

**SYLPH EDUCATION SOLUTIONS
LIMITED**

**7th ANNUAL REPORT
2016 - 2017**

ANNUAL REPORT 2016-2017

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- | | | | |
|----|-------------------------|-----------------|--------------------------------|
| 1. | Dr. Rajesh Jain | (Din: 01704145) | : Non Executive Director |
| 2. | Dr. Devendra M Chelawat | (Din: 06894710) | : Independent Director |
| 3. | Mrs. Jayshri Jain | (Din: 01824937) | : Non Executive-Women Director |
| 4. | Mr. Vineet Shrivastav | (Din: 00838244) | : Independent Director |
| 5. | Mr. Dinesh Kumar Jangid | BAWPJ8323C | : Manager |
| 6. | Ms. Chhaya Lakhmani | ANYPL0522H | : Company Secretary |

BANKER

Bank Of India

AUDITORS

M.S. Dahiya & Co.
Chartered Accountants

REGISTERED OFFICE

ST-4, 22, Press Complex
A.B. Road,
Indore (M.P.)-452008
Tel. 0731-2571452
E-MAIL: info@sylphedu.com,
URL :www.sylphedu.com

LISTING

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

REGISTRAR & TRANSFER AGENTS

Purva Sharegistry (India) Private Limited.
Unit No. 9, Shiv Shakti Ind. Estt.
J.R. Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E)- Mumbai- 400 011
Tel- 91-22-2301 3761/8261,
Fax: 91-22-2301/2517
E-mail: busicomp@gmail.com

DIRECTORS' REPORT

To,
The Members,

The Directors are delighted to present their Report on Company's business operation along with the Audited Statement of Accounts for the Financial Year ended March 31,2017.

Financial summary:

Particulars	March 31, 2017	March 31, 2016
Income From Operations		
Revenue from sale of goods	-	-
Revenue from sale of Services	7,05,000	4,896,000
Other Income	25,37,458	2,426,423
Total Revenue From Operations	32,42,458	7,322,423
Profit before depreciation & taxation	1,97,737	4,15,722
Less: Depreciation	4,30,130	393,725
Profit before taxation	(2,32,393)	21,997
Less: Tax Expense		
Tax expense for current year (MAT)	-	16,667
Mat credit entitlement	-	-
Deferred Tax	(34,510)	(9,872)
Profit after taxation	(1,97,883)	15,202
Add: Balance brought forward from previous year	6,48,620	638,858
Less Expenses	-	54,40
Surplus available for appropriation	4,50,737	648,620
Appropriations		
Dividend on Preference Shares	-	-
Tax on above dividend	-	-
Proposed dividend on Equity Shares	0	0
Tax on above dividend	0	0
Transfer to General Reserve	0	0
Balance carried to Balance sheet	4,50,737	648,620

OPERATIONAL REVIEW

The Company is engaged in all business activities including Skill Development & Education, Vocational Training, establish, organize, run, manage public examination programs; award certificates, diplomas, earned through examination or on honorary basis and market studying-listening-viewing-reading and teaching and learning.

During the year Gross revenue decreased to Rs 705,000, against Rs. 4,896,000 in the previous financial year. Profit before depreciation and taxation in current year decreased to Rs 197,737 against Rs. 415,722 in the previous financial year because of decreased gross revenue of the company.

TRANSFER TO RESERVES

During the year the company has not proposed to transfer any amount to the General Reserve.

DIVIDEND

The Board of Directors of your Company keeping in view the future fund requirements have not recommended any dividend on equity shares for the year under review. The Board assures you to present a much strong financial statements in coming years.

FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mrs. Jayshri Jain (DIN: 01824937) Director of the company shall be liable to retire by rotation and thus retire in the forthcoming AGM and being eligible, offer herself for re-appointment. The Directors recommend Mrs. Jayshri Jain for re-appointment as director of the company.

The Board of Directors of the Company in their Board Meeting held on 7th Day of January, 2017 have appointed Ms. Chhaya Lakhmani as Company Secretary of the Company.

Details of Director reappointed is provided in "Annexure-I".

DECLARATION BY INDEPENDENT DIRECTORS

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company.

MEETINGS OF BOARD

During the year 08 (Eight) Board Meetings and 4 (Four) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report which is enclosed with directors report as "Annexure ii". The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.

- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

POLICY FOR APPOINTMENT AND REMUNERATION OF DIRECTORS

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The particulars of Loans, guarantees or investments covered under Section 186 of company act, 2013 form part of notes to the financial statements provided in this annual report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY/INTERNAL FINANCIAL CONTROLS:

The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Auditor is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES :

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

CONSERVATION OF ENERGY:

Company ensures that the operations of the company are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

No specific investment has been made in reduction in energy consumption equipments.

As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.

No steps have been taken for by the company for utilizing alternate sources of energy.

TECHNOLOGY ABSORPTION:

Company's operations are conducted by using in-house know how and no outside technology is being used for operating activities. Therefore there is no outside technology absorption in the company. The Company has not incurred expenditure on research and development activities during the year.

FOREIGN EXCHANGE EARNINGS AND OUT-GO:

During the period under review there was no foreign exchange earnings or out flow.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

There is no such company which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year.

VIGIL MECHANISM/WHISTLEBLOWER POLICY:

The Company has a Vigil Mechanism/Whistle Blower Policy to report genuine concerns or grievances of directors and employees and to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

Audit committee shall oversee the vigil mechanism

The vigil mechanism ensures that strict confidentiality is maintained while dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

AUDITOR:

At the Annual General Meeting held on 29th June, 2015, M/s M.S. Dahiya & Co., Chartered Accountant were appointed as statutory auditor of the company from the conclusion of 5th AGM to hold the office till conclusion of 10th consecutive Annual General Meeting. As per provision of section 139 of companies act, 2013 the appointment of M/s M.S. Dahiya & Co., Chartered Accountant, as statutory auditor of the company is placed for ratification by shareholders at the ensuing annual general meeting.

CHANGE IN SECRETARIAL AUDITOR:

The company changed its Secretarial Auditor for the Financial Year 2016-2017, as duly appointed by the board of directors of the company.

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed CS Rani Rai (M. No. 39581), Company Secretary in practice (C.P. No. 16987) to undertake the Secretarial Audit of the Company for the Financial Year 2016-2017. The Secretarial Audit report for the Financial Year ended 31st March 2017 is annexed herewith as : "Annexure-iii" to this report.

SECRETARIAL AUDIT REPORT:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained secretarial audit report.

BOARD EXPLANATION

- Management is searching for suitable candidate for the post of CEO and CFO. Beside that the secretarial audit report is self explanatory and hence, do not call for any further comments.

RELATED PARTY TRANSACTIONS DISCLOSURE:

The disclosure required under sub section (1) of section 188 is mentioned in Form AOC-2 which is annexed herewith as "Annexure iv".

STATE OF COMPANY'S AFFAIRS:

The Company is engaged in all business activities including to Skill Development & Education, Vocational Training, establish organize run manage public examination programs; award certificates, diplomas, earned through examination or on honorary basis and market studying-listening-viewing-reading and teaching and learning.

During the year Company has generated revenue from skill development fees, export of education services.

BUSINESS RISK MANAGEMENT:

The Management has implemented business risk management policy. At present the company has not identified any element of risk which may threaten the existence of the company. The Company has Risk Management Policy to report genuine concerns or grievances of directors and employees and to deal with instance of fraud and mismanagement, if any.

PARTICULARS OF EMPLOYEES:

Section 197 of company act 2013 read with rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, are not applicable to company as no employee of company is in receipt of remuneration exceeding the limit as mentioned in relevant provision.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure-v".

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate "Annexure-ii", together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Due to unavavoidable circumstances, Ms. Chhaya Lakhmani (M. No. 46603) Company Secretary, KMP and complanice officer of the company has resigned from the company with effect from Tuesday, 11th July, 2017.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincere thanks to all with whose help, co-operation and hard work the Company is able to achieve the results.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place- Indore
Date-17th July, 2017

SYLPH EDUCATION SOLUTIONS LIMITED
CIN: L80302MP2010PLC023011

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

Jayshri Jain
Director
(DIN-01824937)

Rajesh Jain
Director
(DIN-01704145)

ANNEXURE INDEX

Annexure	Content
i.	Details of Directors seeking appointment and/or re-appointment
ii.	Corporate Governance & Management Discussion & Analysis Report
iii.	Secretarial Audit Report
iv.	AOC 2 – Related Party Transactions disclosure
v.	MGT 9 Extract of Annual Return

Annexure-"i"

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) Regulations, 2015 with the stock exchanges, are provided herein below.	
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
<p>Place- Indore Date-17th July, 2017</p> <p>FOR AND ON BEHALF OF THE BOARD OF DIRECTORS SYLPH EDUCATION SOLUTIONS LIMITED</p> <p>Registered Office:</p> <p>ST-4 Press House, 22 Press Complex, A.B. Road, Indore (M.P.)-452008</p> <p>Jayshri Jain Director DIN: 01824937</p> <p>Rajesh Jain Director DIN: 01704145</p>	

Annexure-ii

CORPORATE GOVERNANCE REPORT

This report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

We believe that it is imperative for us to manage our business affairs in the most fair and transparent manner with a firm commitment to our values. For us the corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. Our corporate governance framework is a reflection of our culture, our policies, and our relationship with stakeholder and commitment to values. Transparency, integrity, professionalism and accountability- based values form the basis of the Company's philosophy for Corporate Governance

2. BOARD OF DIRECTORS:**(A) COMPOSITION OF BOARD:**

Composition of Board of directors of the Company as on 31st March, 2017 is as follow:

S. N.	NAME OF DIRECTOR	CATEGORY	DIRECTOR SHIP	NUMBER OF OTHER COMMITTEE MEMBERS	NUMBER OF OTHER COMMITTEE CHAIRMANSHIP
1	Dr. Rajesh Jain	Promoter/ Non-Executive Director	2	3	Nil
2	Dr. Devendra M Chelawat	Independent Non-Executive Director	2	3	1
3	Smt. Jayshri Jain	Non-Executive Director/ Woman Director	2	1	1
4	Mr. Vineet Shrivastava	Independent Non-Executive Director	2	1	2

(B). NUMBER OF BOARD MEETINGS

During the Financial year ended on March 31st, 2017, Eight Board Meetings were held on 30th May, 2016, 20th June, 2016, 21st July 2016, 16th September, 2016, 25th October, 2016, 7th January, 2017, 30th January, 2017, 21st March, 2017.

(C). ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETING AND THE LAST ANNUAL GENERAL MEETING :

The attendance for each of the Directors at Board Meeting during the year ended on 31st March, 2017 and of last AGM is as under-

S. No.	Name of Director	No. of Board Meeting attended	Attendance at AGM held on 15.09.2016
1.	Dr. Rajesh Jain	08	Yes
2.	Dr. Devendra M Chelawat	08	Yes
3.	Ms . Jayshri Jain	08	Yes
4.	Mr. Vineet Shrivastava	08	Yes