



Date : 28-04-2014

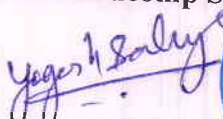
Mr. K Hari-The Manager Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051.	Corporate Services Department Bombay Stock Exchange Limited P.J Towers Dalal Street Mumbai – 400001
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**Sub: Proceeding of the Announcements of results of Postal Ballot**

Dear Sir/Mam,

Please find enclosed here with copy of the Minutes of the Announcements of results of Postal Ballot declared on 26<sup>th</sup> March 2014 at the Registered Office of the Company at 1211, Padma Tower 1, Rajendra place, New Delhi-110008 at 04.30 P.M

**For Educomp Solutions Limited**

  
Yogesh Saluja  
Company Secretary



**Educomp Solutions Limited**  
CIN:-L74999DL1994PLC061353  
Corporate office: 514, Udyog Vihar, Phase III, Gurgaon – 122001, Haryana (INDIA).  
Tel.: 91-124-4529000. Fax: 91-124-4529039.  
Registered Office: 1211, Padma Tower I, 5, Rajendra Place, New Delhi-110008.  
Tel.: 91-11-25755920. Fax: 91-11-25766775.  
Web site [www.educomp.com](http://www.educomp.com)  
Bangalore, Mumbai, Chennai, Hyderabad.

MINUTE BOOK

**EDUCOMP SOLUTIONS LIMITED**

**Minutes of the Announcements of results of the Postal Ballot On 26<sup>th</sup> March 2014 at the Registered Office of the Company as 1211, Padma Tower 1, Rajendra place, New Delhi-110008 at 04.30 P.M**

**Background:**

The Postal ballot Notice issued on 14<sup>th</sup> February, 2014 pursuant to the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 for passing the following resolutions by postal ballot, was dispatched to the members of the Company on 22<sup>th</sup> February 2014

<b>Resolution No. 1: Special Resolution:</b>	Re-appointment and payment of remuneration to Mr. Shantanu Prakash as Managing Director of the Company.
<b>Resolution No. 2: Special Resolution:</b>	Increase in the limit of investment under Section 372A of the Companies Act, 1956 in M/s. Educomp Infrastructure & School Management Limited
<b>Resolution No. 3: Special Resolution:</b>	Appointment and payment of remuneration to Mr. V.K. Dandona as Whole Time Director of the Company.

The Board of Directors on 14<sup>th</sup> February, 2014 appointed Mr. Sanjay Grover F.C.A, F.C.S, Practicing Company Secretary as Scrutinizer to receive and scrutinize the completed ballot forms received from the members/ status of e-voting and for conducting the Postal ballot process in a fair and transparent manner. The postal ballot Forms and the self addressed business reply envelopes were also sent for use of Members and e-voting facility was also provided to the members of the Company. The Shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against)/. so as to reach the scrutinizer on or before 24<sup>th</sup> March, 2014 and to vote through e-voting on or before the closing of business hours of 24<sup>th</sup> March, 2014.

After due scrutiny of all the postal ballot forms received by Mr. Sanjay Grover up to the close of working hours of 24<sup>th</sup> March, 2014 and e-voting done by the members on or before the closing of business hours of 24<sup>th</sup> March, 2014 (being the last date fixed for return of the postal ballot forms duly filled in by the Members/ deactivation of e-voting), Mr. Sanjay Grover submitted his report on 26<sup>th</sup> March, 2014 which is as follows:

**Resolution No. 1: Special Resolution:**

**Reappointment and payment of remuneration to Mr. Shantanu Prakash as Managing Director of the Company.**

  
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Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Votes Received	626	6,94,29,359	13,88,58,718	56.7043
(b) Less : Invalid Votes	20	90,79	18,158	0.0074
(c) Net Valid Votes Casted	606	6,94,20,280	13,88,40,560	56.6969
(d) Votes with assent for the Resolution	438	6,66,55,488	13,33,10,976 (96.0173%)	54.4388
(e) Votes with dissent for the Resolution	168	27,64,792	55,29,584 (3.9827%)	2.2581

**Resolution No. 2: Special Resolution:**

**Increase in the limit of Investment U/s 372A of the Companies Act, 1956 in Educomp Infrastructure & School Management Ltd.**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Votes Received	625	6,94,24,965	13,88,49,930	56.7007
(b) Less : Invalid Votes	20	9,079	18,158	0.0074
(c) Net Valid Votes Casted	605	6,94,15,886	13,88,31,772	56.6933
(d) Votes with assent with Resolution	530	6,93,93,162	13,87,86,324 (99.9673%)	56.6747
(e) Votes with dissent	75	22,724	45,488 (0.0327%)	0.0186

**Resolution No. 3: Special Resolution:**

**Appointment and payment of remuneration to Mr. V.K. Dandona as Whole Time Director of the Company:**

  
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Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Votes received	636	6,94,28,018	13,88,56,036	56.7032
(b) Less : Invalid Votes	20	9,079	18,158	0.0074
(c) Net Valid Votes Casted	616	6,94,18,939	13,88,37,878	56.6958
(d) Votes with assent for the resolution	445	6,93,58,228	13,87,16,456 (99.9125%)	56.6462
(e) Votes with dissent for the Resolution.	171	60,711	1,21,422 (0.0875%)	0.0496

In the absence of Mr. Shantanu Prakash, Chairman of the Company, Mr. Harish Popli, Company Secretary under the authority of the Chairman, after receiving the scrutinizer's report announced that the Item Nos. 1 to 3 as set out in the Notice dated 14<sup>th</sup> February, 2014 are accordingly carried out by the requisite majority and directed that the resolutions be recorded in the minute book recording the proceedings of general meetings of the members.

The resolutions duly approved by the members are as under:

**Item No. 1: Special Resolution**

**Re-appointment and payment of remuneration to Mr. Shantanu Prakash as Managing Director of the Company**

**RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any other law and subject to approval of Central Government and such others consent(s), approval(s) and permission(s) as may be necessary in this regard and such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s), consent of the Company be and is hereby accorded for the re-appointment of Mr. Shantanu Prakash as the Managing Director of the Company for a further period of three years with effect from 1st August, 2014, on a remuneration of not exceeding Rs. 1,50,00,000 (Rupees One Crore Fifty Lacs only) per annum on the terms & conditions as follows:

(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:**



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### 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 absence or inadequacy of profits in any financial year during the tenure of Mr. Shantanu Prakash, as Chairman & Managing Director of the Company, 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** Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matter and things as may be deemed necessary to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe."

### Item No. 2: Special Resolution:

#### **Increase in the limit of Investment U/s 372A of the Companies Act, 1956 in M/s. Educomp Infrastructure & School Management Limited**

**"RESOLVED THAT** in supersession of the resolution passed by members of the company in this regard and pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval/ consent of such appropriate authorities where necessary, the consent of the Company be and is hereby accorded to increase the limit of investment in **Educomp Infrastructure & School Management Limited**, subsidiary of the Company, up to Rs. 5000 Crores (Rupees Five Thousand Crores only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to make investment, in one or more tranches, in **Educomp Infrastructure & School Management Limited**, by subscription, purchase or otherwise, in any securities comprising of equity shares, convertible or non convertible preference shares or debentures or by making loan, or by providing of security or guarantee

  
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in connection with a loan made by any other person to, or to any other person by. Educomp Infrastructure & School Management Limited' up to Rs. 5000 Crores (Rupees Five Thousand Crores only) notwithstanding that the aggregate of loans, guarantees or securities so far given or to be given to and/or investment so far made or to be made in all body corporates may exceed the limits prescribed under the said section.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalise the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company, in connection with such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

### Item No. 3: Special Resolution:

**Appointment and payment of remuneration to Mr. V. K. Dandona as Whole Time Director of the Company.**

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Central Government and all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the consent of the Company be and is hereby accorded for the appointment of Mr. V. K. Dandona, as Whole Time Director of the Company for a period of 3 years w.e.f. 13<sup>th</sup> November, 2013 on a consolidated remuneration given herein below consisting but not limited to basic salary, various allowances, perquisites and all other benefits and the said remuneration limit inter-alia covering, but not limited to, the following basic features

For a period Commencing from 13 <sup>th</sup> November, 2013 to 14 <sup>th</sup> February, 2014	For a period Commencing from 15 <sup>th</sup> February, 2014 to 12 <sup>th</sup> November, 2016
A. Basic Salary: upto 6,30,000 per annum	A. Basic Salary: upto 8,40,000 per annum
B. House Rent Allowance: upto Rs. 3,15,000 per annum	B. House Rent Allowance: upto Rs. 4,20,000 per annum

  
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C. Following may be paid, subject to the overall consolidated maximum remuneration limit of Rs. 18,00,000/- (Rupees Eighteen Lacs Only) per annum:

- 1) Perquisites:
  - a) Medical reimbursement for self and family on actual
  - b) Provision of Car and driver
  - c) Leave travel assistance
- 2) Any other perquisites, amenities, benefits incentives and allowance which shall be payable in accordance with the Company policies.


C. Following may be paid, subject to the overall consolidated maximum remuneration limit of Rs. 24,00,000/- (Rupees Twenty Four Lacs Only) per annum:

- 1) Perquisites:
  - a) Medical reimbursement for self and family on actual
  - b) Provision of Car and driver
  - c) Leave travel assistance
- 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 absence or inadequate of profits in any financial year during the tenure of Mr. V. K. Dandona, as Whole Time Director of the Company, the Company shall pay him the remuneration as specified above as Minimum remuneration.

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

New Delhi  
Date: 25<sup>th</sup> April 2014

  
Shantanu Prakash  
Chairman

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