 2.) I have followed the Audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are recorded in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
- 3.) I have not verified the correctness and appropriateness of Financial records and Books of Accounts of the Company.
- 4.) Wherever required I have obtained the management representation about the Compliance of Law, rules and Regulations and happening of events etc.
- 5.) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Oshin Jain & Associates**  
**Company Secretaries**

**OSHIN JAIN** Digitally signed by  
OSHIN JAIN  
Date: 2020.07.28  
16:44:53 +05'30'

**Indore**  
**27/07/2020**

**Sd/-**  
**CS Oshin Jain**  
(ACS No: 56055 CP No: 21228)  
UDIN: A056055B000517560



**Annexure-‘iv(a)’**

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

I, **Oshin Jain**, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided *Sylph Technologies Limited* (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **March 31<sup>st</sup>, 2020** (“Review Period”) in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [*Not Applicable on the Company for the Review Period*];
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [*Not Applicable on the Company for the Review Period*];
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [*Not Applicable on the Company for the Review Period*];
- (e) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 [*Not Applicable on the Company for the Review Period*];
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued there under; and based on the above examination, I hereby report that, during the Review Period:
  - (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

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

	Disclosure Requirements) Regulations, 2015  Constitution of Stakeholders Relationship Committee		<i>Stakeholders Relationship Committee for the quarter ended June 2019 and quarter ended September 2019.</i>
04	Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  <i>Disclosure of events or information specified in Part A of Schedule III</i>	Non-Fulfillment of the said Regulation	<i>The company provided details of appointment of its Company Secretary to stock exchange, under this regulation, beyond the timeframe provided to disclose the same</i>

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

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

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
01	Bombay Stock Exchange	Non-compliance with Regulation 6(1) of SEBI(LODR)Regulations, 2015 for the quarter ended March 31st, 2019	Fine imposed by the Stock Exchange	<i>The Company was charge da fine in the way of penalty for not appointing a Company Secretary for the quarter ended March 31<sup>st</sup>,2019 which was discharged by the Company in full.</i>
02	Bombay Stock Exchange	Late appointment of compliance officer for quarter ended June2019.	Fine imposed by the Stock exchange	<i>The Company was charged a fine in the way of penalty for late appointing a Company Secretary on May 30<sup>th</sup>, 2019 for the quarter</i>

				<i>ended June 2019, which was discharged by the Company in full.</i>
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S r. N o.	Observations of the Practicing Company Secretary in the previous reports	Observations of the Practicing Company Secretary in the previous reports Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
01	The Company has not complied with Regulation 6(1) for the appointment of Company Secretary and Compliance Officer during the Review Period.	March 31 <sup>st</sup> , 2019	The Company appointed Miss. Priya Goel as the Company Secretary on May 30 <sup>th</sup> , 2019 who resigned from the office on August 12th, 2019. The position was subsequently filled by appointing new Company Secretary Miss. Shreya Thombre on October 07th, 2019 who vacated the office by filing her resignation w.e.f. March 07th, 2020.	The Company was in default of complying with the said regulation until May 30th, 2019. However, it fulfilled the Requirement of appointing a Company Secretary from May 30 <sup>th</sup> , 2019.

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

**Date: 18/06/2020**

**For Oshin Jain & Associates**

**OSHIN JAIN** Digitally signed by  
OSHIN JAIN  
Date: 2020.06.18  
16:06:27 +05'30'

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

**Annexure-'v'**
**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto-

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contract or arrangement or transactions entered in to during the year ended on March 31, 2020, which were not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

The material contracts or arrangement or transactions entered into by the company during the year ended on March 31, 2020 are as follows:

Name of the related party and Nature of contracts or arrangement or transactions	Nature of relationship	Duration of the contracts	Salient terms	Amount
Outstanding Loan from Dr. Rajesh Jain	Director of the company	NA	NA	3,35,000

For and on behalf of the Board of Directors

Place- Indore

Date-29th July, 2020

**SYLPH TECHNOLOGIES LIMITED**

CIN: L36100MP1992PLC007102

Registered Office:

ST-4 Press House, A.B. Road,

22 Press Complex,

Indore-452008 (M.P.)- 452008

Mrs. Jayshri Jain

(Director)

(DIN: 01824937)

Dr. Rajesh Jain

(Director)

(DIN: 01704145)

Annexure - 'vi'

**FORM NO. MGT 9**
**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L36100MP1992PLC007102
2	Registration Date	14-05-1992
3	Name of the Company	SYLPH TECHNOLOGIES LIMITED
4	Category/Sub-category of the Company	Company Limited By Shares
5	Address of the Registered office & contact details	ST-4, "PRESS HOUSE", A.B. ROAD, 22 PRESS COMPLEX, INDORE-452008, Madhya Pradesh, Tel. No 0731-2571451, E-mail- mhl@bsnl.in Website- www.sylphtechnologies.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Private Limited Unit No. 9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400 011, maharashtra TEL : 91-22-2301 6761/8261 FAX : 91-22-23012517

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Information Technologies	72100	84.33
2	Newspaper and Publishing	18111	14.58

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES- NIL**

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section

**IV. SHARE HOLDING PATTERN**

(Equity share capital breakup as percentage of total equity)

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(i) Indian									
a) Individual/ HUF	3,580,074	0	3,580,074	24.03%	3,580,074	0	3,580,074	24.03%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub Total (A) (i)</b>	<b>3,580,074</b>	<b>0</b>	<b>3,580,074</b>	<b>24.03%</b>	<b>3,580,074</b>	<b>0</b>	<b>3,580,074</b>	<b>24.03%</b>	<b>0.00%</b>

<b>(2) Foreign</b>									
a) NRI Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>3,580,074</b>	<b>0</b>	<b>3,580,074</b>	<b>24.03%</b>	<b>3,580,074</b>	<b>0</b>	<b>3,580,074</b>	<b>24.03%</b>	<b>0.00%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	451,449	9,500	460,949	3.09%	4,51,450	9,500	4,60,950	3.09%	0.00%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	578,766	2,271,300	2,850,066	19.13%	613,051	2,240,900	2,853,951	19.15%	0.03%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	7,866,124	124,800	7,990,924	53.63%	7,866,124	124,800	7,990,924	53.63%	0.00%
c) Others (specify)									
Non Resident Indians	1,200	0	1,200	0.01%	1,700	0	1,700	0.01%	0.00%
Overseas Corporate Bodies	0	0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Nationals	0	0	0	0.00%	0	0	0	0.00%	0.00%
Clearing Members	5,386	0	5,386	0.04%	0	0	0	0.00%	-0.04%
Trusts	0	0	0	0.00%	0	0	0	0.00%	0.00%
Hindu Undivided Family	11,401	0	11,401	0.08%	12,401	0	12,401	0.08%	-0.01%
Foreign Bodies - DR	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	<b>8,914,326</b>	<b>2,405,600</b>	<b>11,319,926</b>		<b>8,944,726</b>	<b>2,375,200</b>	<b>11,319,926</b>		
<b>Total Public (B)</b>	<b>8,914,326</b>	<b>2,405,600</b>	<b>11,319,926</b>	<b>75.97%</b>	<b>8,944,726</b>	<b>2,375,200</b>	<b>11,319,926</b>	<b>1</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>Grand Total (A+B+C)</b>	<b>12,494,400</b>	<b>2,405,600</b>	<b>14,900,000</b>	<b>100.00%</b>	<b>12,524,800</b>	<b>2,375,200</b>	<b>14,900,000</b>	<b>100.00%</b>	<b>0.00%</b>

**(ii) Shareholding of Promoters**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajesh Jain	1,449,400	9.73%	0.00%	1,449,400	9.73%	0.00%	0.00%
2	Jayshri Jain	2,130,674	14.30%	0.00%	2,130,674	14.30%	0.00%	0.00%

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Rajesh Jain</b>				
	At the beginning of the year	1,449,400	9.73%	1,449,400	9.73%
	Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0	0	0.00%
	At the end of the year	1,449,400	9.73%	1,449,400	9.73%
2	<b>Jayshri Jain</b>				
	At the beginning of the year	2,130,674	14.30%	2,130,674	14.30%
	Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0	0	0
	At the end of the year	2,130,674	14.30%	2,130,674	14.30%

**(iv) Shareholding Pattern of top ten Shareholders**
*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Ghanshyam Soni</b>				
	At the beginning of the year	3,700,000	24.83%	3,700,000	24.83%
	Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0.00%		
	At the end of the year	3,700,000	24.83%	3,700,000	24.83%
2	<b>Jyoti Prakash Bapna</b>				
	At the beginning of the year	3,700,000	24.83%	3,700,000	24.83%
	Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0.00%		
	At the end of the year	3,700,000	24.83%	3,700,000	24.83%
3	<b>Jayshri Jain</b>				
	At the beginning of the year	2,130,674	14.30%	2,130,674	14.30%
	Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0.00%	0	0.00%
	At the end of the year	2,130,674	14.30%	2,130,674	14.30%
4	<b>Rajesh Jain</b>				
	At the beginning of the year	1,449,400	9.73%	1,449,400	9.73%
	Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0.00%	0	0.00%
	At the end of the year	1,449,400	9.73%	1,449,400	9.73%



<b>5</b>	<b>ASV trading private</b>				
	At the beginning of the year	415,785	#DIV/0!	415,785	2.79%
	Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0.00%	0	0.00%
	At the end of the year	415,785	2.79%	415,785	2.79%
<b>6</b>	<b>Atit Jain</b>				
	At the beginning of the year	284,075	1.91%	284,075	1.91%
	Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0.00%		0.00%
	At the end of the year	284,075	1.91%	284,075	1.91%
<b>7</b>	<b>Shila Jain</b>				
	At the beginning of the year	75,500	0.51%	75,500	0.51%
	Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0.00%	0	0.00%
	At the end of the year	75,500	0.51%	75,500	0.51%
<b>8</b>	<b>Ranjana Verma</b>				
	At the beginning of the year	45,500	0.31%	45,500	0.31%
	Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0.00%	0	0.00%
	At the end of the year	45,500	0.31%	45,500	0.31%
<b>9</b>	<b>Anil Mansukhlal Kothari</b>				
	At the beginning of the year	35,900	0.24%	35,900	0.24%
	Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0.00%	0	0.00%
	At the end of the year	35,900	0.24%	35,900	0.24%
<b>10</b>	<b>Arvind M Kariya</b>				

At the beginning of the year	26,200	0.18%	26,200	0.18%
Transfer (Purchase/Sale) from 01-04-2019 to 31-03-2020	0	0.00%	0	0.00%
At the end of the year	26,200	0.18%	26,200	0.18%

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Rajesh Jain</b>				
	At the beginning of the year	1,449,400	9.73%	1,449,400	9.73%
	Changes during the year	0	0.00%	0	0.00%
	At the end of the year	1,449,400	9.73%	1,449,400	9.73%
2	<b>Vimal Maheshwari</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Changes during the year	0	0.00%	0	0.00%
	At the end of the year	0	0.00%	0	0.00%
3	<b>Devendra m Chelawat</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Changes during the year	0	0.00%	0	0.00%
	At the end of the year	0	0.00%	0	0.00%
4	<b>Jayshri Jain</b>				
	At the beginning of the year	2,130,674	14.30%	2,130,674	14.30%
	Changes during the year	0	0.00%	0	0.00%
	At the end of the year	2,130,674	14.30%	2,130,674	14.30%

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Indebtedness of the Company including interest outstanding accrued but not due for payment.

				(Amt. Rs./Lacs)
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	335,000	0	335,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	335,000	0	335,000

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs/Lac)
		Name			
		Designation			
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				-
	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total (A)		-	-	-
	Ceiling as per the Act				

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs/Lac)
1	Independent Directors				
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		Name			
		Designation	CEO	CFO	CS
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		NIL	40000	1,85,000
	(b) Value of perquisites u/s 17(2) Income-				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				-
	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total		NIL	40000	1,85,000
					2,25,000

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act/ Regulation under SEBI Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Regulation 6(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations	Non-compliance with Regulation 6(1) of SEBI (LODR) Regulations, 2015 for the quarter ended March 31st, 2019 and Late appointment of compliance officer for quarter ended June 2019.	Fine imposed by the Stock Exchange of Rs. 1,06,200 for the quarter ended 31st March, 2019 and Rs. 69,620 for the quarter ended 30th June, 2019	Bombay Stock Exchange	
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

**SYLPH TECHNOLOGIES LIMITED**

CIN: L36100MP1992PLC007102

Place- Indore

Date-29th July, 2020

Registered Office:

ST-4 Press House, A.B. Road,

22 Press Complex,

Indore-452008 (M.P.)

**Mrs. Jayshri Jain**
**Director**

(Din-01824937)

**Dr. Rajesh Jain**
**Director**

(Din-01704145)

## **DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT**

To,  
The Members,  
Sylph Technologies Limited

In terms of the requirements of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that all the members of the Board and the Senior Management personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2020.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Place- Indore  
Date: 29<sup>th</sup> July, 2020

**SYLPH TECHNOLOGIES LIMITED**  
**CIN: L36100MP1992PLC007102**

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

<b>Mrs. Jayshri Jain</b>	<b>Dr. Rajesh Jain</b>
<b>Director</b>	<b>Director</b>
<b>(DIN-01824937)</b>	<b>(DIN-01704145)</b>



**CERTIFICATION UNDER REGULATION 17(8) OF THE SEBI (LISTING  
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
The Board of Directors,  
Sylph Technologies Limited

I have reviewed the financial statements and the cash flow statement of Sylph Technologies Limited for the year ended March 31, 2020 and to the best of my knowledge and belief:

- (a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;  
(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) That is, to the best of my knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take for rectifying these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee:
- (i) Significant changes in internal control over financial reporting during the year;
- (ii) Significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
- (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Date: 29<sup>th</sup> July, 2020**  
**Place: Indore**

**Dr. Rajesh Jain**  
**Director**  
**(DIN: 01704145)**

## AUDITORS' CERTIFICATE OF CORPORATE GOVERNANCE

To,  
The Members,  
Sylph Technologies limited

We have examined the compliance of conditions of Corporate Governance by Sylph Technologies limited for the financial year ended March 31, 2020 as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**For ABN & Co.**  
**Chartered Accountants**  
**FRN: 004447C**

**Place: Indore**  
**Date: 29<sup>th</sup> July, 2020**

**CA B.M.Bhandari**  
**(Partner)**  
**(M. No. 071232)**

**INDEPENDENT AUDITORS REPORT**

**ABN & Co.** PH. 4225229, 4044770  
CHARTERED ACCOUNTANTS  
E-Mail: bmbhandari@rediffmail.com

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223, Milinda Manor II Floor, 2 RNT Marg, Opposite Central Mall, INDORE-452001

**INDEPENDENT AUDITOR'S REPORT**

**To the Members of M/S SYLPH TECHNOLOGIES LIMITED**

**Report on the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements of **SYLPH TECHNOLOGIES LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in equity and the statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and the loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial

Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence

requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on standalone financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Emphasis of Matter**

Our opinion is not modified in respect of this matter.

#### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in

equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SA, we exercise professional judgment and maintain professional skepticism throughout the audit.

A further description of the auditor's responsibilities for the audit of the standalone financial statements is included in "Annexure A". This description forms part of our auditor's report.

**Other Matters – We have nothing to report in this regard**

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



2. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income , statement of changes in equity and the statement of Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup>March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup>March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
- (g)With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended : In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **ABN & Co.**  
Chartered Accountants  
FRN : 004447C

Place : Indore  
Date: 25/06/2020

**(B.M. Bhandari)**  
Partner  
M. No. : 071232

## **ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT**

### **Responsibilities for Audit of Standalone Financial Statement**

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in

(i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For ABN & Co.  
Chartered Accountants  
FRN : 004447C

Place: Indore  
Date: 25/06/2020

(B.M. Bhandari)  
Partner  
M. No. : 071232

**ANNEXURE-B TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1 under the heading of "report on other legal and regulatory requirements" of our report of even date)

- (i) a. The proper records showing full particulars including quantitative details and situation of the fixed assets are being maintained by the company.
- b. As explained to us all the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. As per information and explanations given to us, no material discrepancies were noticed.
- c. According to the information and explanations given to us, there is no immovable property other than leasehold land .
- (ii) The Company has no inventory at the end of the year. Accordingly, the provisions of clause 3(2) (a) to (b) of the order are not applicable to the Company and hence not commented upon.
- (iii) In our opinion and according to information and explanation given to us, the Company has not granted any loan parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'), hence clause 3 (a) to (c) is not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information & explanations given to us, the company has not accepted deposits as per directives issued by Reserve Bank of



India and provisions of section 73 to 76 or any other relevant provisions of Companies Act and Rules framed there under.

- (vi) According to the information and explanations given to us and on the basis of our examination, the cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1)(d) of the Companies Act, 2013 we are of the opinion that the same is not applicable to the Company.
- (vii) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited with the appropriate authorities and there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March, 2020.
- (viii) As the company does not have any loans or borrowings from any financial institutions, banks or Government, nor has it issued any debentures, as at the balance sheet date, the provisions of clause 8 is not applicable to the Company.
- (ix) Based upon the audit procedures performed and the According to the records of the company, examined by us and the information & explanations given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, the provisions of clause 9 is not applicable to the Company and hence not commented upon.
- (x) According to the records of the company, examined by us and the information & explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration during the year hence clause (xi) is not applicable to the Company.

- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to the explanation and information given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For ABN & Co.  
Chartered Accountants  
FRN : 004447C

Place: Indore  
Date: 25/06/2020

(B.M. Bhandari)  
Partner  
M. No. : 071232

## **ANNEXURE 'C' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SYLPH TECHNOLOGIES LIMITED**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **SYLPH TECHNOLOGIES LIMITED** ("the Company") as of 31 March 2020 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about

whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting,

assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For ABN & Co.  
Chartered Accountants  
FRN : 004447C

Place: Indore  
Date: 25/06/2020

(B.M. Bhandari)  
Partner  
M. No. : 071232



**FINANCIAL STATEMENT FO THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

<b>SYLPH TECHNOLOGIES LIMITED</b>				
<b>BALANCE SHEET AS AT MARCH 31,2020</b>				
	<b>Particulars</b>	<b>Note No</b>	<b>As at March 31,</b>	
	<b>Statement of Assets and Liabilities</b>		<b>2020</b>	<b>2019</b>
<b>A</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	Property, plant and equipment	3	230,197	308,035
	Capital work-in-progress		-	-
	Other intangible assets	4	44,575	56,748
	Investments in subsidiaries, associates and joint ventures		-	-
	<b>Financial assets</b>			
	Investments	5	11,892,000	14,885,000
	Loans & Advances	6	68,993	68,993
	Other financial assets		-	-
	Deferred tax assets (net)	7	23,816	30,774
	<b>Sub-total - Non-Current Assets</b>		<b>12,259,581</b>	<b>15,349,550</b>
<b>2</b>	<b>Current assets</b>			
	Inventories		-	-
	<b>Financial assets</b>			
	Trade receivables	8	-	500,000
	Cash and cash equivalents	9	297,620	1,637,100
	Loans & Advances	6	116,316,059	111,503,839
	Other current assets	10	-	8,280
	<b>Sub-total - Current Assets</b>		<b>116,613,679</b>	<b>113,649,219</b>
	<b>TOTAL - ASSETS</b>		<b>128,873,260</b>	<b>128,998,769</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Equity</b>			
	Equity Share capital	11	149,000,000	149,000,000
	Other equity	12	(20,590,740)	(20,065,731)
	<b>Sub-total - Shareholders' funds</b>		<b>128,409,260</b>	<b>128,934,269</b>
	<b>LIABILITIES</b>			
<b>2</b>	<b>Non-current liabilities</b>			
	Deferred Tax Liabilities		-	-
	<b>Sub-total - Non-current liabilities</b>		<b>-</b>	<b>-</b>
<b>3</b>	<b>Current liabilities</b>			
	<b>Financial liabilities</b>			
	Short term borrowings	13	335,000	-
	Other current liabilities		-	-
	Provisions	14	129,000	64,500
	<b>Sub-total - Current liabilities</b>		<b>464,000</b>	<b>64,500</b>
	<b>TOTAL - EQUITY AND LIABILITIES</b>		<b>128,873,260</b>	<b>128,998,769</b>

For and on behalf of  
**For ABN & Co.**  
Chartered Accountants  
FRN.004447C

**CA. B. M. Bhandari**  
(Partner)  
(M. No. 071232)

Place: Indore  
Date: 25 June 2020

For and on behalf of the board of directors

**Rajesh Jain**  
Director  
DIN. 01704145

**Jayshri Jain**  
Director  
DIN. 01824937

<b>SYLPH TECHNOLOGIES LIMITED</b>				
<b>Statement of Profit and Loss for the year ended 31st March, 2020</b>				
			<b>(Amount in Rs.)</b>	
	<b>Particulars</b>	<b>Note No.</b>	<b>Year Ended March 31, 2020</b>	<b>Year Ended March 31, 2019</b>
	<b>CONTINUING OPERATIONS</b>			
<b>I</b>	Revenue from operations	<b>15</b>	1,994,000	800,000
<b>II</b>	Other income	<b>16</b>	21,830	2,124,742
<b>III</b>	<b>Total revenue (I+II)</b>		<b>2,015,830</b>	<b>2,924,742</b>
<b>IV</b>	<b>Expenses</b>			
	(a) Cost of materials consumed		-	-
	(b) Purchases of stock-in-trade		-	-
	(c) Change in Inventory of finished goods, work- in-progress and stock-in-trade		-	-
	(d) Employee benefits expense	<b>17</b>	754,000	496,314
	(e) Finance costs		-	-
	(f) Depreciation and amortisation expense	<b>18</b>	107,810	154,148
	(g) Other expenses	<b>19</b>	1,670,090	1,769,605
	<b>Total expenses</b>		<b>2,531,900</b>	<b>2,420,067</b>
<b>V</b>	<b>Profit / (Loss) before tax (III-IV)</b>		<b>(516,070)</b>	<b>504,675</b>
<b>VI</b>	<b>Profit / (Loss) before tax</b>		<b>(516,070)</b>	<b>504,675</b>
<b>VII</b>	<b>Tax expense</b>			
	(a) Current Tax		-	-
	(b) Less :- Mat credit entitlement		-	-
	(c) Deferred tax	<b>7</b>	6,958	10,461
			6,958	10,461
<b>VIII</b>	<b>Profit/(Loss) from continuing operations (VI-VII)</b>		<b>(523,028)</b>	<b>515,136</b>
	<b>Other Comprehensive Income / (Loss)</b>			
	Profit on sale of shares		-	-
<b>IX</b>	<b>Total Comprehensive Income / (Loss) for the period</b>		<b>(523,028)</b>	<b>515,136</b>
<b>X</b>	<b>Earnings per share (of Re. 1/- each)</b>	<b>20</b>		
	(a) Basic		(0.035)	0.035
	(b) Diluted		(0.035)	0.035
For and on behalf of			For and on behalf of the board of directors	
For ABN & Co.				
Chartered Accountants				
FRN.004447C				
<b>CA. B. M. Bhandari</b>			<b>Rajesh Jain</b>	<b>Jayshri Jain</b>
(Partner)			Director	Director
(M. No. 071232)			DIN. 01704145	DIN. 01824937
Place: Indore				
Date: 25 June 2020				

**SYLPH TECHNOLOGIES LIMITED**  
**Cash Flow Statement for the Period Ended 31st March, 2020**

	Particulars	For the Period ended 31st March, 2020	For the Period ended 31st March, 2019
<b>A</b>	<b>Cash flow from Operating Activities</b>		
	Profit/(Loss) from continuing operations	(523,028)	515,136
	Adjustment for :		
	Income Tax Expenses	6,958	(10,461)
	Depreciation & Amortization	90,010	154,148
	Interest Income	-	(1,172,574)
	Profit on sale of shares	-	(952,168)
	Loss on sale of Land	-	19,157
	<b>Operative Profit before change in assets &amp; liabilities:</b>	<b>(426,060)</b>	<b>(1,446,762)</b>
	Increase/(Decrease) in Other current liabilities	44,500	(1,949,640)
	Increase/(Decrease) in Short Term Provisions	20,000	(5,968)
	(Increase)/Decrease in Trade & others receivable	500,000	(500,000)
	(Increase)/Decrease in Long Term loan & advances	(4,900,000)	50,000
	(Increase)/Decrease in Short Term loan & advances	335,000	(63,591,835)
	Increase/(Decrease) in Current assets	94,080	648,371
	<b>Cash Flow</b>	<b>(4,332,480)</b>	<b>(66,795,834)</b>
	Tax paid during the year	-	-
	<b>Net Cash from Operating Activities (A)</b>	<b>(4,332,480)</b>	<b>(66,795,834)</b>
<b>B</b>	<b>Cash Flow From Investing Activities</b>		
	(Increase)/Decrease in Property, plant and equipment	-	3,055,595
	(Increase)/Decrease in Investments	2,993,000	63,157,472
	Interest Income	-	1,172,574
	Profit on sale of Shares	-	952,168
	Loss on sale of Land	-	(19,157)
	<b>Net Cash from Investing Activities (B)</b>	<b>2,993,000</b>	<b>68,318,652</b>
<b>C</b>	<b>Cash Flows from Financing Activities</b>		
	<b>Net Cash Flow from Financing Activities (C)</b>	<b>-</b>	<b>-</b>
	<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent (A+B+C)</b>	<b>(1,339,480)</b>	<b>1,522,818</b>
	Add:- Cash & Cash Equivalent as at 31st March 2019	1,637,100	114,282
	<b>Cash &amp; Cash Equivalent as at 31st March 2020</b>	<b>297,620</b>	<b>1,637,100</b>
For and on behalf of <b>For ABN &amp; Co.</b> Chartered Accountants FRN.004447C		<b>For and on behalf of the board of directors</b>	
 <b>CA. B. M. Bhandari</b> (Partner) (M. No. 071232)		 <b>Rajesh Jain</b> Director DIN. 01704145	
 Place: Indore Date: 25 June 2020		 <b>Jayshri Jain</b> Director DIN. 01824937	

## SYLPH TECHNOLOGIES LIMITED

### Statement of Changes In Equity as at March 31, 2020

Equity Share Capital	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018
Opening Balance	149,000,000	149,000,000	149,000,000
Changes in Equity Share Capital during the period	-	-	-
Closing Balance	149,000,000	149,000,000	149,000,000

For and on behalf of

**For ABN & Co.**

Chartered Accountants

FRN.004447C

For and on behalf of the board of directors

**CA. B. M. Bhandari**

(Partner)

(M. No. 071232)

**Rajesh Jain**

Director

DIN. 01704145

**Jayshri Jain**

Director

DIN. 01824937

Place: Indore

Date: 25 June 2020



**SYLPH TECHNOLOGIES LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

Note	Particulars
<b>1 Corporate information</b>	<p>Sylph Technologies Limited was incorporated on 14th May, 1992 under the Companies Act, 1956 and has its registered office at ST-4, Press House, 22 Press Complex, A.B Road, Indore(Madhya Pradesh)-452008.</p> <p>Company's shares are listed on Bombay Stock Exchange.</p> <p>Sylph is a software technology company in India, providing software development services &amp; solutions. The Company has also engaged in the distribution of a 25 year old Newspaper. For the intention to enhancement, diversification and availing future opportunities company has started trading of Solar Power Products and during the year company has launched BPO Service &amp; KPO Service website: <a href="http://www.bfxindia.com">www.bfxindia.com</a>. With the reference of BFXIndia, company will provide services in the field of Accounting, taxation, Auditing, Corporate Services, Company law matters, Financial &amp; Legal Consultancy etc.</p>
<b>2 Significant accounting policies :-</b>	
<b>2.1 Statement of Compliance</b>	<p>In Accordance with the notification issued by the Ministry of Corporate Affairs(MCA), the company has adopted Indian Accounting Standards (referred to as "IND AS") notified under the companies (Indian Accounting Standards) Rules 2015 as amended by (Indian Accounting Standards Amendment) Rules 2017 with effect from 1st April 2017.Previous period numbers in the financial statements have been restated to Ind AS.</p> <p>These Financial Statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standard) Rules,2015 as amended by Companies (Indian Accounting Standard) Rules,2017 read with section 133 of the Companies Act,2013.</p>
<b>2.2 Basis of accounting and preparation of financial statements</b>	<p>These financial statements are prepared on historical cost basis except for certain financial instruments which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and service.</p> <p>Fair value is the price that would be recieved to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.</p> <p>The financial statements are presented in Indian Rupees (INR).</p>
<b>2.3 Use of Estimates</b>	<p>The preparation of financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.</p> <p>Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods effected thereon.</p>
<b>2.4 Cash Flow statement</b>	<p>Cash flows are reported using the indirect method, whereby profit or (loss) and tax is adjusted for the effects of transactions of noncash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
<b>2.5 Property, plant and equipment</b>	<p>Property, plant and equipment are stated at acquisition cost less accumulated depreciation. The cost of Property, plant and equipment 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 on Property, plant and equipment is provided based on the useful life of the asset in the manner prescribed in Schedule II to the Companies Act, 2013.The company has estimated useful life of each class of assets based on the nature of assets, the operating condition of the asset, past history of replacement, anticipated technological changes etc. The company reviews useful life of assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.</p>
<b>2.6 Cash and cash equivalents</b>	<p>Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.</p>
<b>2.7 Inventories</b>	<p>Inventories are valued at cost or net realizable value, whichever is lower. Cost of Inventory comprises of Cost of Purchase, Cost of Conversion and other Costs incurred to bring them to their respective present location and condition. Costs of Raw Materials and Packing Materials are determined on FIFO basis.</p>



<b>2.8</b>	<b>Revenue recognition</b>
	<p><b>Sale of goods</b></p> <p>Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Other income recognized on accrual basis.</p>
<b>2.9</b>	<b>Taxes on income</b>
	<p>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 tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying value of the assets and liabilities and their respective tax bases, unutilized business loss and depreciation carry forwards and tax credits. 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. 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.</p>
<b>2.10</b>	<b>Earnings per share</b>
	<p>Basic and diluted earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year. The company did not have any dilutive securities in any of the periods presented.</p>
<b>2.11</b>	<b>Provisions, Contingent Liabilities and Contingent Assets</b>
	<p>Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the Financial Statements. Financial Assets are only disclosed where an inflow of economic benefits is probable and recognized if inflow of economic benefits is virtually certain.</p>
<b>2.12</b>	<b>Operating Cycle</b>
	<p>Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.</p>
<b>2.13</b>	<b>Financial Instruments</b>
	<p><b>Recognition &amp; Measurement</b></p> <p><b>a) Financial Assets</b></p> <p>Financial Assets are recognized when, and only when, the company becomes a party to the contractual provisions of the financial instrument. The company determines the classification of its financial assets at initial recognition.</p> <p>When financial assets are recognized initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss directly attributable transaction cost. Transactions cost of financial assets carried at fair value through profit or loss are expensed in the statement of profit and loss.</p> <p><b>b) Financial Liabilities</b></p> <p>Financial Liabilities are recognized when, and only when, the company becomes a party to the contractual provisions of the financial instrument. The company determines the classification of its financial liabilities at initial recognition.</p> <p>When financial liabilities are recognized initially, they are measured at fair value, plus, in the case of financial liabilities not at fair value through profit or loss directly attributable</p> <p><b>Equity Instruments:</b> The Company subsequently measures all equity investments (other than the investment in subsidiaries, joint ventures and associates which are measured at cost) at fair value. Where the Company has elected to present fair value gains and losses on equity investments in other comprehensive income ("FVTOCI"), there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in Statement of Profit and Loss as other income when the company's right to receive payment is established.</p> <p>At the date of transition to Ind AS, the company has made an irrevocable election to present in Other Comprehensive Income subsequent changes in the fair value of equity investments that are not held for trading.</p> <p>When the equity investment is derecognized, the cumulative gain or loss recognized in other comprehensive income is reclassified from Other Comprehensive Income to Retained Earnings directly.</p> <p><b>Determination of Fair Value:</b> The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial Recognition, the company determines the fair value of financial instruments that are quoted in the active markets using the quoted bid prices (financial assets held) or quoted ask price (financial liabilities held).</p> <p>Costs of certain unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. These investments in equity instruments are not held for trading. Instead, they are held for medium or long term strategic purpose. Upon the application of Ind AS 109, the group has chosen to designate these investments in equity instruments as at FVTOCI as the directors believes this provides a more meaningful presentation for medium or long term strategic investments, than reflecting changes in fair value immediately in profit or loss.</p>



**Sylph Technologies Limited**  
**Forming Part Of Financial Statements**

<b>Note 5</b>	<b>Non Current Investments</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
	<b>Particulars</b>		
	<b>Trade Investments (Valued at cost unless stated otherwise)</b>		
	<b>Unquoted Equity Instruments-Others</b>		
	21500( PY. 21500) Shares of Saksham Publishers and Printers Ltd. (F.V. Re. 10)	11,892,000	14,885,000
	<b>Total</b>	<b>11,892,000</b>	<b>14,885,000</b>
<b>Note 6</b>	<b>Loans &amp; Advances</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
	<b>Non Current</b>		
	Other loans and advances, unsecured considered good		
	MAT Credit Entitlement A/c	68,993	68,993
	<b>Total</b>	<b>68,993</b>	<b>68,993</b>
	<b>Current</b>		
	Other loans and advances, unsecured considered good		
	a) TDS Receivables	41,059	128,839
	b) Inter Corporate Loans & Advances	62,375,000	62,375,000
	c) Trade Advance (Supplier)	53,900,000	49,000,000
	<b>Total</b>	<b>116,316,059</b>	<b>111,503,839</b>
<b>Note 7</b>	<b>Deferred Tax Assets</b>		
	<b>Particulars</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
	Opening Deferred Tax Assets	30,774	20,313
	Add/(Less): Reversal during the year	(6,958)	10,461
	<b>Total</b>	<b>23,816</b>	<b>30,774</b>
<b>Note 8</b>	<b>Trade Recievables</b>		
	<b>Particulars</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
	Unsecured, Considered Good		
	Trade Receivables Outstanding for a period less than six months	-	500,000
	<b>Total</b>	<b>-</b>	<b>500,000</b>
<b>Note 9</b>	<b>Cash and Cash Equivalents</b>		
	<b>Particulars</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
	a) Cash in Hand	256,881	428,681
	b) Balances with Bank		
	i) In Current Accounts	40,739	1,208,419
	<b>Total</b>	<b>297,620</b>	<b>1,637,100</b>



<b>Note 10</b>	<b>Other Current Assets</b>		
	<b>Particulars</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
	Prepaid Expenses	-	8,280
	<b>Total</b>	<b>-</b>	<b>8,280</b>
<b>Note 11</b>	<b>Share Capital</b>		
	<b>Particulars</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
	<b>(a) Authorised share capital</b>	<b>150,000,000</b>	<b>150,000,000</b>
	15000000 (P.Y. 15000000) Equity shares of Rs.10/- Each		
	<b>Total</b>	<b>150,000,000</b>	<b>150,000,000</b>
	<b>(b) Issued subscribed and fully paid up share capital</b>	<b>149,000,000</b>	<b>149,000,000</b>
	14900000 (PY.14900000) Equity Shares of Rs.10/-		
	<b>Total</b>	<b>149,000,000</b>	<b>149,000,000</b>
<b>11.1</b>	<b>Terms/Rights attached to equity Shares</b>		
	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.		
<b>11.2</b>	<b>Details of shares held by each shareholder holding more than 5% shares in the company:</b>		
	<b>Class of shares / Name of shareholder</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
	<b>Equity Shares with Voting Rights:</b>		
	1. J.P. Bapna	3,700,000	3,700,000
		24.83%	24.83%
	2. ASV Trading Pvt. Ltd.	415,785	415,785
		2.80%	2.80%
	3. Ghanshyam Soni	3,700,000	3,700,000
		24.83%	24.83%
	4. Rajesh Jain	1,449,400	1,449,400
		9.73%	9.73%
	5. Jayshri Jain	2,130,674	2,130,674
		14.30%	14.30%

<b>Note no. 12 Other Equity</b>						
<b>Particulars</b>	<b>Securities Premium</b>	<b>Capital Reserve</b>	<b>Retained Earnings</b>	<b>Other Comprehensive Income</b>	<b>Total Other Equity</b>	
<b>Balance as at April 1, 2018</b>	<b>611,000</b>	<b>706,750</b>	<b>(13,182,217)</b>	<b>(8,716,400)</b>	<b>(20,580,867)</b>	
Profit/(Loss) on Sale of Shares						
Gain on shares transferred from						
Other Comprehensive income to						
Retained Earning						
Other Comprehensive						
income/(loss) for the year						
Premium on shares issued during						
the year						
Profit for the Year			515,136			515,136
<b>Balance as at March 31, 2019</b>	<b>611,000</b>	<b>706,750</b>	<b>(12,667,081)</b>	<b>(8,716,400)</b>	<b>(20,065,731)</b>	
<b>Balance as at April 1, 2019</b>	<b>611,000</b>	<b>706,750</b>	<b>(12,667,081)</b>	<b>(8,716,400)</b>	<b>(20,065,731)</b>	
Profit/(Loss) on Sale of Shares						
Gain/(Loss) on shares transferred						
from Other Comprehensive income						
to Retained Earning						
Premium on shares issued during						
the year						
Profit for the Year			(523,028)			(523,028)
<b>Balance as at March 31, 2020</b>	<b>611,000</b>	<b>706,750</b>	<b>(13,192,090)</b>	<b>(8,716,400)</b>	<b>(20,590,740)</b>	



<b>Note 13</b>	<b>Short term Borrowing</b>		
	<b>Particulars</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
	Unsecured Loan from directors	335,000	-
	<b>Total</b>	<b>335,000</b>	<b>-</b>
<b>Note 14</b>	<b>Provisions</b>		
	<b>Particulars</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
	<b>Current</b>		
	Salary & Reimbursements	44,000	39,500
	Provision for Expenses	40,000	-
	Provision for Audit Fees	45,000	25,000
	<b>Total</b>	<b>129,000</b>	<b>64,500</b>
<b>Note 15</b>	<b>Revenue from Operations</b>		
	<b>Particulars</b>	<b>Year Ended March 31, 2020</b>	<b>Year Ended March 31, 2019</b>
	Sale of Products (Refer Note No.15.1)	294,000	300,000
	Sale of Services (Refer Note No. 15.2)	1,700,000	500,000
	<b>Total</b>	<b>1,994,000</b>	<b>800,000</b>
<b>15.1</b>	<b>Sale of Products Comprises</b>	294,000	300,000
	News Paper	294,000	300,000
<b>15.2</b>	<b>Sale of Service Comprises</b>	1,700,000	500,000
	Job Work Charges	1,700,000	-
	Software Development	-	500,000
<b>Note 16</b>	<b>Other Income</b>		
	<b>Particulars</b>	<b>Year Ended March 31, 2020</b>	<b>Year Ended March 31, 2019</b>
	<b>Other non-operating income:</b>		
	<b>Interest Income</b>		
	Interest accrued on inter-corporate loans & advances (Net)	-	1,172,574
	Interest on IT Refund	6,765	-
	<b>Other Income</b>		
	Profit on sale of Shares	-	952,168
	Misc. Income	15,065	-
	<b>Total</b>	<b>21,830</b>	<b>2,124,742</b>
<b>Note 17</b>	<b>Employee Benefits Expenses</b>		
	<b>Particulars</b>	<b>Year Ended March 31, 2020</b>	<b>Year Ended March 31, 2019</b>
	Salaries and wages	754,000	496,314
	Staff Welfare	-	-
	<b>Total</b>	<b>754,000</b>	<b>496,314</b>
<b>Note 18</b>	<b>Depreciation and Amortisation Expenses</b>		
	<b>Particulars</b>	<b>Year Ended March 31, 2020</b>	<b>Year Ended March 31, 2019</b>
	Depreciation on Property, plant and equipment	83,462	117,624
	Amortisation on Other Intangible Assets	24,348	36,524
	<b>Total</b>	<b>107,810</b>	<b>154,148</b>

<b>Note 19 Other Expenses</b>			
	<b>Particulars</b>	<b>Year Ended March 31, 2020</b>	<b>Year Ended March 31, 2019</b>
	Travelling expenses	566,000	250,000
	Bank Charges	1,359	1,004
	Legal and professional charges (Including ROC Filling)	71,232	383,338
	Repair and maintenance expenses	-	1,100
	Electricity expenses	257,197	179,994
	Telephone expenses	6,415	14,113
	Computer maintenance	-	-
	Insurance expenses	26,494	18,262
	Postage & telegram	-	1,222
	Payment to auditor	20,000	25,000
	Listing charges	354,000	-
	Stationary & Printing	-	1,650
	Office expenses	90,000	19,775
	Rent including lease rentals	-	42,350
	Newspaper Printing	15,800	25,000
	Share Transfer Expenses	40,407	-
	Prior Period Expenses	-	56,350
	BSE Penalty	175,820	552,000
	Miscellaneous Expenses	45,366	198,448
	<b>Total</b>	<b>1,670,090</b>	<b>1,769,605</b>
<b>Note 19.1 Payments to auditors</b>			
	<b>(i) Payments to the auditors comprises</b>		
	Audit Fees	20,000	25,000
	<b>Total</b>	<b>20,000</b>	<b>25,000</b>
<b>Note 20 Earning Per Share</b>			
	<b>Particulars</b>	<b>Year Ended March 31, 2020</b>	<b>Year Ended March 31, 2019</b>
I.	Earnings attributable to Equity shareholders	(523,028)	515,136
II.	Weighted average number of equity shares	14,900,000	14,900,000
III.	Nominal Value of Equity Share	10.00	10.00
IV.	Basic Earning per Share (I/II)	(0.035)	0.035
V.	Diluted Earning per Share (I/II)	(0.035)	0.035

<b>Note 21</b>	<b>Related Party Disclosures</b>		
	The Company's related parties principally consists of Sylfh Technologies Limited, the holding company. The company routinely enters into transactions with these		
<b>I.</b>	<b>Description of Relation</b>	<b>Name of the Related Party</b>	
	<b>A. Companies/Entities under the Control of Key Management Personnel</b>	1. Sylph Education Solutions 2. Sakshi Multitrade Pvt. Ltd. 3. Saksham Publishers & Printers Ltd.	
	<b>B. Key Management Personnel</b>	1. Rajesh Jain 2. Jayshri Jain	
<b>II.</b>	<b>Details of transaction with Related Parties during the year</b>		
	<b>Nature of Transactions</b>	<b>Year Ended March 31, 2020</b>	<b>Year Ended March 31, 2019</b>
<b>(i)</b>	<b>Loan From Key Management Persons</b>		
	Loan From Directors	385,000	64,382,500
	Loan Repaid	50,000	64,382,500
	<b>Outstanding as at 31.03.2020</b>	<b>335,000</b>	-
<b>(ii)</b>	<b>Companies/Entities under the Control of Key Management Personnel</b>		
	Unsecured Loan Taken (Without Interest)	-	1,205,778
	Loan Repaid	-	1,205,778
	<b>Outstanding as at 31.03.2020</b>	-	-
<b>Note:</b>			
1. Represent transaction with Rajesh Jain, key managerial Persons.			
<b>Note 22</b>	<b>Opearting Segments</b>		
	The Company mainly operates in four segments namely information technology, education, printing & publishing newspaper and trading of solar power plant. During the year the company has operated in two segments out of the above four. But the revenue is mainly from Job Work Related Services hence the company has identified it as its major segment.		
	<b>Information about Major Customers:</b>		
	Sales of the Company from SJob Work Related Services is Rs. 17,00,000 which arose from sale to Company's largest Customer.		
<b>Note 23</b>	<b>Estimation of uncertainties relating to COVID-19</b>		
	The Company has considered the possible effects that may result from the global health pandemic relating to COVID-19 on its operations. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal sources of information and market based intelligence to arrive at its estimates.		
<b>For and on behalf of</b>		<b>For and on behalf of the board of directors</b>	
<b>For ABN &amp; Co.</b>			
Chartered Accountants			
FRN.004447C			
<b>CA. B. M. Bhandari</b>		<b>Rajesh Jain</b>	<b>Jayshri Jain</b>
(Partner)		DIN. 01704145	DIN. 01824937
(M. No. 071232)			
Place: Indore			
Date: 25 June 2020			