

EDUCOMP SOLUTIONS LIMITED

Regd. Office: 1211, 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: investor.services@educomp.com

Notice of Annual General Meeting

NOTICE is hereby given that Twentieth Annual General Meeting of the Members of **Educomp Solutions Limited** will be held on Monday, the 29th September, 2014 at 3:30 P.M. at **Sri Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi- 110003** to transact the following business:

ORDINARY BUSINESS**ITEM NO. 1**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2014, including Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

ITEM NO. 2

To appoint a Director in place of Shri. Shantanu Prakash (holding DIN: 00983057), who retires from office by rotation, and being eligible, offers himself for re-appointment

ITEM NO. 3

To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Haribhakti & Co. LLP, Chartered Accountants [Registration No. 103523W], be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Fifth consecutive AGM to be held in the calendar year 2019 (subject to ratification of their appointment by the members at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS**ITEM NO. 4**

To appoint Shri Shonu Chandra as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Shri Shonu Chandra (holding DIN: 01019974), Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019 and whose office shall not be liable to retire by rotation.”

ITEM NO. 5

To appoint Shri Venkata Subbarao Valluri as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Shri Venkata Subbarao Valluri (holding DIN: 06645126), Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019 and whose office shall not be liable to retire by rotation.”

ITEM NO. 6

To appoint Shri Vinod Kumar Dandona as an Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Vinod Kumar Dandona (holding DIN: 06730804), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 13th November, 2013,

and was further appointed as whole Time Director by the members of the Company for a period of 3 years w.e.f. 13th November, 2013 through resolution passed by Postal Ballot and whose term of office as an Additional Director expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby regularized as a Director;

RESOLVED FURTHER THAT Mr. Vinod Kumar Dandona shall continue to act as Whole Time Director of the Company for a period of 3 years w.e.f. 13th November, 2013 on the same remuneration as approved earlier through resolution passed by Postal Ballot;

RESOLVED FURTHER THAT so long as Shri Vinod Kumar Dandona as the Whole-time Director of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions the Board of Directors of the Company be and is hereby authorised 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 question, difficulty or doubt that may arise in the said regard."

ITEM NO. 7

To appoint Shri Vijay Kumar Choudhary as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Vijay Kumar Choudhary (holding DIN: 00203673), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 13th November, 2013, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 (hereinafter referred as "the Act") from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, in terms of the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, to hold office for 5 (five) consecutive years for a term up to 31st March, 2019 and whose office shall not be liable to retire by rotation."

ITEM NO. 8

To appoint Shri Rajat Khare as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Rajat Khare (holding DIN: 00452419), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 13th November, 2013, and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 (hereinafter referred as "the Act") from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, in terms of the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, to hold office for 5 (five) consecutive years for a term up to 31st March, 2019 and whose office shall not be liable to retire by rotation."

ITEM NO. 9

To appoint Smt. Swati Sinha as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Smt. Swati Sinha (holding DIN: 06947829), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 (hereinafter referred as "the Act") from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, in terms of the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, to hold office for 5 (five) consecutive years for a term up to 28th September, 2019 and whose office shall not be liable to retire by rotation."

ITEM NO. 10

To approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the Act") and the Companies (Audit and Auditors) Rules, 2014, (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Act, M/s. Ahuja Sunny & Co., Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2014-15, be paid a remuneration of Rs. 1,30,000 per annum (plus applicable taxes) and out of pocket expenses that may be incurred;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 11

To approve and ratified the agreement entered between the company and M/s Edu Smart Services Private Limited, subsidiary of the company for the purchase of receivables pursuant to the scheme approved under the CDR mechanism and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the members of the Company do hereby confirm, ratify and approve the Trade Receivable Purchase Agreement dated 31st March 2014 as entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company,

for the purchase and transfer of trade receivables from M/s Edu Smart Services Private Limited;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board
For Educomp Solutions Limited**

**Sd/-
Yogesh Saluja
Company Secretary**

Date: August 12, 2014

Place: Gurgaon

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
2. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting right. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (the Act) in respect of the business under Item Nos. 4 to 11 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors, are also annexed.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 24th September, 2014 to Monday, 29th September, 2014 (both days inclusive).
5. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting. Members may please note that briefcase, bag, mobile phone, and/or eatables shall not be allowed to be taken inside the hall for security reasons.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members holding shares in physical form are requested to intimate change in their address/bank details/NECS (National Electronic Clearing Services) mandate, if any, immediately to the Company's Registrar and Transfer Agent i.e. Link Intime India Private Limited, 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028. Members holding shares in electronic form must intimate the change in their address/bank details/NECS (National Electronic Clearing Services) mandate, if any, to their respective Depository Participant.
8. Members desirous of seeking any information relating to the annexed Annual Audited Accounts of the Company for the financial year ended March 31, 2014, may write to the Company at 1211, Padma Tower-1, 5 Rajendra Place, New Delhi-110008, for the attention of Mr. Yogesh Saluja, Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
9. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the required form-SH-13 and send the same to the office of the Registrar and Transfer Agent of the Company. In respect of shares held in demat/electronic form, the nomination form may be filed with the respective Depository Participant. Form SH-13 can be obtained from the Company by sending a request.
10. In terms of Clause 32 of the Listing Agreement, soft copy of full Annual Report have been sent to all those shareholders who have registered their e-mail address(es) for the said purpose.

The Notice of the 20th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the 20th AGM and the Annual Report for the financial year 2013-14 will be available on the Company's website, www.educomp.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at : investor.services@educomp.com or may write to Mr. Swapan Kumar Naskar, Address:- Link Intime India Private Limited, Register Transfer Agent (RTA), 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028.

11. The Shareholders who have not registered their e-mail address (es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Link Intime India Private Limited by writing to Mr. Swapan Kumar Naskar, Address:- Link Intime India Private Limited, Register Transfer Agent (RTA), 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028.
12. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, and pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 26, 2013 (date of last Annual General Meeting) on the website of the Company (www.educomp.com), as also on the Ministry of Corporate Affairs website. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund. Members/Persons who have not yet encashed their dividend warrant(s) pertaining to the financial year 2006-07 onwards are requested to make their claims without any delay.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Link Intime India Private Limited.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.30 pm) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
15. The Certificate from the Auditors of the Company, certifying that the Employees Stock Option Schemes of the Company are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions of the general body, will be available for inspection to the Members at the Meeting.
16. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder and Listing Agreement entered into with the Stock Exchange(s), the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice. The Company has signed an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically.

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

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

I (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. The said PDF file contains 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: educomp.scrutinizer1@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Members receives physical copy of the Annual General Meeting Notice by Post:

- (i) User ID and Initial password is provided in the enclosed ballot form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) as mentioned in (A) above, to cast vote.

(C) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

II other Instructions

- (i) The e-voting period commences on Tuesday, September 23, 2014 (9.00 a.m. IST) and ends on Thursday, September 25, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 29th August, 2014, 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 shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- (ii) 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.
- (iii) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being Friday, 29th August, 2014.
- (iv) The Board of Directors has appointed **Mr. Sanjay Grover, Company Secretary in Whole Time Practice (Membership No. 4223) as a Scrutinizer** to scrutinize the e-voting process in a fair and transparent manner.
- (v) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
- (vi) The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (vii) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.educomp.com) within two (2) days of passing of the resolutions and communication of the same to BSE Limited and National Stock Exchange of India Limited.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Shri Shonu Chandra is a Non-Executive Independent Director of the Company since 8th September 2003. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), Shri Shonu Chandra is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declarations from Shri Shonu Chandra that he meets with the criteria of independence as

prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Shri Shonu Chandra is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

A notice has been received from a member under Section 160 of the Act, proposing Shri Shonu Chandra as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Shonu Chandra fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Shonu Chandra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Shonu Chandra as an Independent Director, for the approval by the shareholders of the Company. Copy of the draft letter for appointment of Shri Shonu Chandra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Shri Shonu Chandra is interested in the resolutions set out at Item No. 4 of the Notice with regard to his appointment. The relatives of Shri Shonu Chandra may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 4 of the Notice is recommended for your approval.

ITEM NO. 5

Shri Venkata Subbarao Valluri is a Non-Executive Independent Director of the Company since 31st July, 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 (The Act), Shri Venkata Subbarao Valluri is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declarations from Shri Venkata Subbarao Valluri that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Shri Venkata Subbarao Valluri is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

A notice has been received from a member under Section 160 of the Act proposing Shri Venkata Subbarao Valluri as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Venkata Subbarao Valluri fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Venkata Subbarao Valluri as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Venkata Subbarao Valluri as an Independent Director, for the approval by the shareholders of the Company. Copy of the draft letter for appointment of Shri Venkata Subbarao Valluri as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Shri Venkata Subbarao Valluri is interested in the resolutions set out at Item No. 5 of the Notice with regard to his appointment. The relatives of Shri Venkata Subbarao Valluri may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 5 of the Notice is recommended for your approval.

ITEM NO. 6

The Board of Directors appointed Shri Vinod Kumar Dandona, as an Additional Director of the company w.e.f. 13th November, 2013. In terms of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) Shri Vinod Kumar Dandona holds office only upto the date of this Annual General Meeting.

A notice has been received from a member proposing Shri Vinod Kumar Dandona as a candidate for the office of Director of the Company. Shri Vinod Kumar Dandona is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Board considers that the appointment of Shri Vinod Kumar Dandona as Director would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, the Board recommends the resolution in relation to appointment of Shri Vinod Kumar Dandona as Director for the approval by the shareholders of the Company.

Shri Vinod Kumar Dandona is interested in the resolutions set out at Item No. 6 of the Notice with regard to his appointment. The relatives of Shri Vinod Kumar Dandona may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 6 of the Notice is recommended for your approval.

ITEM NO. 7

The Board of Directors had appointed Shri Vijay Kumar Choudhary, as an Additional Director (Independent) of the Company w.e.f. 13th November, 2013. In terms of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) Shri Vijay Kumar Choudhary holds office only upto the date of this Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), it is proposed to appoint Shri Vijay Kumar Choudhary as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declarations from Shri Vijay Kumar Choudhary that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Shri Vijay Kumar Choudhary is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

A notice has been received from a member under Section 160 of the Act proposing Shri Vijay Kumar Choudhary as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Vijay Kumar Choudhary fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vijay Kumar Choudhary as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Vijay Kumar Choudhary as an Independent Director, for the approval by the shareholders of the Company. Copy of the draft letter for appointment of Shri Vijay Kumar Choudhary as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Shri Vijay Kumar Choudhary is interested in the resolutions set out at Item No. 7 of the Notice with regard to his appointment. The relatives of Shri Vijay Kumar Choudhary may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 7 of the Notice is recommended for your approval.

ITEM NO. 8

The Board of Directors had appointed Shri Rajat Khare, as an Additional Director (Independent) of the company w.e.f. 13th November, 2013. In terms of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) Shri Rajat Khare holds office only upto the date of this Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), it is proposed to appoint Shri Rajat Khare as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declarations from Shri Rajat Khare that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Shri Rajat Khare is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

A notice has been received from a member under Section 160 of the Act proposing Shri Rajat Khare as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Rajat Khare fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Rajat Khare as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Rajat Khare as an Independent Director, for the approval by the shareholders of the Company. Copy of the draft letter for appointment of Shri Rajat Khare as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Shri Rajat Khare is interested in the resolutions set out at Item No. 8 of the Notice with regard to his appointment. The relatives of Shri Rajat Khare may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 8 of the Notice is recommended for your approval.

ITEM NO. 9

A notice has been received from a member under Section 160 of the Act proposing Smt. Swati Sinha as a candidate for the office of Director of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, it is proposed to appoint Smt. Swati Sinha as an Independent Director for five consecutive years for a term upto 28th September, 2019. The Company has also received declarations from Smt. Swati Sinha that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Smt. Swati Sinha is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In the opinion of the Board, Smt. Swati Sinha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Smt. Swati Sinha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Smt. Swati Sinha as an Independent Director, for the approval by the shareholders of the Company. Copy of the draft letter for appointment of Smt. Swati Sinha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 9 of the Notice is recommended for your approval.

ITEM NO. 10

Section 148 of the Act, inter-alia, provides that the Central Government may direct audit of cost records of class of Companies. In pursuance of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor, on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified subsequently by the shareholders.

On the recommendation of the Audit Committee at its meeting held on August 12, 2014, the Board has, considered and approved the appointment of Messrs. Ahuja Sunny & Co., Cost Accountants as the cost auditor for the financial year 2014-15 at a remuneration of Rs. 1.30 lac per annum plus applicable taxes and reimbursement of out of pocket expenses.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The resolution mentioned in Item no. 10 of the Notice is recommended for your approval.

ITEM NO. 11

In terms of the CDR package, approved by the CDR EG vide letter dated 28th February 2014, the lenders of Edu Smart Services Private Limited, subsidiary of the company in terms of provisions of the Companies Act, 2013, have been provided an option to transfer their outstanding loan balance, in the Edu Smart Services Private Limited (ESSPL), with the company.

In pursuance of the same and for the purpose of transferring the outstanding bank loan balances of Edu Smart Services Private Limited, the Company on 31st March 2014 had entered into Trade Receivable Purchase Agreement with M/s Edu Smart Services Private Limited for the purchase of trade receivables of M/s Edu Smart Services Private Limited.

The trade receivables purchased and/or to be purchased by the company, by way of aforesaid agreement, will be transferred and taken by the company, in one or more trenches.

The purchase and transfer of trade receivables from Edu Smart Services Private Limited shall depend on the certain conditions, as specified in the agreement, to be complied with by the parties to the agreement.

Further, in term of aforesaid agreement on 31st March 2014 total trade receivables amount to Rs.1203,22,82,072 (Rupees One Thousand Two Hundred Three Crores Twenty Two Lacs Eighty Two Thousand Seventy Two only) is to be purchased by the company. Out of which Trade receivable amounting to Rs.1034,99,17,051/- (Rupees One Thousand Thirty Four crores Ninety Nine Lacs Seventeen Thousand Fifty One Only) has been transferred to the company on 31st March 2014.

Even though the agreement was entered by the company before notification of the relevant section of Companies Act, 2013, but the company, in term of better compliance of the Companies Act, 2013 and also for good corporate governance, proposes to the shareholders to approve and ratify the agreement so entered by the Company with M/s Edu Smart Services Private Limited.

Detailed information as required to be disclosed in terms of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board & its Powers) Rules, 2014 are given below:-

Sl. No.	Information required to be Disclosed. (item No.11)	(Particulars)
a)	The name of the related party; name of the director or Key Managerial Personnel who is related, if any and nature of relationship	Name of the related party and nature of relationship:- M/s Edu Smart Services Private Limited is a subsidiary of the company.
b)	The nature, duration of the contract and particulars of the contract or arrangement	Particulars and nature of the contract or arrangement:- The company on 31 st March 2014 had entered into Trade Receivable purchase agreement, with M/s Edu Smart Services Private Limited for the purchase of trade receivable of Edu Smart Services Private Limited, in one or more trenches. The purchase and transfer of trade receivable from Edu Smart Services Private Limited shall depend on the certain conditions, as specified in the agreement, to be complied with, by the parties to the agreement. Duration of the Contract:- The trade receivables will be purchased and transferred to the company, in one or more trenches, depending upon the fulfillment of the conditions as specified in the agreement, to be complied with by the parties to the agreement.
c)	The material terms of the contract or arrangement including the value, if any	The company on 31 st March 2014 had entered into Trade Receivable Purchase Agreement, with M/s Edu Smart Services Private Limited for the purchase of trade receivable of Edu Smart Services Private Limited, in one or more trenches. The purchase and transfer of trade receivable from Edu Smart Services Private Limited shall depend on the certain conditions, as specified in the agreement, to be complied with by the parties to the agreement. Total trade receivables to be transferred from Edu Smart Services Private Limited amounting to Rs. 1203,22,82,072 (Rupees One Thousand Two Hundred Three Crores Twenty Two Lacs Eighty Two Thousand Seventy Two only). Out of which Trade receivable amounting to Rs.1034,99,17,051/- (Rupees One Thousand Thirty Four crores Ninety Nine Lacs Seventeen Thousand Fifty One Only) has been transferred to the company on 31 st March 2014.

In the light of the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board & its Powers) Rules, 2014, the audit committee and Board of Directors of the company approved and ratified the aforesaid agreement and recommended for the approval of the shareholders by special resolutions.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, except to expend of there share holding in the company, in this resolution.

The resolution mentioned in Item no. 11 of the Notice is recommended for your approval.

**By Order of the Board
For Educomp Solutions Limited**

**Sd/-
Yogesh Saluja
Company Secretary**

**Date: August 12, 2014
Place: Gurgaon**

Details of the Directors seeking appointment / re-appointment in the Annual General Meeting to be held on 29th September, 2014, pursuant to Clause 49 of Listing Agreement of Stock Exchanges

Name of Director	Shri Shantanu Prakash	Shri Shonu Chandra	Shri Venkata Subbarao Valluri	Shri Vinod Kumar Dandona	Shri Vijay Kumar Choudhary	Shri Rajat Khare	Smt. Swati Sinha
Date of Birth	26.01.1965	26.03.1965	21.02.1955	27.03.1950	22.04.1955	15.08.1983	03.02.1975
Relationship with other Directors <i>inter-se</i>	None	None	None	None	None	None	None
Expertise in specific functional areas	Mr. Shantanu Prakash, MBA (IIM-Ahmedabad) is the founder member of Educomp Solutions Limited and has been responsible from its inception. He is an expert in Education Technology and Pedagogy.	Mr. Shonu Chandra runs a student education travel company. He holds a masters degree in Mass Communication.	Dr. Venkata Subbarao Valluri has varied management consulting experience (20 years plus, as a partner with the big four accounting and consulting firms). He also holds Doctoral degree in mathematical simulation modeling (Ph D)	Mr. V K Dandona, was a highly decorated Police officer with Police medals awarded by the Hon'ble Prime Minister / President of India for 37 years of highly meritorious and distinguished service, having served all over the country handling crisis managements and multiple tasks of highly classified nature had been his strong forte, besides invaluable experience of tackling political and bureaucratic machinery of the States / Govt. of India. He retired from service as the Inspector General of Police (IG)	Mr. Vijay K Choudhary has been actively involved in the profession of Accountancy, Auditing, Taxation, Corporate structuring, Project Finance, Evaluating & Consultancy, Management consultancy. Activities under this cell consist of Project Report Preparation, Project Implementation, Planning, Preparation of Accounting & Management Manuals and development of all types of Management Information System for the clients, Merchant Banking, Money changers, Management of mergers, demergers, amalgamations, company law matters etc. Mr. Choudhary had a privilege of being a speaker. From time to time, he had been requested by the agency likes Star TV to share the expertise on the tax laws. During his stint of more than 33 years, he has undertaken the audit of various public, private and multinational companies.	Mr. Rajat Khare is an entrepreneur, author and investor with interests in businesses in the field of Information-age Security serving corporate and government sector globally. He is an IIT Delhi Computer Science alumnus (IITJEE 0026) and author of 3 'International conference accepted' research papers and journals in the field of data security.	Mrs. Swati Sinha is a Partner with law firm Fox Mandal and heads their Supreme Court and International arbitral practice. She has vast experience in corporate commercial litigation and has been part of many land mark cases.
Qualification	Graduate in B.Com (Hons) from S.R.C.C. Delhi University and MBA (IIM-Ahmedabad)	Masters in Mass Communication.	Ph D in mathematical simulation modeling	M.SC (Mathematics)	Chartered Accountant	IIT in Computer Science from Delhi	M.A. (History) from Hindu College, Delhi University and LLB
No. of Equity Shares of Rs.2/- each held in the Company	44315205	3250	NIL	NIL	NIL	NIL	NIL

List of other companies in which Directorships are held *	<ul style="list-style-type: none"> • Lakshya Limited Digital Private • Kaisons Housing Corporation Limited • Educomp Infrastructure & School Management Limited • Gyankunj Education Private Limited • Blakes Consulting Private Limited • Career Launcher Education Infrastructure And Services Limited • Educomp-Raffles Higher Education Limited • Edugames Solutions Private Limited • Beacon Learning Private Limited • Beacon Higher Education Services Private Limited • Great Lakes Institute Of Management • Great Learning Management Private Limited • Greycells18 Media Limited • Pioneer Client Associates Private Limited • Boston Realech Private Limited • Gridr Infrotech Private Limited • Good Luck Structure Private Limited • Evergreen Realech Private Limited • Strotech Infrastructure Private Limited • Growzone Infrastructure Private Limited • Falcate Builders Private Limited 	<ul style="list-style-type: none"> • Waves Communication Private Limited • Educomp School Management Limited • Edterra Ventures Private Limited • Educomp Professional Education Limited • Educomp Infrastructure & School Management Limited 	NIL	<ul style="list-style-type: none"> • Educomp Professional Education Limited • Reverie Infrotech Private Limited • Orlando Builders Private Limited • Markus Infrastructure Private Limited • Gridr Infrotech Private Limited • Boston Realech Private Limited • Newzone Infrastructure Private Limited • Zeta Buildcon Private Limited • Virtual Buildtech Private Limited • Hldream Constructions Private Limited • Educomp School Management Limited • Omega Infrastructure Private Limited • Modzex Infrastructure Private Limited • Rockstrong Infrotech Private Limited • Shiksha Solutions Trustee Private Limited 	NIL	<ul style="list-style-type: none"> • Appin Knowledge Solutions Private Limited • Appin Technology Private Limited • Prophecis Analytics And Consulting Private Limited • Appin Business Process Private Limited • Acsg Consulting And Development Private Limited • Reputation Online Management Software Private Limited • ABP Management & Consulting Private Limited 	NIL
List of the Committee of Board of Directors (across all other companies) in which Chairmanship/ Membership is held #	<ul style="list-style-type: none"> • <u>Chairman</u> Audit Committee of Educomp Infrastructure & School Management Limited 	<ul style="list-style-type: none"> • <u>Member</u> Audit Committee of Educomp Infrastructure & School Management Limited 	NIL	NIL	NIL	NIL	NIL

* As per latest disclosures received from the Directors, the directorship(s) mentioned above do not include directorship(s) of Foreign Companies.
Pursuant to Clause 49 of the Listing Agreement, only two Committee viz. Audit Committee and Stakeholders' Relationship/Shareholders'/Investors' Grievance Committee of have been considered.

NOTES :

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**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

EDUCOMP SOLUTIONS LIMITED

Regd. Office: 1211, 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: investor.services@educomp.com

Name of the member (s):

Registered address:

..... E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name: E-mail Id:

Address:

..... Signature:

or failing him,

2. Name: E-mail Id:

Address:

..... Signature:

or failing him,

3. Name: E-mail Id:

Address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the Monday the 29th September, 2014 at 3:30 P.M. at Sri, Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi- 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Optional*	
		For	Against
	Ordinary Business		
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2014, including Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Shri Shantanu Prakash (holding DIN: 00983057), who retires from office by rotation, and being eligible, offers himself for re-appointment.		
3	To appoint Auditors and to fix their remuneration		
	Special Business		
4	To appoint Shri Shonu Chandra as an Independent Director		
5	To appoint Shri Venkata Subbarao Valluri as an Independent Director		
6	To appoint Shri Vinod Kumar Dandona as an Director		
7	To appoint Shri Vijay Kumar Choudhary as an Independent Director		
8	To appoint Shri Rajat Khare as an Independent Director		
9	To appoint Smt. Swati Sinha as an Independent Director		
10	To approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the Company		
11	To approve and ratified the agreement entered between the company and M/s Edu Smart Services Private Limited, subsidiary of the company for the purchase of receivables pursuant to the scheme approved under the CDR mechanism		

Signed this day of, 2014

.....
Signature of Member

.....
Signature of Proxy holder(s)

Affix Revenue
Stamp
of Re.1.00/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Proxy form should be signed across the stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository
3. A Proxy need not be a member of the company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. * It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
6. Please complete all details including details of member(s) in the above box before submission.

EDUCOMP SOLUTIONS LIMITED

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Corporate Identity Number: L74999DL1994PLC061353

Tel.: 91-11-25755920. Fax: 91-11-25766775.

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Educomp
What Learning Can Be

Regd. Office: 1211, Padma Tower 1, 5, Rajendra Place, New Delhi-110008

Tel.: 91-11-25755920. Fax: 91-11-25766775.

Website: www.educomp.com ● email: investor.services@educomp.com

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall

SI No.

- ### 3. Number of Shares held :

Signature of the Shareholder or Proxy**:

*Applicable for investors holding shares in electronic form.

****Strike out whichever is not applicable**

FOR ATTENTION OF THE SHAREHOLDER

Shareholders may please note the User id and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014. Detailed instructions for evoting are given in the notes to the AGM Notice.

ELECTRONIC VOTING PARTICULARS

[illegible]