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

Dear Shareholders:

Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 ("Relevant Rules"), Educomp Solutions Limited (the "Company") is seeking the consent of its members through postal ballot.

The proposed Special Business(es), along with explanatory statement pursuant to section 102 of the Companies Act, 2013, setting out all material facts pertaining to the resolutions is annexed hereto, a postal ballot form (**"Form"**) along with a self-addressed, postage pre-paid envelope are enclosed for your consideration and voting.

The Board of Directors of the Company (**"Board"**) have appointed Mr. Abhishek Bansal, an Advocate as scrutinizer (**"Scrutinizer"**) who will be responsible for the fair and transparent conduct of the vote through postal ballot.

Member(s) are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached the self-addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of Business hours on March 09, 2015.

Electronic Voting

The company is pleased to offer e-voting facility to its members enabling them to cast their vote electronically, instead of physical Postal Ballot Form. E-voting is optional. Please read the instructions carefully before exercising your vote.

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 and Section 108 of the Act read with relevant rules.

The Scrutinizer will submit his report to the Company after completion of the scrutiny of the Postal Ballot Forms and after verifying the voting as per data received from the e-voting portal. The result of the Postal Ballot shall be announced in accordance with the provisions of Section 110 of the Act, read with relevant rules, at 4.30 P.M.at the registered office of the Company situated at **1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008** on Wednesday, March 11, 2015 by the Chairman or in his absence by any other person authorized by the Chairman.

The result of the postal ballot will be intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The result of the postal ballot will also be displayed at website of the Company (www.educomp.com). The resolutions, if approved, will be taken as passed effectively on the date of declaration of results i.e Wednesday, 11th day of March, 2015.

PROPOSED RESOLUTIONS:

SPECIAL BUSINESS(ES)

Item No. 1: Issue of Equity Shares on Preferential basis pursuant to conversion of Funded Interest Term Loan (FITL) to the CDR Lenders:

To consider and, if thought fit to pass, with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with the Stock Exchange(s) where the Company's shares are listed,

and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI (ICDR) Regulations") and other applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India (" the RBI"), etc., and subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the SEBI, the CDR EG (as defined hereinafter), RBI, the Government of India, etc.) and in terms of and furtherance of, Corporate Debt Restructuring Scheme ("CDR Package") approved by the Corporate Debt Restructuring Empowered Group ("The CDR EG"), at its meeting held on 17th February, 2014 and communicated to the Company by the Corporate Debt Restructuring Cell vide Letter of approval ("LOA") dated 28th February, 2014 bearing reference number BY.CDR(SSA)/No.1079/2013-14 and modified by reviewed letter of Restructuring Package approved in the CDR system dated 19th March, 2014 ("CDR RLOA") bearing reference number BY.CDR(SSA)/No.1143/2013-14 issued by Corporate Debt Restructuring Cell (CDR Cell) and subject to the terms of the Master Restructuring Agreement dated 25th March, 2014 (the "MRA") , as amended from time to time, executed by and between the Company and the CDR lenders of the Company ("the CDR Lenders"), the consent of the members be and is hereby accorded to the Board to create, issue, offer and allot upto 42460215 (Four Crore Twenty Four Lacs Sixty Thousand Two Hundred and Fifteen) Equity Shares of face value of Rs. 2/- each from time to time in one or more tranches, Equity shares to be subscribed by the CDR lenders as may be agreed between the Company and the CDR lenders in consideration of exercise of option for conversion of Funded Interest Term Loan ("FITL") aggregating to Rs. 98.72 Crore (Rupees Ninety Eight Crores Seventy Two Lacs Only) (hereinafter referred to as "FITL Conversion Amount") being the outstanding interest payable by the Company to CDR Lenders from the cut-off datei.e. 1st April,2013 ("Cut-off Date") till 31st March, 2015, on a preferential basis, in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion, at such Issue Price, as may be computed in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, taking 17th February, 2014, as the Relevant Date;

RESOLVED FURTHER THAT the price of the Equity Shares shall be calculated in accordance with the provisions of Chapter VII of the ICDR Regulations, and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is 17th February, 2014, i.e., date of the approval of Corporate Debt Restructuring Scheme;

RESOLVED FURTHER THAT Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se with the then existing equity shares of the Company in all respects;

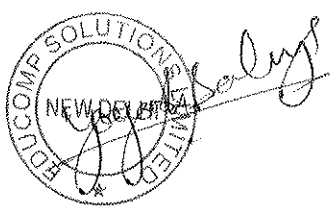
RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such Consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company."

Item No. 2: Issue of Equity Shares on Preferential basis pursuant to conversion of Funded Interest Term Loan (FITL) to the Non-CDR Lenders:

To consider and, if thought fit to pass, with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with the Stock Exchange(s) where the Company's shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI (ICDR) Regulations") and other applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India (" the RBI"), etc., and subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the SEBI, the CDR EG (as defined hereinafter), RBI, the Government of India, etc.) and in terms of and furtherance of, Corporate Debt Restructuring Scheme ("CDR Package") approved by the Corporate Debt Restructuring Empowered Group ("The CDR EG"), at its meeting held on 17th February, 2014 and communicated to the Company by the Corporate Debt Restructuring Cell vide Letter of approval ("LOA") dated 28th February, 2014 bearing reference number BY.CDR(SSA)/No.1079/2013-14 and modified by reviewed letter of Restructuring Package approved in the CDR system dated 19th March, 2014 ("CDR RLOA") bearing reference number BY.CDR(SSA)/No.1143/2013-14 issued by Corporate Debt Restructuring Cell (CDR Cell) and subject to the terms of the Master Restructuring Agreement dated 25th March, 2014 (the "MRA") executed by and between the Company and the CDR lenders of the Company for restructuring of their debts as per the CDR package or on the terms as may be agreed between the parties, the consent of the members be and is hereby accorded to the Board to create, issue, offer and allot upto 17475269 (One Crore Seventy Four Lacs Seventy Five Thousand Two Hundred and Sixty Nine) Equity Shares of face value of Rs. 2/- each from time to time in one or more tranches, Equity shares to be subscribed by the lenders who are Non CDR Lenders in term of applicable CDR guidelines ("Non-CDR



Lenders"), if they wish to participate in the CDR package in accordance with the CDR Guidelines and signing of necessary Agreement(s)/documents for the same, in consideration of exercise of option for conversion of Funded Interest Term Loan ("FITL") aggregating to Rs. 40.63 Crore (Rupees Forty Crores Sixty Three Lacs Only) (hereinafter referred to as "FITL Conversion Amount") being the outstanding interest payable by the Company to Non-CDR Lenders from the cut-off datei.e. 1st April,2013 ("Cut-off Date") till 31st March, 2015 on a preferential basis, in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion; at such Issue Price, as may be computed in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, taking 17th February, 2014, as the Relevant Date;

RESOLVED FURTHER THAT the price of the Equity Shares shall be calculated in accordance with the provisions of Chapter VII of the ICDR Regulations, and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is 17th February, 2014, i.e., date of the approval of Corporate Debt Restructuring Scheme;

RESOLVED FURTHER THAT Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se with the then existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such Consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares;.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company."

Item No. 3:To approve the increase in the remuneration of Mr. Vinod Kumar Dandona, Whole Time Director of the Company.

To consider and, if thought fit to pass, with or without modification(s) the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Central Government and all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the consent of the members of the Company be and is hereby accorded for increase in remuneration of Mr. Vinod Kumar Dandona, Whole Time Director of the Company (DIN Number:- 06730804), with effect from 01st December 2014,for the remaining tenure of appointment i.e. upto 12th November, 2016, from Rs. 24,00,000/- (Rupees Twenty Four Lacs Only) per annum to Rs. 27,02,500/- (Rupees Twenty Seven Lacs Two Thousand Five Hundred Only) per annum,on a consolidated remuneration consisting but not limited to basic salary, various allowances, perquisites and all other benefits and the said remuneration limit inter-alia covering, but not limited to, the following basic features:-

A. Basic salary:-upto Rs. 10 Lacs per annum

B. House Rent Allowance:-Upto Rs. 5 Lacs per annum

C. Following may be paid, subject to the overall consolidated maximum remuneration limit of Rs. 27,02,500/- (Rupees Twenty Seven Lacs Two Thousand Five Hundred Only) per annum, in accordance with the Company policy:

1) Perquisites:

a) Medical reimbursement for self and family on actual;

b) Leave encashment as per Company's policy;

c) Provision of car and telephones at residence for use on Company's business will not be treated as perquisites (Personal Long distance calls shall be billed by the Company);

2) Any other perquisites, amenities, benefits incentives and allowance which shall be payable in accordance with the Company policies.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits in any financial year during the tenure of Mr. Vinod Kumar Dandona, as Whole Time Director of the Company, subject to approval of Central Government and all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company shall pay him the remuneration as specified above as Minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time, to the extent the Board of Directors may deem appropriate, provided that such

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variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and the Company Secretary of the Company be and are hereby severally 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 questions, difficulties and/or doubts that may arise in this regard and to appear, represent the company before the appropriate authority and to sign, verify, execute, submit, collect, amend on behalf of the company any form, document, application, affidavit, undertaking, power of attorney and other papers as may be required in this regard and to authorize, appoint, nominate any advocate, practicing Company Secretary or any other person to represent the company and to do all such acts, things, deeds, as may be incidental and necessary thereto".

By Order of the Board
For Educomp Solutions Limited

Sd/-
Shantanu Prakash
Managing Director
Director Identification Number:- 00983057

Date: January13, 2015
Place: Gurgaon

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business (es) along with the Postal Ballot form setting out material facts are appended herein below.

2. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. The Notice is being sent to all the Members, whose names would appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on Friday, 30th January, 2015.

3. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.

4. As per Rule(s) enumerated in Companies (Management and Administration) Rules 2014, details of dispatch of Notice and Postal Ballot Paper to the members will be published in one (1) English and one (1) Vernacular language newspaper circulating in the State in which the registered office of the company is situated.

5. Members(s) are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of Business hours on March 09,2015. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

6. The postage will be borne and paid by the Company, however envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

7. The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The member may opt for e-voting facility for giving their assent/dissent to the proposed resolution(s). In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.

   Members irrespective who have registered their e-mails for receipt of documents in electronic mode under the green initiative and wish to vote through Postal Ballot Form can seek duplicate Form from the 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.

   Please note that any Postal Ballot Form received after the close of working Hours on March 09, 2015 will be treated as not having been received. The e-voting facility shall be disabled by NSDL accordingly.

8. The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed resolution(s).

9. The shareholders are requested to exercise their voting rights by using the attached postal ballot Form or through duplicate copy as provided by Registrar Transfer Agent (RTA).No other form or photocopy of the form is permitted.

10. The Company has appointed Mr. Abhishek Bansal, an advocate, to act as the Scrutinizer, for conducting the postal ballot process, in a fair andtransparent manner.

11. All the material documents referred to in the Explanatory Statement, including but not limited to, such as resolutions of the Board of Directors and Nomination and Remuneration Committee, Memorandum and Articles of Association of the Company, will be made

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available for inspection, during business hours, of any working day, i.e. Monday to Friday, 10:00 A.M to 05:30 P.M, by the Members at the Registered Office of the Company from February 07, 2015 to March 09, 2015.

12. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on March 11, 2015 at 4:30 P.M. at the registered office of the Company situated at 1211, Padma Tower 1, 5, Rajendra Place, New Delhi-110008. The results of the postal ballot along with the scrutinizer's report will also be displayed on the Company's website:- www.educomp.com and shall be communicated to the stock exchanges where the Company's shares are listed.

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

Item No. 1 & 2

In terms of the CDR package, the CDR lenders and Non CDR Lenders (hereinafter collectively referred as lenders) have been provided a right to convert Funded Interest Term Loan (FITL) extended by such Lenders at any time during the restructuring period into equity shares, subject to the approval of the shareholders in terms of applicable statues and the Lenders agreeing to the CDR Package and executing the Master Restructuring Agreement ("MRA") and other documents/agreements as executed and/or will be executed. Accordingly, the Company proposes to seek the approval of the shareholders through a postal ballot as prescribed under the Act and rules made there under. The above resolutions proposed to be passed by way of a postal ballot shall also be deemed to be an authorization by the shareholders of the Company for the issue & allotment of equity shares to the lenders upon conversion of the outstanding FITL into such number of equity shares as may be determined in accordance with the MRA; Letter of Approval and other documents/agreements as executed and/or will be executed between the lenders and the company, SEBI (ICDR) Regulations and under the provisions of Section 62 of the Companies Act, 2013.

The Board intends to offer, issue and allot up to 59935484 (Five Crore Ninety Nine Lacs Thirty Five Thousand Four Hundred Eighty Four) fully paid-up equity shares of the Company, having face value of Rs. 2/- (Rupees Two Only) each, at a price of Rs.23.25 /- (Rupees Twenty Three and Twenty Five Paise Only) per equity share to CDR Lenders and Non-CDR Lenders subject to the Lenders agreeing to the CDR Package and executing the Master Restructuring Agreement ("MRA") and other documents/agreements as executed and/or will be executed between the lenders and the company.

Therefore, in compliance with the provisions of applicable laws, the proposed Resolutions as set out at Item No. 1 & 2 are recommended for the approval of Shareholders as a **Special Resolution.** Further, in terms of Regulation 73 of SEBI (ICDR) Regulations, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting/Postal Ballot:

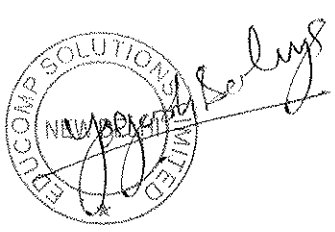
A. Objects of the preferential issue:

The object of the issue is to comply with the CDR package of the Company by allotment of Equity Shares of the Company for conversion of the Funded Interest Term Loan ("FITL") due to CDR Lenders and Non-CDR Lenders for restructuring the debts of the Company. The details of the Funded Interest Term Loan which is payable to both CDR Lenders & Non-CDR Lenders is outlined as follows

Sr. No.	Bank Name	FITL (Rs. in Crore)	Category of Lender
1	Axis Bank Limited	11.67	CDR Lender
2	Canara Bank	8.97	CDR Lender
3	ICICI Bank Limited	6.70	CDR Lender
4	Indusind Bank Limited	1.51	CDR Lender
5	State Bank of Bikaner and Jaipur	8.60	CDR Lender
6	State Bank of India	4.58	CDR Lender
7	State Bank of Patiala	49.99	CDR Lender
8	Syndicate Bank	6.70	CDR Lender
9	Standard Chartered Bank	12.97	Non-CDR Lender
10	DBS Bank	11.66	Non-CDR Lender
11	Yes Bank	16.00	Non-CDR Lender
	Total	**139.35**	

B. The proposal of the Promoters, Directors and key Management persons of the Company to subscribe to the proposed preferential offer:

None of the promoters, directors or key management persons intends to subscribe to the proposed preferential offer.



C. The Shareholding pattern of the Company before and after the preferential issue:

The shareholding pattern of the Company giving the present position as on 31st December, 2014 and after considering all the preferential issues under this Postal Ballot Notice is provided hereunder:

Name of shareholders	Pre issue shareholding		No. of Equity Shares proposed to be issued	Post issue Shareholding#	
	No of Shares held	% of shares		No of Shares held	% of shares
(A) Promoters' Shareholding					
Promoter & Promoter Group					
(1) Indian	-	-		-	-
(a) Individuals /HUF	47553645	38.83	-	47553645	26.07
(b) Central Govt. /State Govt.	-	-		-	-
(c)Bodies Corporate	7284600	5.95	-	7284600	3.99
(d) Financial Institutions /Banks	-	-		-	-
Sub Total (A)(1)	**54838245**	**44.78**	**0**	**54838245**	**30.06**
(2) Foreign					
(a) Individuals (NRIs/ Foreign Individuals)	-	-		-	-
(b) Bodies Corporate	-	-		-	-
(c) Institutions	-	-		-	-
Sub Total (A)(2)	-	-		-	-
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	**54838245**	**44.78**	**0**	**54838245**	**30.06**
(B) Non Promoters' Shareholding					
(B1)Institutional Investors					
(a) Mutual Funds/UTI	1135	0.00		1135	0.00
(b) Financial Institutions/Banks	400016	0.33	59935484	60335500	33.08
(c) Central Government/State Government(s)	10168	0.01		10168	0.01
(d) Venture Capital Funds	0	-		0	-
(e) Insurance Companies	0	-		0	-
(f) Foreign Institutional Investors	21468077	17.53		21468077	11.77
(g) Foreign Venture Capital Investors	0				-
(h) Qualified Foreign Investor	0				-
(i)Any Other	0				-
(B2) Non-Institutions:					
(a) Bodies Corporate	6726740	5.49		6726740	3.69
(b) (i) Individual holding nominal share capital up to Rs. 1 Lacs	27343817	22.33		27343817	14.99
(ii) Individual holding nominal share capital in excess of Rs 1 Lacs	1826345	1.49		1826345	1.00
(c) Any Other –					
(i)Non Resident Indians	1150691	0.94	-	1150691	0.63
(ii) HUF	995896	0.81		995896	0.55
(iii) Foreign Corporate Bodies	7320997	5.98	-	7320997	4.01
(iv) Clearing Member	384211	0.31	-	384211	0.21
(v) Trusts	830	0.00		830	0.00
Total Public Shareholding (B)	**67628923**	**55.22**	-	**127564407**	**69.94**
TOTAL (A+B)	**122467168**	**100.00**	**59935484**	**182402652**	**100.00**

The post shareholding pattern is presuming full conversion of FITL into equity shares. This may vary depending upon the conversion requisition by the Lenders and any other corporate actions in between.

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D. Proposed time within which the preferential issue shall be completed:

The Company will issue and allot equity shares to the CDR Lenders and the Non-CDR Lenders within the time limit specified under the ICDR Regulations.

E. The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:

Name of proposed allottee	Category	Pre-issue shareholding		Allotment	Post issue Shareholding#	
		No. of shares	%	No. of shares	No. of shares	%
Axis Bank Limited	Non-Promoter	-	-	5019355	5019355	2.75
Canara Bank	Non-Promoter	24000	0.0196	3858065	3882065	2.13
ICICI Bank Limited	Non-Promoter	-	-	2881721	2881721	1.58
Indusind Bank Limited	Non-Promoter	-	-	649462	649462	0.36
State Bank of Bikaner and Jaipur	Non-Promoter	-	-	3698925	3698925	2.03
State Bank of India	Non-Promoter	-	-	1969892	1969892	1.08
State Bank of Patiala	Non-Promoter	-	-	21501075	21501075	11.79
Syndicate Bank	Non-Promoter	-	-	2881720	2881720	1.58
Standard Chartered Bank	Non-Promoter	-	-	5578495	5578495	3.06
DBS Bank	Non-Promoter	-	-	5015054	5015054	2.75
Yes Bank	Non-Promoter	-	-	6881720	6881720	3.77

The post shareholding pattern is presuming full conversion of FITL into equity shares. This may vary depending upon the conversion requisition by the Lenders and any other corporate actions in between.

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

F. Certificate from Statutory Auditors:

M/s Haribhakti & Co. LLP, Chartered Accountants have certified that the issue of the securities is being made in accordance with the ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company between 10.00 a.m. and 12.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Postal Ballot.

G. Issue Price and Relevant Date:

The 'relevant date' for any allotments of equity shares contemplated under Item Nos. 1 and 2 pursuant to the CDR Package, shall be 17th February, 2014, being the date on which the corporate debt restructuring package of the Company was approved by the CDR EG.

The issue price of Rs. 23.25/- per equity share at which the Equity Shares are proposed to be issued has been determined in accordance with Chapter VII of the SEBI (ICDR) Regulations based on the higher of: (a) the average of the weekly high and low of the weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or (b) the average of the weekly high and low of the weighted average price of the related equity shares quoted on the stock exchange during two weeks preceding the relevant date. Accordingly, the minimum issue price for the proposed allotment is Rs. 23.25/- per Equity Share, taking the price history of NSE.

H. The Company hereby undertakes that:

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009, if it is required to do so.

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b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

I. Lock-in Period:

The securities proposed to be allotted to the CDR Lenders and Non-CDR Lenders shall be locked in as per the provisions of ICDR Regulations.

The Directors, Key managerial personnel and their relatives are deemed to be concerned or interested, financially or otherwise in the above resolution to the extent of their shareholding in the Company.

None of the other Directors of the Company are, in any way, concerned or interested in passing of the aforesaid resolutions. Accordingly, the Board recommends passing of the Special Resolutions as set out at Item No. 1 & 2 of the accompanying notice.

Item No. 3

The Board of Directors in their meeting held on 14th November, 2014 approved the increase, with effect from December 01, 2014, in the remuneration of Mr. Vinod Kumar Dandona, as Whole Time Director of the Company for the remaining tenure. The said increase in the remuneration, as payable to him, shall be subject to the approvals of shareholders in their general meeting and such other approvals as may be required.

As the payment of minimum remuneration to Mr. Vinod Kumar Dandona, Whole Time Director of the Company exceeds/may exceed the ceiling limit laid down in Section 196, 197, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, Shareholders approval vide Special Resolution is sought for the said increase, subject to approval of the Central Government.

Disclosures as required under Schedule V to the Companies Act, 2013 is given hereunder:-

I. GENERAL INFORMATION:

(1) Nature of Industry : Education

(2) Date or expected date of Commencement of commercial Production : Not Applicable

(3) In case of new Companies, expected date of Commencement of activities as per project approved by Financial Institutions appearing in the Prospectus : Not Applicable

(4) Financial Performance: Financial parameters of the Company for the last five financial years:

(Rupees in millions)

Financial Years	2009-10	2010-11	2011-12	2012-13	2013-14
Turnover (Net)	8,322.21	10,206.63	10,765.12	7,331.10	2822.95
Profit/(Loss) before tax	3,746.21	4,363.05	2,444.80	(489.76)	(3319.28)
Net Profit/(Loss)	2,218.66	3,888.68	1,889.03	(407.20)	(3122.30)
Paid-up share capital	190.03	191.09	192.13	244.81	244.88
Reserve & Surplus	11,903.13	16,065.06	18,042.51	19,608.91	16520.39
Rate of dividend (%)	137.50	30.00	15.00	Nil	Nil

(5) Foreign Investments or Collaborators, if any: The Company has no direct foreign collaboration.

The total Equity Shares held by Foreign Institutional Investors (FIIs) and Foreign Body Corporate are 28789074 Equity Shares of Rs 2/- each which constitutes 23.51% of the Paid up Equity Share Capital of the Company as on 31st December, 2014

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Mr. Vinod Kumar Dandona

Sh. Vinod Kumar Dandona, was initially appointed as Consultant/ Advisor (Vice -President) on 01st September, 2010 and later designated as Sr. Vice President, Director-Corporate Affairs of M/S Educomp Solutions Ltd (ESL) Mr. Vinod Kumar Dandona, was brought in the ESL in Sept' 2010 immediately after his superannuation. A highly decorated Police officer with Police medals awarded by the Hon'ble Prime Minister /President of India for 37 years of highly eventful, 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.

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(2) Past Remuneration:

Mr. Vinod Kumar Dandona

The details of aggregate Salary, Perquisites and Allowances and other retrial benefits paid to Mr. Vinod Kumar Dandona appointed as Whole Time Director of the company w.e.f. November 13, 2013, subject to necessary approvals, in the last three financial years are as given below:

Financial Year	Mr. Vinod Kumar Dandona, Whole Time Director*
2011-12	NIL
2012-13	NIL
2013-14	Rs. 0.84 Million**

*The details with regard to Past Remuneration for the F.Y 2011-12 and 2012-13 are not applicable for Mr. Vinod Kumar Dandona as Mr. Vinod Kumar Dandona was appointed as a Whole Time Director of the Company w.e.f. November 13, 2013.

**The said amount does not include the provision made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

(3) Recognition/Awards:

Mr. Vinod Kumar Dandona

- Awarded Indian Police Medal for Meritorious Services on Independence Day i.e. 15th Aug. 1994.
- Awarded 26 Commendation Letters from DsG& other senior officers, HM, MOS (IS) & MOS (PP), MHA/GOI. Also Received 138 appreciation letters from 1973 till date i.e. March 2010 from DsG, IsG/DIsG, HM & other Senior Officers.
- Earned appreciation letters from media and elite citizens of Dehradun (Uttarakhand) with a prestigious awardd of DOONRATNA for the year 1998-99 for coorinating/undertaking rescue and relief operations during earthquakes in May/June 1999 in Distt: Chamoli (Gwl) of Uttarakhand.

(4) Job Profile and Suitability:

Mr. Vinod Kumar Dandona

Mr. Vinod Kumar Dandona, is a highly decorated Police officer with Police medals awarded by the Hon'ble Prime Minister / President of India for 37 years of highly eventful, 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) Devoid of such experience and knowledge, the ESL brought him to accomplish and meet the following organizational expectations:-

a. To advise on day-to-day administrative and various legal problems concerning approx. 14,000 + employees deployed in / over 14,000 schools in the NCR, 18 States and 2 Union Territories across length and breadth of the country. Political and Executive liasoning at highest / appropriate levels and bridging them with the Company for its business development and multifarious interests.

b. Handling rogue clients, habitual indebtors and intentional defaulters / offenders in recovering huge sums of money of the Company.

c. Any other matter requiring seasoned and matured approach to handle various complicated issues with or without interference of the Police or Bureaucratic hierarchy at the highest levels of administration.

d. Expediting investigations of thefts as well as petty / major white-collar crimes within the Company directly or through police channels, recovery of company stores, hardware, money, etc.; having matters closed, managing NTRs/NOCs & final reports (FRs) and realization of claims from various insurance companies.

e. Security & safety of all buildings, schools, ware houses, reorganization of security staff and ensuring cost cuttings as well as implementation of preventative measures to avoid pilferages.

The untiring, sincere, dedicated and focused approach exhibited by Mr. Vinod Kumar Dandona for well-being of the Company and his endeavors in contributing to improve its financial health has proved of great asset value to the Company.

(5) Remuneration proposed: As disclosed in the Resolution

(6) Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the position and person:

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Mr. Vinod Kumar Dandona, retired Inspector general of police, having 37 years of highly eventful, 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. Thus the Nomination and Remuneration Committee of our Board and the Board of Directors felt that the remuneration proposed to them is reasonable.

In view of the above, Nomination and Remuneration Committee of the Board and the Board of Directors after considering the size of the Industry in which the Company operates, the challenging and competitive business environment, the size of the Company, the business acumen and dynamism expected in discharge of the role of the Mr. Vinod Kumar Dandona had approved the existing remuneration. Further the existing increment in the remuneration stated at the resolution and the explanatory statement is commensurate to prevailing levels in the industry and thereby is fit and more than justified for payment to him.

7) Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:

Mr. Vinod Kumar Dandona, Whole Time Director , does not have any pecuniary relationship except as to office of Whole Time Director, directly or indirectly, with the Company or relationship with Managerial Person.

III OTHER INFORMATION:

(1) Reasons for loss or inadequate profits:

The education sector presented a huge potential for the company and the company embarked on an aggressive growth path given that it was pioneer in this area. The company equipped 11000, 27000 and 40,000 classes with its Smart Class product in FY 2009-10, FY 2010-11 and FY 2011-12 respectively and maintained its leadership position in the market. However, during this period of high growth, the Company could not implement the projects in timely manner resulting in higher implementation and finance costs that adversely affected liquidity and profitability of the company. Further as the Company pays substantial amount upfront in implementation of contract, delayed payment by debtors has adversely impacted the cash flows of the company coupled with delayed payment cycle from government schools under ICT program. Investment in education companies with long gestation period also takes longer time to provide adequate return.

(2) Steps taken or proposed to be taken for improvement :

From the beginning of FY 2012-13, the Company has been in a phase of consolidation. Company is focusing its energies on operational efficiencies, strengthening our balance sheet, focusing on cash flows and launching new products and services through existing sales and distribution network.

Given the changed business environment, the Company has focused on cost management. Company has already begun the process of exiting non-core businesses and in addition company has closed loss making businesses which should also help improve our operating performance.

Company is also working on streamlining its operations, integrating technology into the supply chain and servicing components to replace and optimize our existing cost structure. During previous year, company has undertaken specific measures in K-12 business wherein corporate expenses have been reduced by more than 50%.

The Company has also restructured its rupee denominated liabilities through CDR process.

The Company hopes that these concrete measures would show signs of recovery in the Company's growth path.

(3) Expected increase in productivity and profits in measurable terms:

The Company is driving on its six point agenda of Focus, Cautious growth, Solution company, Correction of Asset Liability mismatch, a leaner organization and Leadership initiated during the FY 2012-13 and followed in FY 2013-14.

Company has been focusing on consolidating its position as one of the leaders in the industry. The emphasis has been on reorienting its business strategy and enhancing its internal capabilities. The Company aims to be leaner and more productive. The company believes that the near term outlook in FY15 is towards being positive, considering liquidity easing on account of CDR and the company chasing aggressive sales. By leveraging (a) the extremely valuable IP based smart learning solutions and (b) an enviable customer reach of 34,500 schools and ~23 million learners, over the mid-term, the company remains confident of returning the business to a position of strength.

As mentioned above, the management has already taken and is continuing to undertake diligent efforts to step up the performance of the Company and it is expected that the reinforced and dedicated efforts would certainly bring about an improvement in the operational growth in future. However it is difficult to forecast the productivity and profitability in measurable terms but, the Company expects that the productivity and profitability may improve and would be comparable with the industry average.

IV DISCLOSURES:

The shareholders of the Company have been informed of the remuneration package of Mr. Vinod Kumar Dandona, Whole Time Directors as detailed in the resolution.

Further the disclosures mentioned in the Board of Director's report for the previous financial year 2013-14 under the heading "Corporate

Governance", attached to the financial statements for the previous financial year 2013-14 are reproduced herewith:-

a) Executive Director/(s)

Remuneration of Executive Directors is decided based upon their qualification, experience, contribution at the respective positions in the past and expected future benefits to the company and is consistent with the existing industry practice. Executive Directors are entitled for the remuneration as follows:

(i) Salary and commission not to exceed limits prescribed under the Companies Act, 1956 and the Companies Act, 2013

(ii) Revised from time to time depending upon the performance of the Company,

(iii) No Sitting Fees is being paid to them

(iv) Eligible for ESOP except Promoter Director

During financial year 2013-14 the company has three Executive Directors Mr. Shantanu Prakash Chairman and Managing Director; Mr. Jagdish Prakash, Whole Time Director (resigned on 13th November 2013) and Mr. Vinod Kumar Dandona (appointed on 13th November 2013)

Details of the remuneration paid to Executive Directors and there shareholding in the company for the year ended March 31, 2014 is as follows:

(Amt in Rs. Million)

S. No.	Name of Directors	Gross Salary	Commission	Sitting Fees	Stock Options	Shareholding in the Company & %
1	Mr. Vinod Kumar Dandona#	0.84	-	-	-	NIL

Details provided from the date of appointment.

The above figures do not include provision for en-cashable leave and gratuity. Remuneration paid to Executive Director exceeded the limits specified under Companies Act, 1956. The company is seeking approval from Central Government for payment of managerial remuneration in excess of the limits specified under the Companies Act, 1956, for the financial year ended March 31, 2014.

b) Non Executive Director/(s) :

Non- Executive Directors are entitled as follows:
(i) Sitting fees not to exceed limits under the companies Act
(ii) Commission not to exceed limits prescribed under the Companies Act

The Company does not have material pecuniary relationship or transactions with its non-executive directors.
Details of the remuneration paid to Non executive Director for the F.Y 2013-14 and there shareholding in the company as at March 31, 2014 is as follows:

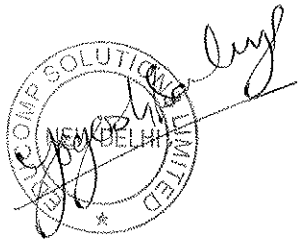
S. No.	Name of Directors	Sitting Fees (Amt in Rs.)	Commission (Amt in Rs.)	Stock Options as at 31st March 2013 @	Stock options exercised during the year	Stock options granted during the year	Balance as at 31st March 2014	Shareholding in the Company
1	Mr. Sankalp Srivastava #	-	-	1,00,000	-	50,000	-	15,000
2	Mr. Shonu Chandra	-	-	1,72,690	-	50,000	1,00,000	3,250
4	Dr. ShayamaChona#	-	-	1,50,000	-	-	-	-
5	Shri Rajiv KrishanLuthra#	-	-	1,50,000	-	50,000	-	1,25,000
6	Mr. Roy Campbell#	-	-	-	-	-	-	-
7	Mr. Vijay K. Choudhary##	1,60,000	-	-	-		-	-
8	Mr. RajatKhare##	-	-	-	-	-	-	-
9	Dr. VenkataSubbaraoValluri##	-	-	-	-	-	-	-

@ (Number of Stock options granted, outstanding and adjusted post split)

Details provided till the date of cessation.

Details provided from the date of appointment.

Stock options were granted at the prevailing market price. Stock options will vest over a period of seven years with an option to convert the stock options into equity shares at any time upto 8 years from the Grant Date.



As mentioned earlier, since the payment of aforementioned remuneration as Minimum Remuneration to Mr. Vinod Kumar Dandona, Whole Time Director, may exceed the ceiling limit for remuneration laid down in Sections 196, 197 and is in partial compliance with the terms of Schedule V of the Act, shareholders approval is sought by way of a special resolution for payment of the aforesaid increased remuneration in accordance with Schedule V of the Act.

The payment of the aforesaid remuneration to Mr. Vinod Kumar Dandona, Whole Time Director as stated above is subject to approval of the Central Government and the Company shall be making the necessary application to the Central Government in due course of time.

The Nomination and Remuneration Committee and Board of Directors of the Company felt that considering the rich experience of Mr. Vinod Kumar Dandona, Whole Time Directors and the industry benchmarks, the aforementioned remuneration structure of Mr. Vinod Kumar Dandona, Whole time Director of the Company is commensurate with the remuneration package paid to similarly placed persons, in other Companies in the same Industry and therefore recommend the resolution at item no. 3 of the accompanying notice for your approval by way of Special Resolution.

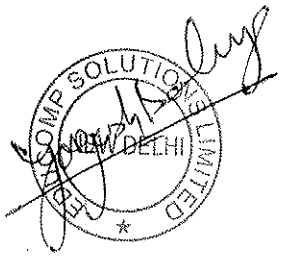
Mr. Vinod Kumar Dandona, Whole Time Director is interested to the extent of, remuneration payable to him under Resolution No. 3.

None of the other Directors/Key Managerial Personnel and their relatives are in any way concerned or interested in the above referred resolutions except as holders of shares in general.

By Order of the Board
For Educomp Solutions Limited

Date: January13, 2015
Place: Gurgaon

Sd/-
Shantanu Prakash
Managing Director
Director Identification Number:- 00983057



Educomp™
What Learning Can Be

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: investorservices@educomp.com

SR.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 January 13, 2015 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 Issue of Equity Shares on Preferential basis pursuant to conversion of Funded Interest Term Loan (FITL) to the CDR Lenders			
2	Special Resolution to approve Issue of Equity Shares on Preferential basis pursuant to conversion of Funded Interest Term Loan (FITL) to the Non-CDR Lenders			
3	Special Resolution to approve the increase in the remuneration of Mr. Vinod Kumar Dandona, Whole Time Director of the company			

Place:

Date:

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD/PIN

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

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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 physical ballot paper will be prevail and voting done through e-voting 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 company in 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 scrutinizer 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 Friday, 30th day of January, 2015
7. Incomplete, Unsigned or incorrectly ticked Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the Company or the scrutinizer not later than the close of working hours on Monday, 9th day of March, 2015. 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 ascent 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 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 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) The Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select EVEN (EVoting Even Number) of EDUCOMP SOLUTIONS LIMITED. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.

(viii) Now you are ready for e-Voting as Cast Vote page opens. Voting period commences from (9:30 A.M) 07th February 2015 and ends on (05:30 P.M) 09th March 2015.

(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:

For Members whose email IDs are not registered with the Company / depository participant(s) and who receive the physical postal ballot forms, the following instructions may be noted:

(i) Initial password is provided at the bottom of the Postal Ballot Form.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) 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.

(D) 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.

(E) 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 Monday, 09th day of March, 2015. 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.

(F) The e-voting period commences on Saturday, 07th February 2015 (at 09:30 A.M) and ends on Monday, 09th March 2015, (at 5:30 P.M). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Friday, 30th day of January, 2015, 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 a Member, he or she will not be allowed to change it subsequently.

(G) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced, by the chairman or in his absence by any other person authorized by the chairman, on Wednesday, 11th day of March, 2015 at 4:30 P.M at the registered office of the company situated at 1211, Padma Tower-1, 5 Rajendra Place, New Delhi-110008.

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