



SYLPH EDUCATION SOLUTIONS LIMITED
Regd. Off: ST4, 22 press complex, A.B.Road Indore(M.P.)-452008
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CIN: L80302MP2010PLC023011



**To,
The Manager Listing
Corporate Relation Department
Bombay Stock Exchange Limited
Phiroz Jeejeeboy Tower
Dalal Street,
Mumbai 400001**

Date: 28/09/2018

BSE Code 539682

Sub.:- Submission of voting result for the resolution passed at the 8th Annual General Meeting held on Friday, the 28th day of September, 2018.

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with stock exchange, we enclosed herewith voting results declared for the resolution passed at 8th Annual General Meeting held on Friday, the 28th day of September, 2018 at 1:00 P.M.

The Consolidated Scrutinizer report of e-voting and Poll by Ballot Papers is also attached.

Please take above information on record and confirm.

Thanking You,

For Sylph Education Solutions Limited

Dr. Rajesh Jain
Director
DIN: 01704145

Enclosed: As Stated above.

DETAILS OF VOTING RESULTS

(Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Details of Voting Results of 8th Annual General Meeting of Sylph Education Solutions Limited held at St-4 Press House, 22 Press Complex, A.B. Road, Indore-452008 (MP), on Friday, the 28th day of September, 2018, at 1:00 P.M, are as follows:

Date of AGM	28th September, 2018
Total Number of Shareholders on cut-off date (21st September, 2018)	350
No. of Shareholders present in the meeting either in person or through Proxy	11
Promoters and Promoter Group	1
Public	10
No. of shareholders attended the meeting through Video Conferencing	Nil
Promoters and Promoter Group	Nil
Public	Nil

Agenda- wise disclosure

Item No. 1

To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	3000800	3000800	100%	3000800	0	100%	0
	Postal Ballot(if applicable)							
	Total	3000800	3000800	100%	3000800	0	100%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot(if applicable)							
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	100%	0
	Poll	620160	620160	100%	620160	0	100%	0
	Postal Ballot(if applicable)							
	Total	620160	620160	100%	620160	0	100%	0
Total		3620960	3620960	100%	3620960	0	100%	0

Item No. 2

To appoint a Director in place of Dr. Rajesh Jain, having DIN: 01704145, who retires by rotation and being eligible, offers himself for re- appointment.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	%of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	3000800	3000800	100%	3000800	0	100%	0
	Postal Ballot(if applicable)							
	Total	3000800	3000800	100%	3000800	0	100%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot(if applicable)							
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	100%	0
	Poll	620160	620160	100%	620160	0	100%	0
	Postal Ballot(if applicable)							
	Total	620160	620160	100%	620160	0	100%	0
Total		3620960	3620960	100%	3620960	0	100%	0

Item No. 3

To ratify the appointment of M/s M.S. Dahiya & Co. (ICAI FRN.-013855C) Indore as Statutory Auditors of the company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	%of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes– in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	3000800	3000800	100%	3000800	0	100%	0
	Postal Ballot(if applicable)							
	Total	3000800	3000800	100%	3000800	0	100%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot(if applicable)							
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	100%	0
	Poll	620160	620160	100%	620160	0	100%	0
	Postal Ballot(if applicable)							
	Total	620160	620160	100%	620160	0	100%	0
Total		3620960	3620960	100%	3620960	0	100%	0

Item No. 4

To approve related party transactions.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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%	0
	Postal Ballot(if applicable)							
	Total	0	0	0%	0	0	0%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot(if applicable)							
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	0	0	0	0	0	100%	0
	Poll	620160	620160	100%	620160	0	100%	0
	Postal Ballot(if applicable)							
	Total	620160	620160	100%	620160	0	100%	0
Total		620160	620160	100%	620160	0	100%	0



CA Anand Sethiya

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PAN : AHCPS4618K

Membership No. : 071993

Mobile : 09329545071

**FORM No. MGT-13
Report of Scrutinizer**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman
8th Annual General Meeting of the Equity Shareholders of
Sylph Education Solutions Limited,
Held on 28th September, 2018 at 1:00 PM
At ST-4 Press House, 22 Press Complex,
A.B. Road, Indore-452008 Madhya Pradesh

Dear Sir,

I, Anand Sethiya, Practicing Chartered Accountant, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 8th Annual General Meeting of the Equity Shareholders of Sylph Education Solutions Limited, held on Friday, 28th September, 2018 at 1:00 PM at ST-4 PRESS HOUSE, 22 PRESS COMPLEX, A.B. ROAD, INDORE - 452008 Madhya Pradesh, submit report as under:

- (1) After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- (2) The locked ballot boxes were subsequently opened in my presence and polling papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- (3) I did not find any poll papers invalid.
- (4) The result of the Poll is as under:

Item No. 1-Ordinary Resolution

To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	3620960	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Item No. 2-Ordinary Resolution

To appoint a Director in place of Dr. Rajesh Jain, having DIN: 01704145, who retires by rotation and being eligible, offers herself for re- appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	3620960	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Item No. 3-Ordinary Resolution

To ratify the appointment of M/s M.S. Dahiya & Co. (ICAI FRN.-013855C) Indore as Statutory Auditors of the company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	3620960	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Item No. 4-Ordinary Resolution

To approve related party transaction.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	620160	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(5) A list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.

(6) The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

Anand Sethiya
Practicing Chartered Accountant
Membership. No.-071993
Place: Indore
Date: 28/09/2018



List of shareholder who have voted in favour for all the resolutions mentioned in the notice of 8th AGM OF Sylph Education Solutions Limited and there is no vote against any of the resolution. There are no invalid votes

SNO.	FOLIO NO./ CLIENT ID	NAME	ADDRESS	NO. OF SHARES HELD
1	196 / 1202620000053972	RAJESH JAIN	54 PATRAKAR COLONY INDORE 452001	3000800
2	180 / 00268	DEEPIKA JAIN	109 STERLING TOWER M.G. ROAD INDORE-	33000
3	5 / 00216	GHANSHYAM SONI	A 202 AYODHYA APARTMENT, 9 MANORAMAGANJ INDORE,452001	495000
4	197 /IN30198310828925	ATIT JAIN	54 PATRAKAR COLONY INDORE 452001	20000
5	198 / 00024	JAYANT KUMAR MEHTA	17/2 MAHESH NAGAR INDORE 452002	3300
6	98 / 00009	DEVENDRA CHELAWAT	156 CLERK COLONY INDORE	9680
7	117 / 00054	BHAVANA CHELAWAT	156 CLERK COLONY INDORE	9680
8	170 / 00224	KETAN SHAH	202 CHETAK VIHAR 7 RACE COURSE ROAD INDORE 452001	3300
9	125 / 00073	SADHANA ORA	221-GUMASTA NAGAR MALVA HOUSE INDORE	3300
10	190 /00281	ANKIT AGRAWAL	29/12 STREET NO. 1 SOUTH TUKOGANJ INDORE- 452001	33000
11	105 / 00021	AMARLAL WADHWANI	GOURANI COMPOUND 15/10 SOUTH TUKOGANJ INDORE 452001	9900
		TOTAL		3620960



CA Anand Sethiya

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PAN: AHCPS4618K

Membership No. : 071993

Mobile: 09329545071

Combined Scrutinizer's report
(Voting through remote E-voting and Ballot Papers at
8th Annual General Meeting)

To,
The Chairman
8th Annual General Meeting of the Equity Shareholders of
Sylph Education Solutions Limited,
Held on 28th September, 2018 at 1:00 PM
At ST-4 Press House, 22 Press Complex,
A.B. Road, Indore-452008 Madhya Pradesh

Sub: Passing of Resolutions through remote e-voting and voting by ballot papers conducted at the 8th Annual General Meeting of Sylph Education Solutions Limited (The Company) held on 28th September, 2018 at 1:00 PM.

Dear Sir,

1. I, Anand Sethiya, Practicing Chartered Accountant have been appointed as scrutinizer by the Board of Directors of Sylph Education Solutions Limited for the purpose of scrutinizing the :
 - (i) Remote e-voting process under the provision of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and of the Listing Agreement entered with Stock Exchange, and
 - (ii) Poll through Ballot papers at the Annual General Meeting under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in

the notice of 8th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 28th September, 2018 at 1:00 PM at ST-4 Press House, 22 Press Complex, A.B. Road, Indore-452008 Madhya Pradesh.

2. The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act 2013, and rules relating to voting through remote e-voting and Poll through Ballot papers at the AGM for the resolutions proposed in the notice of 8th Annual General Meeting of the Equity Shareholder of the Company dated 28th September, 2018. My responsibility as a scrutinizer for the process of voting through remote e-voting and Ballot papers at the AGM is restricted to make scrutinizer's report of the votes cast "in favour" or "inagaint" on the resolutions stated above based on the reports generated from the e-voting` system provided by National Securities Depository Limited (NSDL) and at the time of poll at AGM.
3. The Notice dated 29th August, 2018 as per section 101 of the Companies Act, (Act) along with statement setting out material facts under section 102 of the Act was sent to the shareholders in respect of the resolutions passed at the Annual General Meeting of the company.
4. The Company provided remote e-voting facility to cast vote on the resolutions by the members of the company. The Company had appointed National Securities Depository Limited (NSDL) as service provider for extending the facility of remote e-voting to the Shareholders of the Company from 25th September, 2018 (9:00 am) to 27th September, 2018 (5:00 pm). The Company also provided facility for voting through ballot paper to the shareholders present at the Annual General Meeting for those members who had not cast their vote earlier through remote e voting facility.
5. The Members of the Company as on the "Cut - off" date i.e.- Friday, 21th September, 2018, were entitled to vote on the resolutions as set out in the notice of the 8th Annual General Meeting of the Company.
6. I submit herewith my combined report on the results of Voting through Remote E-voting and Ballot Papers as under:

Item No. 1-Ordinary Resolution

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.

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

	Number of members voted through E-voting system and through Poll	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Poll	11	3620960	100%
Total	11	3620960	100%

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

	Number of members voted through E-voting system and through Poll	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

	Number of members voted through E-voting system and through Poll	Total number of votes cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

Item No. 2-Ordinary Resolution

To appoint a Director in place of Dr. Rajesh Jain, having DIN: 01704145, who retires by rotation and being eligible, offers herself for re- appointment.

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

	Number of members voted through E-voting system and through Poll	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Poll	11	3620960	100%
Total	11	3620960	100%

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

	Number of members voted through E-voting system and through Poll	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

	Number of members voted through E-voting system and through Poll	Total number of votes cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

Item No. 3-Ordinary Resolution

To ratify the appointment of M/s M.S. Dahiya & Co. (ICAI FRN.-013855C) Indore as Statutory Auditors of the company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof.

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

	Number of members voted through E-voting system and through Poll	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Poll	11	3620960	100%
Total	11	3620960	100%

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

	Number of members voted through E-voting system and through Poll	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

	Number of members voted through E-voting system and through Poll	Total number of votes cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

Item No. 4-Ordinary Resolution

To approve related party transaction.

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

	Number of members voted through E-voting system and through Poll	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Poll	10	620160	100%
Total	10	620160	100%

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

	Number of members voted through E-voting system and through Poll	Number of votes cast by them	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes:

	Number of members voted through E-voting system and through Poll	Total number of votes cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

Conclusion

All the resolutions stands passed under remote e-voting and poll by ballot paper at 8th Annual General Meeting with requisite majority.

Thanking you,
Yours faithfully,

Anand Sethiya
Practicing Chartered Accountant
Membership. No.-071993
Place: Indore
Date: 28/09/2018

Counter Signed
For Sylph Education Solutions Limited

Dr. Rajesh Jain
DIN: 01704145
(Chairman of the Meeting)