

**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



**October 2, 2019**

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

Dear Sir/Madam,

**Sub: Voting Results of the 9th Annual General Meeting of the Company – Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the voting results and Scrutinizer Report of the business transacted at the Annual General Meeting of the Company held on Monday, the 30th September 2019 at 1:00 p.m. at registered office of the company in the prescribed format.

Kindly take note of the above.

Thanking you,

**Yours faithfully,**  
**For, Sylph Education Solutions Ltd**

**DIRECTOR, AUTHORISED SIGNATOURY**

**DETAILS OF VOTING RESULTS UNDER REGULATION 44 (3) OF SEBI (LODR) REGULATION, 2015  
9TH ANNUAL GENERAL MEETING OF SYLPH EDUCATION SOLUTIONS LIMITED**

1	Date of AGM	30.09.2019
2	Total No. of Shareholders on Record Date	27
3	Number of Shareholders present in the meeting either in person or through proxy	
	a) Promoter and Promoters Group	--
	b) Public	08
4	Number of Shareholders attended meeting through Video Conferencing	
	a) Promoter and Promoters Group	Nil
	b) Public	Nil

Resolution (1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Adoption of financial statement for the year ended 31st March, 2019, together with Auditors' Report and Directors' Report.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting	15000000	0	0	0	0	0	0
	Poll		5997610	39.9841	5997610	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		15000000	5997610	39.9841	5997610	0	100
<b>Total</b>		<b>15000000</b>	<b>5997610</b>	<b>39.9841</b>	<b>5997610</b>	<b>0</b>	<b>100</b>	<b>0</b>
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of M/s Aniket Goyal & Associates as Statutory Auditors.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting	15000000	0	0	0	0	0	0
	Poll		5997610	39.9841	5997610	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		15000000	5997610	39.9841	5997610	0	100
<b>Total</b>		<b>15000000</b>	<b>5997610</b>	<b>39.9841</b>	<b>5997610</b>	<b>0</b>	<b>100</b>	<b>0</b>
Whether resolution is Pass or Not.							Yes	





Resolution (4)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Mr. Pareshbhai Sengal as WTD & CFO.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting	15000000	0	0	0	0	0	0
	Poll		5997610	39.9841	5997610	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		15000000	5997610	39.9841	5997610	0	100
<b>Total</b>		<b>15000000</b>	<b>5997610</b>	<b>39.9841</b>	<b>5997610</b>	<b>0</b>	<b>100</b>	<b>0</b>
Whether resolution is Pass or Not.							Yes	

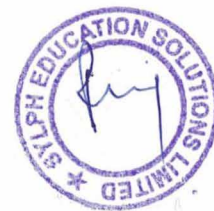
Resolution (5)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Mrs. Champaben Garala as an Independent Director					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting	15000000	0	0	0	0	0	0
	Poll		5997610	39.9841	5997610	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		15000000	5997610	39.9841	5997610	0	100
<b>Total</b>		<b>15000000</b>	<b>5997610</b>	<b>39.9841</b>	<b>5997610</b>	<b>0</b>	<b>100</b>	<b>0</b>
Whether resolution is Pass or Not.							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Mr. Rashmin Premjibhai Babariya as an Independent Director					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	



	<b>Total</b>	0	0	0	0	0	0	0
<b>Public- Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Public- Non Institutions</b>	<b>E-Voting</b>	15000000	0	0	0	0	0	0
	<b>Poll</b>		5997610	39.9841	5997610	0	100	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		15000000	5997610	39.9841	5997610	0	100
<b>Total</b>		<b>15000000</b>	<b>5997610</b>	<b>39.9841</b>	<b>5997610</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Whether resolution is Pass or Not.</b>								Yes

Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Nikunj NavinbhaiSanghani as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	0	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Public- Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Public- Non Institutions</b>	<b>E-Voting</b>	15000000	0	0	0	0	0	0
	<b>Poll</b>		5997610	39.9841	5997610	0	100	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		15000000	5997610	39.9841	5997610	0	100
<b>Total</b>		<b>15000000</b>	<b>5997610</b>	<b>39.9841</b>	<b>5997610</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Whether resolution is Pass or Not.</b>								Yes





# Daksha Negi & Associates

M. No. A41607, CP No. 20353



To,  
The Board of Directors  
**SYLPH EDUCATION SOLUTIONS LIMITED**  
Second Floor, 448-D, Scheme No. 51,  
Sangam Nagar, Indore - 452006

Dear Sir,

Sub: Consolidated Scrutinizer's Report pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

I, Daksha Negi, of Daksha Negi & Associates, Practicing Company Secretary, was appointed as the Scrutinizer by the Board of Directors of the Company pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 30, 2019.

The notice dated August 14, 2019 along with statement setting out material facts under Section 102 of the Act, as confirmed by the Company, were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of September 23, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM. The voting period for remote e-voting commenced on September 27, 2019 at 9.00 a.m. (IST) and ended on September 29, 2019 at 5.00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the meeting on the resolutions contained in the notice of the AGM.

Address: 34, Nirav Intercity, Naroda, Ahmedabad, Gujarat – 382330  
M. No. : 93287 61828





My responsibility as scrutinizer for the remote e-voting and the voting conducted through pole at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions. I now submit my consolidated Report as under on the result in respect of the said resolutions.

## Resolution No. 1: Ordinary Resolution

**Adoption of financial statement for the year ended 31st March, 2019, together with Auditors' Report and Directors' Report**

### (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	5997610	100

### (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

### (iii) Invalid votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

## Resolution No. 3: Ordinary Resolution

**Appointment of M/s Aniket Goyal & Associates as Statutory Auditors**

### (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	5997610	100

### (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

### (iii) Invalid votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

## Resolution No. 4: Special Resolution

**Appointment of Mr. Pareshbhai Sengal as WTD & CFO.**

### (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	5997610	100







**(ii) Voted against the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No. 5: Ordinary Resolution**

**Appointment of Mrs. ChampabenGarala as an Independent Director**

**(i) Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	5997610	100

**(ii) Voted against the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No. 6: Ordinary Resolution**

**Appointment of Mr. Rashmin Premjibhai Babariya as an Independent Director**

**(i) Voted in favour of the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	5997610	100

**(ii) Voted against the resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



# Daksha Negi & Associates

M. No. A41607, CP No. 20353



## Resolution No. 7: Ordinary Resolution

### Appointment of Mr. Nikunj Navinbhai Sanghani as an Independent Director

#### (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	5997610	100

#### (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

#### (iii) Invalid votes:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Thanking You,

  
Daksha Negi  
Daksha Negi & Associates  
Practicing Company Secretary  
Mem. No. A41607



Place: Ahmedabad

Date: 01.10.2019