



SYLPH EDUCATION SOLUTIONS LIMITED

CIN: L80302MP2010PLC023011

Regd. Office: Second Floor, 448-D, Scheme No. 51, Sangam Nagar, Indore - 452006,

Tel No : +91 9376260729

Email: sylphedu@gmail.com, Website: www.sylphedu.co

POSTAL BALLOT NOTICE

***[Notice Pursuant to Section 110 of the Companies Act, 2013,
read with Rule 22 of the Companies (Management and Administration) Rules, 2014]***

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below is proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed M/s Daksha Negi & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members are requested to send their assent or dissent only through the remote E-voting system, as no meeting is required to be conduct under the general circular dated April 13, 2020 (MCA General Circular No. 17/2020 and further extension given by MCA on June 15, 2020 general circular No. 22/2020) including exemption in dispatch of notice by post. The voting must be submitted not later than 05:00 PM on Tuesday, January 12, 2021 to be eligible for being considered to the scrutinizer, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (e-voting). The results shall be declared on or before Saturday, January 16, 2021 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.sylphedu.co.

Special Resolution:

Item No.1:- Migration from SME platform of BSE Limited to Main Board of BSE Limited:

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

"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.”

Item No. 2:- Reclassification of Promoter and Promoter Group to Public Category:

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“**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

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.”

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

**BY ORDER OF THE BOARD,
SYLPH EDUCATION SOLUTIONS LIMITED**

Registered Office:

Second Floor, 448-D, Scheme No. 51,
Sangam Nagar, Indore - 452006

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

Place: Indore

Date: December 09, 2020

Notes:-

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Process of dispatch of the Notice will be completed by the Saturday, December 12, 2020.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on December 04, 2020. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, are requested to download the notice from the website of the Company i.e. www.sylphedu.co or BSE Limited i.e. www.bseindia.com and follow the procedure as mentioned in the notice to cast their votes.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on December 04, 2020 will be considered for the purpose of voting.
5. In case shares held by Companies, trusts, societies etc. the duly completed postal ballot should be accompanied by a certified copy of the board resolution authority and preferably attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the postal ballot form.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
8. Members who have not received Notice, can download the same form the Company's website www.sylphedu.co or from the stock exchange's website: www.bseindia.com. members can also ask the same by sending mail to the Company on sylphedu@gmail.com.
9. The Members can opt for only one mode of voting, i.e., by e-voting. In case Members cast their votes through any other modes, voting done by e-voting shall prevail and votes cast through other option like physical Postal Ballot Form will be treated as invalid.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on December 04, 2020.
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
12. A Member cannot exercise his vote by proxy on postal ballot (e-voting).
13. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Saturday, January 16, 2021 at the registered office and will also be displayed on the website of the Company (www.sylphedu.co), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.

14. The date of declaration of results of the postal ballot, i.e. on or before Saturday, January 16, 2021, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice.
16. For any query and/or grievances members can contact to the Company on sylphedu@gmail.com and/or RTA of the Company i.e. Satellite Corporate Services Private Limited on service@satellitecorporate.com.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 14th December, 2020 (9:00 a.m.) and ends on 12th January, 2021 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 04th December, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/eitheronaPersonalComputeroronamobile>.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders ‘section.

- (iv) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (v) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (vi) Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.
- (x) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- (xi) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for "Sylph Education Solutions Limited" (ISIN- INE622Q01019) for which you have to vote.
- (xiv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (xv) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xvi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (xvii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

(i) General Guidelines for shareholders

- (a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dakshanegi@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

- I. The e-Voting period commences on Monday, December 14, 2020 (9.00 a.m. IST) and ends on Tuesday, January 12, 2021 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 04th December, 2020, i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- II. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 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 voting, only through remote e-Voting.
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending an email to questatevoting@nsdl.co.in or investorconnect@anupengg.com. However, if he/ she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- IV. The facility for voting only through electronic voting system.
- V. A Member can vote only by remote e-Voting. Any other modes of voting shall be considered invalid.
- VI. Mrs. DAXA NEGI of M/s. Daksha Negi & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize for e-Voting process in Postal Ballot (EoGM) in a fair and transparent manner.
- VII. The Scrutinizer shall, immediately after the conclusion of voting at the EOGM, first count the votes cast at the Meeting, 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 make, not later than 48 hours of conclusion of the EoGM (Postal Ballot), 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.
- VIII. The result declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

As per SEBI circular dated 18th May, 2010, company with post issue face value capital of Rs. 10 crores or more and upto Rs. 25 crores and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and company meets listing requirements of Stock Exchange on which company is proposed to list. Since the paid up Capital of the company as on date is Rs. 15,00,00,000/- and Company is also listed on SME platform of BSE for more than 2 Years. i.e. from 23/02/2016 till date, in compliance of BSE circular dated 26th November, 2012, Directors in its meeting held on November 11, 2020 decided Migration to main board will act as a catalyst in the growth and expansion of the Company and also will help the shareholders of the Company to enjoy sufficient return from their investments.

In view of above, you are requested to grant your consent to the special resolution as set out in postal ballot notice of the Company.

None of the Directors and key Managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item No. 1 for the approval of the Members as a special resolution. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

ITEM NO. 2

The Company has received a letter from the Rajesh Jaini (PAC Jayshri Jain) and Board of the Director of Sylph Technologies Limited on 28th August, 2020 and 28th August, 2020 respectively, who are falling under the Promoter and Promoter Group category of the Company, requesting to reclassify them as a public Share Holders.

Rajesh Jaini with PAC Jayshri Jain holds 4088330 Equity Shares of the Company which consist 27.26% of the total issued paid up capital of the Company.

Sylph Technologies Limited holds 5,56,160 Equity Shares of the Company which consist 3.71% of the total issued paid up capital of the Company.

None of the above exercise any control over the Company. They are in no way connected with the management of the affairs of the Company. Neither Rajesh Jain nor Sylph Technologies Limited have representation on the Board of the Directors of the Company as well as not holds any key managerial personnel position in the Company. The Company has also not entered into any shareholders agreement with him. None of them have any special power or any control of the Company nor any special information rights.

The Board of the Directors of the Company at their meeting held on September 04, 2020 considered and approved the application of the reclassification of Mr. Rajesh Jain along with PAC Mrs. Jayshri Jain and Sylph Technology Limited from the category "Promoter & Promoter Group" to "Public" with the approval of the Stock Exchange. All the conditions specified under Regulation 31A(2) and 31A(7) of the SEBI (LODR) Regulation, 2015 have been duly complied with by the Company.

None of the Directors and key Managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item No. 1 for the approval of the Members as a special resolution. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than Promoter and Promoter Group.

**BY ORDER OF THE BOARD,
SYLPH EDUCATION SOLUTIONS LIMITED**

Registered Office:

Second Floor, 448-D, Scheme No. 51,
Sangam Nagar, Indore - 452006

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

Place: Indore

Date: December 09, 2020



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CIN: L80302MP2010PLC023011

Regd. Office: Second Floor, 448-D, Scheme No. 51, Sangam Nagar, Indore - 452006,

Tel No : +91 9376260729

Email: sylphedu@gmail.com, Website: www.sylphedu.co

POSTAL BALLOT FORM

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my / our assent / dissent to the said Resolutions by placing the tick mark (√) at the appropriate boxes below:

Sr. No.	Brief Particulars of the Resolution	No. of Shares held	FOR I / We assent to the Resolution	AGAINST I / We dissent to the Resolution
1.	Special Resolution for Migration of listing of shares from SME Platform of BSE to the Main Board of BSE.			
2.	Reclassification of Promoter and Promoter Group to Public Category			

Signature of the Shareholder/ Authorised representative

Place:

Date:

Notes:

1. Please return duly filled and signed postal ballot form in the envelope enclosed.
2. Last date for receipt of vote through E-Voting (Postal Ballot Form physical not allowed) is Tuesday, January 12, 2021, till close of business hours i.e. 05:00 P.M to the Scrutinizer.