

06-09-2016

Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1 G - Block, Bandra Kurla Complex, Mumbai-51	Corporate Service Department Bombay Stock Exchange Limited P.J Towers, Dalal Street Mumbai - 1
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Dear Sir/Mam

Sub: Annual General Meeting Notice – Cut Off date for E-Voting & Intimation of Book Closure

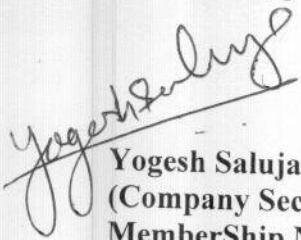
We would like to inform that the 22nd Annual General Meeting (“AGM”) of the company is Scheduled to be held on Friday, 30th September, 2016 at 3:30 P.M at Sri Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi- 110003. Notice of AGM is attached herewith for your reference.

Further, relating to the AGM of the Company you are requested to take on record the following:-

1. For the Purpose of exercising e-voting facility, the cut-off date shall be Friday, 23rd September 2016.
2. The Register of Members and Share Transfer Books shall remain closed form Friday, 23rd September 2016 to 30th September, 2016 (both days inclusive).

This is for your information and record.

For Educomp Solutions Limited



Yogesh Saluja

(Company Secretary)

MemberShip No:- A21916

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



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
Bangalore, Mumbai, Chennai, Hyderabad.

EDUCOMP SOLUTIONS LIMITED

Regd. Office: 1211, Padma Tower 1, 5, Rajendra Place, New Delhi-110008

Corporate Identity Number: L74999DL1994PLC061353

Tel.: 91-11-25755920. Fax: 91-11-25766775.

Website: www.educomp.com • email: investor.services@educomp.com

Notice of Annual General Meeting

NOTICE is hereby given that Twenty Second Annual General Meeting of the Members of **Educomp Solutions Limited (“the Company”)** will be held on Friday, 30th September, 2016 at 3:30 P.M. at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, New Delhi- 110003 to transact the following businesses:

ORDINARY BUSINESS**ITEM NO. 1:**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016, including Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

ITEM NO. 2:

To appoint a Director in place of Shri. Shantanu Prakash (DIN: 00983057), who retires from office by rotation, and being eligible, offers himself for re-appointment

ITEM NO. 3:

To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and any other applicable rules, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), pursuant to the recommendations of the Audit Committee, the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W), as the Statutory Auditors of the Company be and is hereby ratified by the members of the Company from the conclusion of this Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company to be held in the year 2017, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS**ITEM NO. 4**

TO APPROVE THE RE-APPOINTMENT AND REMUNERATION OF MR. VINOD KUMAR DANDONA, (DIN:06730804) WHOLE TIME DIRECTOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO GIVE THE ASSENT/DISSENT, TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and Schedule V to the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Rules made there under to the extent applicable and provisions of the Articles of Association of the Company and subject to approval of the Central Government or any other approval, as may be required, under any other enactment or law for the time being in force, if any, the consent of members of the Company be and is hereby accorded for the re-appointment of Mr. Vinod Kumar Dandona as the Whole Time Director of the Company for a further period of three years with effect from November 13, 2016, on a remuneration of Rs. 2,25,209/- (Rupees Two Lacs Twenty Five Thousand Two Hundred Nine only) per month (consisting of consolidated salary, various allowances, perquisites, all other benefits and performance incentive) to Mr. Vinod Kumar Dandona, Whole Time Director of the Company for the period from November 13, 2016 upto November 12, 2019; and the said remuneration limit inter-alia consisting of, but not limited to, the following basic features:

- A. Basic salary:-**upto Rs. 1 Lac per month
- B. House Rent Allowance**
- C. Following may be paid, subject to the overall consolidated maximum remuneration limit of Rs. 2,25,209/- (Rupees Two Lacs Twenty Five Thousand Two Hundred Nine only) per month, in accordance with the Company policy:**
- 1) Perquisites:**
 - a) Medical reimbursement for self and family on actual;
 - b) Leave encashment as per Company's policy;
 - c) Provision of car and telephones at residence for use on Company's business will not be treated as perquisites (Personal Long distance calls shall be billed by the Company);
 - 2) Any other perquisites, amenities, benefits incentives and allowance which shall be payable in accordance with the Company policies.**

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits in any financial year during the tenure of Mr. Vinod Kumar Dandona, as

Whole Time Director of the Company, subject to approval of Central Government and all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company shall pay him the remuneration as specified above as Minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time, to the extent the Board of Directors may deem appropriate provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard and to appear, represent the company before the appropriate authority and to sign, verify, execute, submit, collect, amend on behalf of the company any form, document, application, affidavit, undertaking, power of attorney and other papers as may be required in this regard and to authorize, appoint, nominate any advocate, practicing Company Secretary or any other person to represent the company and to do all such acts, things, deeds, as may be incidental and necessary thereto”.

ITEM NO. 5

TO APPROVE AND RATIFY THE REMUNERATION OF M/S AHUJA SUNNY & CO., COST ACCOUNTANTS OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Audit and Auditors) Rules, 2014, (including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, of the Act, M/s. Ahuja Sunny & Co., Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2016-17, be paid a remuneration of Rs. 1,40,000/- (Rupees One Lac Forty Thousand only) per annum (plus applicable taxes) and out of pocket expenses that may be incurred;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

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

Date: August 12, 2016

Place: Gurgaon

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (the Act) in respect of the business under Item Nos. 4 to 5 of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF MEETING.**
3. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting right. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 23, 2016 to Friday, September 30, 2016 (both days inclusive). The cut-off date to determine the eligibility of voting through electronic means and at the AGM is Friday, September 23, 2016.
5. Members/ Proxies should bring the attendance slip/ E-voting form duly filled in and signed for attending the Meeting. Members may please note that briefcase, bag, mobile phone, and/or eatables shall not be allowed to be taken inside the hall for security reasons.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Statutory Registers required to be kept open for inspection under the Act read with rules made thereunder at AGM of the Company, will be available for inspection by the members at the AGM.
8. Members holding shares in physical form are requested to intimate change in their address/bank details/NECS (National Electronic Clearing Services) mandate, if any, immediately to the Company's Registrar and Share Transfer Agent i.e. Link Intime India Private Limited, 44, Community

Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028. Members holding shares in electronic form must intimate the change in their address/bank details/NECS (National Electronic Clearing Services) mandate, if any, to their respective Depository Participant.

9. Members desirous of seeking any information relating to the annexed Annual Audited Financial Statements of the Company for the financial year ended March 31, 2016, may write to the Company at 1211, Padma Tower-1, 5 Rajendra Place, New Delhi-110008, for the attention of Mr. Yogesh Saluja, Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
10. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the required form SH-13 and send the same to the office of the Registrar and Share Transfer Agent of the Company. In respect of shares held in demat/electronic form, the nomination form may be filed with the respective Depository Participant. Form SH-13 can be obtained from the Company by sending a request.
11. In terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, soft copy of full Annual Report is being sent by electronic mode to those member whose e-mail addresses are registered with the Company/Depository Participant(s), unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

The Notice of the 22nd AGM and instructions for remote e-voting, along with the Attendance Slip/ E-Voting form and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the 22nd AGM and the Annual Report for the financial year 2015-16 will be available on the Company's website, www.educomp.com. The physical copies of the aforesaid documents will also be available at the Company's registered office as well as the Corporate Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries or grievances, may write to us at : investor.services@educomp.com or may write to Mr. Swapan Kumar Naskar, Address:- Link Intime India Private Limited, Registrar and Share Transfer Agent (RTA), 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028.

12. The Shareholders who have not registered their e-mail address(es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Link Intime India Private Limited by writing to Mr. Swapan Kumar Naskar, Address:- Link Intime India Private Limited Registrar and Share Transfer Agent (RTA), 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028.
13. Pursuant to the provisions of Section 124 & 125 of Companies Act, 2013 (Corresponding to 205A and 205C of the Companies Act, 1956), and pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 28, 2015 (date of last Annual General Meeting) on the website of the Company (www.educomp.com). Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund. Members/Persons who have not yet encashed their dividend warrant(s), which are not time bared, are requested to make their claims without any delay.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Link Intime India Private Limited.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and a copy/ ies thereof shall be open for inspection at the Corporate Office of the Company during normal business hours (09.30 am to 5.00 pm) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
16. The Certificate from the Auditors of the Company, certifying that the Employees Stock Option Schemes of the Company are being implemented in accordance with the SEBI (Share Based Benefit Schemes) Regulations, 2014 and in accordance with the resolutions of the general body, will be available for inspection to the Members at the Meeting.
17. In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility of voting through electronic means from a place other than the venue of AGM ("remote e-voting") on all the resolutions set forth in this notice. In this regard, the Company has agreement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to enable the shareholders to cast their votes electronically. Remote e-voting is optional.
18. For the members who do not have access or cast their votes by remote e-voting, facility for voting through polling paper shall be provided at the AGM and members attending the meeting who have not already cast their votes by remote e-voting shall be able to cast their votes at the AGM. However, the members who have cast their votes by remote e-voting prior to the date of the AGM may also attend the meeting but shall not be entitled to cast their vote again.
19. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through polling paper will not be considered.
20. Brief profile of all the Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships / chairmanships of other board committees, shareholding (both own or held by / for other

persons on a beneficial basis) in the Company and relationship between directors inter-se, as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and informations as required under Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government, is annexed to the Notice.

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

I The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, September 27 (09:00 A.M IST), 2016 and ends on Thursday, September 29, 2016 (05:00 P.M IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Friday, September 23, 2016 may cast their vote through remote e-voting (e-voting) and at the end of e-voting period, the facility shall forthwith be blocked.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> (Educomp Solutions Limited) on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II other Instructions

- (i) A person, whose name is recorded, in the register of members or in the register of beneficial owners maintained by the depositories, as on the cut-off date i.e., Friday, 23rd September, 2016 only shall be entitled to avail the facility of remote e-voting or vote, as the case may be, at the AGM through poll. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
- (ii) The voting rights (for voting through remote e-voting as well as poll) of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being Friday, 23rd September, 2016.
- (iii) A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- (iv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (v) The Board of Directors has **appointed Mr. Sanjay Grover, (CP No. 3850) Managing Partner or failing him Mr. Devesh Kumar Vasisht (CP No. 13700) Partner of M/s Sanjay Grover & Associate, Company Secretaries**, as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by polling paper and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses who are not in employment of the Company.
- Thereafter, the Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or any Director authorized by him in writing. The Results on the resolutions set forth in notice shall be declared after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any Director authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (vi) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.educomp.com) and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited.
- (vii) Attendance Slip, Proxy Form and Route Map showing directions to reach to the venue of the 22nd AGM along with prominent land mark is given at the end of the Notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4

Mr. Vinod Kumar Dandona was appointed as Whole Time Director of the Company for a period of 3 years i.e. November 13, 2013 to November 12, 2016 as per provisions of Section 269 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, by the shareholders of the company.

The remuneration for the aforesaid period was also, subject to central government approval, re-approved by the shareholders in the annual general meeting of the company held on September 28, 2015.

As the existing term of Mr. Vinod Kumar Dandona, as Whole Time Director of the company will be expired on November 12, 2016 and in terms of the provisions of the Section 196 of the Companies Act, 2013, any Whole Time Director of the company may be re-appointed for the further period whose term is going to be expired within one year.

In view of the same and also in terms of the applicable provisions of the Companies Act, 2013, it is proposed to re-appoint Mr. Vinod Kumar Dandona as Whole Time Director of the company for the further tenure of three (3) years i.e. from November 13, 2016 to November 12, 2019 and subject to necessary approval, during the said tenure to make the payment of remuneration, for the period as specified in item no. 4, as minimum remuneration to Mr. Vinod Kumar Dandona, Whole Time Director of the Company exceeds/may exceed the ceiling limit laid down in Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013. In pursuance of the same, Shareholders approval vide Special Resolution(s) is requested for the re-appointment of Mr. Vinod Kumar Dandona, Whole Time Director and also for the payment of remuneration as specified in item no. 4 of the accompanying notice.

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

- (1) Nature of Industry: Education
- (2) Date or expected date of Commencement of commercial Production : Not Applicable
- (3) In case of new Companies, expected date of Commencement of activities as per project approved by Financial Institutions appearing in the Prospectus: Not Applicable
- (4) Financial Performance: Financial parameters of the Company for the last five financial years:

(Rupees in millions)

Financial Years	2011-12	2012-13	2013-14	2014-15	2015-16
Turnover (Net)	10,765.12	7,331.10	2822.95	1981.75	2009.89
Profit/(Loss) before tax	2,444.80	(489.76)	(3319.28)	(11,654.39)	(3624.29)
Net Profit/(Loss)	1,889.03	(407.20)	(3122.30)	(11,654.39)	(3433.38)
Paid-up share capital	192.13	244.81	244.88	244.93	244.93
Reserve & Surplus	18,042.51	19,608.91	16520.39	4,647.57	1058.61
Rate of dividend (%)	15.00	NIL	NIL	NIL	NIL

- (5) Foreign Investments or Collaborators, if any: The Company has no direct foreign collaboration.

The total Equity Shares held by Foreign Institutional Investors (FIIs) and Foreign Body Corporate are 20,23,811 Equity Shares of Rs 2/- each which constitutes 1.65% of the Paid up Equity Share Capital of the Company as on 31st March, 2016.

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Mr. Vinod Kumar Dandona

Sh. Vinod Kumar Dandona, was initially appointed as Consultant/ Advisor (Vice -President) on 01st September, 2010 and later designated as Sr. Vice President, Director-Corporate Affairs of M/S Educomp Solutions Ltd (ESL) Mr. Vinod Kumar Dandona, was brought in the ESL in Sept' 2010 immediately after his superannuation. A highly decorated Police officer with Police medals awarded by the Hon'ble Prime Minister /President of India for 37 years of highly eventful, meritorious and distinguished service, having served all over the country handling crisis managements and multiple tasks of highly classified nature had been his strong forte, besides invaluable experience of tackling political and Bureaucratic machinery of the States/

Govt. of India.

(2) Past Remuneration:

Mr. Vinod Kumar Dandona

The details of aggregate Salary, Perquisites and Allowances and other retrial benefits paid to Mr. Vinod Kumar Dandona appointed as Whole Time Director of the company w.e.f. November 13, 2013, subject to necessary approvals, in the last four financial years are as given below:

(Amount in Rupees)

Financial Year	Mr. Vinod Kumar Dandona, Whole Time Director*
2012-13	NIL*
2013-14	Rs. 0.84 Million**
2014-15	Rs. 2.47 Million**
2015-16#	Rs. 0.45 Million**

*The details with regard to Past Remuneration for the FY 2012-13 are not applicable for Mr. Vinod Kumar Dandona as Mr. Vinod Kumar Dandona was appointed as a Whole Time Director of the Company w.e.f. November 13, 2013.

**The said amount does not include the provision made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

The said remuneration paid shall be only for the two months i.e April and May 2015.

(3) Recognition/Awards:

Mr. Vinod Kumar Dandona

- ❖ Awarded Indian Police Medal for Meritorious Services on Independence Day i.e. 15th Aug. 1994.
- ❖ Awarded 26 Commendation Letters from DsG& other senior officers, HM, MOS (IS) & MOS (PP), MHA/GOI. Also Received 138 appreciation letters from 1973 till date i.e. March 2010 from DsG, IsG/DIsG, HM & other Senior Officers.
- ❖ Earned appreciation letters from media and elite citizens of Dehradun (Uttarakhand) with a prestigious award of DOONRATNA for the year 1998-99 for coordinating/undertaking rescue and relief operations during earthquakes in May/June 1999 in Distt: Chamoli (Gwl) of Uttarakhand.

(4) Job Profile and Suitability:

Mr. Vinod Kumar Dandona

Mr. Vinod Kumar Dandona, is a highly decorated Police officer with Police medals awarded by the Hon'ble Prime Minister / President of India for 37 years of highly eventful, meritorious and distinguished service, having served all over the country handling crisis managements and multiple tasks of highly classified nature had been his strong forte, besides invaluable experience of tackling political and Bureaucratic machinery of the States / Govt. of India. He retired from service as the Inspector General of Police (IG) Devoid of such experience and knowledge, the ESL brought him to accomplish and meet the following organizational expectations:-

- a. To advise on day-to-day administrative and various legal problems concerning approx. 14,000+ employees deployed in / over 14,000 schools in the NCR, 18 States and 2 Union Territories across length and breadth of the country. Political and Executive liasoning at highest / appropriate levels and bridging them with the Company for its business development and multifarious interests.
- b. Handling rogue clients, habitual debtors and intentional defaulters / offenders in recovering huge sums of money of the Company.
- c. Any other matter requiring seasoned and matured approach to handle various complicated issues with or without interference of the Police or Bureaucratic hierarchy at the highest levels of administration.
- d. Expediting investigations of thefts as well as petty / major white-collar crimes within the Company directly or through police channels, recovery of company stores, hardware, money, etc.; having matters closed, managing NTRs/NOCs & final reports (FRs) and realization of claims from various insurance companies.
- e. Security & safety of all buildings, schools, ware houses, reorganization of security staff and ensuring cost cuttings as well as implementation of preventative measures to avoid pilferages.

The untiring, sincere, dedicated and focused approach exhibited by Mr. Vinod Kumar Dandona for well-being of the Company and his endeavors in contributing to improve its financial health has proved of great asset value to the Company.

(5) Remuneration proposed: As disclosed in resolution proposed in Item No. 4

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

Mr. Vinod Kumar Dandona, retired Inspector general of police, having 37 years of highly eventful, meritorious and distinguished service, having served all over the country handling crisis managements and multiple tasks of highly classified nature had been his strong forte, besides invaluable experience of tackling political and Bureaucratic machinery of the States / Govt. of India. Thus the Nomination and Remuneration Committee of our Board and the Board of Directors felt that the remuneration proposed to them is reasonable.

In view of the above, Nomination and Remuneration Committee of the Board and the Board of Directors after considering the size of the Industry in which the Company operates, the challenging and competitive business environment, the size of the Company, the business acumen and dynamism expected in discharge of the role of the Mr. Vinod Kumar Dandona had approved the existing remuneration. Further the existing increment in the remuneration stated at the resolution and the explanatory statement is commensurate to prevailing levels in the industry and thereby is fit and more than justified for payment to him.

7) Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:

Mr. Vinod Kumar Dandona, Whole Time Director, does not have any pecuniary relationship except as to office of Whole Time Director, directly or indirectly, with the Company or relationship with Managerial Person.

III OTHER INFORMATION:

(1) Reasons for loss or inadequate profits:

The education sector presented a huge potential for the company and the company embarked on an aggressive growth path given that it was pioneer in this area. The company equipped 11,000, 27,000 and 40,000 classes with its Smart Class product in FY 2009-10, FY 2010-11 and FY 2011-12 respectively and maintained its leadership position in the market. However, during this period of high growth, the Company could not implement the projects in timely manner resulting in higher implementation and finance costs that adversely affected liquidity and profitability of the company. Further as the Company pays substantial amount upfront in implementation of contract, delayed payment by debtors has adversely impacted the cash flows of the company coupled with delayed payment cycle from government schools under ICT program. Investment in education companies with long gestation period also takes longer time to provide adequate return.

(2) Steps taken or proposed to be taken for improvement :

From the beginning of FY 2012-13, the Company has been in a phase of consolidation. Company is focusing its energies on operational efficiencies, strengthening our balance sheet, focusing on cash flows and launching new products and services through existing sales and distribution network.

Given the changed business environment, the Company has focused on cost management. Company has already begun the process of exiting non-core businesses and in addition company has closed loss making businesses which should also help improve our operating performance.

Company is also working on streamlining its operations, integrating technology into the supply chain and servicing components to replace and optimize our existing cost structure. During previous years, company has undertaken specific measures in K-12 business wherein corporate expenses have been reduced by more than 50%.

The Company hopes that these concrete measures would show signs of recovery in the Company's growth path.

(3) Expected increase in productivity and profits in measurable terms:

During the previous years the company began with the aim of repositioning the company to its original leadership position in the education market in India. Enormous efforts were made towards re-building the sales efforts which were impaired during our financial distress in the previous year(s), as well as in improving operational efficiencies and cash flows. The company has made significant inroads towards implementing these strategies.

Further, the theme for upcoming financial years is to continue focusing on improving the business operations of Smartclass and K-12 businesses, and in driving collections of its legacy receivables (including delinquent contracts). At the same time, the Company is aggressively exploring avenues to sell all other non-core assets, although the timing has been impacted by the prevailing market conditions. The company is currently negotiating with its lenders to restructure its loan facilities, in order to align them with the collections of long term receivables and the new business growth.

As mentioned above, the management has already taken and is continuing to undertake diligent efforts to step up the

performance of the Company and it is expected that the reinforced and dedicated efforts would certainly bring about an improvement in the operational growth in future. However it is difficult to forecast the productivity and profitability in measurable terms but, the Company expects that the productivity and profitability may improve and would be comparable with the industry average.

IV DISCLOSURES:

The shareholders of the Company have been informed of the remuneration package of Mr. Vinod Kumar Dandona, Whole Time Director as detailed in the explanatory statement.

Further the disclosures on the remuneration package to the directors of the Company including details of Stock Options issued by the Company have been made in the Corporate Governance Report which forms a part of the Report of the Board of Directors in the Annual Report of the Company for FY 2015-16.

As mentioned earlier, since the payment of aforementioned remuneration as Minimum Remuneration to Mr. Vinod Kumar Dandona, Whole Time Director may exceed the ceiling limit for remuneration laid down in Sections 197 read with Schedule V to the Companies Act, 2013, shareholders approval is sought by way of a special resolution for payment of the aforesaid remuneration, for the tenure as specified in Item No. 4 of the notice, in accordance with Schedule V of the Act.

The payment of the aforesaid remuneration to Mr. Vinod Kumar Dandona, Whole Time Director is also subject to approval of the Central Government and the Company shall be making the necessary application to the Central Government in due course of time.

The Nomination and Remuneration Committee and Board of Directors of the Company felt that considering the rich experience and contribution of Mr. Vinod Kumar Dandona, Whole Time Director to the sustained growth of the Company from time to time and considering the multifaceted responsibilities shouldered by them and the industry benchmarks, the reappointment of Mr. Vinod Kumar Dandona as Whole Time Director of the company for further period of three (3) years at the aforementioned remuneration structure of Mr. Vinod Kumar Dandona, Whole Time Director is commensurate with the remuneration package paid to similarly placed persons, in other Companies in the same Industry and therefore recommend the resolutions at Item No. 4 of the accompanying notice for your approval by way of Special Resolution.

Mr. Vinod Kumar Dandona is interested in the resolutions set out at Item No. 4 of the Notice. The relatives of Mr. Vinod Kumar Dandona may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 4 of the Notice is recommended for your approval.

ITEM NO. 5

Section 148 of the Act, inter-alia, provides that the Central Government may direct audit of cost records of class of Companies. In pursuance of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor, on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified subsequently by the shareholders.

On the recommendation of the Audit Committee at its meeting held on August 12, 2016, the Board has, considered and approved the appointment of M/s Ahuja Sunny & Co., Cost Accountants as the cost auditor for the financial year 2016-17 at a remuneration of Rs.1.40 lac per annum plus applicable taxes and reimbursement of out of pocket expenses.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The resolution mentioned in Item no. 5 of the Notice is recommended for your approval.

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

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

**Date: August 12, 2016
Place: Gurgaon**

Details of the Directors seeking appointment / re-appointment in the Annual General Meeting to be held on 30th September, 2016, pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government

Name of Director	Shri Shantanu Prakash	Shri Vinod Kumar Dandona
Date of Birth	26.01.1965	27.03.1950
Relationship with other Directors <i>inter-se</i>	None	None
Relationship with Key Managerial Personnel	None	None
Expertise in specific functional areas	Mr. Shantanu Prakash, MBA (IIM- Ahmedabad) is the Managing Director of Educomp Solutions Limited. He founded Educomp Solutions Limited in 1994, a few years after acquiring an MBA degree from the Indian Institute of Management, Ahmedabad. Shantanu's vision has been to transform the teaching-learning process through the use of technology and best practices. Shantanu is also the Founder and Managing Trustee of the Learning Leadership Foundation (LLF), an organisation dedicated to bringing best practices in education to under-resourced schools. Shantanu is a charter member of TiE (The Indus Entrepreneurs), an organisation that connects entrepreneurs. He is a frequent speaker in education and business conferences worldwide.	Mr. V K Dandona, was a highly decorated Police officer with Police medals awarded by the Hon'ble Prime Minister / President of India for 37 years of highly eventful, meritorious and distinguished service, having served all over the country handling crisis managements and multiple tasks of highly classified nature had been his strong forte, besides invaluable experience of tackling political and Bureaucratic machinery of the States / Govt. of India. He retired from service as the Inspector General of Police (IG)
Qualification	MBA	M.SC (Mathematics)
Terms & Conditions of his appointment & Re-appointment	He was appointed as Director of the company designated as Managing Director of the company and his current tenure as Managing Director Expired on July 31, 2017.	He was appointed as Director of the company designated as Whole Time Director of the company and his current tenure as Whole Time Director Expired on November 12, 2016.
No. of Board Meetings attended during the year	No. of Board Meetings attended during the year:-4	No. of Board Meetings attended during the year:-3
Detail of Remuneration sought to be paid and the remuneration last drawn	Remuneration Sought to be paid:-NIL (the remuneration will be paid after Central Government Approval) Remuneration last drawn:- NIL (the remuneration will be paid after Central Government Approval)	Remuneration Sought to be paid:- As specified in per resolution No:- 4 Remuneration last drawn:- Rs. 0.45 Million (The said remuneration paid shall be only for the two months i.e April and May 2015.)
No. of Equity Shares of Rs.2/- each held in the Company	4,43,15,205 Equity Shares	NIL
List of other companies in which Directorships are held (excluding Educomp Solutions Limited) *	<ul style="list-style-type: none"> • Good Luck Structure Private Limited • Grider Infratech Private Limited • Growzone Infrastructure Private Limited • Strotech Infrastructure Private Limited • Greycells18 Media Limited • Falcate Builders Private Limited • Educomp Infrastructure & School Management Limited • A P Eduvision Private Limited • Beacon Learning Private Limited • Educomp-Raffles Higher Education Limited • Beacon Higher Education Services Private Limited 	<ul style="list-style-type: none"> • Orlando Builders Private Limited • Newzone Infrastructure Private Limited • Zeta Buildcon Private Limited • Omega Infrastructure Private Limited • Rockstrong Infratech Private Limited • Shiksha Solutions Trustee Private Limited • Educomp Infrastructure & School Management Limited • Educomp Professional Education Limited • Reverie Infratech Private Limited
List of the Committee of Board of Directors (across all other Public Companies) in which Chairmanship/ Membership is held (excluding Educomp Solutions Limited) #	1. Audit Committee <ul style="list-style-type: none"> • Educomp Infrastructure & School Management Limited:- Chairman and Member 	NIL

*As per latest disclosures received from the Directors, the directorship(s) mentioned above do not include directorship(s) of Foreign Companies and Companies registered under section 8 of the Companies Act, 2013.

#Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only Audit Committee and Stakeholders' Relationship/Shareholders'/Investors' Grievance Committee have been considered.

EDUCOMP SOLUTIONS LIMITED

 Regd. Office: 1211, Padma Tower 1, 5, Rajendra Place, New Delhi-110008
 Corporate Identity Number: L74999DL1994PLC061353
 Tel.: 91-11-25755920. Fax: 91-11-25766775
 Website: www.educomp.com • email: investor.services@educomp.com

**Form No. MGT-11
 PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

..... E-mail Id:

Folio No/ Client Id: DP ID:.....

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name: E-mail Id:

Address:

..... Signature:.....or failing him/her

2. Name: E-mail Id:

Address:

..... Signature:.....or failing him/her

3. Name: E-mail Id:

Address:

..... Signature:.....

 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on the Friday, 30th September, 2016 at 3:30 P.M. at Sri, Sathya Sai International Center, Pragati Vihar, Lodhi Road, New Delhi- 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Optional*	
		For	Against
	Ordinary Business		
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 March, 2016, including Balance Sheet as at 31 March, 2016 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Shri. Shantanu Prakash (holding DIN: 00983057), who retires from office by rotation, and being eligible, offers himself for re-appointment		
3	Ratification of appointment of Auditors and fixing their remuneration		
	Special Business		
4	To approve the re-appointment and remuneration of Mr. Vinod Kumar Dandona, (DIN:06730804) Whole Time Director of the company.		
5	To approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the company		

Signed this day of....., 2016

 Signature of Member

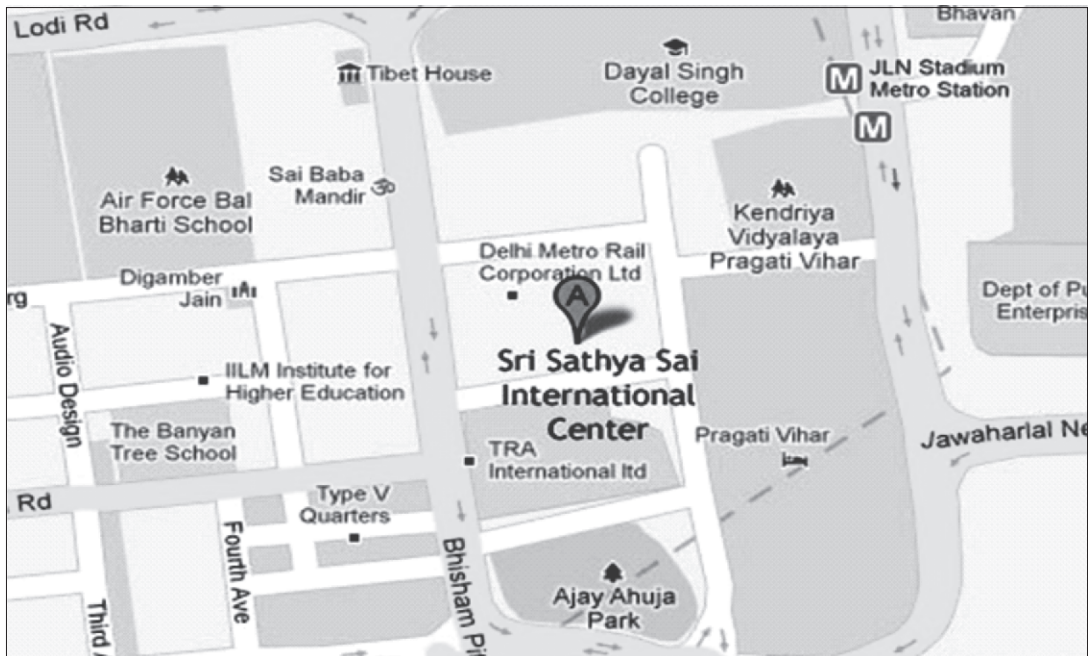
 Signature of Proxy holder(s)

 Affix Revenue
 Stamp of
 Re.1.00/-

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- The Proxy form should be signed across the stamp as per specimen signature registered with the Registrar & Share Transfer Agent/Depository
- A Proxy need not be a member of the company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- * It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- Please complete all details including details of member(s) in the above box before submission..

Route Map of the Venue of the AGM



EDUCOMP SOLUTIONS LIMITED

Regd. Office: 1211, Padma Tower 1, 5, Rajendra Place, New Delhi-110008

Corporate Identity Number: L74999DL1994PLC061353

Tel.: 91-11-25755920. Fax: 91-11-25766775.

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