

Date : 15-09-2014

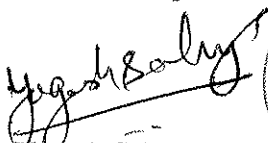
Mr. K Hari-The Manager Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051.	Corporate Services Department Bombay Stock Exchange Limited P.J Towers Dalal Street Mumbai - 400001
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Sub: 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 11th August 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

Address:- 3/206, Subhash Nagar, New Delhi-110027

Membership No:-A21916

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.educorp.com

Bangalore, Mumbai, Chennai, Hyderabad.

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Minutes of the Announcements of results of the Postal Ballot On 11th August 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 26th May, 2014 pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 for passing the following resolutions by postal ballot, was dispatched to the members of the Company on 08th July 2014.

Details of Resolutions proposed and were passed through postal ballot with requisite majority:

Resolution No. 1: Special Resolution:	To approve the loan, investment and corporate guarantee limit of company under Section 186 of the Companies Act, 2013 in body corporates other than M/s Educomp Infrastructure & School Management Ltd and M/s Edu Smart Services Private Limited
Resolution No. 2: Special Resolution:	To approve the loan, investment and corporate Guarantee limit of company U/S 186 of the Companies Act, 2013 in body corporate naming M/s Educomp Infrastructure & School Management Limited
Resolution No. 3: Special Resolution:	To approve the loan, investment and corporate guarantee limit of company U/S 186 of the Companies Act, 2013 in body corporate naming M/s Edu Smart Services Private Limited
Resolution No. 4: Special Resolution:	To approve the borrowing Limit U/S 180(1)(c) of the Companies Act, 2013
Resolution No. 5: Special Resolution:	To approve the limits U/S 180 (1) (a) of the Companies Act, 2013
Resolution No. 6: Special Resolution:	To approve the Corporate Debt Restructuring Scheme in relation to restructuring of the Company's debts
Resolution No. 7: Special Resolution:	To approve the Educomp Employee Stock Option Scheme 2014
Resolution No. 8: Special Resolution:	To approve the Educomp Employee Stock Option Scheme 2014 for subsidiaries
Resolution No. 9: Special Resolution:	To approve the conversion of the loan into equity share capital of the company
Resolution No. 11: Special Resolution:	To approve the transaction/agreement to be entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company to use the part of the property bearing 1211, Padma Tower-1, 5 Rajendra Place, New Delhi-110008
Resolution No. 12: Special Resolution:	To approve the agreement to be entered between the Company and Mr. Shantanu Prakash, related party to use the part of the property bearing Flat no. 35/1, H- Block, DLF Phase-1, Gurgaon


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Resolution No. 13: Special Resolution:	To approve and ratify the agreement entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company
Resolution No. 14: Special Resolution:	To approve and ratify the agreement entered between the Company and M/s Learning Links Foundation, related party
Resolution No. 15: Special Resolution:	To approve the Leave and License agreement to be entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company for the property Plot no 85, NSEZ, Noida
Resolution No. 16: Special Resolution:	To approve the Leave and License agreement to be entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company, for the property Flat no 204, 2nd Floor, Samparpan Premises, Co-Operative Society Ltd, New Link Road, Chakala, Andheri East, Mumbai- 400099
Resolution No. 17: Special Resolution:	To approve the Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company for the property Flat no 802, Padma Tower-1, 5 Rajendra Place, New Delhi-110008
Resolution No. 18: Special Resolution:	To approve the Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company, for the property Khasra No. 819, 1st Floor, K-2 Block, Near Apra Service Station Mahipalpur, New Delhi
Resolution No. 19: Special Resolution:	To approve the Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company, for the property Flat no 204, 2nd Floor, Samparpan Premises, Co-Operative Society Ltd, New Link Road, Chakala, Andheri East, Mumbai- 400099

Details of Resolution proposed and not approved/failed:

Resolution No. 10: Special Resolution:	To approve the transaction/agreement to be entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company for the purchase of educational content from M/s Educomp Learning Private Limited
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The Board of Directors on 26th May, 2014 appointed Mr. Abhishek Bansal, an Advocate 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 07th August, 2014 and to vote through e-voting on or before the closing of business hours of 07th August, 2014.


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After due scrutiny of all the postal ballot forms received by Mr. Abhishek Bansal up to the close of working hours of 07th August, 2014 and e-voting done by the members on or before the closing of business hours of 07th August, 2014 (being the last date fixed for return of the postal ballot forms duly filled in by the Members/ deactivation of e-voting), Mr. Abhishek Bansal submitted his report on 11th August, 2014 which is as follows:

Promo ter/ Public	No. of Shares held (1)	No. of valid votes casted (2)	% of votes Polled on outsta nding shares (3) [(2)/(1)]*100	No. of votes-in favour (4)	No. of votes- against (5)	% of votes in favour on votes Casted (6)=[(4)/(2)]* 100	% of votes again st on votes Casted (7)=[(5)/(2)]* 100
Resolution No. : 1 - Special Resolution to approve the loan, investment and corporate guarantee limit of company U/S 186 of the Companies Act, 2013 in body corporates other than M/s Educomp Infrastructure & School Management Ltd and M/s Edu Smart Services Private Limited.							
Result E- voting and Physic al Ballot Papers	122444668	67547445	55.17	66318348	1229097	98.18	1.82
Resolution No. : 2 - Special Resolution to approve the loan, investment and corporate Guarantee limit of company U/S 186 of the Companies Act, 2013 in body corporate naming M/s Educomp Infrastructure & School Management Limited							
Result, E- voting and Physic al Ballot Papers	122444668	67546410	55.16	67469214	77196	99.89	0.11
Resolution No. : 3 - Special Resolution to approve the loan, investment and corporate guarantee limit of c ompany U/S 186 of the Companies Act, 2013 in body corporate naming M/s Edu Smart Services Private Limited							

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Result E-voting and Physical Ballot Papers	122444668	67546285	55.16	66317641	1228644	98.18	1.8.
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Resolution No. : 4 - Special Resolution to approve the borrowing Limit U/S 180 (1) (c) the Companies Act, 2013.

Result E-voting and Physical Ballot Papers	122444668	67546940	55.17	67517170	29770	99.96	0.04
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Resolution No. : 5 - Special Resolution to approve the limits U/S 180 (1) (a) of Companies Act, 2013.

Result E-voting and Physical Ballot Papers	122444668	67546202	55.16	67517805	28621	99.96	0.04
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Resolution No. : 6 - Special Resolution to approve the Corporate Debt Restructuring Scheme in relation to restructuring of the Company debts.

Result E-voting and Physical Ballot Papers	122444668	67546810	55.17	67544719	2091	99.99	0.01
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Resolution No. : 7- Special Resolution to approve the Educomp Employee Stock Option Scheme 2014

Result
E-
voting
and
Physic
al
Ballot
Papers

122444668 67546530 55.16 66370941 1175589 98.26 1.74

Resolution No. : 8- Special Resolution to approve the Educomp Employee Stock Option Scheme 2014 for subsidiaries.

Result
E-
voting
and
Physic
al
Ballot
Papers

122444668 67547027 55.17 66367991 1179036 98.25 1.75

Resolution No. : 9- Special Resolution to approve the conversion of the loan into equity share capital of the company

Result
E-
voting
and
Physic
al
Ballot
Papers

122444668 67487469 55.12 67478729 8740 99.99 0.01

Resolution No. : 11 - Special Resolution to approve the transaction/agreement to be entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company to use the part of the property bearing 1211, Padma Tower -1, 5 Rajendra Place, New Delhi-110008.

Result
E-
voting
and

122444668 12707569 10.38 12696925 10644 99.92 0.08


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Physical Ballot Papers							
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Resolution No. : 12 - Special Resolution to approve the agreement to be entered betw
the Company and Mr. Shantanu Prakash, related party to use the part of the prop
bearing Flat no. 35/1, H-Block, DLF Phase-1, Gurgaon

Result E- voting and Physic al Ballot Papers	122444668	12706523	10.38	12694442	12081	99.90	0.1
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Resolution No. : 13 - Special Resolution to approve and ratify the agreement ente
between the Compan y and M/s Educomp Learning Private Limited, subsidiary of
company.

Result E- voting and Physic al Ballot Papers	122444668	12708170	10.38	12691359	16811	99.87	0.1
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Resolution No. : 14 - Special Resolution to approve and ratify the agreement ente
between the Company and M/s Learning Links Foundation, related party.

Result E- voting and Physic al Ballot Papers	122444668	12707475	10.38	12689365	18110	99.86	0.1
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Resolution No. : 15 - Special Resolution to approve the Leave and License agreemen
be entered between the Company and M/s Educomp Leaning Private Limited, subsid
of the company for the property Plot no 85, NSEZ, Noida.


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Result E-voting and Physical Ballot Papers	122444668	12708605	10.38	12697235	11370	99.91	0.09
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Resolution No. : 16- Special Resolution to approve the Leave and License agreement to be entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company for the property Flat no 204, 2 nd Floor, Samparpan Premises, Co - Operative Society Ltd, New Link Road, Chakala, Andheri East, Mumbai-400099.

Result E-voting and Physical Ballot Papers	122444668	12708745	10.38	12700936	7809	99.94	0.06
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Resolution No. : 17- Special Resolution to approve the Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company for the property Flat no 802, Padma Tower -1, 5 Rajendra Place, New Delhi-110008

Result E-voting and Physical Ballot Papers	122444668	12707445	10.38	12701076	6369	99.95	0.05
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Resolution No. : 18- Special Resolution to approve the Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company for the property Khasra No. 819, 1st Floor, K2 Block, Near Apra Service Station Mahipalpur, New Delhi.

Result E-voting and	122444668	12709890	10.38	12703416	6474	99.95	0.05
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Physical Ballot Papers							
Resolution No. : 19- Special Resolution to approve the Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company for the property Flat no 204, 2nd Floor, Samparpan Premises, Co -Operative Society Ltd, New Link Road, Chakala, Andheri East, Mumbai-400099							
Result E-voting and Physical Ballot Papers	122444668	12709490	10.38	12701736	7754	99.94	0.06

Details of Resolution proposed and were not passed due to the vote casted in favour was less than requisite majority:

Promoter / Public	No. of Shares held (1)	No. of valid votes casted (2)	% of votes Polled on outstanding shares (3) $[(2)/(1)] * 100$	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes Casted (6) $=[(4)/(2)] * 100$
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Resolution No. : 10 - Special Resolution to approve the transaction/agreement to be entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company for the purchase of educational content from M/s Educomp Learning Private Limited.

Result E-voting and Physical Ballot Papers	122444668	12707080	10.38	1507625	11199455	11.86
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In the absence of Mr. Shantanu Prakash, Chairman of the Company, Mr. Dhiraj Arora, under the authority of the Chairman, after receiving the scrutinizer's report announced that all the resolutions, except resolution no. 10, as set out in the Notice dated 26th May, 2014 were passed with requisite majority and directed that the

resolutions passed be recorded in the minute book recording the proceedings of general meetings of the members.

The resolutions duly approved and passed by the members, with requisite majority, are as under:

Resolution No. : 1 – Special Resolution

Approval for loan, investment and corporate guarantee limit of company U/S 186 of the Companies Act, 2013 in body corporates other than M/s Educomp Infrastructure & School Management Ltd and M/s Edu Smart Services Private Limited.

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval/ consent of other appropriate authorities, if any, the consent of the Company be and is hereby accorded to make loan(s) and/or give any guarantee(s) provide any security(ies) in connection with loan(s) made by any other person to, or to any other person and/or acquire, in one or more tranches, by way of subscription, purchase or otherwise the securities comprising of equity shares, convertible or non convertible preference shares or debentures, etc of any Body corporate (other than companies for which specific investment limit have been fixed and approved by the shareholders) upto a limit not exceeding Rs. 2000 Crore (Rupees Two Thousand Crores only) inclusive of existing investment, loan, corporate guarantee, security already made/ given to any Body Corporate(s) (other than companies for which specific investment limit have been fixed and approved by the shareholders) under the authority of the earlier resolutions passed by the members of the company;

RESOLVED FURTHER THAT the overall limit of loan(s) and/or guarantee(s)/ security (ies) in connection with loan(s) made to and/or investment by way of subscription, purchase or otherwise in the securities of any Body corporate pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) shall not exceed Rs. 7050 Crore (Rupees Seven Thousand Fifty Crore Only);

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.”



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Resolution No. 2 - Special Resolution**Approval for loan, investment and corporate Guarantee limit of company U/S 186 of the Companies Act, 2013 in body corporate naming M/s Educomp Infrastructure & School Management Limited**

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 (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, consent of the Company be and is hereby accorded to make investment, in one or more tranches, in M/s. 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 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. 3500 Crores (Rupees Three Thousand Five Hundred Crores only) inclusive of existing investment, loan, corporate guarantee, security already made/ given under the authority of the earlier resolutions passed by the members of the company;

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."

Resolution No. 3: Special Resolution**Approval for loan, investment and corporate guarantee limit of company U/S 186 of the Companies Act, 2013 in body corporate naming M/s Edu Smart Services Private Limited**

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 (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, consent of the Company be and is hereby accorded to make investment, in one or more tranches, in M/s. Edu Smart Services Private 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 in connection with a loan made by any other person to or to any other person by 'Edu Smart Services Private Limited' up to Rs. 1550 Crores



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(Rupees One Thousand Five Hundred Fifty Crores only) inclusive of existing investment, loan, corporate guarantee, security already made/given under the authority of the earlier resolutions passed by the members of the company;

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."

Resolution No. 4 - Special Resolution

Approve the Limits U/S 180(1)(c) of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company, be and is hereby accorded to the Board (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 borrow and raise such sum or sums of money or monies from time to time as may be required for the purpose of business of the Company notwithstanding that the money or monies to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of such borrowings shall not exceed Rs. 5000 Crores (Rupees Five Thousand Crores Only) at any point of time;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors or Committee or persons authorized by the Board be and are hereby authorized to finalize and execute any and all agreements and documents, papers, etc and also authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interest of the Company."

Resolution No. 5 - Special Resolution

Approve the limits U/S 180 (1) (a) of the Companies Act, 2013

"RESOLVED THAT pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for selling, leasing, mortgaging and/or charging or otherwise disposing of



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movable and/or immovable properties of the company, both present and future, including the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings by the Board and/or duly authorised committee thereof (hereinafter referred as 'Board') in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the company or any other entity availed/to be availed by way of loan(s) in foreign currency and/or rupee currency and securities comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instrument, issued/to be issued by the company or any other entity from time to time, subject to the limits approved under section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s), trustees, premium, (if any), on redemption all other costs, charges and expenses including any increase as a result of devaluation/revaluation/in the rates of exchange and all other monies payable by the company in terms of loan agreement(s), heads of agreement(s) debenture trust deed or any other document entered into/to be entered into between the company and the lender(s)/agent(s)/trustees, in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of directors or committee thereof and the lender(s) agent(s)/trustees;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors or Committee or persons authorized by the Board be and are hereby authorized to finalize and execute any and all agreements and documents, necessary for creating mortgage and / or charges as aforesaid and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interest of the Company."

Resolution No. 6 - Special Resolution

Approval of Corporate Debt Restructuring Scheme in relation to restructuring of the Company's debts

"RESOLVED THAT subject to applicable provisions of the Companies Act, 2013, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, listing agreements entered into with stock exchanges on which the shares of the Company are listed, the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India ("RBI") and any other regulatory authority (including but not limited to Securities and Exchange Board of India ("SEBI")), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to SEBI, the


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except the Promoter or any other person belonging to the Promoters Group and Independent Directors such number of Equity Shares and/or equity linked instruments or Securities which could give rise to the issue of Equity Shares (hereinafter collectively referred to as "Securities") of the Company initially not exceeding 50,00,000 (Fifty Lacs only) options convertible into 50,00,000 equity shares of face value of Rs. 2/- each fully paid up (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time) at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Guidelines or other applicable provisions of any law as may be prevailing at the relevant date;

RESOLVED FURTHER THAT the limits 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) stock options per Director;

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect any scheme (hereinafter referred to as "the ESOP Scheme-2014") on such terms and conditions as contained in the relevant Explanatory Statement to this notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the scheme from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule or to suspend, withdraw or revive the ESOP Scheme-2014;

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted as stated aforesaid shall rank pari-passu with all the then existing equity shareholders of the Company for all purposes.

RESOLVED FURTHER THAT as required, the Company shall conform with the accounting policies as contained in the ESOS & ESPS Guidelines in force from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOP Scheme-2014 in the Stock Exchanges where the securities of the Company are listed as per provisions of the Listing Agreement with the Concerned Stock Exchanges and other applicable guidelines, rules and regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time or to suspend, withdraw or revise the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matter and things as it may in its absolute discretion deem fit or necessary or desirable 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 the Board to secure any further consent or approval of the Members."


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Corporate Debt Restructuring Empowered Group (the "CDR EG"), RBI, Government of India, etc.), which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the Company hereby authorises, confirms, approves and ratify the corporate debt restructuring scheme (CDR Package) as approved by CDR EG vide the letter of approval dated February 28, 2014 ("CDR LOA") bearing reference number BY.CDR(SSA)/No.1079/2013-14 and modified by reviewed letter of Restructuring Package approved in the CDR system dated March 19, 2014 ("CDR RLOA") bearing reference number BY.CDR(SSA)/No.1143/2013-14 issued by Corporate Debt Restructuring Cell (CDR Cell) to the lenders whose loans are being restructured under the CDR Package (CDR Lenders);

RESOLVED FURTHER THAT the Board and / or any person authorised by the Board in respect thereof from time to time, be and is hereby authorised on behalf of the Company to (i) discuss, negotiate, amend, if required, the terms of the CDR LOA and CDR RLOA in the manner as may be approved by and between the Company and the CDR Lenders, (ii) negotiate, finalize and execute all documents required to be executed pursuant to CDR LOA, th CDR RLOA and Master Restructuring Agreement (MRA) dated 25th March 2014 executed between the Company and the CDR Lenders(iii) amend the MRA and other documents if required in future, executed in the matter, (iv) implement the CDR LOA, CDR RLOA and the MRA, on the basis of the terms set out in the CDR LOA, CDR RLOA and the MRA, as may be agreed between the respective parties, and; (v) execute the necessary documents for the same including, inter-alia, issuance of equity shares or any other securities to persons in terms of the CDR LOA, CDR RLOA and the MRA."

Resolution No. 7 - Special Resolution

Approval of the Educomp Employee Stock Option Scheme 2014

"**RESOLVED THAT** pursuant to provisions of the Section 62 and applicable rules of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended from time to time, the Reserve Bank of India or any relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed by them while granting such permissions, consents, authority, if any, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee including Nomination and Remuneration committee of the Board) to frame the proposed Employees Stock Option Scheme 2014 and to create, issue, offer and allot in one or more tranches under the said proposed Employees Stock Option Scheme 2014 at any time to the present and/or future permanent employees of the Company



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Resolution No. 8 - Special Resolution

Approval of the Educomp Employee Stock Option Scheme 2014 for subsidiaries

“RESOLVED THAT the benefits of the Employee Stock Option Scheme 2014 proposed under Resolution No. 7 of this Notice and as approved by the Members, be extended to such present and future permanent employees including Managing Director/Whole-Time 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.”

Resolution No. 9 - Special Resolution

Approval of the conversion of the loan into equity share capital of the company

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactments thereof), the regulations/guidelines, if any, issued/prescribed by the Government of India, Securities Exchange Board of India (SEBI) and Reserve Bank of India (RBI), and in accordance with the relevant provisions of Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the respective stock exchanges where the equity shares of the Company are listed, and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals of relevant statutory/governmental authorities as may be required, the consent, authority and approval of the Company be and is hereby accorded for the allotment of such number of equity shares of the face value of Rs. 2/- each (Rupees Two Only) to the Corporate Debt Restructuring Lenders and the Corporate Lenders (collectively referred to as the “CDR Lenders”) upon the exercise of the right of the CDR Lenders/ Monitoring Institution to convert certain outstanding credit facilities granted by the CDR Lenders which shall not exceed the amount of principal and interest outstanding as on the date of conversion, in accordance with the terms of the Scheme of Corporate Debt Restructuring approved by the Corporate Debt Restructuring Empowered Group (CDR-EG), at its meeting held on February 17, 2014, and communicated to the Company by the Corporate Debt Restructuring Cell vide Letter of Approval dated February 28, 2014 bearing reference number BY.CDR(SSA)/No.1079/2013-14 and amendment letter dated March 19, 2014 bearing reference number BY.CDR(SSA)/No.1143/2013-14, (collectively referred to as the “CDR LOA”) at price as per the Security Exchange Board of India (“SEBI”) rules and regulations and the applicable provisions of the Companies Act, 2013 as amended from time to time and the Master Restructuring Agreement dated 25th March 2014 , as amended from time to time, entered inter-alia between the



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Company and the CDR Lenders, on the exercise by the CDR Lenders of the Option to convert the whole or part of their loans;

The conversion by the CDR Lenders shall be in accordance with the following conditions:

(i) On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up equity shares to the CDR lenders and such CDR Lenders shall accept the same in satisfaction of the loans of the CDR Lenders so converted, as envisaged under the CDR LOA;

(ii) The part of the said loans so converted shall cease to carry interest as from the date of conversion and the said loans shall stand correspondingly reduced. Upon such conversion, the repayment installments payable after the date of conversion as per the CDR LOA shall stand reduced proportionately by the amounts of the said loan so converted;

(iii) The equity shares so allotted and issued to the CDR Lender(s) shall rank pari passu with the existing Equity Shares of the Company in all respects, inter-alia, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company;

(iv) In the event that the CDR Lenders or any of the CDR Lender exercise the conversion right as aforesaid, the Company shall, at its cost, apply to the stock exchanges where the shares of the company are listed for the listing of the equity shares issued to the CDR lenders as a result of the conversion and get the same listed immediately; and

(v) In the event, the CDR Lenders or any of the CDR Lender exercise its right to sell such shares issued in terms of the conversion their loan into equity share of the company, the CDR Lenders shall offer the right of first refusal (ROFR), to buy such shares, to the Promoter.

RESOLVED FURTHER THAT Director(s) of the Company and/or any person authorized by the board be and are hereby severally authorized to sign, execute, exchange necessary application, documents, papers etc and to do any other acts, things and deeds as may be required for the said purpose."

Resolution No.11 - Special Resolution

Approval of the transaction/agreement to be entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company to use the part of the property bearing 1211, Padma Tower-1, 5 Rajendra Place, New Delhi-110008

"RESOLVED THAT pursuant to provisions of Section 188 and any other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be


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necessary, the Consent of the Company be and is hereby accorded to enter into leave and license agreement, with Educomp Learning Private Limited, subsidiary of the company, to allow to use the part of the leased property bearing 1211, Padma Tower-1, 5 Rajendra Place, New Delhi-110008 on the following term(s) & condition(s):

S.no.	Period of Contract/agreement	Contract value proposed (Amount in Rupees)
1	For a period of 11 month w.e.f. 01 st September 2014, which shall be further renewed, at the option of the Licensee, for four more terms of 11 months each	The license fee shall be Rs. 10000/- per month (plus applicable taxes, if any) during the currency of the agreement, including on the renewal of the agreement.

RESOLVED FURTHER THAT Board of Directors or any other person duly authorized by the board of directors 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."

Resolution No.12 - Special Resolution

Approval of the agreement to be entered between the Company and Mr. Shantanu Prakash, related party to use the part of the property bearing Flat no. 35/1, H-Block, DLF Phase-1, Gurgaon

"RESOLVED THAT pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the Consent of the Company be and is hereby accorded to enter into Leave and License agreement, with Mr. Shantanu Prakash, related party, to use the part of the property bearing Flat no. 35/1, H-Block, DLF Phase-1, Gurgaon on the following term(s) & condition(s):

S.no.	Period of Contract/agreement	Contract value proposed (Amount in Rupees)
1	For a period of 11 month w.e.f. 01 st January 2015, which shall be further renewed, at the option of the Licensee, for four more terms of 11 months each	(i) The license fee shall be Rs. 69,000/- per month (plus applicable taxes, if any) during the currency of the agreement, including on the renewal of the agreement. (ii) An amount of Rs. 1,38,000/- (Rupees One Lakh Thirty Eight Thousand Only) equivalent to Two (2) months rent as security deposit (interest free) and the same is refundable only at the time of vacation of the premises.



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RESOLVED FURTHER THAT Board of Directors or any other person duly authorized by the board of directors 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."

Resolution No.13 - Special Resolution

Approved and ratify the agreement entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 1956 and also the applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the members of the Company do hereby confirm, ratify and approve the contract entered with Educomp Learning Private Limited, subsidiary of the company, for availing the services relating to educational content during the period starting from 30.07.2013 to 29.07.2014 for the value not exceeding Rs. 5 Crores (Rupees Five Crores only) in accordance with the approval granted under Section 297 of the Companies Act 1956 by the Ministry of Corporate Affairs vide letter No. 4/398/T-1/2013/D/7405 dated 28th October, 2013.

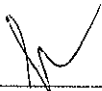
RESOLVED FURTHER THAT the board of Director(s) of the company, be and are hereby severally authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

Resolution No.14 - Special Resolution

Approved and ratify the agreement entered between the Company and M/s Learning Links Foundation, related party

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 1956 and also the applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the members of the Company do hereby confirm, ratify and approve the contract entered with Learning Links Foundation, for providing training to teachers/students in various state government schools during the period starting from 30.07.2013 to 29.07.2014 for the value not exceeding Rs. 6 Crores (Rupees Six Crores only) in accordance with the approval granted under Section 297 of the Companies Act 1956 by the Ministry of Corporate Affairs vide letter No. 4/397/T-1/2013/D/7404 dated 28th October, 2013.

RESOLVED FURTHER THAT the board of director(s) of the company, be and are hereby severally 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."



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Resolution No.15 - Special Resolution**Approval of the Leave and License agreement to be entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company for the property Plot no 85, NSEZ, Noida**

"RESOLVED THAT pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the Consent of the Company be and is hereby accorded to enter into Leave and License agreement, with Educomp Learning Private Limited, subsidiary of the company, to use the part of property No. 85, NSEZ, Noida on the following term(s) & condition(s):

S.no.	Period of Contract/agreement	Contract value proposed (Amount in Rupees)
1	For a period of 11 month w.e.f. 01 st December 2014, which shall be further renewed, at the option of the Licensee, for four more terms of 11 months each	The license fee shall be Rs. 13750/- per month (plus applicable taxes, if any) during the currency of the agreement, including on the renewal of the agreement.

RESOLVED FURTHER THAT Board of Directors or any other person duly authorized by the board of directors 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."

Resolution No.16 - Special Resolution**Approval of Leave and License agreement to be entered between the Company and M/s Educomp Learning Private Limited, subsidiary of the company, for the property Flat no 204, 2nd Floor, Samparpan Premises, Co-Operative Society Ltd, New Link Road, Chakala, Andheri East, Mumbai- 400099**

"RESOLVED THAT pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the Consent of the Company be and is hereby accorded to enter into Leave and License agreement, with Educomp Learning Private Limited, subsidiary of the company, to use the part of property Flat no 204, 2nd Floor, Samparpan Premises, Co-Operative Society Ltd, New Link Road, Chakala, Andheri East, Mumbai-400099 on the following term(s) & condition(s):


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S.no.	Period of Contract/agreement	Contract value proposed (Amount in Rupees)
1	For a period of 11 month w.e.f. 01 st September 2014, which shall be further renewed, at the option of the Licensee, for four more terms of 11 months each	The license fee shall be Rs. 10000/- per month (plus applicable taxes, if any) during the currency of the agreement, including on the renewal of the agreement.

RESOLVED FURTHER THAT Board of Directors or any other person duly authorized by the board of directors 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."

Resolution No.17 - Special Resolution

Approval of Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company for the property Flat no 802, Padma Tower-1, 5 Rajendra Place, New Delhi-110008

"**RESOLVED THAT** pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the Consent of the Company be and is hereby accorded to enter into Leave and License agreement, with Edu Smart Services Private Limited, subsidiary of the company, to allow to use the part of leased property 802, Padma Tower-1, 5 Rajendra Place, New Delhi- 110008 on the following term(s) & condition(s):

S.no.	Period of Contract/agreement	Contract value proposed (Amount in Rupees)
1	For a period of 11 month w.e.f. 01 st July 2014, which shall be further renewed, at the option of the Licensee, for four more terms of 11 months each	The license fee shall be Rs. 15000/- (plus applicable taxes, if any) per month during the currency of the agreement, including on the renewal of the agreement.

RESOLVED FURTHER THAT Board of Directors or any other person duly authorized by the board of directors 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."


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Resolution No.18 - Special Resolution

Approval of Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company, for the property Khasra No. 819, 1st Floor, K-2 Block, Near Apra Service Station Mahipalpur, New Delhi

"RESOLVED THAT pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the Consent of the Company be and is hereby accorded to enter into Leave and License agreement, with Edu Smart Services Private Limited, subsidiary of the company, to allow to use the part of leased property Khasra No. 819, 1st Floor, K-2 Block, Near Apra Service Station Mahipalpur New Delhi on the following term(s) & condition(s):

S.no.	Period of Contract/agreement	Contract value proposed (Amount in Rupees)
1	For a period of 11 month w.e.f. 01 st July 2014, which shall be further renewed, at the option of the Licensee, for four more terms of 11 months each	The license fee shall be Rs. 5000/- (plus applicable taxes, if any) per month during the currency of the agreement, including on the renewal of the agreement.

RESOLVED FURTHER THAT Board of Directors or any other person duly authorized by the board of directors 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."

Resolution No.19 - Special Resolution

Approval of Leave and License agreement to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company, for the property Flat no 204, 2nd Floor, Samparpan Premises, Co-Operative Society Ltd, New Link Road, Chakala, Andheri East, Mumbai- 400099

"RESOLVED THAT pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the Consent of the Company be and is hereby accorded to enter into Leave and License agreement, with Edu Smart nd Services Private Limited, subsidiary of the company, to allow to use the part of leased property Flat no 204, 2 Floor, Samparpan Premises, Co- Operative Society Ltd, New Link Road, Chakala, Andheri East, Mumbai-400099 on the following term(s) & condition(s):



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S.no.	Period of Contract/agreement	Contract value proposed (Amount in Rupees)
1	For a period of 11 month w.e.f. 01 st July 2014, which shall be further renewed, at the option of the Licensee, for four more terms of 11 months each	The license fee shall be Rs. 10,000/- (plus applicable taxes, if any) per month during the currency of the agreement, including on the renewal of the agreement.

RESOLVED FURTHER THAT Board of Directors or any other person duly authorized by the board of directors 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."


Shantanu Prakash
 Chairman

Place:- New Delhi
 Date:-09th September 2014

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