

03.10.2019

<b>Listing Department</b> National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai-51	<b>Corporate Service Department</b> Bombay Stock Exchange Ltd. Rotunda Building, I Floor, Samachar Marg Mumbai - 1
<b>Educomp Solutions Limited</b> 1211, Padma Tower-1 5 Rajendra Place, New Delhi-110008	

Dear Sir/Madam,

**Sub: Disclosures under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in terms of circular SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019**

With reference to captioned subject, on behalf of the promoter and all person under the promoter group of the company please find enclosed here with disclosure in Annexure II in term of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with circular SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019 in prescribed form for encumbrance of shares.

You are requested to kindly take the same in your records.



**Shantanu Prakash**  
Address: C-11/1, Dlf City Phase-1, Gurgaon 122002

**Annexure - II**

**Format for disclosure of reasons for encumbrance**

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Educomp Solutions Limited
Name of the recognised stock exchanges where the shares of the company are listed	1. BSE Limited 2. National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	1. Shantanu Prakash(promoter) 2. Anjlee Prakash (promoter group) 3. A. P Eduvision Private Limited (promoter group)
Total promoter shareholding in the listed company	No. of shares –54838245 equity shares % of total share capital -44.78%
Encumbered shares as a % of promoter shareholding	Pledged shares 51771578 shares consisting of 94.41% of the promoter and promoter group holding
Whether encumbered share is 50% or more of promoter shareholding	YES / <del>NO</del>
Whether encumbered share is 20% or more of total share capital	YES / <del>NO</del>

**Details of all the existing events/ agreements pertaining to encumbrance**

	Encumbrance 1 (Date of creation of encumbrance: 1.24.07.2012 2.08.02.2013 3.26.02.2013 4.27.02.2013 5.20.03.2013 6.04.07.2013 7.05.07.2013 8.02.08.2013 )	Encumbrance 2 (Date of creation of encumbrance: 1.11.09.2012 2.14.02.2013 3.27.02.2013 )	Encumbrance 3 (Date of creation of encumbrance: 1.08.05.2014 2.14.03.2017 )
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	1.24.07.2012:- Pledge by Shantanu Prakash 2.08.02.2013:- Pledge by Shantanu Prakash 3.26.02.2013:- Pledge by Shantanu	1. 11.09.2012:- Pledge by Shantanu Prakash  2.14.02.2013:- Pledge by Shantanu Prakash	1. 08.05.2014 pledge by Shantanu Prakash  2. 14.03.2017 Pledge by A.P Eduvision Private Limited

	Prakash 4.27.02.2013:- Pledge by Shantanu Prakash 5.20.03.2013:- Pledge by Shantanu Prakash 6.04.07.2013:- Pledge by Anjee Prakash 7.05.07.2013:- Pledge by Shantanu Prakash 8.02.08.2013:- Pledge by Shantanu Prakash	3.27.02.2013:- Pledge by Shantanu Prakash	
No. and % of shares encumbered**	<p>1.No. of shares: 9616000 Equity Shares % of total share capital: 9.70%</p> <p>2. No. of shares: 1747636 Equity Shares % of total share capital: 1.43%</p> <p>3. No. of shares: 2460000 Equity Shares % of total share capital: 2.01%</p> <p>4. No. of shares: 1400000 Equity Shares % of total share capital: 1.14%</p> <p>5. No. of shares: 1850000 Equity Shares % of total share capital: 1.51%</p> <p>6. No. of shares: 3238440 Equity Shares % of total share capital: 2.64%</p>	<p>1. No. of shares: 2000000 Equity Shares % of total share capital: 1.67%</p> <p>2.No. of shares: 730000 Equity Shares % of total share capital: 0.60%</p> <p>3.No. of shares: 800000 Equity Shares % of total share capital: 0.65%</p>	<p>1.No. of shares: 18562790 equity shares % of total share capital: 15.16%</p> <p>2.No. of shares: 7284600 equity shares % of total share capital:5.95%</p>

		7. No. of shares: 550000 Equity Shares % of total share capital: 0.45%		
		8. No. of shares: 1532112 Equity Shares % of total share capital: 1.25%		
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	ECL Finance Limited	Reliance Capital Limited	SBICap Trustee Company Limited
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES/ NO	YES/ NO	<del>YES/NO</del>  Acting as Trustee company for the banks and Financial Institution
	Names of all other entities in the agreement	Listed company and its group companies (if any) :N.A  Other entities (if any) – N.A	Listed company and its group companies (if any) :N.A  Other entities (if any) – N.A	Listed company and its group companies (if any) :N.A  Other entities (if any) – N.A
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	<del>YES / NO</del>  1. Name of the issuer 2. Details of the debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument	<del>YES / NO</del>  1. Name of the issuer 2. Details of the debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument	<del>YES / NO</del>  1. Name of the issuer 2. Details of the debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) ( In rupees)	1.1635681600 2.207182247.8 3.228288000 4.118650000	1. 307100000  2.84935500	1.455716494.5  2.78673680

		5.125245000 6.114640776 7.19222500 8.34472520	3. 67800000	
	Amount involved (against which shares have been encumbered)* (B) ( In Rupees)	500000000	150000000	17126500000
	Ratio of A / B	1.3.27 2.0.41 3.0.46 4.0.24 5.0.25 6.0.23 7.0.04 8.0.07	1.2.05  2.0.57  3. 0.45	1.0.03  2.0.005
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company  Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.  (a) Any other reason (please specify)	(a) Personal use by promoters and PACs  Amount:- Rs. 50 Crores  Purpose of raising money:- for Investment purpose  Schedule for utilization of amount:-the availability period shall be close of business hours on 31 <sup>st</sup> July 2012.  Repayment Schedule:-shall be repayable on the last day of 18 <sup>th</sup> month period commencing from first drawdown. The lender may at the request of borrower and its absolute discretion may revise or extend the maturity	(b) For the benefit of listed company  Amount:- Rs. 15 Crores  Purpose of raising money:- for general corporate purpose.  Schedule for utilization of amount:- the availability period shall be within one month from the date of agreement.  Repayment Schedule:- shall be repayable on the expiry of 90 days from the date of first disbursement.	(b) For the benefit of listed company  Amount:-Rs. 1712.6 Crores  Purpose of raising money:- For the business of the company and the pledge was made as per the terms of the CDR package.  Schedule for utilization of amount:- As per CDR Package of the company  Repayment Schedule:- As per CDR Package of the company

		date(s).		
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\* The encumbrance was made on different dates to maintain the minimum security cover for the amount borrowed

\*\* % of shares encumbered is to be calculated on the basis of total no share capital as outstanding on the date of pledge



**Signature of Authorised Signatory: Shantanu Prakash**

Place: Gurgaon

Date:03.10.2019