

EDUCOMP SOLUTIONS LIMITED
 Regd. Office: 121, Padma Tower-1, 5, Rajendra Place, New Delhi-110008
 Corporate Identity Number: L74999DL1994PLC061353
 Tel: 91-11-25755920, Fax: 91-11-25766775
 Website: www.educomp.com • email: investorservices@educomp.com



SF. NO

POSTAL BALLOT FORM

1. Name(s) of Member(s)/Beneficial Owner(s) (in block letters) including joint holders, if any)
 2. Registered address of the sole/first named Member(s)/ beneficial owner(s)
 3. Registered folio No./DP ID No./Client ID No- ("Applicable to investors holding shares in dematerialized form)
 4. Number of shares held
- I/We hereby exercise my/ our vote in respect of the Special Resolution(s) to be passed through postal ballot for the business stated in the Notice of postal ballot issued by the company dated 26 May, 2014 by sending my/ our assent/ dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:-

S. No	Description	No. of Equity shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special Resolution to approve the loan, investment and corporate guarantee limit of company U/S 186 of the Companies Act, 2013 in body corporates other than M/s Educamp Infrastructure & School Management Ltd and M/s Edu Smart Services Private Limited			
2	Special Resolution to approve the loan, investment and corporate guarantee limit of company U/S 186 of the Companies Act, 2013 in body corporate naming M/s Educamp Infrastructure & School Management Ltd.			
3	Special Resolution to approve the loan, investment and corporate guarantee limit of company U/S 186 of the Companies Act, 2013 in body corporate naming M/s Edu Smart Services Private Limited			
4	Special Resolution to approve the borrowing limit U/S 180 (1) (c) of the Companies Act, 2013.			
5	Special Resolution to approve the limits U/S 180 (1) (a) of the Companies Act, 2013.			
6	Special Resolution to approve the Corporate Debt Restructuring Scheme in relation to restructuring of the Company's debts.			
7	Special Resolution to approve the Educamp Employee Stock Option Scheme 2014			
8	Special Resolution to approve the Educamp Employee Stock Option Scheme 2014 for subsidiaries.			
9	Special Resolution to approve the conversion of the loan into equity share capital of the company			
10	Special Resolution to approve the transaction/agreement to be entered between the Company and M/s Educamp Learning Private Limited, subsidiary of the company for the purchase of educational content from M/s Educamp Learning Private Limited.			
11	Special Resolution to approve the transaction/agreement to be entered between the Company and M/s Educamp Learning Private Limited, subsidiary of the company, to use of the part of the property bearing 1211, Padma Tower-1, 5 Rajendra Place, New Delhi-110008			
12	Special Resolution to approve the agreement to be entered between the Company and Mr. Shantanu Prakash, related party to use of the property bearing Flat no. 35/1, H-Block, DLF Phase-1, Gurgaon			
13	Special Resolution to approve and ratify the agreement entered between the Company and M/s Educamp Learning Private Limited, subsidiary of the company			
14	Special Resolution to approve and ratify the agreement entered between the Company and M/s Learning Links Foundation, related party			
15	Special Resolution to approve the Leave and License agreement to be entered between the Company and M/s Educamp Learning Private Limited, subsidiary of the company for the property Plot no 85, NSEZ, Noida.			
16	Special Resolution to approve the Leave and License agreement to be entered between the Company and M/s Educamp Learning Private Limited, subsidiary of the company for the property Flat no 204, 2 nd floor, Samparjan Premises, Co-Operative Society Ltd, New Link Road, Chakola, Andheri East, Mumbai-400099.			
17	Special Resolution to approve the Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company for the property Flat no 802, Padma Tower-1, 5 Rajendra Place, New Delhi-110008.			
18	Special Resolution to approve the Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company for the property Kharsa No. 819, 1st Floor, K2 Block, New Agro Service Station Mahipalpur, New Delhi			
19	Special Resolution to approve the Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company for the property Flat no 204, 2 nd floor, Samparjan Premises, Co-Operative Society Ltd, New Link Road, Chakola, Andheri East, Mumbai-400099			

ELECTRONIC VOTING PARTICULARS

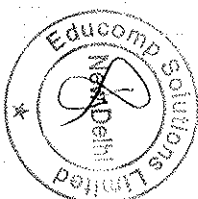
EVEN	USER ID	PASSWORD/PIN

Place:

Date:

(Signature of the shareholder)

NOTE: Please read carefully the instructions printed overleaf before exercising vote.



INSTRUCTIONS

The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

Voting in Physical form:

1. A member/ beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutineer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 20th June 2014.
7. Incomplete, Unsigned or incorrectly ticked Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the Company or the scrutineer not later than the close of working hours on 7th August, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/ beneficial owner has not been received.
9. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority authorizing the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
10. Members/ beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members/ beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
11. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (8) above.
12. Postal Ballot Form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
14. There will be one Postal Ballot Form for every Folio/Client ID.
15. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

Electronic Voting

The company also offered e-voting facility to its members enabling them to cast their vote electronically. The company has signed an agreement with the National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Clause 35B of the Listing Agreement.

1. The instructions for shareholders for e-voting are as under:

Process and Manner for members opting for e-voting is as under:

(A) In case of Members receiving e-mail from NSDL:

- (i) Open e-mail and open password protected PDF file viz. "SML e-Voting.pdf" with your Client ID or Folio No. as password to open PDF file which contain your user ID and Password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login.
- (iv) Put user ID and Password as initial password noted in step (i) above. Click login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select EVEN of EDUCOMP SOLUTIONS LIMITED.
- (viii) Now you are ready for e-Voting as Cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: scrutinizer.educomp@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Members receiving Postal Ballot Form by Post:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Si. No. (iii) to Si. No. (xii) as mentioned in (A) above, to cast vote.
- (iii) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- (iv) 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 downloads section of www.evoting.nsdl.com.
- (v) Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on 7th August, 2014. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
- (vi) The voting period ends on the close of 7th August, 2014. The e-voting module shall also be disabled by NSDL at 5.00 p.m. on the same day.

