

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 Twenty first Annual General Meeting of the Members of **Educomp Solutions Limited** ("the Company") will be held on Monday, 28th September, 2015 at 4:00 P.M. at Sri Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi- 110003 to transact the following businesses:

ORDINARY BUSINESS:**ITEM NO. 1:**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015, including Balance Sheet as at 31st March, 2015 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 Mr. Vinod Kumar Dandona (DIN: 06730804), who retires from office by rotation, and being eligible, offers himself for re-appointment

ITEM NO. 3:

To ratify the appointment of Statutory Auditors of the Company 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, as amended from time to time, (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendations of the Audit Committee, the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W), as the Statutory Auditors of the Company be and is hereby ratified by the members of the Company from the conclusion of this Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2016, 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 APPROVE THE WAIVER OF THE RECOVERY OF REMUNERATION OF MR. SHANTANU PRAKASH (DIN: 00983057), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 197 and Schedule V of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and including the provisions of previous companies law and Rules made there under to the extent applicable and subject to the approval of the Central Government, the approval of the members of the Company be and is hereby accorded to waive the recovery of refundable managerial remuneration of Rs. 1,40,88,456/- (Rupees One Crore Forty Lacs Eighty Eight Thousand Four Hundred Fifty Six Only) paid to Mr. Shantanu Prakash, Chairman & Managing Director of the Company during the period from 01st April 2012 to 31st March 2013, due to inadequate profits/loss during the financial year 2012-13;

RESOLVED FURTHER THAT the Company do make application to the Central Government for approval and accept any amendment, alteration, addition, deletion or modification to any of the terms and conditions relating to the waiver of excess remuneration paid to Mr. Shantanu Prakash, Chairman & Managing Director of the company, as may be suggested or advised or directed by the Central Government and acceptable to Mr. Shantanu Prakash;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors 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 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".

ITEM NO. 5

TO APPROVE THE REMUNERATION OF MR. SHANTANU PRAKASH (DIN: 00983057), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD FROM 01ST APRIL 2013 TO 31ST JULY 2014 AND IN THIS REGARD 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 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable and provisions of the Articles of Association of the Company and subject to approval of the Central Government or any other approval, as may be required, under any other enactment or law for the time being in force, if any, the consent of members of the Company be and is hereby accorded for the payment of remuneration of Rs. 11,74,038/- (Rupees Eleven Lacs Seventy Four Thousands Thirty Eight only) per month (consisting of consolidated salary, various allowances, perquisites, all other benefits and performance incentive) to Mr. Shantanu Prakash, Chairman & Managing Director of the Company for the period of 01.04.2013 to 31.07.2014, and the said remuneration limit inter-alia consisting of, but not limited to, the following basic features:

(A) Basic Salary: Rs. 4,00,000/- to Rs. 8,00,000/- per month

(B) Special Allowances: As may be decided by the Board from time to time which shall not be counted for calculation of provident fund, gratuity, superannuation fund etc.

Commission: up to 1% of the net profits as may be decided by Board from time to time.

Allowances/Perquisites:

1. House Rent Allowances (HRA) :
Either HRA will be provided to the extent of 65% of Basic Salary or Director will be provided rent-free accommodation.
2. Medical Reimbursement: As per rules of the company
3. Allowances for purchase of Books/Journals/Periodicals: As per rules of the company
4. Leave Travel Allowances: As per rules of the company
5. Helper Allowances: As per rules of the company
6. Gratuity, Ex-gratia/Bonus, Superannuation or annuity funds benefits, chauffeur driven car, free telephone including mobile telephone, internet and computer facility at the residence, Helper/Assistant as per Company's Policy and rules.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits in any financial year during the tenure of Mr. Shantanu Prakash, Chairman & Managing 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 Mr. Shantanu Prakash shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not be a part of his 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 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”.

ITEM NO. 6

TO APPROVE THE REMUNERATION OF MR. SHANTANU PRAKASH (DIN: 00983057), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF THREE YEARS FROM 01ST AUGUST 2014 AND IN THIS REGARD 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 and Schedule V to the Companies Act, 2013 read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable and provisions of the Articles of Association of the Company and subject to approval of the Central Government or any other approval, as may be required, under any other enactment or law for the time being in force, if any, the consent of members of the Company be and is hereby accorded for the payment of remuneration of Rs. 11,74,038/- (Rupees Eleven Lacs Seventy Four Thousands Thirty Eight only) per month (consisting of consolidated salary, various allowances, perquisites, all other benefits and performance incentive) to Mr. Shantanu Prakash, Chairman & Managing Director of the Company, for the period of 3 years from 01.08.2014 to 31.07.2017, and the said remuneration limit inter-alia consisting of, but not limited to, the following basic features:

(A) Basic Salary: Rs. 4,00,000/- to Rs. 8,00,000/- per month

(B) Special Allowances: As may be decided by the Board from time to time which shall not be counted for calculation of provident fund, gratuity, superannuation fund etc

Commission: up to 1% of the net profits as may be decided by Board from time to time.

Allowances/Perquisites:

1. House Rent Allowances (HRA) :
Either HRA will be provided to the extent of 65% of Basic Salary or Director will be provided rent-free accommodation.
2. Medical Reimbursement: As per rules of the company
3. Allowances for purchase of Books/Journals/Periodicals: As per rules of the company
4. Leave Travel Allowances: As per rules of the company
5. Helper Allowances: As per rules of the company
6. Gratuity, Ex-gratia/Bonus, Superannuation or annuity funds benefits, chauffeur driven car, free telephone including mobile telephone, internet and computer facility at the residence, Helper/Assistant as per Company's Policy and rules.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits in any financial year during the tenure of Mr. Shantanu Prakash, Chairman & Managing 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 Mr. Shantanu Prakash shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not be a part of his 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 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”.

ITEM NO. 7

TO APPROVE THE WAIVER OF THE RECOVERY OF REMUNERATION PAID TO MR. JAGDISH PRAKASH (DIN: 00001115), WHOLE TIME DIRECTOR OF THE COMPANY DURING FINANCIAL YEAR 2012-13 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to Section 197 and Schedule V of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and including the provisions of previous companies law and Rules made there under to the extent applicable and subject to the approval of the Central Government, the approval of the members of the Company be and is hereby accorded to waive the recovery of refundable managerial remuneration of Rs. 50,00,004/- (Rupees Fifty Lacs and four only) paid to Mr. Jagdish Prakash, Whole Time Director of the Company during the period from 01st April 2012 to 31st March 2013, due to inadequate profits/loss during the financial year 2012-13;

RESOLVED FURTHER THAT the Company do make application to the Central Government for approval and accept any amendment, alteration, addition, deletion or modification to any of the terms and conditions relating to the waiver of excess remuneration paid to Mr. Jagdish Prakash, Whole Time Director of the company, as may be suggested or advised or directed by the Central Government and acceptable to Mr. Jagdish Prakash;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors 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 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”.

ITEM NO. 8

TO APPROVE THE WAIVER OF THE RECOVERY OF REMUNERATION OF MR. VINOD KUMAR DANDONA (DIN: 06730804), WHOLE TIME DIRECTOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to Section 197 and Schedule V of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and including the provisions of previous companies law and Rules made there under to the extent applicable and subject to the approval of the Central Government, the approval of the members of the Company be and is hereby accorded to waive the recovery of refundable managerial remuneration of Rs. Rs. 37,59,743/- (Rupees Thirty Seven Lacs Fifty Nine Thousand Seven Hundred Forty Three only) paid to Mr. Vinod Kumar Dandona, Whole Time Director of the Company during the period from 13.11.2013 to 31.05.2015 due to inadequate profits/loss during the financial year 2013-14 to 2015-16;

RESOLVED FURTHER THAT the Company do make application to the Central Government for approval and accept any amendment, alteration, addition, deletion or modification to any of the terms and conditions relating to the waiver of excess remuneration paid to Mr. Vinod Kumar Dandona, Whole Time Director of the company, as may be suggested or advised or directed by the Central Government and acceptable to Mr. Vinod Kumar Dandona;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors 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 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”.

ITEM NO. 9

TO APPROVE THE REMUNERATION OF MR. VINOD KUMAR DANDONA (DIN: 06730804), WHOLE TIME DIRECTOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO GIVE THE ASSENT/DISSENT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment

and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable and provisions of the Articles of Association of the Company and subject to approval of the Central Government or any other approval, as may be required, under any other enactment or law for the time being in force, if any, the consent of members of the Company be and is hereby accorded for the payment of remuneration of Rs. 2,25,209/- (Rupees Two Lacs Twenty Five Thousand Two Hundred Nine only) per month (consisting of consolidated salary, various allowances, perquisites, all other benefits and performance incentive) to Mr. Vinod Kumar Dandona, Whole Time Director of the Company, for the period from 01.06.2015 to 12.11.2016, and the said remuneration limit inter-alia consisting of, but not limited to, the following basic features:

A. Basic salary:- upto Rs. 1 Lac per month

B. House Rent Allowance

C. Following may be paid, subject to the overall consolidated maximum remuneration limit of Rs. 2,25,209/- (Rupees Two Lacs Twenty Five Thousand Two Hundred Nine only) per month, 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 in adequacy 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 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”.

ITEM NO. 10

TO APPROVE THE AGREEMENT TO BE ENTERED BETWEEN THE COMPANY AND M/S EDU SMART SERVICES PRIVATE LIMITED, RELATED PARTY AND IN THIS REGARD 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 applicable provisions of Section 188 the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and Clause 49 of the Listing Agreement, as may amended from time to time and subject to such approvals, consents, sanctions and permissions as may be necessary, the members of the Company do hereby confirm, ratify and approve the transactions entered and Agreement, to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company, effective from 01st April 2014, for the sale of IT related hardware and/or education content;

RESOLVED FURTHER THAT Board of directors of the company and Chief Financial Officer of the company be and are hereby severally authorized to sign, execute, on behalf of the company, the aforesaid agreement and also authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

ITEM NO. 11

TO APPOINT MS. AZRA SHAUQIA HASAN 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 A ORDINARY RESOLUTION:

“**RESOLVED THAT** Ms. Azra Shauqia Hasan (DIN: 07181657), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th May, 2015 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 her 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, 150, 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 27th May, 2020 and whose office shall not be liable to retire by rotation.”

ITEM NO. 12

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 A 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 2015-16, be paid a remuneration of Rs. 1,40,000/- (Rupees One Lac Forty Thousand only) 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. 13

TO APPROVE THE EDUCOMP EMPLOYEE STOCK OPTIONS SCHEME 2015 AND ISSUE OF SECURITIES AND IN THIS REGARD 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 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, SEBI (Share Based Employee Benefits) Regulations, 2014 (as amended upto date) and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Extant Guidelines”) and subject to all necessary consents, permissions and approvals and/or sanctions from all appropriate authorities, if required, and subject to such conditions and modifications as may be prescribed or imposed by appropriate authorities and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include Nomination & Remuneration Committee), consent of the Members of Company be and is hereby accorded to the Board to introduce and implement proposed “Educomp Employee Stock Options Scheme 2015” (hereinafter referred to as “Educomp ESOS 2015”) and to grant, offer and issue to the present and future eligible employees of the Company, who are in permanent employment of the Company including Directors of the Company whether Whole-time Directors or not except Independent Directors and Promoter Directors or a person who belongs to the promoter group and Directors who directly or indirectly holds more than 10% of the issued capital, and whether working in India or outside India as selected on the basis of criteria prescribed by the Board in accordance with the SEBI Regulations (collectively referred as the “Eligible Employees”), options exercisable by employees to subscribe to such number of equity shares of the Company not exceeding 1,00,00,000 (One Crore Only) Equity Shares of Rs. 2/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as maybe applicable from time to time), in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme, the provisions of the law or regulations issued by the relevant authority, as may be prevailing at that time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide upon and bring into effect the Educomp ESOS 2015 on such terms and conditions as contained in the relevant explanatory statement in the notice and to suspend, withdraw or revive the Educomp ESOS 2015;

RESOLVED FURTHER THAT such Equity Shares, upon allotment, shall rank pari-pasu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the limit for the maximum number of stock options that can be granted to non-executive directors, in any financial year shall be 5,00,000 (Five Lakh);

RESOLVED FURTHER THAT the Board may, at its discretion, or in order to comply with any applicable rules, regulations or guidelines, add, amend or put restrictions or any other conditions as it may deem fit;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company”.

ITEM NO. 14

TO APPROVE THE EDUCOMP EMPLOYEE STOCK OPTIONS SCHEME 2015 FOR SUBSIDIARIES AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** the benefits of the Employee Stock Options Scheme 2015 proposed under Resolution No. 13 of this Notice and as approved by the Members, be extended to such present and future permanent employees including Managing Director/Whole-Time Directors/Non Executive Directors (excluding Independent Directors) of such subsidiary Companies of the Company, as may be decided by the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any committee including Nomination and Remuneration committee of the Board);

RESOLVED FURTHER THAT Board of Directors be and are hereby severally authorized on behalf of the Company to sign such documents, agreements, undertakings as may be necessary to give effect this resolution.”

**By Order of the Board
For Educomp Solutions Limited
Sd/-
Yogesh Saluja
Company Secretary
Membership No. ACS 21916**

**Date: August 13, 2015
Place: Gurgaon**

NOTES:

1. 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 14 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.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 COMMENCEMENT OF MEETING.**

3. 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.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2015 to Monday, September 28, 2015 (both days inclusive). The cut-off date to determine the eligibility of voting through electronic means and at the AGM is Monday, September 21, 2015
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. The Statutory Registers required to be kept open for inspection under the Act read with rules made thereunder at AGM of the Company, will be available for inspection by the members at the AGM.
8. 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 Share 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.
9. Members desirous of seeking any information relating to the annexed Annual Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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.
10. 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 Share 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.
11. In terms of Clause 32 of the Listing Agreement, soft copy of full Annual Report is being sent by electronic mode to those member whose e-mail addresses are registered with the Company/Depository Participant(s), unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

The Notice of the 21st AGM and instructions for remote 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 21st AGM and the Annual Report for the financial year 2014-15 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 as well as the Corporate 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, Registrar and Share Transfer Agent (RTA), 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028.

12. 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, Registrar and Share Transfer Agent (RTA), 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028.
13. Pursuant to the provisions of Section 205A and 205 C 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 29, 2014 (date of last Annual General Meeting) on the website of the Company (www.educomp.com). 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), which are not time bared, are requested to make their claims without any delay.
14. 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.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registrar Office as well as the Corporate Office of the Company during normal business hours (09.30 am to 5.00 pm) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
16. 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 (Share Based Benefit Schemes) Regulations, 2014 and in accordance with the resolutions of the general body, will be available for inspection to the Members at the Meeting.
17. In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Clause 35B of the Listing Agreement entered into with the Stock Exchange(s), the Members are provided with the facility of voting through electronic means (remote e-voting) on all the resolutions set forth in this notice. In this regard, the Company has agreement with National Securities Depository Limited (NSDL) for

facilitating remote e-voting to enable the shareholders to cast their votes electronically. E-voting is optional.

18. For the members who do not have access or casted their votes by remote e-voting, facility for voting through polling paper shall be provided at the AGM and members attending the meeting who have not already casted their votes by remote e-voting shall be able to cast their votes at the AGM. However, the members who have casted their votes by remote e-voting prior to the date of the AGM may also attend the meeting but shall not be entitled to cast their vote again.
19. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through polling paper will not be considered.
20. Brief profile of all the Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships / chairmanships of other board committees, shareholding (both own or held by / for other persons on a beneficial basis) in the Company and relationship between directors inter-se, as stipulated under Clause 49 of the Listing Agreement entered into with BSE Limited and informations as required under Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government, is annexed to the Notice.

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

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

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

1. Open the e-mail and Open the attached PDF file viz. "**Remote e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for remote e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for remote e-voting
 2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
 3. Click on "Shareholder - Login".
 4. Put User ID and password as initial password/PIN noted in step (1) above and Click Login. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" pin option available on www.evoting.nsdl.com
 5. Password Change Menu appear on the screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
 6. Home page of remote "remote e-Voting" opens. Click on e-Voting: Active Voting Cycles.
 7. Select Electronic Voting Event Number ("EVEN") of EDUCOMP SOLUTIONS LIMITED. Members can cast their vote online from Friday, **September 25, 2015 (9:00 am)** till Sunday, **September 27, 2015 (5:00 pm)**.
- Note: Remote e-Voting shall not be allowed beyond said date and time.**
8. Now you are ready for "remote e-Voting" as "Cast Vote" page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted. Upon confirmation, the message "vote cast successfully" will be displayed
 10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 at (sanjaygrover7@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. (2) to Sl. No. (10) as mentioned in (A) above, to cast vote.

II other Instructions

- (i) The remote e-voting period commences on Friday, September 25, 2015 (9.00 a.m. IST) and ends on Sunday, September 27, 2015 (05.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 21st September, 2015 ("cut-off date"), may cast their vote by remote e-voting. Remote e-voting module shall be disabled by NSDL upon expiry of aforesaid period. 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 remote e-Voting User Manual for Shareholders, available at the downloads section of www.evoting.nsdl.com.
- (iii) The voting rights (for voting through Remote e-voting as well as polling paper) 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 Monday, 21st September, 2015.
- (iv) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off i.e., Monday, 21st September 2015 date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
A person who is not a member as on the cut-off date should treat this notice for information purpose only
- (v) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at

the AGM.

- (vi) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (vii) The Board of Directors has **appointed Mr. Sanjay Grover, Company Secretary in Whole Time Practice (Membership No. 4223) as a Scrutinizer** to scrutinize the remote e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes casted at the AGM by polling paper and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses who are not in employment of the Company.

Thereafter, the Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or any person authorized by him in writing. The Results on the resolutions set forth in notice shall be declared after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

- (viii) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.educomp.com) and shall also communicated to the BSE Limited and National Stock Exchange of India Limited.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4

Mr. Shantanu Prakash was re-appointed as Chairman & Managing Director of the Company for a period of 5 years i.e. 01st August, 2009 to 31st July, 2014 as per provisions of section I of the Part II of Schedule XIII of the Companies Act, 1956 on the remuneration comprises of Basic Salary: Rs.4,00,000/- to Rs. 8,00,000/- per month along with other allowances and perquisites.

The Audited financial Results for the financial year ended 31st March, 2013 depicts net loss of Rs.40.72 crores. As the Company incurred losses during the financial year 2012-13, the remuneration paid to Mr. Shantanu Prakash, Managing Director as per provisions of Section I of the Part II of Schedule XIII of the Companies Act, 1956 for the financial year 2012-13 exceeded the limit as prescribed under Clause 1(C) of Section II of Part II of the Schedule XIII of the Companies Act, 1956.

In terms of the relevant provisions of the companies Act, 1956 earlier the shareholders of the company in their meeting held on September 26, 2013 had, subject to central government approval approved and waived the recovery of the remuneration paid in excess of the limit provided under the companies Act, 1956. In terms of the said shareholders approval, and for seeking the central government approval, the company in May 2015 had filled application with the Ministry of Corporate Affairs.

The aforesaid application of the company was rejected by the central government with an advice to the company to re-approve the same in accordance with the provisions of the companies Act, 2013.

In view of the same and considering the experience and invaluable contribution by Mr. Shantanu Prakash, Chairman & Managing Director, towards the growth of the company since inception the Nomination and Remuneration Committee and the Board of Directors of the Company, subject to necessary statutory approvals, have again re-approved the waiver of recovery of excess remuneration as stated above.

The waiver of recovery of refundable remuneration paid to Mr. Shantanu Prakash, Chairman & Managing Director for the Financial Year 2012-2013 requires the approval of members of the Company by way of Special Resolution.

The above resolutions are in the interest of the Company and the Board recommends the resolution as set out in item no.4 for members' approval by way of Special Resolution.

Mr. Shantanu Prakash, Chairman & Managing Director of the company and holding more than 2% shares in the company is interested in the resolutions set out at Item No. 4 of the notice. The relatives of Mr. Shantanu Prakash may also 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 Directors / Key Managerial Personnel of the company /their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item no. 5 & 6

The shareholders of the company in their meeting held on September 26, 2013 had in terms of the provisions of the Companies Act, 1956 approved the remuneration of Mr. Shantanu Prakash for the remaining period of his previous tenure from April, 01, 2013 upto July 31, 2014.

In addition to above shareholders of the company vide postal ballot resolutions dated March 26, 2014 has again approved the re-appointment and remuneration, subject to central government approval, of Mr. Shantanu Prakash, as Managing Director of the company for the further period of 3 years with effect from August 01, 2014 to July 31, 2017.

As the aforesaid resolutions pertaining to the payment of remuneration to Mr. Shantanu Prakash as Managing Director of the Company were approved and passed by the shareholders of the company under the previous Companies Act, 1956. Further, in term of the Ministry of Corporate Affairs General Circular No. 32/2014 dated July 23, 2014 any resolutions passed under the previous Companies Act, 1956 and also if the implementation of the resolution shall be actually commenced before April 01, 2014, then such resolution shall remain valid for the maximum period of one year from the date of passing the resolution under the previous Companies Act, 1956.

Due to some reasons, beyond control, the company was unable to file an application(s) with the central government which interm of the aforesaid circular leads the earlier resolutions passed in this regard as time barred.

In view of the same and also in terms of the provisions of the Companies Act, 2013, subject to necessary approval, the payment of remuneration, for both

the periods as specified in item no. 5 and 6, as minimum remuneration to Mr. Shantanu Prakash, Chairman & Managing 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. In pursuance of the same, Shareholders approval vide Special Resolution(s) is requested for both the tenure as specified in item no. 5 and 6 of the accompanying notice.

In terms of the requirements as per sub-clause (iv) of the proviso to Subparagraph (B) of Paragraph (1) of Section II of Part II of Schedule V to the Act, the information is as furnished below:

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	2010-11	2011-12	2012-13	2013-14	2014-15
Turnover (Net)	10,206.63	10,765.12	7,331.10	2822.95	1981.75
Profit/(Loss) before tax	4,363.05	2,444.80	(489.76)	(3319.28)	(11,654.39)
Net Profit/(Loss)	3,888.68	1,889.03	(407.20)	(3122.30)	(11,654.39)
Paid-up share capital	191.09	192.13	244.81	244.88	244.93
Reserve & Surplus	16,065.06	18,042.51	19,608.91	16520.39	4,647.57
Rate of dividend (%)	30.00	15.00	Nil	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 3697651 Equity Shares of Rs 2/- each which constitutes 3.02% of the Paid up Equity Share Capital of the Company as on 30th June, 2015.

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Mr. Shantanu Prakash, Chairman & Managing Director is the founder member of Educomp Solutions Limited and has been responsible for its overall operations since inception. He is a PGDBM from IIM, Ahmedabad and is an expert in Education Technology and Pedagogy. He has been involved in the area of education management, multimedia content and instructional delivery for around two decade. Under his leadership Educomp has introduced several products in the education technology domain. He is well recognized in the education space as an expert in the area of instructional technology.

(2) Past Remuneration:

The details of aggregate Salary, Perquisites and Allowances and other retrial benefits paid to Mr. Shantanu Prakash Chairman & Managing Director in the last three financial years are as given below:

(Amount in Rupees)

Financial Year	Mr. Shantanu Prakash, Chairman & Managing Director
2012-13	1,40,88,456
2013-14	NIL*
2014-15	NIL*

* Due pending approval no amount has been paid to him by the company.

(3) Recognition or Awards:

Under the leadership of Mr. Shantanu Prakash, Chairman & Managing Director of the Company has won many prestigious awards and has been recognized for its contribution to the society.

- ❖ PricewaterhouseCoopers (PwC) report (May 2013) ranked Educomp at number 85 amongst the top 100 software vendors in the emerging markets commanding combined revenue of \$797 million and among the 16 Indian companies that have made it to the list.
- ❖ Educomp ranked number 12 in Business World's India's fastest growing companies (May 2013 Issue).
- ❖ In Indian Education Awards 2013 Educomp won awards for, 'Best K12 School Chain- National for The Millennium Schools', 'Innovation in Early Learning for Little Millennium' and 'Best Digital Content for Smartclass'.
- ❖ At Navikaran Awards ceremony on 30th January, 2013 at 'World Schools Resources Expo 2013' Educomp was awarded as the "Corporate of the Year" and Shantanu Prakash, chairman & managing director, Educomp Solutions, was awarded "Entrepreneur of the Year". The event was organized by Creative Children Media in partnership with Zee Business
- ❖ Educomp was ranked amongst India's 40 fastest growing companies by Outlook Business in its 26th May,2012 issue. Shantanu Prakash, Chairman & Managing Director of the Company was nominated for the highest honour - "Entrepreneur of the Year" Award for his exceptional vision in uplifting the education sector in India and bestowing it with much needed change at "Entrepreneur India Awards 2012" organized by Franchise India Holdings Limited on 18th May, 2012.

- ❖ Educomp Solutions won three prestigious awards - “Best Education Company to work with,” “Best Innovative K 12 School” and “Best Education Webinar Series” at the Indian Education Awards (IEA) 2012 at a glittering ceremony on 28th April, 2012.

(4) Job Profile and his Suitability:

Mr. Shantanu Prakash, Chairman & Managing Director of our Company having around 2 decades of rich experience in education industry. It was Mr. Shantanu's vision to transform the teaching-learning process through the use of technology and best practices.

He functions under the control, superintendence and direction of the Board of Directors. Under his able leadership, the Company which was primarily engaged in the Edureach, (ICT) Segment has since then ventured in to a wide range of educational products and services in diverse segments of Higher Learning Solutions, School Learning Solutions, K-12 Schools and Online supplemental & Global such as SmartClass, Online Education and Pre-school and the Company is India's top educational Company. With his unstinted contribution and in the present challenging business environment, the duties and responsibilities of Mr. Shantanu Prakash, Chairman & Managing Director, has continued to grow manifold and is increasingly complexed. There is an imperative need for formulation of consolidation and competitive strategies and ongoing review for successful implementation in order to provide an impetus to the consolidation and growth prospects of the Company. This enduring process necessitates his continued focus and higher involvement in managing the overall affairs of the Company. Needless to say, in these tough times, the Company ought to be continuously guided and lead under the able leadership of Mr. Shantanu Prakash with whose rich and dynamic experiential background, the Company can remain oriented and look forward to steer through the challenging times and bounce back on the growth trajectory.

(5) Remuneration proposed:

Mr. Shantanu Prakash, Chairman & Managing Director
For remaining pre approved period from 1st April, 2013 to 31st July, 2014
As disclosed in resolution proposed in Item No. 5

Mr. Shantanu Prakash, Chairman & Managing Director
From 1st August, 2014 to 31st July, 2017
As disclosed in resolution proposed in Item No. 6

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

Due to the unstinted efforts and contribution of Mr. Shantanu Prakash, Chairman & Managing Director of the Company, the Company has been able to reach a prominent position in the education Industry and has been acclaimed as India's leading Company in education Sector. His unflinching contribution has ensured the long term survival and sustainability of our Company and thus the Nomination and Remuneration Committee of our Board and the Board of Directors felt that the remuneration proposed to him 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 Chairman & Managing Director, had approved the existing remuneration. Further the existing 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. Shantanu Prakash is Promoter Director of the Company, holding 4,43,15,205 Equity Shares of the face value of Rs. 2 Each representing 36.19% of the total paid up capital of the Company. In addition to this Mrs. Anjee Prakash, wife of Mr. Shantanu Prakash, holds 3238440 Equity Shares of the face value of Rs. 2 Each representing 2.64% of the total paid up capital of the Company

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 years, 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: During the FY 2014-15 the company began with the aim of repositioning the company to its original leadership position in the education market in India. Enormous efforts were made towards re-building the sales efforts which were impaired during our financial distress in the previous fiscal year, as well as in improving operational efficiencies, cash flows and servicing of the loans as agreed under the CDR terms. The company has made significant inroads towards implementing these strategies.

Further, the theme for FY16 is to continue focusing on improving the business operations of Smartclass and K-12 businesses, and in driving collections of its legacy receivables (including delinquent contracts). At the same time, the Company is aggressively exploring avenues to sell all other non-core assets, although the timing has been impacted by the prevailing market conditions. The company is currently negotiating with its lenders to restructure its loan facilities, in order to align them with the collections of long term receivables and the new business growth. Provided that the lenders support the Company's reasonable requests and the company remains on its improved trajectory, the near term outlook in FY16 will remain positive.

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. Shantanu Prakash, Managing Director as detailed in the explanatory statement.

Further the disclosures on the remuneration package to the directors of the Company including details of Stock Options issued by the Company have been made in the Corporate Governance Report which forms a part of the Report of the Board of Directors in the Annual Report of the Company for FY 2014-15.

As mentioned earlier, since the payment of aforementioned remuneration(s), for both the tenure, as Minimum Remuneration to Mr. Shantanu Prakash, Chairman & Managing Director may exceed the ceiling limit for remuneration laid down in Sections 197 read with Schedule V to the Companies Act, 2013, shareholders approval is sought by way of a special resolution for payment of the aforesaid remuneration, for both the tenure as specified in Item No. 5 and 6 of the notice, in accordance with Schedule V of the Companies Act, 2013

The payment of the aforesaid remuneration, for both the tenure as specified in Item No. 5 and 6 of the notice, to Mr. Shantanu Prakash, Chairman & Managing Director is also 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 and contribution of Mr. Shantanu Prakash, Chairman & Managing Director to the sustained growth of the Company from time to time and considering the multifaceted responsibilities shouldered by them and the industry benchmarks, the aforementioned remuneration structure of Mr. Shantanu Prakash, Chairman & Managing Director is commensurate with the remuneration package paid to similarly placed persons, in other Companies in the same Industry and therefore recommend the resolutions at Item No. 5 and 6 of the accompanying notice for your approval by way of Special Resolution.

Mr. Shantanu Prakash, Chairman & Managing Director of the company and holding more than 2% shares in the company is interested in the resolutions set out at Item No. 5 and 6 of the notice. The relatives of Mr. Shantanu Prakash may also 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 Directors / Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item no. 7

Mr. Jagdish Prakash was re-appointed as Whole Time Director of the Company i.e. 25th July, 2010 to 24th July, 2015 for a period of 5 years as per the provisions of section I of the Part II of Schedule XIII of the Companies Act, 1956 on the remuneration on the remuneration comprises of Basic Salary: Rs. 1,50,000 to Rs. 2,50,000 per month along with other allowances and perquisites.

The Audited financial Results for the financial year ended 31st March, 2013 depicts net loss of Rs 40.72 crores. As the Company incurred losses during the financial year 2012-13, the remuneration paid to Mr. Jagdish Prakash, the then Whole Time Director as per provisions of Section I of the Part II of Schedule XIII of the Companies Act, 1956 for the financial year 2012-13 exceeded the limit as prescribed under Clause 1(C) of Section II of Part II of the Schedule XIII of the Companies Act, 1956.

In terms of the relevant provisions of the companies Act, 1956 earlier the shareholders of the company in their meeting held on September 26, 2013 had, subject to central government approval approved and waived the recovery of the remuneration paid in excess of the limit provided under the companies Act, 1956. In terms of the said shareholders approval, and for seeking the central government approval, the company in May 2015 had filled application with the Ministry of Corporate Affairs.

The aforesaid application of the company was rejected by the central government with an advice to the company to re-approve the same in accordance with the provisions of the companies Act, 2013.

On November 13, 2013, Mr. Jagdish Prakash was resigned from the directorship of the company.

The Nomination and Remuneration Committee and the Board of Directors of the Company after having considered the contribution made by Mr. Jagdish Prakash, during his tenure as Whole Time Director in warehouse management, logistics and overall day to day operational issues, subject to necessary statutory approvals, have approved the waiver of recovery of excess remuneration as stated above

The waiver of recovery of refundable remuneration paid to Mr. Jagdish Prakash, as Whole Time Director for the Financial Year 2012-2013 requires the approval of members of the Company by way of Special Resolution.

The above resolutions are in the interest of the Company and the Board recommends the resolution as set out in item no.7 for members' approval by way of Special Resolution.

Mr. Shantanu Prakash, Chairman & Managing Director of the company and holding more than 2% shares in the company, being the son of Mr. Jagdish Prakash, is interested in the resolutions set out at Item No. 7 of the notice. The relatives of Mr. Shantanu Prakash may also 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 Directors / Key Managerial Personnel of the company /their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item no. 8

Mr. Vinod Kumar Dandona, was appointed as Whole Time Director of the Company w.e.f 13th November, 2013 to 12th November, 2016 for a period of 3 years as per the provisions of section I of the Part II of Schedule XIII of the Companies Act, 1956 and on the remuneration as approved, from time to time, by the shareholders of the company.

As the Company incurred losses during the financial year 2013-14 and 2014-15, the remuneration paid to Mr. Vinod Kumar Dandona, Whole Time Director as per provisions of the Companies Act, 1956 and/or the Companies Act, 2013 form the aforesaid financial years exceeded the limit as prescribed under the Companies Act, 2013.

Further, the Nomination and Remuneration Committee and the Board of Directors of the Company after having considered the contribution made by Mr. Vinod Kumar Dandona, Whole Time Director in overall day to day operational issues, subject to necessary statutory approvals, have approved the waiver of recovery of excess remuneration as stated above.

The waiver of recovery of refundable remuneration paid to Mr. Vinod Kumar Dandona, Whole Time Director from 13th November 2013 to 31st May 2015 requires the approval of members of the Company by way of Special Resolution.

The above resolutions are in the interest of the Company and the Board recommends the resolution as set out in item no.8 for members' approval by way of Special Resolution.

Mr. Vinod Kumar Dandona is interested in the resolutions set out at Item No. 8 of the Notice. The relatives of Mr. 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. 8 of the Notice is recommended for your approval.

Item No. 9

The shareholders of the company in their meetings, on time to time basis, had in terms of the provisions of the Companies Act, 1956 and of the Companies Act, 2013, subject to approval of central government, had approved the remuneration of Mr. Vinod Kumar Dandona, Whole Time Director of the Company.

As the some of the resolutions pertaining to the payment of remuneration to Mr. Vinod Kumar Dandona as Whole Time Director of the Company were approved and passed by the shareholders of the company under the previous Companies Act, 1956. Further, in term of the Ministry of Corporate Affairs General Circular No. 32/2014 dated July 23, 2014 any resolutions passed under the previous Companies Act, 1956 and also if the implementation of the resolution shall be actually commenced before April 01, 2014, then such resolution shall remain valid for the maximum period of one year from the date of passing the resolution under the previous Companies Act, 1956.

Due to some reasons, beyond control, the company was unable to file an application(s) with the central government and now for the purpose of filing the application with the central government for the payment of remuneration, as specified in the item no. 9, for the period from June 01, 2015 to November 12, 2016 as minimum remuneration to Mr. Vinod Kumar Dandona, Whole Time Director of the Company, shareholders approval vide Special Resolution, in terms of the companies Act, 2013, is requested.

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.

In terms of the requirements as per sub-clause (iv) of the proviso to Subparagraph (B) of Paragraph (1) of Section II of Part II of Schedule V to the Act, the information is as furnished below:

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	2010-11	2011-12	2012-13	2013-14	2014-15
Turnover (Net)	10,206.63	10,765.12	7,331.10	2822.95	1981.75
Profit/(Loss) before tax	4,363.05	2,444.80	(489.76)	(3319.28)	(11,654.39)
Net Profit/(Loss)	3,888.68	1,889.03	(407.20)	(3122.30)	(11,654.39)
Paid-up share capital	191.09	192.13	244.81	244.88	244.93
Reserve & Surplus	16,065.06	18,042.51	19,608.91	16520.39	4,647.57
Rate of dividend (%)	30.00	15.00	Nil	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 3697651 Equity Shares of Rs 2/- each which constitutes 3.02% of the Paid up Equity Share Capital of the Company as on 30th June, 2015.

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.

(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*
2012-13	NIL
2013-14	Rs. 0.84 Million**
2014-15	Rs. 2.47 Million**

*The details with regard to Past Remuneration for the FY 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 award of DOONRATNA for the year 1998-99 for coordinating/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 debtors 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 resolution proposed in Item No. 9

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

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 years, 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:

During the FY 2014-15 the company began with the aim of repositioning the company to its original leadership position in the education market in India. Enormous efforts were made towards re-building the sales efforts which were impaired during our financial distress in the previous fiscal year, as well as in improving operational efficiencies, cash flows and servicing of the loans as agreed under the CDR terms. The company has made significant inroads towards implementing these strategies.

Further, the theme for FY16 is to continue focusing on improving the business operations of Smartclass and K-12 businesses, and in driving collections of its legacy receivables (including delinquent contracts). At the same time, the Company is aggressively exploring avenues to sell all other non-core assets, although the timing has been impacted by the prevailing market conditions. The company is currently negotiating with its lenders to restructure its loan facilities, in order to align them with the collections of long term receivables and the new business growth. Provided that the lenders support the Company's reasonable requests and the company remains on its improved trajectory, the near term outlook in FY16 will remain positive.

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 Director as detailed in the explanatory statement.

Further the disclosures on the remuneration package to the directors of the Company including details of Stock Options issued by the Company have been made in the Corporate Governance Report which forms a part of the Report of the Board of Directors in the Annual Report of the Company for FY 2014-15.

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 197 read with Schedule V to the Companies Act, 2013, shareholders approval is sought by way of a special resolution for payment of the aforesaid remuneration, for the tenure as specified in Item No. 9 of the notice, in accordance with Schedule V of the Act

The payment of the aforesaid remuneration to Mr. Vinod Kumar Dandona, Whole Time Director is also 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 and contribution of Mr. Vinod Kumar Dandona, Whole Time Director to the sustained growth of the Company from time to time and considering the multifaceted responsibilities shouldered by them and the industry benchmarks, the aforementioned remuneration structure of Mr. Vinod Kumar Dandona, Whole Time Director is commensurate with the remuneration package paid to similarly placed persons, in other Companies in the same Industry and therefore recommend the resolutions at Item No. 9 of the accompanying notice for your approval by way of Special Resolution.

Mr. Vinod Kumar Dandona is interested in the resolutions set out at Item No. 9 of the Notice. The relatives of Mr. 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. 9 of the Notice is recommended for your approval.

ITEM NO. 10

The company, on time to time basis, sells various IT related hardware and/or educational content to M/s Edu Smart Services Private Limited. In terms of the Companies Act, 2013, M/s Edu Smart Services Private Limited is the subsidiary of the company and considered as related party in terms of the Companies Act, 2013.

The company, due to the necessity of the business, had entered into the transactions relating to the sale of the IT related hardware to M/s Edu Smart Services Private Limited. In view of the same the audit committee and board of the company, subject to the shareholders approval, had approved and ratify the transaction(s), so entered, and also approved the agreement to be entered, effective from 01st April 2014, and transaction(s) for the future.

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:-

S. No.	Information required to be Disclosed (Item No. 10)	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 is going to enter into an agreement, with M/s Edu Smart Services Private Limited for the sale of IT related hardware and/or educational content. Duration of the Contract:- The agreement so entered will be effective from 01st April 2014 and shall remain effective for a period of 3years
c)	The material terms of the contract or arrangement including the value, if any	The company is entering into an agreement, with M/s Edu Smart Services Private Limited for the sale of IT related hardware and/or educational content and the same shall be effective from 01st April 2014 and remain effective for a period of 3years. The prices of each hardware and/or educational content will be fixed on the basis of the mutual discussion with the parties. However, the maximum aggregate amount of sale of IT related hardware and/or educational content during every financial year shall not exceed for an amount of Rs. 15 Crores per annum.
d)	Any other information relevant or important for the Members to take a decision on the proposed transaction	Advance:-No advance paid or received for the proposed contract or arrangement. The pricing of the said contract or arrangement proposed to be entered into is determined on arms length basis.

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 interested, except to extent of there share holding in the company, in this resolution.

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

ITEM NO. 11

The Board of Directors had appointed Ms. Azra Shauqia Hasan, as an Additional Director (Independent) of the Company w.e.f. 28th May, 2015. In terms of Section 161(1) of the Companies Act, 2013 Ms. Azra Shauqia Hasan 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 Ms. Azra Shauqia Hasan as an Independent Director for five consecutive years for a term upto 27th May, 2020. The Company has also received declarations from Ms. Azra Shauqia Hasan 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. Ms. Azra Shauqia Hasan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

A notice has been received from a member under Section 160 of the Act proposing Ms. Azra Shauqia Hasan as a candidate for the office of Director of the Company.

In the opinion of the Board, Ms. Azra Shauqia Hasan 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 continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Azra Shauqia Hasan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Azra Shauqia Hasan as an Independent Director, for the approval by the shareholders of the Company. Copy of the draft letter for appointment of Ms. Azra Shauqia Hasan 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 as well as the Corporate Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Ms. Azra Shauqia Hasan is interested in the resolutions set out at Item No. 11 of the Notice with regard to his appointment. The relatives of Ms. Azra Shauqia Hasan 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. 11 of the Notice is recommended for your approval.

ITEM NO. 12

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 13, 2015, the Board has, considered and approved the appointment of M/s Ahuja Sunny & Co., Cost Accountants as the cost auditor for the financial year 2015-16 at a remuneration of Rs.1.40 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. 12 of the Notice is recommended for your approval.

ITEM NO. 13 & 14

The human resource plays a vital role in growth and success of a Company. As a step towards substituting pure financial benefits with ownership and to enable employees to participate in the enhancement of shareholders value, the Company proposes to provide stock options to the employees. Stock option shall serve as a tool of aligning interests of employees with those of shareholders and the Company and enable the Company to attain growth in an environment that increasingly demands global competitiveness. This will also help Company in attracting, motivating and retaining the best talent. Further, your Company's subsidiaries are of strategic importance in its growth plans. Stock options will support the objective of creating value for your Company in such subsidiaries.

Educomp ESOS 2015 is drawn in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI Regulations'), issued by SEBI and other applicable laws. The Scheme has been approved by the Board of Directors at their Meeting held on August 13, 2015.

The Scheme will be operated and administered under the superintendence of the Nomination & Remuneration Committee constituted by the Board of Directors.

The salient features and other details of the Scheme as per the Regulation 6(2) of SEBI (SBEB) Regulations, 2014 are as under:

a) Brief description of the Scheme

The Scheme shall be called as the 'Educomp Employee Stock Options Scheme- 2015' and shall extend its benefits to the present and/or future permanent employees of the Company and also to its subsidiaries in accordance with the applicable laws. The scheme involves the direct fresh allotment of Equity Shares to the Employees pursuant to exercise of options by them.

b) Total number of Options to be granted

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option holders to acquire in one or more tranches not exceeding 1,00,00,000 equity shares of the Company of the face value of Rs.2/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time). Each such Option confers a right upon the Employee to apply for 1 (one) equity share in accordance with the terms and conditions of such issue.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

All permanent employees (present or future) of the Company and its subsidiaries, working in India or out of India including Directors of the Company and its subsidiaries whether Whole-time Directors or not except Independent Directors and Promoter Directors or a person who belongs to the promoter group and who directly or indirectly holds more than 10% of the issued capital as may be decided by the Nomination and Remuneration Committee.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the parameters as may be decided by the Nomination & Remuneration Committee in its sole discretion from time to time.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated by the employee in any other manner.

d) Requirement of Vesting and period of Vesting

The continuation of employee in the services of the Company or its subsidiaries shall be the primary requirement of the vesting. The Nomination & Remuneration Committee shall formulate the other requirements of vesting which may inter-alia include efficiency or productivity criteria. The minimum vesting period of an option under the Scheme shall not be less than a period of one year from the date of grant(s) of options. The maximum vesting period of options shall not be more than 10 years from the date of award of options.

e) Maximum period within which the options shall be vested

The maximum vesting period of options shall not be more than 10 years from the date of award of options.

f) Exercise Price/ Pricing formula:

The exercise price of an Option shall be market price on the date of award or such price as the board of directors may determine in accordance with the regulations and guidelines prescribed by SEBI.

g) Exercise period and process of Exercise:

The exercise period may commence from the date of respective vesting and will be valid for a maximum period of twelve (12) month from the date of last vesting.

The options granted under the Scheme would be exercisable by the employee by submitting Exercise Form, to the authorized representative of the Company during the Exercise Period. After the expiry of exercise period, the options granted shall not be exercisable and shall lapse. The lapsed options shall be available for fresh grants to other eligible employees.

h) Appraisal process for determining the eligibility of the employees to the Scheme:

The appraisal process for determining the eligibility of the Employee will be specified by the Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, CTC, expected potential contribution by the Employee and/or by any such criteria that may be determined by the Nomination and Remuneration Committee in its sole discretion.

i) The Maximum number of Options to be granted per employee and in aggregate

The maximum number of options granted to any one employee in a year will not equal or exceed 1% of the issued equity share capital of the Company (excluding outstanding warrants and conversions) at the time of granting the Option. However approval of the shareholders by way of separate resolution would be sought in case the Company proposes to grant options to the identified employee(s) exceeding one percent of the Issued Capital of the Company.

The aggregate of all such grants shall not exceed 1,00,00,000 Equity shares.

j) The Maximum quantum of benefits to be provided per employee under the scheme

The maximum quantum of benefit that will be provided to every eligible employee under the scheme will be the difference between the Exercise Price paid by the employee to the company and the value of company's share on the stock exchange on the date of exercise of options.

k) Implementation and administration of the scheme

The scheme shall be implemented and administered directly by the Company through its Nomination and Remuneration Committee constituted by the Board.

l) Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both

The Scheme involves the fresh issuance of Equity shares by the company to its Employees and/or to its subsidiaries.

m) The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.;

Not Applicable

n) The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.

Not Applicable

o) The method which the Company shall use to value its Options.

The Company shall use intrinsic value to value its options.

As the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings Per Share (EPS) of the Company shall also be disclosed in the Directors Report.

In terms of Section 62 of the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for Educomp Employee Stock Options Scheme 2015 and issuance of shares under the said Scheme. Accordingly, your Directors recommend passing of the Resolutions at Item No. 13 & 14 as SPECIAL RESOLUTION.

None of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in this resolution except to the extent of Equity Shares that may be offered to them under Educomp ESOS 2015.

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

**Sd/-
Yogesh Saluja
Company Secretary
Membership No. ACS 21916**

Date: August 13, 2015

Place: Gurgaon

Details of the Directors seeking appointment / re-appointment in the Annual General Meeting to be held on 28th September, 2015, pursuant to Clause 49 of Listing Agreement of Stock Exchanges and secretarial standards issued by the Institute of company secretaries of India and approved by the Central Government

Name of Director	Mr. Vinod Kumar Dandona	Ms. Azra Shauqia Hasan
Date of Birth	27.03.1950	14.12.1972
Relationship with other Directors inter-se	None	None
Relationship with other Key Managerial Personnel	None	None
Expertise in specific functional areas	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 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)	Ms. Azra S. Hasan is an Assistant professor at Hamdard Institute of Medical Sciences and research (HIMSR), Jamia Hamdard, New Delhi and also Adjunct faculty, Medical Education Department, Hamdard Medical College (HIMSR), Jamia Hamdard, New Delhi. She is M.D in Medical Microbiology and also Managing Editor, for the project-Medical Education, at ELSEVIER Publications. Further, she was authored scores of research papers which were published in international and Indian journals. In addition to above she also developed MBBS course for E-LEARNING platform, available as CLINICAL LEARNING online including syllabus for MBBS in an audio visual model and also designed curriculum for better involvement and enhancing learning for medical students.
Qualification	M.SC (Mathematics)	MD in Medical Microbiology
No. of Equity Shares of Rs.2/- each held in the Company	NIL	NIL
List of other companies in which Directorships are held (excluding Educomp Solutions Limited) *	<ul style="list-style-type: none"> • Educomp Professional Education Limited • Reverie Infratech Private Limited • Orlando Builders Private Limited • Markus Infrastructure Private Limited • Newzone Infrastructure Private Limited • Zeta Buildcon Private Limited • Hidream Constructions Private Limited • Onega Infrastructure Private Limited • Rockstrong Infratech Private Limited • Shiksha Solutions Trustee Private Limited 	NIL
List of the Committee of Board of Directors (across all other companies) in which Chairmanship/ Membership is held (excluding Educomp Solutions Limited) #	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.

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

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]

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 21st Annual General Meeting of the Company, to be held on the Monday the 28th September, 2015 4:00 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 31 March, 2015, including Balance Sheet as at 31 March, 2015 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 Mr. Vinod Kumar Dandona (DIN: 06730804), who retires from office by rotation, and being eligible, offers himself for re-appointment		
3	Ratification of appointment of Auditors and fixing their remuneration		
	Special Business		
4	To approve the waiver of the recovery of remuneration of Mr. Shantanu Prakash (DIN: 00983057), Chairman & Managing Director of the company		
5	To approve the remuneration of Mr. Shantanu Prakash (DIN: 00983057), Chairman & Managing Director of the company for the period from 01st April 2013 to 31st July 2014		
6	To approve the remuneration of Mr. Shantanu Prakash (DIN: 00983057), Chairman & Managing Director of the company for the period of three years from 01st August 2014		
7	To approve the waiver of the recovery of remuneration paid to Mr. Jagdish Prakash (DIN: 00001115), Whole Time Director of the company during financial year 2012-13		
8	To approve the waiver of the recovery of remuneration of Mr. Vinod Kumar Dandona (DIN: 06730804), Whole Time Director of the company		
9	To approve the remuneration of Mr. Vinod Kumar Dandona (DIN: 06730804), Whole Time Director of the company		
10	To approve the agreement to be entered between the company and M/s Edu Smart Services Private Limited, related party		
11	To appoint Ms. Azra Shauqia Hasan as an independent director		
12	To approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the company		
13	To approve the Educomp Employee Stock Options Scheme 2015 and issue of securities		
14	To approve the Educomp Employee Stock Options Scheme 2015 for subsidiaries		

Signed this day of....., 2015

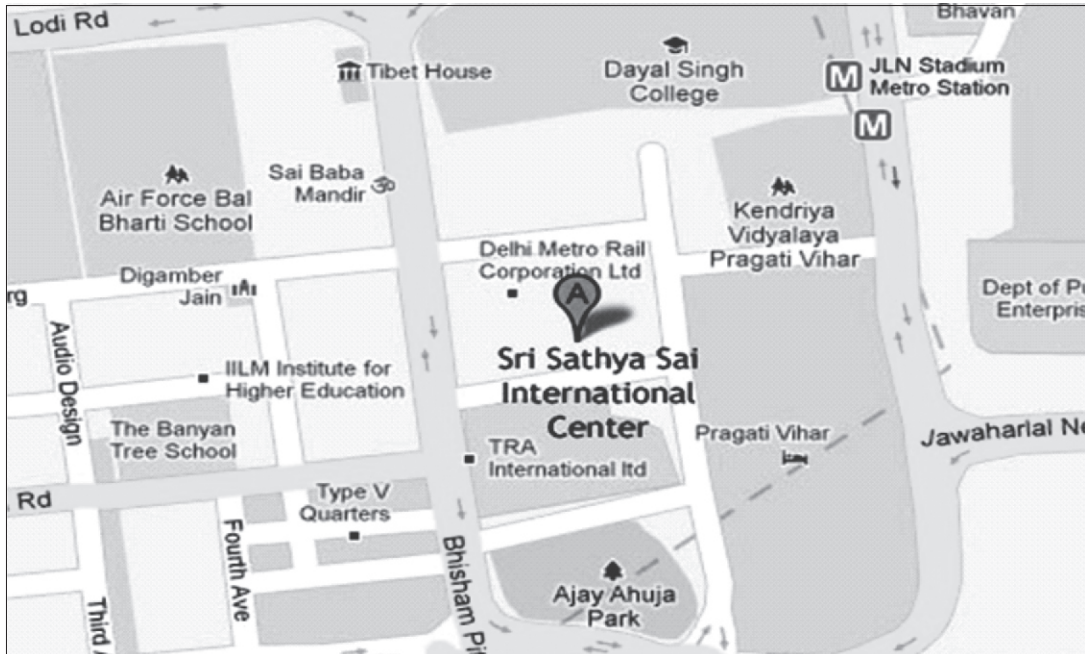
.....
Signature of Member

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

Affix Revenue Stamp of Re.1.00/-
--

Note:

- 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.
- The Proxy form should be signed across the stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository
- A Proxy need not be a member of the company.
- 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.
- * 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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- Please complete all details including details of member(s) in the above box before submission..



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



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

ATTENDANCE SLIP

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

Serial No. _____

Registered Folio No./DP ID No./Client ID No.* : _____

Name and address of the Member(s) : _____

Joint Holder1 : _____

Joint Holder2 : _____

Number of Shares held : _____

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company held on Monday, September 28, 2015 at 04:00 P.M. at Sri, Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi- 110003.

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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Clause 35B of the Listing Agreement entered into with Stock Exchanges Detailed instructions for remote e-Voting are given in the notes to the AGM Notice.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TOTHE MEETING HALL.

Electronic Voting Particulars

E-Voting Event Number (EVEN)	USER ID	PASSWORD