

EMERGENT ENERGY AND SERVICES LIMITED
Registered Office: 8B, 'SAGAR', 6, TILAK MARG, NEW DELHI-110 001

NOTICE

Dear Shareholder(s)

Notice pursuant to section 192A of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, to transact the following Special Business by the members of the Company by passing of the resolution(s) through postal ballot.

Special business

Item No.1

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

“RESOLVED THAT subject to the provisions of Section 17 and 192A and other applicable provisions of the Companies Act, 1956 (including the statutory modifications or re-enactments thereto for the time being in force), and subject to the necessary approvals or confirmations, if any, in this regard from appropriate authorities, the Clause III the Memorandum of Association of the Company pertaining to the Objects of the Company be altered as follows:

- The Clause No. III (A) (1) of the Memorandum of Association be replaced in place of the existing Clause No. III(A) (1) as follows:
 - 1. To establish educational institutions in India or elsewhere, to educate students in various educational fields including management, medicine, health sciences, engineering, pharmacy, computer sciences, technical, art, commerce and other educational fields and whatsoever appertains to technical, vocational, commercial, or business education and such other profession oriented courses. To construct, laydown, establish, promote, erect, build, maintain, carry out and run educational institutions as well as to establish educational colleges. Acquire, run, manage or collaborate with any company or undertaking or organization within the territorial jurisdiction of the Indian Union and anywhere in the world engaged in similar activities for any or all of the aforesaid purposes, to do all the ancillary activities as may be considered necessary or beneficial or desirable. To construct, lay down, install and run research centres, universities, colleges, schools, institutes and other similar educational organizations to provide education, research and training in various fields including but not restricted to management, medicine, computer sciences, technical, art, commerce and other educational fields, etc. To act as consultants, agents, advisors, collaborators, franchisers in the field of education, research and sciences.
- The Clause No.74 be replaced with the existing Clause No.74 in the Other Objects as follows:
 - 74. To generate, harness, accumulate, transmit, distribute, purchase, sell and supply electricity power or any other energy from the conventional/non-conventional energy sources such as fuel/electricity/hydro/thermal/wind/solar/tidal/bio-mass/wind/geothermal/biological, biogas by setting up power plants for captive use or on a commercial basis to consumers and others or to any State Electricity Board or to any Central Government Organisation and agency/agencies in line of activity of energy generation, transmission and distribution and to construct, lay down, establish, acquire, operate and maintain power/energy generating stations, including building, structures, works, machineries, equipments, cables and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring to third person/s power plants and plants based on conventional or non-

conventional energy sources and to construct, lay down, establish, fix, erect, equip and maintain power generating machinery, and all other types of plant and machinery, transmission lines, in the capacity of principals, contractors or otherwise and to undertake business of consultants and contractors in setting up all types of plants for production of electrical energy and also to undertake research and development programs in the field of electricity.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956 for the commencement and carrying on all or any of the new business and activities included in the Other Object Clause of the Company as mentioned above, at such time as the Board may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to accept any changes as may be suggested by the Central Government, while approving the alteration in the Object Clause of Memorandum of Association as mentioned above under Section 17 of the Companies Act, 1956 and to do all such acts, deeds, matters and things as may be required or considered necessary or incidental thereto to give effect to this resolution."

Item No.2

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 Section 21, 192A and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and approvals of such other authorities as may be required, the name of the Company be and is hereby changed from 'EMERGENT ENERGY AND SERVICES LIMITED' to 'EMERGENT GLOBAL EDU AND SERVICES LIMITED'.

RESOLVED FURTHER THAT the Memorandum and Articles of Association of the Company be altered by substituting the name 'EMERGENT ENERGY AND SERVICES LIMITED' wherever it occurs therein with the name 'EMERGENT GLOBAL EDU AND SERVICES LIMITED'.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required or considered necessary or incidental thereto to give effect to this resolution."

By Order of the Board
For EMERGENT ENERGY AND SERVICES LIMITED



Sabina Nagpal
Company Secretary and Law Officer

Date: January 14, 2013
Place: New Delhi

EMERGENT ENERGY AND SERVICES LIMITED
Registered Office: 8B, 'SAGAR', 6, TILAK MARG, NEW DELHI-110 001

Postal Ballot No. _____

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. **Name and Registered Address of the Sole/First named member** :
2. **Name(s) of the Joint Member(s), if any, Registered with the Company** :
3. **Registered folio No./DPID No./ Client ID No.** :
4. **Number of shares held** :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my/our assent/dissent to the said resolution by marking (✓) in the appropriate box below:

Item No.	Item	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution for change in Objects of the Company.			
2.	Special Resolution for change in the name of the Company consequent to change in the Objects of the Company.			

Place:
Date:

Signature of the shareholder

INSTRUCTIONS

1. The Company has appointed Mr.Sanjay Kumar, Partner of M/s Naveen Gupta & Associates, Company Secretaries, 16, Keshav Complex, Veer Savarkar Block, Shakarpur, Delhi-110092 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner in accordance with the provisions of the Act and the Rules framed thereunder.
2. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photocopy is permitted) and send it to the Scrutinizer appointed by the Company, in the attached self-addressed postage prepaid envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Members will also be accepted. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours (i.e. before 1730 hrs) on Wednesday, the February 20, 2013. A postal ballot form received after the said date will be treated as if the reply from such member has not been received and shall not be counted for the purpose of passing of the resolution.
3. Voting rights shall be reckoned on the basis of no. of shares and paid up value of shares registered in the name of the shareholders on the date of dispatch of notice.
4. The postal ballot form should be completed and signed by the sole/first named shareholder and in his absence by the next named shareholder. In case of shares held by companies, trusts, societies etc. the duly completed Postal ballot Form should be signed by the authorized signatory (ies) and must be accompanied by a certified true copy of the Board Resolution/Power of Attorney, failing which the same shall be rejected.
5. The Scrutinizer's decision on the validity of Postal Ballot will be final and binding.
6. The Company has not availed the e-voting for this Postal Ballot Process. Hence, entire voting will be cast through physical ballot form.
7. Unsigned/Incomplete/defaced/mutilated Postal Ballot Forms will be rejected.
8. The Board of Directors of the Company have appointed Mr.Tarun Somani, Director of the Company and Ms.Sabina Nagpal, Company Secretary of the Company as the persons responsible for the entire ballot voting process.
9. The Scrutinizer will submit his report to the Chairman and the result of the Postal Ballot shall be announced by the Chairman, or in his absence by any Director of the Company, on Friday, the February 22, 2013 at 3.00 p.m. at the Registered Office of the Company at 8B,'Sagar', 6, Tilak Marg, New Delhi-110 001 and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman.
10. The date of declaration of the result of Postal Ballot will be taken as the date of passing of the Resolution by members of the Company.

Notes:

1. An Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 is given hereunder.
2. The Company has appointed Mr.Sanjay Kumar, Partner of M/s Naveen Gupta & Associates, Company Secretaries, 16, Keshav Complex, Veer Savarkar Block, Shakarpur, Delhi-110092 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner in accordance with the provisions of the Act and the Rules framed thereunder.
3. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photocopy is permitted) and send it to the Scrutinizer appointed by the Company, in the attached self-addressed postage prepaid envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Members will also be accepted. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours (i.e. before 1730 hrs) on Wednesday, the February 20, 2013.
4. The Scrutinizer will submit his report to the Chairman and the result of the Postal Ballot shall be announced by the Chairman, or in his absence by any Director of the Company, on Friday, the February 22, 2013 at 3.00 p.m. at the Registered Office of the Company at 8B,'Sagar', 6, Tilak Marg, New Delhi-110 001 and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman.
5. The shareholders are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.1

The Company intends to carry out the business of providing global education to students in India, which shall enable them to get prepared and be eligible for getting admissions in various International Universities. The Board of Directors, therefore, have considered it desirable and prudent to alter the object clause of the Company so as to make it contemporary and inclusive in order to enable the Company to embark upon the activities as mentioned in Special Resolution at Item No.1, as and when considered appropriate by the Board of Directors of the Company.

In terms of Section 149(2A) of the Companies Act, 1956, any business included in the other objects cannot be commenced by the Company until the members by Special resolution have approved such commencement.

A copy of the Memorandum of Association of the Company showing proposed alterations is available for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m upto the date of declaration of the results of the Postal Ballot.

Your directors recommend the resolution set out at Item No.1 for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution, otherwise than as members.

Item No.2

With the proposed changes in the object clause of the Memorandum of Association of the Company, the present name does not truly reflect the activities proposed to be carried out by the Company. Accordingly, the name of the Company is proposed to be changed from 'EMERGENT ENERGY AND SERVICES LIMITED' to 'EMERGENT GLOBAL EDU AND SERVICES LIMITED'.

The Registrar of Companies, Delhi has confirmed the availability of the new name vide its letter dated 27th December, 2012.

Pursuant to Section 21 of the Companies Act, 1956, the change in name of the Company requires the approval of the members by a Special Resolution. Your directors recommend the resolution set out at Item No.2 for your approval.

A copy of Board resolution and the Approval Letter dated 27th December, 2012 of the Registrar of Companies regarding the name availability is available at the Registered Office of the Company for inspection on all working days except Saturdays during 11.00 A.M. to 1.00 P.M.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution, otherwise than as members.

By Order of the Board
For EMERGENT ENERGY AND SERVICES LIMITED



Sabina Nagpal
Company Secretary and Law Officer

Date: January 14, 2013
Place: New Delhi

Regd. Office:
8B, 'SAGAR', 6, TILAK MARG, NEW DELHI-110 001