



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.com

CIN: L80302MP2010PLC023011



Date: 09-09-2019

To,
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400001

Security Code: 539682

Security ID: SESL

Dear Sir/Madam,

Sub: Submission of Annual Report for the Financial Year 2018-19

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2018-19 along with the Notice of 9TH Annual General Meeting to be held on Monday, September 30, 2019.

Thanking you,

Yours faithfully,

For, Sylph Education Solutions Ltd



DIRECTOR/AUTHORISED SIGNATOURY

ANNUAL REPORT 2018-2019

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. Mr. Pareshbhai Sengal (Din 08444758) : Whole Time Director
2. Dr. Rajesh Jain (Din: 01704145) : Non Executive Director
3. Mr. Rashmin Babariya (Din: 07833573) : Independent Director
4. Mr. Nikunj Sanghani (Din: 00838244) : Independent Director
5. Mrs.Champaben Garala (Din: 08414487) : Independent Director
6. Mr. Dinesh Kumar Jangid BAWPJ8323C : Manager

BANKER

Bank of India

AUDITORS

M.S. Dahiya & Co.
Chartered Accountants

REGISTERED OFFICE

Second Floor,
Scheme No.51, Sangam Nagar,
Indore (M.P.)-452006
Tel. 0731-2571451
E-MAIL: info@sylphedu.com
URL: www.sylphedu.com

LISTING

BSE Limited- SME Platform
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

REGISTRAR & TRANSFER AGENTS

Satellite Corporate Services Private Limited
Unit No. 49, Bldg. No. 13- A-B, 2nd Floor,
Samhita Commercial Co. Op. Soc. Ltd.
Off. Andheri Kurla Lane, MTNL Lane,
Sakinaka, Mumbai-400072
Tel- 91-22-28520461/28520462,
E-mail: service@satellitecorporate.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 9th Annual General Meeting of the Members of Sylph Education Solutions Limited will be held at Second Floor, 448-D, Scheme No. 51, Sangam Nagar, Indore- 452006 (M.P.), India on Monday, the 30th Day of September, 2019 at 01.00 P.M to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2019 and the Reports of the Directors and Auditorsthereon.
2. To appoint a Director in place of Mr. Rajesh Jain, having DIN: 01704145, who retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix the remuneration.

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, **M/s Aniket Goyal & Associates(Firm Registration No. 022331C)**, be appointed as statutory auditors of the Company, in place of retiring auditors **M/s M.S. Dahiya & Co. (FRN-013855C)**, to hold office from the conclusion of the 14th AGM to be held in the year 2024, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 203 and all other applicable provisions of the Companies Act 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the company and subject to such approvals, permissions, and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the members be and is hereby accorded to the appointment of **Mr. Pareshbhai Ganpatbhai Sengal** as the Whole Time Director of the Company w.e.f. May 11, 2019 for a period of 3 years on Nil remuneration.

RESOLVED FURTHER THAT pursuant to provisions of Section 203 and all other applicable provisions of the Companies Act, 2013 read with applicable Rules and subject to requisite approvals, **Mr. Pareshbhai Ganpatbhai Sengal**, be and is hereby also appointed as Chief Financial Officer (CFO) of the Company w.e.f. May 11, 2019 and shall be a Key Managerial Personnel of the Company, to be designated as Whole Time Director & CFO, on Nil remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, and subject to the approval of the shareholders, any director of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to issue the letter of appointment including the terms of appointment to Whole Time Director."

5. To consider and if thought fit, to pass with or without modification, the following resolutions as **ORDINARY RESOLUTIONS:**

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Champaben Shantilal Garala (DIN: 08414487), who was appointed on 24.06.2019 as an additional director of the Company and holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September, 2024.

6. To consider and if thought fit, to pass with or without modification, the following resolutions as **ORDINARY**

RESOLUTIONS:

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Rashmin Premjibhai Babariya (DIN: 07833573), who was appointed on 28.01.2019 as an additional director of the Company and holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September, 2024.

7. To consider and if thought fit, to pass with or without modification, the following resolutions as **ORDINARY RESOLUTIONS:**

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Nikunj Navinbhai Sanghani (DIN: 08208456), who was appointed on 28.01.2019 as an additional director of the Company and holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September, 2024.

**By Order of the Board
For, SYLPH EDUCATION SOLUTIONS LIMITED**

Date: 14.08.2019

Place: Indore

**PARESHBHAI SENGAL
Whole Time Director
DIN: 08444758**

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item Nos. 2,4,5,6 and 7 is also annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
4. The Register of Members and Share Transfer Register of the Company will remain closed from 23th September, 2019 to 30th September, 2019.
5. As a measure of economy, copies of the Annual Report will not be distributed at the AGM. Shareholders are, therefore, requested to bring their copies of the Annual Report at the meeting.
6. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least ten days before the meeting so that the same could be suitably answered at the meeting.

7. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).
8. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
9. For the convenience of shareholders, attendance slip is annexed to the proxy form. Shareholders are requested to affix their signatures at the space provided and hand over the attendance slip at the entrance of the place of meeting. Proxy / Representative of a shareholder should mark on the attendance slip as "Proxy" or "Representative" as the case may be. Shareholders are also requested not to bring with them any person who is not a shareholder.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
11. To facilitate easy and cheap transactions in its shares, the Company has dematerialized its shares. Majority of the shareholders have already availed of this facility and de-materialized their shareholdings. Shareholders who have not yet de-materialized their shareholdings are requested to avail of this facility and de-materialize their shareholdings at the earliest. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.
12. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with Attendance Form and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of AGM will also be available on the Central Depository Services (India) Limited ("CDSL"), www.evotingindia.com.
13. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
14. **Instructions for e-voting:**
A separate sheet containing the complete details of the instructions for e-voting is being sent to all the shareholders along with the Annual Report for the year 2018-19 to enable them to cast their votes through e-voting.

15. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ reappointment as a Director at the ensuing Annual General Meeting is as under:

Name of the Director	RASHMIN BABARIYA	NIKUNJ SANGHANI	PARESHBHAI SENGAL	CHAMPABEN GARALA
DIN	07833573	08208456	08444758	08414487
Date of Birth	10/08/1989	21/09/1993	18/01/1979	19/01/1964
Date of Appointment	28/01/2019	28/01/2019	11/05/2019	05/04/2019
NATIONALITY	INDIAN	INDIAN	INDIAN	INDIAN
Qualification	Bachelor of commerce	Bachelor of commerce	Graduate	Bachelor of Arts
EXPERTISE IN SPECIFIC FUNCTIONAL AREA AND EXPERIENCE	Financial and Account	Operations and General Management	Accounts, Audit & Business Administrative	Business Administrative
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	Refer item no. 6 of the Notice	Refer item no. 7 of the Notice	Refer item no. 4 of the Notice	Refer item no. 5 of the Notice
Remuneration last drawn (including sitting fees, if any)	Nil	Nil	Nil	Nil
Directorship in other Companies (excluding Foreign, private and Section 8 companies)	Refer report on Director Report	Refer report on Director Report	Refer report on Director Report	Refer report on Director Report
Membership of Committees in other Public Limited Companies	Refer report on Director Report	Refer report on Director Report	Refer report on Director Report	Refer report on Director Report
No. of Shares held in the Company as on 31.03.2019 (Face Value ₹ 10/- per share)	Nil	Nil	Nil	Nil
Number of meetings of the Board attended during the Financial Year 2018-19	Refer report on Director Report	Refer report on Director Report	Refer report on Director Report	Refer report on Director Report
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None	None

By Order of the Board
For, SYLPH EDUCATION SOLUTIONS LIMITED

DATE: 14.08.2019
PLACE: INDORE

PARESHBHAI SENGAL
Wholetime Director
DIN: 08444758

Annexure A to the notice**Instructions for the voting through electronic means**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019.
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting /voting at the AGM through ballot paper.
6. Mrs Daxa Negi Company Secretary (ICSI membership No.-A41607) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer shall after the conclusion of voting at the general meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.sylphedu.com> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 10. The instructions for shareholders voting electronically are asunder:**
 - (i) The voting period begins on 27th September, 2019 (9:00 a.m.) and ends on 29th September, 2019 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

- (iv) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- (v) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (vi) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (vii) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
- If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

- (viii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the checkbox.

- (ix) Now, you will have to click on “Login” button.

- (x) After you click on the “Login” button, Home page of e-Voting will open.

- (xi) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

- (xii) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xiv) Click on the EVEN (109481) for “Sylph Education Solutions Limited” (ISIN- INE622Q01019) for which you have to vote.
- (xv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (xvi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xvii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (xviii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

(i) General Guidelines for shareholders

- (a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dakshanegi@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

- I. The e-Voting period commences on Friday, 27th September, 2019 (9.00 a.m. IST) and ends on Sunday, 29th September, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 23th September, 2019, i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- II. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-Voting or voting at the AGM through electronic voting system or poll paper.
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending an email to questatevoting@nsdl.co.in or investorconnect@anupengg.com. However, if he/ she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- IV. The facility for voting, either through electronic voting system or poll paper shall also be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting, may exercise their right to vote at the AGM.
- V. A Member may participate in the AGM even after exercising his/her right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- VI. A Member can vote either by remote e-Voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-Voting shall prevail and the votes cast at the AGM shall be considered invalid.
- VII. Mrs. DAXA NEGI of M/s. Daksha Negi & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-Voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses

not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

- ix. The result declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Date: 14.08.2019

Place: Indore

By Order of the Board
For, SYLPH EDUCATION SOLUTIONS LIMITED

PARESHBHAI SENGAL
Whole Time Director
DIN: 08444758

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

M/s M.S. Dahiya & Co. (ICAI FRN-013855C), were appointed as statutory auditors of the company at the 5th AGM held on 30th May, 2014 they are holding office of the auditors up to the conclusion of the 9th AGM and hence, would retire at the conclusion of the forthcoming 9th AGM.

As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed. Accordingly, as per the said requirements of the Act, **M/S Aniket Goyal & Associates (Firm Registration No. 022331C)**, is proposed to be appointed as statutory auditors of the company, for a period of 5 years, commencing from the conclusion of 9th AGM till the conclusion of the 14th AGM, subject to ratification by members every year, as may be applicable. **M/s Aniket Goyal & Associates (Firm Registration No. 022331C)**, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice. The Board recommends the Resolution at Item No. 3 to be passed as an ordinary resolution.

Item No. 4

Pursuant to provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed Company or Every other public company having paid up share capital of Rs. 10 Crores or more are required to (i) appoint Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director; (ii) Company secretary and (iii) Chief Financial Officer. In view of compliance of the provisions of the Companies Act, 2013 Mr. Pareshbhai Ganpatbhai Sengal was appointed by the Board of Directors as Whole-time director of the Company w.e.f MAY 11, 2019. Further, he was also appointed as Chief Financial Officer of the Company with effect from MAY 11, 2019. He was designated as Whole-time director & CFO of the Company. Mr. Pareshbhai Ganpatbhai Sengal was appointed for a period of 3 (Three) years on Nil remuneration. There are no other terms and conditions for his appointment as WTD & CFO.

Mr. Pareshbhai Ganpatbhai Sengal has rich experience in the fields of finance and general business management.

Accordingly, approval of the Members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Except Mr. Pareshbhai Ganpatbhai Sengal himself.

ITEM NO. 5, 6 & 7

Mrs. Champaben Garala, Mr. Rashmin Babariya and Mr. Nikunj Sanghani were appointed as an Additional Directors of the Company with effect from 24.06.2019, 28.01.2019 and 28.01.2019 respectively pursuant to the provisions of Section 160 of the Companies Act, 2013 read Articles of Association of the Company. Mrs. Champaben Garala, Mr. Rashmin Babariya and Mr. Nikunj Sanghani holds office upto the date of ensuing Annual General Meeting of the Company. It is proposed to appoint Mrs. Champaben Garala, Mr. Rashmin Babariya and Mr. Nikunj Sanghani as Independent Directors of the Company and to hold office for five consecutive years for a term up to September, 2024.

The Board recommends the resolution for the approval of shareholders.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5, 6 & 7 of the Notice. Except Mrs. Champaben Garala, Mr. Rashmin Babariya and Mr. Nikunj Sanghani themselves.

By Order of the Board

Date: 14.08.2019
Place: Indore

PARESHBHAI SENGAL
Whole Time Director
DIN: 08444758