

Date: January 22, 2021.

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

Sub: Minutes of Postal Ballot Results dated January 13, 2021.

**Ref: SYLPH EDUCATION SOLUTIONS LIMITED. (Security Id/Code:
SESL/539682)**

Dear Sir/Madam,

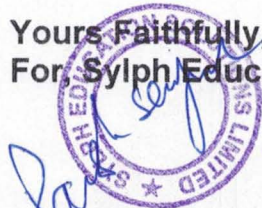
Enclosed please find herewith the Minutes of the proceedings relating to declaration of results on January 13, 2021 of voting conducted through Postal Ballot (including electronic voting) notice dated December 9, 2020. circulated to Shareholders.

The Resolutions as stated in the Postal Ballot Notice dated December 9, 2020 have been passed by the Shareholders by requisite majority.

Request you to take the same on record.

Thanking You,

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



**Pareshbhai Sengal
Whole Time Director
DIN No.: 08444758**

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULTS ON JANUARY 13, 2021 OF VOTING CONDUCTED THROUGH POSTAL BALLOT (INCLUDING ELECTRONIC VOTING) VIDE NOTICE DATED DECEMBER 9,2020 HELD AT THE REGISTERED OFFICE OF THE COMPANY AT SECOND FLOOR, 448-D, SCHEME NO.51 ,SANGAMNAGAR,INDORE(M.P.)- 452006.

The Board of Directors of the Company had, at its Meeting held on November 11, 2020 accorded approval for the proposal to conduct Postal Ballot Procedure pursuant to Section 110 of the Companies Act, 2013 to seek approval of the Shareholders for the following item of business.

Sr No	Subject of Resolution	Type of Resolution
1	Migration from SME platform of BSE Limited to Main Board of BSE Limited	Special Resolution
2	Reclassification of Promoter and Promoter Group to Public Category	Special Resolution

The Board of Directors through a resolution passed at the Board Meeting held on November 11, 2020 had appointed Ms Daxa Negi, Practicing Company Secretary, Proprietor of M/s. Daxa Negi & Associates (Membership No. ACS 41607), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The Chairman also informed that the Postal Ballot forms and the self-addressed business reply envelopes were also sent for use of Members. The Company had also availed the E-Voting facility offered by NDSL for conducting e-Voting by the members of the Company. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer not later than 05:00 p.m. on January 12, 2021.

The Company had earlier dispatched the Postal Ballot Notice elated December 9, 2020, issued pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, for passing the Resolutions for to approving Migration from SME platform of BSE Limited to Main Board of BSE Limited and Reclassification of Promoter and Promoter Group to Public Category by Postal Ballot, to the Members of the Company.

A handwritten signature in blue ink is written over a purple circular stamp. The stamp contains the text 'SYLPH EDUCATION SOLUTIONS LIMITED' around the perimeter and a star symbol at the bottom. The signature appears to be 'Daxa Negi'.

After due scrutiny of all the Postal Ballot Forms received up to close of working hours on January 12, 2021 (being the last date fixed for return of the duly filed in Postal Ballot forms by the Members), Ms.Daxa Negi the scrutinizer submitted a report addressed to the Chairman of the Company on January 13,2021 containing the following details:

(i) Voted in favour of the resolution

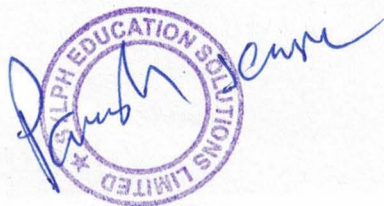
Sr	Particulars	Resolution 1			Resolution 2		
		Number of members voted	Number of votes cast by them	% of total number of valid votes cast	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	Electronic (E-Voting)	13	9028410	100	13	9028410	100
2	Physical	0	0	100	0	0	100
3	Total	13	9028410	100	13	9028410	100

(ii) Voted against the resolution:

Sr	Particulars	Resolution 1			Resolution 2		
		Number of members voted	Number of votes cast by them	% of total number of valid votes cast	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	Electronic (E-Voting)	Nil	Nil	Nil	Nil	Nil	Nil
2	Physical	Nil	Nil	Nil	Nil	Nil	Nil
3	Total	Nil	Nil	Nil	Nil	Nil	Nil

(iii) Invalid votes:

Sr	Particulars	Resolution 1			Resolution 2		
		Number of members voted	Number of votes cast by them	% of total number of valid votes cast	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	Electronic (E-Voting)	Nil	Nil	Nil	Nil	Nil	Nil
2	Physical	Nil	Nil	Nil	Nil	Nil	Nil
3	Total	Nil	Nil	Nil	Nil	Nil	Nil



The following was the Voting Results as per the format prescribed under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for the Migration from SME platform of BSE Limited to Main Board of BSE Limited				
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	800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		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		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	14999200	9028410	60.1926	9028410	0	0	0
	Poll		0	0	0	100	0	
	Postal Ballot		0	0	0	0	0	
	Total		14999200	9028410	60.1926	9028410	0	100
Total		15000000	9028410	60.1894	9028410	0	100	0
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for the Reclassification of Promoter and Promoter Group to Public Category				
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	800	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	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	14999200	9028410	60.1926	9028410	0	0	0
	Poll		0	0	0	100	0	
	Postal Ballot		0	0	0	0	0	
	Total		14999200	9028410	60.1926	9028410	0	100
Total		15000000	9028410	60.1894	9028410	0	100	0
Whether resolution is Pass or Not.							Yes	



Mr. Pareshbhai Sengal, Whole time Director of the Company, being the person authorized to declare the results of the Postal Ballot, reviewed the reports of the Scrutinizer and the related Voting Results. After the review, he declared the following resolution passed by a requisite majority of the Shareholders by means of the Postal Ballot, on January 13, 2021.

1.) Approval for the Migration from SME platform of BSE Limited to Main Board of BSE Limited.

"RESOLVED THAT in pursuance of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, BSE circular dated 26th November, 2012 and applicable SEBI (LODR) Regulations, 2015 and provisions of Companies Act, 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modifications, amendments and re-enactments thereof, and other applicable laws, consent of Shareholders of the Company be and is hereby granted to migrate the company, currently listed on SME platform of BSE, to Main Board of BSE and to follow such procedures as specified by SEBI (ICDR) Regulations and other applicable regulations notified by SEBI, as amended from time to time and BSE, to give effect to the foregoing resolution.

RESOLVED FURTHER THAT any director and/or Company Secretary of the Company be and are hereby authorized jointly and /or severally to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by board to give effect to the foregoing resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution may be given to the concerned department(s)/authority (ies)/party (ies) etc."

2.) Reclassification of Promoter and Promoter Group to Public Category.

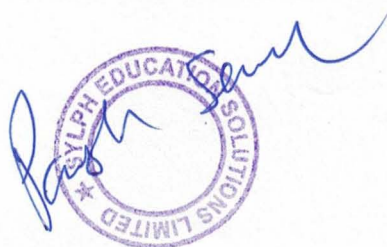
"RESOLVED THAT in pursuance to provision of Regulation 31A of SEBI (LODR) Regulations, 2015 and any other applicable provisions, including any amendments and re-enactments thereof for the time being in force, and subject to necessary approvals from the Stock Exchange and other appropriate statutory authorities, as may be necessary, the approval of members be and is hereby accorded for re-classification of following persons forming part of promoter group from "Promoter & Promoter Group Category" to "Public Category":

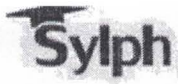
1. Rajesh Jain PAC Jayshri Jain
2. Sylph Technologies Limited

Name	No. of Shares	% to Total shares
Rajesh Jain PAC Jayshri Jain	800	0.01%
Sylph Technologies Limited	NIL	NIL

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the foregoing resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under the foregoing resolution to any Committee of the Board or to any director and/or Company Secretary of the Company as it may consider appropriate, including authorisation for submitting/filing of necessary application(s), form(s), and return(s) with the Registrar of the Companies, Gwalior, Ministry of Corporate Affairs, Stock Exchange and any other concerned authorities, as may be necessary, and to do all such acts, deeds and things as may be expedient or desirable to give effect to the foregoing resolution."





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.co.

CIN: L80302MP2010PLC023011



RESOLVED FURTHER THAT a certified true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

Pareshbhai Sengal
Whole Time Director
DIN No.: 08444758

Date: 13/01/2021

Place: Indore