

# SYLPH EDUCATION SOLUTIONS LIMITED

Registered Office: ST-4, 22 Press Complex, A B Road Indore, MP 452008

CIN - L80302MP2010PLC023011

E-mail: info@sylphedu.com, URL: www.sylphedu.com

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 7th Annual General Meeting of the Members of Sylph Education Solutions Limited will be held at ST-4, 22 Press Complex, A B Road Indore MP 452008, on Friday, the 11th Day of August, 2017, at 12:30 P.M. to transact the following businesses:-

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Jayshri Jain, having DIN: 01824937, who retire by rotation and being eligible, offers herself for re- appointment.
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:

"Resolved that pursuant to provision of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and pursuant to the resolution passed by the members at the AGM held on 30th day of May, 2014 for the appointment of statutory auditor, the appointment of M/s M.S. Dahiya & Co. (ICAI FRN.-013855C) as the auditor of the Company be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending March 31, 2017 in consultation with the auditor and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

### Special Business:

4. **To Consider & if thought fit pass the following resolution as Ordinary Resolution**

#### Approval for Related Party Transactions:-

"**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the board of directors to enter into any contract or arrangements with any related party and its subsidiary as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties.

**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution."

**NOTES: -**

- a) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- b) The register of members and share transfer books of the company will remain closed from Saturday 5th August to Monday 7th August 2017.
- c) Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
- d) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Purva Sharegistry (India) Private limited address Unit no.9, Shiv Shakti Ind.estt. J.R. Boricha Marg, opp.Kasturba hospital lane Lower Parel (E) Mumbai 400011 for doing the needful.
- e) It is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
- f) Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company / Depository Participant(s).
- g) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s. Purva Sharegistry (India) Private limited, Address at-Unit no.9, Shiv Shakti Ind. estt. J.R. Boricha Marg, Opp.Kasturba hospital lane Lower Parel (E) Mumbai 400011
- h) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
- i) Members may also note that notice of 7th AGM of the company and annual report will also be available on the company's website <http://www.sylphedu.com> for downloading. The physical copies of the aforesaid documents will also be available at the company's registered office for inspection during the normal business hours on working days till the date of the meeting. Even after registering E-communication, members are entitled to receive such communication in the physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's email id [info@sylphedu.com](mailto:info@sylphedu.com).
- j) Mrs. Jayshri Jain (Din-01824937), director of the Company, liable to retire by rotation and being eligible and offer herself for re-appointment at the ensuing Annual General Meeting. Brief resume of Mrs. Jayshri Jain, nature of her expertise in specific functional areas and names of Companies in which she holds directorships and memberships/ chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges are provided in Annexure-i as attached with the directors report. This statement may also be regarded as disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges.
- k) **VOTING THROUGH ELECTRONIC MEANS**-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 will be providing members facility to exercise their right to vote for all the resolutions detailed in the Notice of the 7th Annual General Meeting scheduled to be held on Friday, 11th August, 2017 at 12.30 P.M. 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 Central Depository Services (India) Limited (CDSL). The detailed procedure to be followed in this regard has been given in Annexure – A to the notice. The members are requested to go through Annexure – A carefully.

**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 Central Depository Services (India) Limited (CDSL).
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 Friday 4th August, 2017.
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. Mr. Anand Sethiya, Chartered Accountant (ICAI membership No.-071993) 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" / "Poling 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 CDSL 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 as under:
  - (i) The voting period begins on Tuesday, 8th August, 2017 (9:00 am) and ends on Thursday, 10th August, 2017 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 4th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>◆ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>◆ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN (170704028) for "Sylph Education Solutions Limited" (ISIN- INE622Q01019) for which you have to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com

**Explanatory Statement Under section 102(1) of the companies Act ,2013**

**ITEM NO. 4**

The Company in its ordinary course of business and/or on arm's length basis will transact with the Related Parties. All related parties shall be abstained from voting on these resolutions.

The below mentioned fall under the category of related party for Sylph Education Solutions Limited:-

**Companies:-**

Sylph Technologies Limited  
Sakshi Multitrade Private Limited  
Saksham Publishers & Printers Limited  
Sakshi Powertech Private Limited

**Key Managerial Persons:-**

Mr. Rajesh Jain (Non-Executive Director)  
Mrs. Jayshri Jain (NON-Executive women Director)  
Mr. Dinesh Kumar Jangid (Manager)  
Ms. Chhaya Lakhmani (Company Secretary)

None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution. The Board of Directors recommends the above Ordinary Resolution for your approval.

By Order of the Board of Directors  
**SYLPH EDUCATION SOLUTIONS LIMITED**  
CIN: L80302MP2010PLC023011

**Rajesh Jain**  
Directors  
(DIN: 01704145)

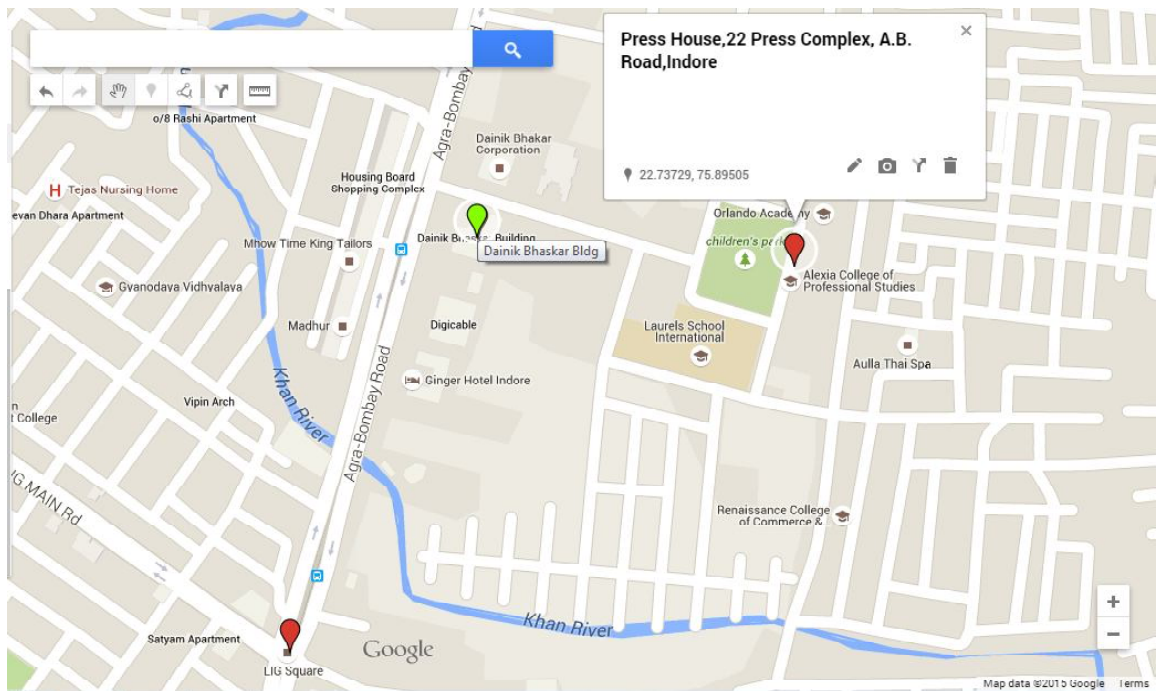
Place- Indore  
Date-17th July, 2017

**Registered office:** ST-4 , 22 Press Complex,  
A.B. Road, Indore-452008 (MP)

Annexure-i

<b>Details of directors seeking appointment/ re-appointment at the annual general meeting as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)Regulation,2015 with the stock exchanges, are provided herein below.</b>	
Name of Director	Smt. Jayshri Jain
DIN	01824937
Age	51 Years
Qualification	MA in fine arts
Expertise in Specific Area	Administration
Date of first Appointment on the Board of the Company	29.01.2010
Shareholding in Sylph Education Solutions Limited	1087530
List of Directorship held in other companies	(1). Sylph Technologies Limited (2). Sakshi Powertech Private Limited (3). Sakshi Multitrade Private Limited (4). Saksham Publishers And Printers Limited
Membership / Chairmanships of Audit and stake holders relationship committees	Chairmanship - 0 Membership - 1
Relationships between directors inter-se	Smt. Jayshri Jain is wife of Mr. Rajesh Jain , one of the Director of the Company
For and on behalf of the Board of Directors	
Place- Indore	
Date- 17th July, 2017	
Registered Office:	
ST-4, 22 Press Complex,	
A B Road Indore,	
MP 452008	

## Road Map



**Proxy form- Form No. MGT-11**  
**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies**  
**(Management and Administration) Rules, 2014]**

**SYLPH EDUCATION SOLUTIONS LIMITED**

**Registered office: ST-4, 22 Press Complex, A.B. Road, Indore-452008 (MP)**

**CIN: L80302MP2010PLC023011**

Name of the member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of ..... shares of the above named company,  
hereby appoint

1. Name : ..... E-mail Id : .....

Address : .....

.....Signature :.....

or failing him/her

2. Name : ..... E-mail Id : .....

Address : .....

.....Signature :.....

or failing him/her

3. Name : ..... E-mail Id : .....

Address : .....

.....Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Members of the Company, to be held on Friday, the 11th Day of August, 2017, at 12:30 P.M at ST-4, 22 Press Complex, A B Road Indore, MP 452008, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.



2. To appoint a Director in place of Mrs. Jayshri Jain, having directors identification number 01824937, who retires by rotation and being eligible, offers herself for re- appointment.
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.
4. To approve the related party transaction.

Affix  
Revenue  
Stamp of not  
less  
than Rs. 1

Signed this..... day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

## SYLPH EDUCATION SOLUTIONS LIMITED

**Registered Office: ST-4 Press House, 22 Press Complex A. B. Road, Indore. 452008  
CIN - L36100MP1992 PLC 007102**

### ATTENDANCE SLIP

I hereby record my presence at the 7th Annual General Meeting of the Company at ST-4, 22 Press Complex, A B Road Indore, MP 452008 on Friday, the 11th Day of August, 2017, at 12:30 P.M.

Member's / beneficial owner's Name (In block letters): \_\_\_\_\_

Folio no./ beneficiary Account no. \_\_\_\_\_

Signature of the Member/ beneficial Owner: \_\_\_\_\_

Proxy/ Authorized Representative \_\_\_\_\_

**Note:** Shareholder/Proxy holder Wishing to attend the meeting must bring the attendance slip to The meeting and hand it over at the entrance of the meeting venue duly signed.