

ANNUAL REPORT 2018-2019

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. Mr. Pareshbhai Sengal (Din 08444758) : Whole Time Director
2. Dr. Rajesh Jain (Din: 01704145) : Non Executive Director
3. Mr. Rashmin Babariya (Din: 07833573) : Independent Director
4. Mr. Nikunj Sanghani (Din: 00838244) : Independent Director
5. Mrs. Champaben Garala (Din: 08414487) : Independent Director
6. Mr. Dinesh Kumar Jangid BAWPJ8323C : Manager

BANKER

Bank of India

AUDITORS

M.S. Dahiya & Co.
Chartered Accountants

REGISTERED OFFICE

Second Floor,
Scheme No.51, Sangam Nagar,
Indore (M.P.)-452006
Tel. 0731-2571451
E-MAIL: info@sylphedu.com
URL: www.sylphedu.com

LISTING

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

REGISTRAR & TRANSFER AGENTS

Satellite Corporate Services Private Limited
Unit No. 49, Bldg. No. 13- A-B, 2nd Floor,
Samhita Commercial Co. Op. Soc. Ltd.
Off. Andheri Kurla Lane, MTNL Lane,
Sakinaka, Mumbai-400072
Tel- 91-22-28520461/28520462,
E-mail: service@satellitecorporate.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 9th Annual General Meeting of the Members of Sylph Education Solutions Limited will be held at Second Floor, 448-D, Scheme No. 51, Sangam Nagar, Indore- 452006 (M.P.), India on Monday, the 30th Day of September, 2019 at 01.00 P.M to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2019 and the Reports of the Directors and Auditorsthereon.
2. To appoint a Director in place of Mr. Rajesh Jain, having DIN: 01704145, who retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix the remuneration.

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, **M/s Aniket Goyal & Associates(Firm Registration No. 022331C)**, be appointed as statutory auditors of the Company, in place of retiring auditors **M/s M.S. Dahiya & Co. (FRN-013855C)**, to hold office from the conclusion of the 14th AGM to be held in the year 2024, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 203 and all other applicable provisions of the Companies Act 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the company and subject to such approvals, permissions, and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the members be and is hereby accorded to the appointment of **Mr. Pareshbhai Ganpatbhai Sengal** as the Whole Time Director of the Company w.e.f. May 11, 2019 for a period of 3 years on Nil remuneration.

RESOLVED FURTHER THAT pursuant to provisions of Section 203 and all other applicable provisions of the Companies Act, 2013 read with applicable Rules and subject to requisite approvals, **Mr. Pareshbhai Ganpatbhai Sengal**, be and is hereby also appointed as Chief Financial Officer (CFO) of the Company w.e.f. May 11, 2019 and shall be a Key Managerial Personnel of the Company, to be designated as Whole Time Director & CFO, on Nil remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, and subject to the approval of the shareholders, any director of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to issue the letter of appointment including the terms of appointment to Whole Time Director."

5. To consider and if thought fit, to pass with or without modification, the following resolutions as **ORDINARY RESOLUTIONS:**

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Champaben Shantilal Garala (DIN: 08414487), who was appointed on 24.06.2019 as an additional director of the Company and holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September, 2024.

6. To consider and if thought fit, to pass with or without modification, the following resolutions as **ORDINARY**