



**20<sup>th</sup>**  
**ANNUAL REPORT**  
**2011 - 2012**

**ANNUAL REPORT 2011 - 2012**

**BOARD OF DIRECTORS**

1. S. L. JAIN
2. R. K. JAIN
3. K. K. BHANDARI
4. V. SHRIVASTAVA

**BANKERS**

BANK OF INDIA

**AUDITORS**

M. S. DAHIYA & CO.  
CHARTERED ACCOUNTANTS

**REGISTERED OFFICE**

St-4, Press House,  
22, Press Complex A. B. Road,  
INDORE - (M. P.) INDIA - 452 008  
Tel. 91-731-2571451

**REGISTRARS & TRANSFER AGENTS**

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  
TEL : 91-22-2301 6761/8261  
FAS : 91-22-2301/2517

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twentieth Annual General Meeting to the Members of Sylph Technologies Limited will be held at 22, Press Complex , A.B. Road Indore-452008 (MP), on Monday, the 10<sup>th</sup> day of September, 2012, at 11:30 a.m. to transact the following businesses:-

▪ **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2012, the Profit and Loss Account for the financial period ended and Cash Flow on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint Director in place of Mr. K.K Bhandari who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s M.S. Dahiya & Co. Indore as Statutory Auditors of the company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

Date : 31st July, 2012  
Place : Indore

**For : Sylph Technologies Limited**  
**R. K. Jain**  
Director

**Notes :**

1. A member is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of company.
2. Members are requested to notify the company, changes if any, in their registered addresses.
3. Members/proxies are requested to bring attendances slip with them
4. Proxies in order to be effective should reach the registered office of the company 48 hours before the commencement of the meeting.
5. The register of members and share transfer books of the company will remain closed from Saturday 1<sup>st</sup> September 2012 to Saturday 8<sup>th</sup> September 2012 (both days inclusive)

## DIRECTORS' REPORT

To,  
 The Members,  
**SYLPH TECHNOLOGIES LIMITED**

Your Directors are delighted to present their 20<sup>th</sup> Annual Report along with the Audited Accounts for the financial period ended 31<sup>st</sup> March 2012.

### Financial Performance :

Year/period ended	31.03.12	30.06.11
<b>Income from Operations</b>		
Job work Charges	450000.00	10,11,000.00
Sale of Software Exports	---	---
Sale of Software Domestic	---	---
Warehousing Receipts	---	596850.00
Other Income	259405.00	309812.00
Total Income from Operations	709405.00	1917662.00
Profit before Depreciation & Tax	- 6208193.00	- 11252406.04
Less: Depreciation	---	---
<b>Profit before taxation</b>	- 6208193.00	- 11252406.04
<b>Less: Provision for Taxation</b>		
Current Tax	---	---
MAT Credit Entitlement	---	---
Fringe Benefit Tax	---	---
<b>Net Profit after tax</b>	- 6208193.00	- 11252406.04
Previous Year Adjustment	---	---
Add: Balance b\l from previous year	- 8949175.66	2303230.38
Balance available for appropriation	- 15157369.66	- 8949175.66
<b>Appropriation</b>		
Transfer to/(from) General Reserve	---	---
Interim dividend	---	---
Proposed final Dividend	---	---
Dividend for previous year	---	---
Tax on Dividends	---	---
Balance carried to Balance Sheet	- 15157369.66	- 8949175.66

### RESULTS OF OPERATIONS

Your Company has recorded a total income of Rs.4.50 lacs in 2012 from Software and Information Technology Business and last year income from Software Development was Rs.10.11 lacs. The Net loss after tax is Rs.62.08 lacs in 2012 against the Loss of Rs.112.52 lacs in the previous year.

### RESERVES

Looking to the losses in the current period accumulated losses, the board propose no transfer to reserve for the period.

### DIVIDEND

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

## **BUSINESS**

The Company is doing Information Technology Business and has started earning profit. The company has also started export of Software. The Company expects a good business in coming years.

## **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS**

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

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000, the Directors hereby state and confirm that:

- (i) In the preparation of the annual accounts, the applicable accounting Standards have been followed along with proper explanation relating to Material departures.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are responsible and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2012 and of the Profit and Loss Account for the period ended March 31<sup>st</sup>, 2012.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting standards in accordance with the provisions of the Companies Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The annual accounts have been prepared on a going concern basis.

## **FIXED DEPOSITS**

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

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

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

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

- |                                 |     |
|---------------------------------|-----|
| 1. Earning Foreign Exchange     | Nil |
| 2. Expenses in Foreign Exchange | Nil |

## **DIRECTORS**

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

## **AUDITORS**

M/s M.S. Dahiya and Company Chartered Accountants as Auditor has been reappointed to hold office until the conclusion of next Annual General Meeting. The Company has received certificate from to the effect that their appointment, if made, would be within the prescribed limit under section 224(1-B) of the Companies Act, 1956. The notes on Accounts referred to in the Auditors Report are self-explanatory and therefore do not call for any further comments.

## **PARTICULARS OF EMPLOYEES**

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

## **ACKNOWLEDGEMENT**

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

**For & on Behalf of Board of Directors**

Date : 31st July, 2012

Place : Indore

**R. K. Jain**  
Director

## Report on Corporate Governance

The detailed report on Corporate Governance, for the period **1<sup>st</sup> July, 2011 to 31<sup>st</sup> March 2012** as per the format prescribed by and incorporated in Clause 49 of the Listing Agreement is set out below:

### A. THE COMPANY'S GOVERNANCE PHILOSOPHY

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

### B. BOARD OF DIRECTORS

#### (i) Composition and category of Directors.

S. No.	Name of Director	Category	Directorship	Number of Other Committee Members	Committee Chairmanship
1.	Rajesh Jain	Professional /Director	5	2	-
2.	K. K. Bhandari	Independent Director	1	2	1
3.	S.L. Jain	Promoter	1	1	-
4.	Vineet Shrivastava	Independent Director	1	2	1

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

The Board of Directors provides the strategic direction and thrust to the operation of the company. During the period under review, 5 board meeting were held on 30<sup>th</sup> July 2011, 31<sup>st</sup> October 2011, 31 January 2012, and 22 March 2012. The Nineteenth Annual General Meeting was held on 7<sup>th</sup> December 2011.

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

S. No.	Name of Director	No. of Board Meeting attended	Attendance at AGM held on
1.	Rajesh Jain	6	Yes
2.	K.K. Bhandari	6	Yes
3.	S.L. Jain	6	Yes
4.	Vineet Shrivastava	6	Yes

### C. DETAILS OF REMUNERATION PAID TO DIRECTORS DURING THE PERIOD ENDED ON 31<sup>st</sup> March, 2012

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

**D. COMMITTEES OF THE BOARD:-**

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

The following Directors are members of the Audit Committee:-

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

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

The role, powers and function of the audit Committee are as stated in clause no.49 of the Listing Agreement and section 292A of the Companies Act, 1956. The Committee reviews the financial statements before they are placed before the Board. The audit committee has been constituted on 28<sup>th</sup> March, 2004 in compliance to clause no. 49 of the Listing Agreement. The Committee reviews the financial statement before they are placed before the Board. During the period under review three meeting of the committee were held i.e 30<sup>th</sup> July 2011, 31<sup>st</sup> October 2011, 31<sup>st</sup> January, 2012 and all the directors were present in all the meetings.

Share Holders / Investors Grievance Committee

The following Directors are members of the Shareholders Committee

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

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

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

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

**E. GENERAL BODY MEETING :-**

Particulars of the last Three Annual General Meeting (AGM) of the company have been held at the following places in the last three years:-

AGM	For the year	Venue	Date	Time
17th	30-06-2009	22, Press Complex, Indore	05-10-2009	11:30
18th	30-06-2010	22, Press Complex, Indore	21-09-2010	11:30
19th	30-06-2011	22, Press Complex, Indore	07-12-2011	11:30

**Postal Ballot**

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

**F. DISCLOSURES REGARDING RE-APPOINTMENT OF DIRECTORS**

Pursuant to the provision of section 255 & 256 of the Companies Act, 1956, Mr. K.K Bhandari retires by rotation at the forthcoming Annual General Meeting being eligible offers himself for reappointment.

**G. DISCLOSURES**

- (i) There are no transactions of material natures with directors/Promoters or any related entity, which will have any potential conflict with the interest of the Company at large.
- (ii) There is no non-compliance by the company or any penalties, structures imposed by the stock exchange SEBI, or any statutory authorities on any matter related to capital markets, during the last three years/period.

**H. MEANS OF COMMUNICATIONS :-**

Financials Results

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

**I. GENERAL SHAREHOLDER INFORMATION**

- (i) Annual General Meeting :  
 Day, Date and Time : Monday, 10<sup>th</sup> September, 11.30 a.m  
 Venue : 22, Press Complex, Indore
- (ii) Financial Calendar :

Calendar of events for the year ended 31<sup>st</sup> March 2013.

Audited results for the period ended 01-04-2012: 31-03-2013

Quarter ending	Release of results
For the Quarter ending June 30, 2012	31 <sup>st</sup> July , 2012
For the Quarter ending September 30, 2012	31 <sup>st</sup> October, 2012
For the Quarter ending December 31, 2012	31 <sup>st</sup> January, 2013
For the Quarter ending March 31, 2013	30 <sup>th</sup> April, 2013

- (iii) Date of book Closure :

The Company's Register of members and Share Transfer Books shall remain closed from Saturday 01<sup>st</sup> September 2012 to Saturday, 08<sup>th</sup> September 2012 (both days inclusive).

- (iv) Share Transfer System:

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

- (v) Investor Services – queries/ complaints during the period ended 01.07.2011 to 31.03.2012 queries/complaints/ requests were received by the Company from the share holders and investors have been resolved.

- (vi) Listing on Stock Exchange :

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