

LUCENT INDUSTRIES LIMITED

(Formerly Known as SYLPH EDUCATION SOLUTIONS LIMITED)

Regd. Off: Second Floor, 448-D, Scheme No.51,
Sangam Nagar, Indore, (M.P.)-452006
E-mail: sylphedu@gmail.com; mhfl@bsnl.in;
info@sylphedu.com URL: www.sylphedu.ltd
CIN: L80302MP2010PLC023011

Date: 19.05.2023

To,
Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year 2022-23

In compliance with **SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019**, please finds enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2023 issued by secretarial auditor Ms. Geeta Serwani Practicing Company Secretaries. You are requested to take the same on your record.

Thanking you,

Yours Faithfully,
For, LUNCENT INDUSTRIES LIMITED



Director/Authorised Signatory



ANNUAL SECRETARIAL COMPLIANCE REPORT

Secretarial compliance report of M/S. Lucent Industries Limited (Formerly known as Sylph Education Solutions Limited.) For the year ended 31st March, 2023.

I have examined:

- (a) all the documents and records made available to me and explanation provided by **M/S. Lucent Industries Limited [CIN : L74110MP2010PLC023011] (Formerly known as Sylph Education Solutions Limited.)** “the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, [http:// www.lucentindustries.shop/](http://www.lucentindustries.shop/)
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended on **March 31, 2023** (“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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the period under review .**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the period under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the period under review.**



(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder; and based on the above examination, and circulars/ guidelines/Amendments issued there under and based on the above examination, I hereby report that, during the Review Period:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	NO	<p>Company has not complied with SS 1 and SS 2 . Acknowledgement for sending the notices of the Meeting of the Board, General and Committees meetings are not maintained by the company</p> <p>Minutes and Attendance Registers of the Board meeting and General Meeting for the period under review were not available to check.</p>
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none">● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	



3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">● The Listed entity is maintaining a functional website● Timely dissemination of the documents/ information under a separate section on the website● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	
4.	Disqualification of Director: <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Not Applicable	
6.	Preservation of Documents: <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	Performance Evaluation: <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	No	No proof like minutes of the meetings has been furnished to comment on this matter . The independent directors of the listed entity shall hold at least one meeting in a financial year, without the presence of non-independent directors



8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	NO	Company has not complied with Structured Digital Database to be maintained by company and compliance report to stock exchange.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	No Action has been taken
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Compliances with the following conditions while appointing/re-appointing an auditor</p> <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Not Applicable	No such instance during the period under review.
2.	<p>Other conditions relating to resignation of statutory auditor</p> <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed</p>	Not Applicable	No such instance during the period under review.



	<p>resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / Explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	Not Applicable	No such instance during the period under review

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

(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.	Com-pliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regu-lation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser-vations/ Remarks of the Practicing Company Secretary	Man-agement Re-sponse	Re- marks



1	SEBI (LODR) Regulations, 2015 –	The listed entity shall publish the information in the newspaper Regulation No. 30 and 47.	Necessary newspaper advertisements were not published during the period under review as per regulation 30 and 47.	-	-	-do-	-	-do-	-	-do-
2.	SEBI (LODR) Regulations, 2015 –	Regulation No. 18 Reviewing the adequacy of internal audit function	Company has not appointed Internal Auditors	-	-	-do-	-	-do-	-	-do-

(b) (**)The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re- marks
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1	SEBI (LODR) Regulations, 2015 – Regulation No. 13, 22 And 23	Policies for Grievance Redressal Mechanism, Vigil mechanism and Related party transaction are not framed.	The Company advised to make necessary policies immediately as per the regulation 13, 22 and 23.	Complied	Complied	Complied	Complied	Complied	Complied	Complied
2	SEBI (LODR) Regulations, 2015 – Regulation No. 30 and 47.	The listed entity shall publish the information in the newspaper	Necessary newspaper advertisements were not published during the period under review as per regulation 30 and 47.	Not Any	Not Any	Not Any	Not Any	Not Any	Not Any	Not Any
3	SEBI (LODR) Regulations, 2015 – Regulation No. 23, 30 and 46	The listed entity should maintain a functional website containing the required details as specified in the SEBI (LODR) Regulations, 2015	Some information's as per SEBI (LODR) Regulation 2015 are not available/ updated on website of the company.	Complied	Complied	Complied	Complied	Complied	Complied	Complied



		are not available on website of the company								
4	SEBI (LODR) Regulations, 2015 – Regulation No. 25	The independent directors of listed entity shall hold at least one meeting in financial year, without the presence of non-independent directors	Notices, Attendance Registers and Minutes book of General meetings, Board meetings and various committee meetings were not available to check/review.	Not Any	Not Any	Not Any	Not Any	Not Any	Not Any	Not Any



5	SEBI (LODR) Regulation, 2015 - Regulation 31	Re-classification of any person as promoter / public	Complied	Complie d	Complied	Compli ed	Complied	Complied	Complied	Complied
6	SEBI (LODR) Regulation, 2015 - Regulation No. 13, 22 And 23	Policies for Grievance Redressal Mechanism, Vigil mechanism and Related party transaction are not framed.	Complied	Complie d	Complied	Compli ed	Complied	Complied	Complied	Complied

For, **GEETA SERWANI & ASSOCIATES**
Practicing Company Secretary



Cs Geeta Serwani
Proprietor
C. P. No.: 8842
Membership No. 8991

Place: Secunderabad
Date: 19.05.2023
UDIN: F008991E000337484