

SYLPH EDUCATION SOLUTIONS PRIVATE LIMITED

2nd Annual Report 2011-2012

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting to the Members of Sylph Education Solutions Private Limited will be held at 22, Press Complex, A.B. Road Indore-452008 (MP), on Saturday, the 25th day of August, 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 31st March 2012, the Profit and Loss Account for the financial year and the Auditors' Report thereon.
- 2. 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.

Notes:-

- 1. A member is entitled to attended 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.

Date: 10th June, 2012

Place: Indore For Sylph Education Solutions Private Limited

(R.K Jain) Director

Report of the Directors

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Management Discussion and Analysis For the Financial Year Ended 31st March, 2012

Your Directors are delighted to present their 2nd Annual Report along with the Audited Accounts for the financial year ended 31st March, 2012.

FINANCIAL PERFORMANCE:

Year ended March 31 st ,	2012	2011
Income from Operations Income from Operation Other Income Total Income from Operations Profit before Depreciation & Tax Less: Depreciation	25000.00 0.00 25000.00 (65.00)	1100000.00 0.00 110000.00 (100215.00)
Profit before taxation	(65.00)	(100215.00)
Less: Provision for Taxation Current Tax MAT Credit Entitlement Fringe Benefit Tax	 	
Net Profit after tax Previous Year Adjustment Add: Balance b\f from previous year Balance available for appropriation	(65.00) (100215.00) (100280.00)	(100215.00) (100215.00)
Appropriation Transfer to/(from) General Reserve Interim dividend Proposed final Dividend Dividend for previous year Tax on Dividends Balance carried to Balance Sheet	 (100280.00)	 (100215.00)

RESERVES

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

DIVIDEND

The Directors of the Company are not recommending any dividend looking to the nominal accumulated profit 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 31st March 2012 and of the Profit and Loss Account for the Year ended March 31st, 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

Earning Foreign Exchange
 Expenses in Foreign Exchange
 Nil

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 SYLPH EDUCATION SOLUTIONS PRIVATE LIMITED

Date:- 10th June, 2012

Place: Indore

DIRECTOR

Report of the Auditors

To the Members,

- 1. We have audited the attached Balance Sheet of SYLPH EDUCATION SOLUTIONS PRIVATE LIMITED at the year ended 31st March 2012 and relative profit and loss account for the year ended and signed by us under reference to this report. These financial statements are the responsibilities of the Company's Management; our responsibilities are to express an opinion on these financial statements based on our audit.
- 2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audit provides the reasonable basis for our opinion.
- 3. As required by the Companies (Auditors Report) order 2003 issued by the Central Government in term of subsection (4A)of Section 227 of the Companies Act, 1956, we enclose in the annexure a statement of the matters specified in paragraph 4 & 5 of the said order.
- 4. Further to our comments in the annexure referred to above, we report that :
 - a. We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit,
 - b. In our opinion proper books of accounts as required by law have been kept by the company so far it appears our examinations of those books,
 - c. The Balance Sheet & Profit &Loss Account dealt with by this report are in agreement with the books of accounts,
 - d. In our opinion Balance Sheet & Profit & Loss Account dealt with by this report comply in all material respects with the applicable Accounting Standard issued by The Institute of Chartered Accountants of India referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956,
 - e. On the basis of written representation received from the directors, and taken on record by the Board of Directors, we record that none of the directors is prima facie disqualified as on 31st March, 2012 from being appointed as director in terms of clause (g) of Section 274 (1) of the Companies Act, 1956,

- f. In our opinion and to the best of our information and according to the explanation given to us, the aforesaid financial statement read with the significant accounting policies and notes to the accounts give the information required by The Companies Act, 1956 in the manner so required and give true & fair view in conformity with the accounting principles generally accepted in India:
 - i. in case of Balance Sheet, of the state of affairs of the Company as at 31st March 2012,
 - ii. in case of profit & Loss Account, of the Loss for the year ended 31st March 2012

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FOR M/S M.S. DAHIYA & CO

Chartered Accountants

HARSH FIRODA

Place: Indore

Date: 10, June, 2012 (Partner)

SYLPH EDUCATION SOLUTIONS PRIVATE LIMITED

Notes forming part of the financial statement

Note	Particulars
1	Corporate information
	Sylph Education Solutions Private Limited is a Private company incorporated in 6th August ,2010 under Company Act 1956
	The Registered Office of the company is situated at 101-A,Press House,22 press complex,A.B Road, Indore
	To establish, promote, subsidies, encourage, provide, maintain, organize, undertake, manage, takeover collaborate, setup,
	assist, build, construct, equip, develop, recondition, operate, conduct, research, grant, support, to Spreasd Education by
	opening schools and colleges to provide complete Technical and Management Knowledge.
2	Significant accounting policies :-
2.1	Basis of accounting and statements of the Company have been prepared in accordance with the Generally Accepted
	Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the companies
	(Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The Financia
	Statements have been prepared on accrual basis. The accounting policies adopted in the preparation of Financial Statements are consistent with those followed in the previous year
	,
2.2	Inventories
	Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses
	where considered necessary.
2.3	Cash and cash equivalents :-
	Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balancesan 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 change in value
2.4	Sale of goods
	Sales are recognised, net of returns and trade discounts, on tranfer of significant risks and rewards of ownership to the
	buyer, which generally coincides with delivery of goods to customers. Sales include excise duty but exclude sale tax value added tax.
2.5	Earnings per share
	Basic/Dilutive earning per share is computed using the weighted average number of equity shares outstanding during
	the year.

SYLPH EDUCATION SOLUTIONS PRIVATE LIMITED Balance Sheet as at 31 March, 2012

Particulars	Note	As at 31st March,2012	As at 31st March,2011
		Amount In `	Amount In `
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	450,000.00	100,000.00
(b) Reserves and surplus	4	9,799,720.00	(100,215.00)
(c) Money received against share warrants		.,,	(**************************************
2 Share application money pending allotment	5	611000.00	10861000.00
3 Non-current liabilities			
(a) Long-term borrowings		_	-
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
4 Current liabilities			
(a) Short-term borrowings		_	-
(b) Trade payables	6	-	100,000.00
(c) Short Term Provision	7	10,000.00	10,000.00
TOTA	Ĺ	10,870,720.00	10,970,785.00
B ASSETS			
180210			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets		-	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress (iv) Intangible assets under development		-	-
(v) Fixed assets held for sale		-	-
4227			
(b) Non-current investments (c) Deferred tax assets (net)		-	
(d) Long-term loans and advances	8	-	10,950,000.00
(e) Other non-current assets		-	-
		-	10,950,000.00
2 Current assets			
(a) Current investments	9	10,850,000.00	-
(b) Inventories (c) Trade receivables		-	-
(d) Cash and cash equivalents	10	20,720.00	20,785.00
(e) Short-term loans and advances		-	-
(f) Other current assets		-	
		10,870,720.00	20,785.00
TOTA	Ĺ	10,870,720.00	10,970,785.00
The notes 1-23 integral part of Financial Statement			
For M.S Dahiya & Co.	For an	d on behalf of the Bo	oard of Directors
Chartered Accountants			
Harsh Firoda	Directo	or 1	Director
Partner	Directi	· ·	
Place : Indore			

SYLPH EDUCATION SOLUTIONS PRIVATE LIMITED

Statement of Profit and Loss for the year ended 31 March, 2012

	Particulars	Note	For the year ended	For the year ended
		No.	31 March, 2012	31 March, 2011
			Amount In `	Amount In `
A	CONTINUING OPERATIONS			
4	D. C. C.	11	25 000	110,000
1 2	Revenue from operations Other income	11	25,000	110,000
3	Total revenue (1+2)		25000	110000
3	Total Tevenue (1+2)		25000	110000
4	Expenses			
	(a) Cost of materials consumed		-	-
	(b) Purchases of stock-in-trade		-	-
	(c) Changes in inventories of finished goods, work-in-progress and		-	-
	stock-in-trade	10	15.000	100,000
	(d) Employee benefits expense (e) Finance costs	12 13	15,000 65	100,000 215
	(f) Depreciation and amortisation expense	13	-	100,000.00
	(g) Other expenses	15	10,000	10,000
	Total expenses	10	25,065.00	210,215.00
	*		,	,
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		(65.00)	(100,215.00)
6	Exceptional items		-	-
8	Extraordinary items		-	-
9	Profit / (Loss) before tax (7 <u>+</u> 8)		(65.00)	(100,215.00)
40	m			
10	Tax expense: (a) Current tax expense for current year			
	(b) (Less): MAT credit (where applicable)		_	_
	(c) Current tax expense relating to prior years		_	-
	(d) Net current tax expense		-	-
	(e) Deferred tax		-	-
11	Profit / (Loss) from continuing operations (9 ±10)		(65.00)	(100,215.00)
12	Earnings per share (of ` 1/- each):		(0.00)	(1.00)
	a. Basic/Diluted			

Γ	ne notes	1 - 23	integral	part	of Fi	nancial	Sta	tement	t

For M.S Dahiya & Co.

Chartered Accountants

For and on behalf of the Board of Directors

Harsh Firoda Partner Director

Director

Place : Indore

Date: 10th June, 2012

${\bf SYLPH\ EDUCATION\ SOLUTIONS\ PRIVATE\ LIMITED\ } \\ {\bf NOTES\ FORMING\ PART\ OF\ FINANCIAL\ STATEMENTS}$

Note No.	Particulars	31st March, 2012	31st March, 2011
		Amount (In Rs.)	Amount (In Rs.)
3	Share Capital		
	(a) Authorised		
	Equity shares of Rs.1/- each with voting rights	500,000	100,000
	m . 1	= 20,000	400,000
	Total	500,000	100,000
	(b) Issued Subscribed and fully paid up Equity shares of Rs.1/- each with voting rights	450,000	100,000
	Equity shares of Rs.1/- each with voting rights	450,000	100,000
	Total	450,000	100,000
3 (i)	(I) Reconciliation of the number of shares and amount ou		
	reporting period:		
	Particulars	Opening Balance	Closing Balance
	Equity shares with voting rights		
	Year ended 31 March, 2012		
	- Number of shares	100,000	450,000
	- Amount (In Rs.)	100,000	450,000
	Year ended 31 March, 2011	,	,
	- Number of shares	100,000	100,000
	- Amount (In Rs.)	100,000	100,000
	,	,	,
3 (ii)	Details of shares held by each shareholder holding more	than 5% shares:	
	Class of shares / Name of shareholder	31st March, 2012	31st March, 2011
		Number of shares	Number of shares held
		held	
	Equity shares with voting rights		
	Rajesh Jain	100,000	50,000
	%	22%	50%
	Jaishree Jain	250,000	50,000
	%	56%	50%
	Sylph Technologies Limited	100000	_
	%	22%	0%
4	Reserves and surplus		
	Particulars	31st March, 2012	31st March, 2011
	Securities premium account	Amount	Amount
	Opening balance	0	0
	Add : Premium on shares issued during the year	9,900,000.00	0
	Less: Utilised during the year for:	0	0
	Issuing bonus shares	0	0
	Writing off preliminary expenses	0	0
	Buy back of shares	0 000 000	-
	Closing balance	9,900,000	-
	Surplus / (Deficit) in Statement of Profit and Loss		
	Opening balance	(100,215)	_
	Add: Profit / (Loss) for the year	(65.00)	(100,215.00)
	Closing balance	(100,280)	(100,215)
	Grade Total	9,799,720	(100,215)

ote No.	Particulars Particulars	31st March, 2012	31st March, 2011
		Amount (In Rs.)	Amount (In Rs.)
5	Share application money pending for allotment		
3	As at 31 March 2012, the Company has received an a	amount of Rs.611000/-to	wards share application money
	towards equity shares of the Company at a par. The		
	invitation to offer shares and in terms of such invitati		
	formalities as per its own discreation. The Company h		
	these shares. The amount has been utilised for the purpos		
6	Trade payables		
	Particulars	31st March, 2012	31st March, 2011
		Amount	Amount
	Trade payables:		
	Acceptances		-
	Other than Acceptances	-	100,000
	Total	-	100,000
_			
7	Short-term provisions	21-1 Manala 2012	21-1 M1. 2011
	Particulars	31st March, 2012	31st March, 2011
		Amount	Amount
	(a) Provision for Audit fees	10,000	10,000
	(a) I Tovision for Addit ICES	10,000	10,000
	Tota	10,000	10,000
			·
8	Long term Loan & Advances		
	Particulars	31st March, 2012	31st March, 2011
		Amount	Amount
	Other Loan & Advances Secured, considered good		10,950,000
	Unsecured, considered good	_	10,230,000
	Doubtful good	_	_
	Tota	.1	10,950,000
9	Current investments		
	Particulars	31st March, 2012	31st March, 2011
		Amount	Amount
	Other Current Investment		
	Investment in Unquoted Equity Instruments	10850000	
	(i) of other entities	10030000	
		-	-
	Tota	10,850,000	-
10	Cash and cash equivalents		
	Particulars	31st March, 2012	31st March, 2011
	(a) Cash in hand	Amount 10,000	Amount 10,000
	(a) Cash in hand (b) Balances with banks	10,000	10,000
	(i) In current accounts	10,720	10,785
	(-) In current accounts	10,720	10,703
	Tota	20,720	20,785
	1016		

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Note No.	Particulars	31st March, 2012	31st March, 2011
		Amount (In Rs.)	Amount (In Rs.)
11	Operating Income		
	Particulars	31st March, 2012	31st March, 2011
		Amount	Amount
		25 000	110,000
	Education Fees Total	25,000 25,000	110,000 110,000
		20,000	110,000
12	Employee benefits expense		
	Particulars	31st March, 2012	31st March, 2011
	Salaries and wages	Amount 15,000	Amount 100,000
	Sularies and Wages	10,000	100,000
	Total	15,000	100,000
13	Financial Cost		
13	Particulars	31st March, 2012	31st March, 2011
		Amount	Amount
	Bank Interest	65	215
	Total	65	215
		00	210
14	Depreciation and amortisation expense		
	Particulars	31st March, 2012 Amount	31st March, 2011 Amount
	Amortisation expenses	-	100,000
	Total		100 000
	Total	-	100,000
15	Other expenses		
	Particulars	31st March, 2012	31st March, 2011
		Amount	Amount
	Payments to auditors	10,000	10,000
	m + 1	40.000	40.000
	Total	10,000	10,000
15(i)	Payments to auditors		
	Particulars	31st March, 2012	31st March, 2011
	(i) Payments to the auditors comprises	Amount	Amount
	Statutory audit	10,000	10,000
	For Other Services	-	-
	Total	10,000	10,000
	Total	10,000	10,000
16	Earning per equity share:		
	Particulars	31st March, 2012	31st March, 2011
i	Earnigs attributable to Equity shareholders	Amount (65)	Amount (100,215)
_	Weighted average number of equity shares	450,000	100,000
	Nominal Value of Equity Share	(0.000)	(1.002)
	Basic Earnig per Share Diluted Earing per Share	(0.000) (0.000)	(1.002) (1.002)
	01	(5.300)	(=7662)

17	Segment Reporting					
	(a) Segment accounting policies	a a	1			
	The segment reporting policies complies with	th the accounting policies adopted for pro	eparation and presentation of			
	(a) Geographical Segment					
	b. The company operates and deal in all kin	d of lamps and electrical consumer good	s of lighting and accessories			
18	Related party disclosures:					
	In accordance with accounting standard 18					
	of India, the Company does not have any tra	ansaction with the related party during th	ne year.			
19	Contingent Liabilities & Commitments					
	The Company has not made any provision:	for various contractual obligations and d	isputed liabilities based on its			
20	Value of Imports on(CIF Basis)	O	1			
i	Raw Material	Nil	Nil			
ii	Capital Goods	Nil	Nil			
iii	Trading Goods	Nil	Nil			
21	Expenditure in foreign exchange	Nil	Nil			
22i)	Earning in foreign exchange					
	Value of Export	Nil	Nil			
23	These financial statements have been prepar	red in the format prescribed by the revise	d Schedule VI to the			
	companies Act 1956. Previous period figures					
	have been rounded off to the nearest Rupee.		I			
	eport of even date					
	Dahiya & Co.	For and on behalf of the	Board of Directors			
Chartered	d Accountants					
CA II	de Plan de	Director	Diversion			
CA. Harsh Firoda Director Director Partner						
1 aruter						
Date :104	h June, 2012					
Place: Inc						