Educomp™
What Learning Can Be

Date: January 29, 2018

National Stock Exchange of India
Exchange Plaza,
Bandra Kurla Complex,
Mumbai 400 051

Sub: Clarification/ Confirmation on news item appearing in "Media/ Publication"

Ref No.: NSE/CM/Surveillance/7306

Dear Sir/ Ma'am,

This is with reference to your letter no. NSE/CM/Surveillance/7306 dated January 29, 2018, related to news appeared in the "The Economic Times" captioned "Ebix, London based Investor vie for Debt-ridden Educomp".

1. In this regard, we would like to state that as informed earlier that on May 30, 2017, Hon'ble National Company Law Tribunal, Principal Bench (**"NCLT"**) passed an order for the initiation of Corporate Insolvency Resolution Process (**"CIRP"**) of the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016 (**"IBC"**) and Dr. Sanjeev Agarwal, having IP Registration no. IBBI/IPA-001/IP-00445/2016-17/1339, was appointed as the Interim Resolution Professional (**"IRP"**). Further, NCLT vide its order dated September 12, 2017 appointed Mr. Mahender Khandelwal having IP Registration no. IBBI/IPA-001/IP-P00033/2016-17/10086 as the Resolution professional (**"RP"**) for the Company. As per the provisions of the Section 17 and 18 of IBC, the powers of the directors and management of the Company shall stand suspended and they now vest with the RP. (Copy of Order enclosed as Annexure A)

2. Upon initiation of the CIRP of the Company, an intimation / disclosure under Regulation 30 of Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") was made by the Company to your good office vide letter dated May 30, 2017 (enclosed as Annexure-B)

3. As per the provisions of the Code, the RP is duty bound to invite prospective resolution applicants to put forward resolution plans in relation to the CIRP of Corporate debtor. Accordingly, the RP invited Expression of Interest ("EOI") by issuing a public advertisement on October 18, 2017 with November 10, 2017 as last date for

Educomp Solutions Limited
CIN:-L74999DL1994PLC061353
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Registered Office: 1211, Padma Tower I, 5, Rajendra Place, New Delhi-110008.
Tel.: 91-11-25755920. Fax: 91-11-25766775.
Web site www.educomp.com
Bangalore, Mumbai, Chennai, Hyderabad.

submission of EOI which was further extended to November 17, 2017 vide advertisement dated November 10, 2017. The same was intimated to your good office vide letter dated October 18, 2017 and November 10, 2017 respectively. (enclosed as Annexure C)

4. Pursuant to the advertisement in relation to the EOI, Expressions of Interest were received from various prospective resolution applicants. Those eligible to submit resolution plans ("Resolution Applicants") in terms of the provisions of IBC and other relevant rules and regulations and as per the eligibility criteria agreed upon by the members of the committee of creditors were thereafter invited to submit Resolution Plans in accordance with the process approved by Committee of Creditors. The last date of submission of plans by the Resolution Applicants ("RA") was January 27, 2018.

5. The RAs had submitted resolution plans in a sealed cover which were opened by the RP on January 27, 2018 in the presence of few CoC memebers. It is pertinent to mention that the process of examination of plans is strictly confidential as per the provisions of the Code.

6. The Resolution Plan submitted by the RAs will be examined by the RP to ensure conformity of mandatory contents provided under the IBC and relevant regulations, and thereafter evaluated on the evaluation criteria decided by the CoC. The Plan shall be placed before the CoC for approval, and once the Plan is approved, the RP shall place the Plan before to the Hon'ble NCLT for its final approval.

7. As done in past, any price sensitive information has been reported to the stock exchanges. We again assure as soon as the plan of RA is approved by the Hon'ble NCLT, the same shall be intimated to the Exchanges as per Regulation 30 of Listing Regulations.

8. It is pertinent to mention here that invitation and submission of the Resolution plan by various RAs is in accordance with the process mandated under the IBC and not result of any bilateral negotiation by the Company and/or the RP.

In light of above, we confirm as under,

a. The RP has not done any negotiations and not provided any information about the resolution plan(s) received from the RAs to the media. The news item carried and resultant share price movement is purely speculative.
b. There is no information which RP has withheld from the Stock Exchange which could have had bearing on the movement in trading.

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You are kindly requested to take the above submission on record and oblige.

If required, you may kindly contact the undersigned at mkipeducomp@bdo.in.

Thanking You,
Yours Truly,

Mahender Kumar Khandelwal
Resolution Professional in the matter of Educomp Solutions Limited
Email: mkipeducomp@bdo.in
Address: The Palm Spring Plaza, Office No. 1501-8, Sector-54 Golf Course Road, Gurgaon-122001 Haryana, India
Registration no. IBBI/IPA-001/IP-P00033/2016-17/10086

ANNEXURE - A

NATIONAL COMPANY LAW TRIBUNAL
PRINCIPAL BENCH
NEW DELHI

C.P NO. (IB)-101 (PB)/2017
CA NO.

CORAM: PRESENT: CHIEF JUSTICE M. M. KUMAR
Hon'ble President

Ms. Deepa Krishan
Hon'ble Member (T)

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING BEFORE PRINCIPAL BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 30.05.2017

NAME OF THE COMPANY: Educomp Solutions Ltd.

SECTION OF THE COMPANIES ACT: U/s. 10 of (IBC).

S.NO.	NAME	DESIGNATION	REPRESENTATION	SIGNATURE
1.	Hemant Phalphen	Adv.	Banks / Creditors	Hemant Phalphen
2.	Paath Goswami	Adv	- do -	
3.	VIVEK SIBAL	ADV.	RESPONDENT	
4.	POOJA SAIGAL	ADV.	RESPONDENT	
5.	KARAN GANDHI	Adv.	for Affidavit	
6.	DR. V. K CHAUDHARY	SR Adv	for Affidavit	
7.	[illegible]	Adv	for Affidavit	
8.	HIMANSHU VIJ,	ADV.	for Affidavit	

ORDER

This is an application filed under section 10 by a corporate person to initiate Corporate Insolvency Resolution Process in respect of respondent company. A perusal of the averments made in the petition would show that all the requirements of section 10 have been met in as much as the corporate applicant has furnished the

information regarding the books of accounts and has also proposed the name of an interim insolvency professional. The applicant has placed on record statements of Banks Account from page 110 to 338 which disclosed status of respondent in the Banks accounts. The details have been provided at annexure-3 collectively and the detail of default is evident from financial statement for the financial year 2016 (annexure-5 collectively). The total debt reliable from 14 banks and other NBFC has been shown to be Rs. 2785 crore which includes the interest. The other unpaid debt of the operational creditor is evident from the statement of account (annexure-3 on page-60) and the total amount stands as unpaid is more than 124 crores.

The particulars of the proposed Interim Resolution Professional are available in column part-2, of the application, namely, Dr. Sanjeev Aggarwal, Address: D-38, First Floor, South Extension -I, New Delhi-110049, Registration No.: IBBI/IPA-001/IP-00445/2016-2017/1339. There are no disciplinary proceedings pending against the aforesaid IRP as is evident from the perusal of the certificate filed by him (annexure-7). Mr. Chaudhary, learned counsel has also stated that the Insolvency and Bankruptcy Interim Professional has communicated that he has no interest in any of the parties pecuniary or otherwise.

When the matter came for our consideration on 16.05.2017, we had issued notices to all the creditors banks who have advanced loan to the petitioner. Mr. Hemant Raj Phalpher, Advocate has put in appearance on behalf of respondents 1 to 12 and 15 and mentioned that the loans have been advanced by the banks which are mentioned at annexure-3 and the respondents 1 to 12 and 15 represented more than 90 per cent of the loan advanced.

We heard learned counsel for the parties.

In fact, there is no opposition to the admission of the petition and learned counsel for respondent 1 to 12 and 15 states that he had instructions to make the statement for admission of the petition.

As a sequel to the aforesaid, we admit the petition. Dr. Sanjeev Aggarwal, the Interim Resolution Professional shall be bound by all the statutory provisions of the IBC and the Code of Conduct devised by the IBBI. He will perform his functions and duties strictly in accordance with the provision of the IBC and the rules framed thereunder. It is needless to say that moratorium as per the provision of section 13 (1) (a) is declared and it shall be the duty of the Interim Resolution Professional to

publish the declaration in accordance with the provisions of section 14 and 15 and proceed to act in accordance with the provisions under section 14, 15, 16, 17 and 18 of the IBC. We expect that full cooperation in terms of section 19 would be extended to the Interim Insolvency Professional by the erstwhile management and in case of any resistance / non-cooperation, the Interim Insolvency Professional shall immediately bring it to the notice of this Tribunal.

The petition stands disposed of in the above manner.

Sd/-

(CHIEF JUSTICE M.M KUMAR)
PRESIDENT

Sd/-

(SMT. DEEPA KRISHAN)
MEMBER (T)

Dated: 30-5-17 (Kanta)

IN THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI
PRINCIPAL BENCH

(IB)-101(PB)/2017

IN THE MATTER OF:

Educomp Solutions Limited .....Petitioner

SECTION : UNDER SECTION 9 OF IBC, 2016

Order delivered on 12.09.2017

Coram:
CHIEF JUSTICE M.M. KUMAR
Hon'ble President

Deepa Krishan
Hon'ble Member (T)

For the Petitioner(s) : Mr. Pervinder, Advocate for State Bank of India

ORDER

In pursuance of the order dated 24.08.2017 The Insolvency and Bankruptcy Board of India has sent a confirmation on 11.09.2017 with regard to change of Insolvency Resolution Professional namely Mr. Mahender Khandelwal (IBBI/IPA-001/IP-P00033/2016-17/10086) under section 22 (4) of the Code, 2016. Accordingly, the substituted Resolution Professional stands appointed.

The application stands disposed of.

—Sd—

(CHIEF JUSTICE M.M. KUMAR)
PRESIDENT

—Sd—

(DEEPA KRISHAN)
(MEMBER TECHNICAL)

12.09.2017
VINEET

ANNEXURE - B

Educomp
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30.05.2017

The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai-51	Corporate Service Department Bombay Stock Exchange Ltd. Rotunda Building, I Floor Samachar Marg Mumbai – 1

Dear Sirs,

SUB:-Intimation under Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 for initiation of Corporate Insolvency Resolution Process

In terms of Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find attached herewith the detailed press release in **Annexure-A**

This is for your information and records.

For Educomp Solutions Limited

EDUCOMP SOLUTIONS LIMITED NEW DELHI

Yogesh Saluja
(Company Secretary)
MemberShip No:- A21916
Address:-3/206, Subhash Nagar, New Delhi-110027

Annexure-A

Educomp takes IBC route to restructuring and revival

- *Application under section 10 of Insolvency Code , accepted for admission by NCLT*
- *Aims at revival and restructuring strategy under the legislative framework of the new IBC policy*

New Delhi: Educomp 's application under the 2016 Insolvency and Bankruptcy code (IBC) was admitted today by the National Companies Law Tribunal , to ensure that the revival of the company is undertaken within the latest legal framework that exists in the country. The decision to file the application was taken after inordinate delays on the restructuring proposal that had been pending since early 2016.

ESL had submitted a restructuring proposal to the consortium of bankers which is led by State Bank of India , whereafter the bankers appointed PricewaterhouseCoopers (PWC) to conduct a detailed techno-economic viability study (TEV study) of the company. After several rounds of discussions with PwC, the final report was submitted in September 2016. The report submitted by PwC was emphatic about the underlying viability of the business subject to the correction of balance sheet of the company.

Educomp feels that any more delays will compromise its restructuring proposal and set back its revival plans and has thus proceeded to under the IBC policy to maintain its directional commitment. "*We feel that the new IBC framework, which is designed fundamentally to address issues of company revival where the basic business of the company is deemed to be viable will give the bankers the comfort to be able to conduct the restructuring that they need to do in order to revive the company*", said a company statement.

There are several factors which support the case for Educomp's restructuring and revival, starting with the fact that it is the leading company in its vertical with a commanding market share in the area of digital classroom education. Educomp has pioneered several innovations in this particular field and has incubated a series of path breaking technologies, content and school management systems that have consistently led the entire industry.

Facing challenges due to large scale delinquencies from its underlined schools between the years 2010-2014, which led to financial challenges and forced it to undertake a deep financial and organizational restructuring, the company nevertheless retains its leadership of the market. There are about 75,000 classrooms in the country that are Educomp enabled. Educomp modules are currently, directly benefitting over 4 Million students across the country and Educomp has over 3000 employees in the

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group. Educomp remains the most prominent player in the educational ecosystem in the country and a social impact company with a large footprint and a fundamentally viable business

Appreciating the initiative taken by the Modi Government for improving the legislative infrastructure for doing business, the company in a statement said, *"We take great encouragement from the new IBC policy introduced by the government, intended to help distressed companies with strong fundamentals get relief and support under this particular legislative framework. This filing under IBC gives Educomp a window of opportunity to reconfigure its growth and revival strategies in line with the overall view of the consortium of Banks, and the PwC report for remodeling of the company balance sheet is support of their general consensus on its long term sustainability"*

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ANNEXURE - C

Educomp™
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OCTOBER 18, 2017

To,
BSE Limited
PhirozeJeejeebhoy Tower,
Dalal Street, Fort
Mumbai - 400 001
Scrip Code - 532696

To,
National Stock Exchange India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Symbol - EDUCOMP

Subject: Educomp Solutions Limited ("Company") –Advertisement of Expression of Interest

Dear Sir/Ma'am,

The Corporate Insolvency Resolution Process ("CIRP") in terms of the Insolvency and Bankruptcy Code, 2016 ("IBC") was commenced against the Company pursuant to the order dated May 30, 2017 passed by the Hon' ble National Company Law Tribunal, Principal Bench ("NCLT"). The NCLT in terms of the aforesaid order had appointed Dr. Sanjiv Agarwal as the Interim Resolution Professional ("IRP") of the Company. Dr. Sanjiv Agarwal, having IP Registration no. IBBI/IPA-001/IP-00445/2016-17/1339 was replaced by Mr. Mahender Khandelwal having IP Registration no. IBBI/IPA-001/IP-P00033/2016-17/l0086 as the Resolution Professional ("RP") for the Company by the Committee of Creditors ("COC"), constituted in terms of the provisions of IBC and pursuant to the order of the NCLT dated September 12, 2017.

Now, in terms of the provisions of the IBC and the rules and regulations made thereunder, we are publishing Expression of Interest ("EOI") in newspaper (Economic Times) requesting prospective investors i.e. potential resolution applicants to submit their bids in relation to the CIRP of the Company. A copy of the EOI has been enclosed herewith and has also been uploaded on the Company's website www.educomp.com.

This is for your information and record.

For any information or clarification, please contact the undersigned.

Please feel free for any further clarification related to above.

Sd/-
Mr. Mahender Kumar Khandelwal
Resolution Professional in the matter of Educomp Solutions Limited
Email: mahenderkhandelwal@bdo.in
Registration no. IBBI/IPA-001/IP-P00033/2016-17/10086

Date: October 18, 2017
Place: New Delhi

INVITATION SEEKING RESOLUTION PLANS FOR EDUCOMP SOLUTIONS LIMITED

The undersigned has been appointed as the resolution professional **("RP")** by the Hon'ble National Company Law Tribunal vide its order dated September 12, 2017 pursuant to the meeting of committee of creditors of **Educomp Solutions Limited ("Corporate Debtor")** and subsequent e-voting conducted under Regulation 26 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 **("CIRP Regulations").**

In terms of the duties vested upon the RP under Section 25(1)(h) of the Insolvency and Bankruptcy Code, 2016 **("IBC"),** the RP hereby invites all prospective investors, lenders and other interested parties **("Potential Resolution Applicants")** who meet the qualification requirements available on the website of the Corporate Debtor (www.educomp.com) to put forward resolution plan in respect of the Corporate Debtor on or before November 10th, 2017. Any Potential Resolution Applicant who is desirous of submitting a resolution plan as above, is required to provide the relevant qualification documents to establish satisfaction of the qualification requirements, on or before November 10th, 2017 at BDO Restructuring Advisory LLP, The Palm Spring Plaza, Office No. 1501-8, Sector-54, Golf Course Road, Gurgaon-122001 Haryana. Such Potential Resolution Applicant would also be required to submit a duly stamped confidentiality undertaking as per the requirements of the IBC and CIRP Regulations as a condition for receiving the information memorandum and other relevant information in relation to the Corporate Debtor.

Please note that the RP shall present to the committee of creditors for its approval under the IBC, such resolution plans which conform to the conditions set out under Section 30 (2) of the IBC read along with Regulation 38 of the CIRP Regulations. All Potential Resolution Applicants who are desirous of submitting a resolution plan in respect of the Corporate Debtor must read, understand and comply with all requirements under IBC, CIRP Regulations and any other applicable regulations under IBC that are in force now or which may come into force subsequently, for resolution plan and all matters under, in pursuant to, in furtherance of or in relation to, this invitation.

The consideration, evaluation and approval of resolution plan submitted by RP to the committee of creditors is within the powers of committee of creditors under the provisions of the IBC and CIRP Regulations. The committee may specify evaluation criteria separately for evaluation of the resolution plans. The detailed process and timeline for submission of resolution plans shall be separately communicated to the Potential Resolution Applicant who meet the qualification requirements as mentioned above.

For clarifications, if any, please contact: mkipeducomp@bdo.in

Please note that RP reserves the right to amend or modify the Invitation without assigning any reason and without incurring any liability of whatsoever nature. Any amendment or modification shall be posted on the website of the corporate debtor www.educomp.com. Potential Resolution Applicants are requested to regularly visit the aforesaid website for regular updates.

Sd/-

Mahender Kumar Khandelwal

Resolution Professional - Educomp Solutions Limited

IP Registration no. IBBI/IPA-001/IP-P00033/2016-17/l0086

To,
BSE Limited
PhirozeJeejeebhoy Tower,
Dalal Street, Fort
Mumbai - 400 001
Scrip Code - 532696

To,
National Stock Exchange India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Symbol - EDUCOMP

Dear Sir/Ma'am,

Subject: Addendum to Advertisement of Expression of Interest published on October 18, 2017

Enclosed please find herewith Addendum to Advertisement published on October 18, 2017- "Invitation seeking Resolution Plans for Educomp Solutions Limited"

You are requested to take note of the above and acknowledge the receipt.

For any information or clarification, please contact the undersigned.

Please feel free for any further clarification related to above.

Sd/-
Mr. Mahender Kumar Khandelwal
Resolution Professional in the matter of Educomp Solutions Limited
Email: mahenderkhandelwal@bdo.in
Registration no. IBBI/IPA-001/IP-P00033/2016-17/10086

Date: November 10, 2017
Place: Gurgaon

INVESTMENT OPPORTUNITY
EDUCOMP SOLUTIONS LIMITED (ESL)

EXTENSION OF DATE FOR EXPRESSION OF INTEREST

The last date of submission of EOI as specified in the Advertisement dated 18thOctober, 2017, as available on company's website stands extended upto17thNovember, 2017.

All the other terms and conditions of the Investment Opportunity Advertisement remain unchanged.

Sd/-

Mr. Mahender Kumar Khandelwal

Resolution Professional – Educomp Solutions Limited

Note: For up to date information, please visit http://www.educomp.com/