

NOTICE

NOTICE is hereby given that Eighteenth Annual General Meeting of Educomp Solutions Limited will be held on Wednesday, 26th day of September 2012, at 04:30 P.M at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, New Delhi- 110003 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and the Profit and Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for Financial Year ended on 31st March 2012.
3. To appoint a Director in place of Dr. Shyama Chona, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Shonu Chandra, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors, fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT M/s. Haribhakti & Co., Chartered Accountants (Firm Registration No. 103523W) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

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

Adoption of new set of Articles of Association of the Company:

"RESOLVED THAT pursuant to provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the new set of Articles of Association, as placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted as new Articles of Association of the Company in place and exclusion of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and take such steps as may be required to give effect to the above resolution."

7. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

Change in terms of appointment of Whole Time Director

"RESOLVED THAT in terms of the provisions of the new Articles of Association of the Company, as proposed in Item no. 6 of this Notice and pursuant to applicable provisions of the Companies Act, 1956 and subject to the approval of the Central Government and/or such other Regulatory Bodies, as may be required, if any, and subject to such modifications as the Central Government and/or such other Regulatory Bodies may require while granting such approval, consent of the Members be and is hereby accorded that in partial modification

of the resolution passed by the member through postal ballot dated 29th January 2010 in this regard, office of the Whole Time Director of the Company i.e. Mr. Jagdish Prakash, shall be liable to retire by rotation;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby jointly and / or severally authorised, as the case may be, to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

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

Appointment of Mr. Manav Saraf as a Director

"RESOLVED THAT Mr. Manav Saraf, who was appointed as Additional Director by the Board of Directors of the Company on 26th July 2012 pursuant to Section 260 of the Companies Act, 1956 and Articles of Association of the Company and who, being the Additional Director, holds the office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member along with a deposit of ₹500/- as required under Section 257 of the Companies Act, 1956 proposing his candidature for office of Director, be and is hereby appointed as Director of the Company, not liable to retire by rotation."

9. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

Keeping Of Registers>Returns/ Documents at a place other than the Registered Office

"RESOLVED THAT in furtherance of the resolution passed in this regard earlier and pursuant to the provisions of Section 163 and all other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves that register of members, index of members, the register and index of debenture holders, and copies of all annual returns prepared under Sections 159 and 160, together with the copies of certificates and documents required to be annexed there to under Section 160 and 161 and other related books be kept at the premises of the Company's Registrar and Transfer Agents viz. Link Intime India Pvt. Ltd. A-40, 2nd Floor, Naraina Industrial Area, Phase II, New Delhi -110028;

RESOLVED FURTHER that registers, indexes, returns and copies of certificates and documents referred above be kept open for inspection between 2.00 p.m. to 4.00 p.m., on any working day for the registrar and transfer agent during Monday to Friday, except when the registers are closed;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby jointly and / or severally authorised, as the case may be, to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

By Order of the Board
For Educomp Solutions Limited

Sd/-
Anil Sharma
Company Secretary

Place: Gurgaon
Date: 13th August 2012

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

Item no. 6

Members of the Company at its duly called and convened Extra Ordinary General Meeting held on Monday, 16 day of July 2012 had approved Preferential Issue of Equity Shares and Warrants to Promoter and Non Promoter Group. Further Shareholders had also approved FCCB Issue up to USD 10 Million on private placement basis.

In relation to the said preferential issue company had entered into various agreements viz Share Subscription Agreement, Shareholders Agreement, FCCB Subscription Agreement & Loan agreement with the investors to the said preferential issue/FCCB Issue and ECB Issue.

In terms of the said agreements entered into by the Company, it was required to alter its Articles of Association to reflect the provisions of the Agreement. As this will entail numerous changes to the Articles of Association of the Company, it is considered desirable to adopt a comprehensive new set of Articles of Association in substitution of and exclusion of the present Articles of Association of the Company.

In terms of Section 31 of the Companies Act, 1956, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting.

The Board recommends the resolution as set out in item no.6 for members' approval by way of Special Resolution.

None of the Director except to the Extent of their Shareholding in the company is interested or concerned in this resolution.

Item No. 7 & 8

Shareholder of the Company by passing Special Resolution through postal ballot dated 29th January 2010 had re-appointed Mr. Jagdish Prakash as Whole Time Director not liable to retire by rotation, for a period of 5 years.

As per the Article No. 31(b) and Article 33 of the proposed new Articles of Associations of the Company, as referred in Item no. 6, Company requires to appoint a Non-Rotational Director nominated by the Investor as referred in the said Articles.

However, as per the provisions Sec. 255 of the Companies Act, 1956 not less than two-thirds of the total number of directors of a public company, or of a private company which is a subsidiary of a public company, shall be persons whose period of office is liable to determination by retirement of directors by rotation. In view of the provisions of Sec. 255 of the Companies Act, 1956 and the new Articles of Associations of the Company, the term of office of the Whole Time Director of the Company, required to be amended to the effect that office of the Whole Time Director of the Company shall be liable to determination by rotation.

Mr. Manav Saraf was appointed as additional directors pursuant to Section 260 of the Companies Act, 1956 of the Company w.e.f 26th July, 2012. He holds office of the Director up to date of the ensuing Annual General Meeting.

Further Company has received a notice in writing from a member of the Company along with deposit of ₹500/- proposing the candidature of Mr. Manav Saraf for office of Director under the provisions of Section 257 of the Companies Act, 1956.

For Item no. 7 the terms set out in the resolution and the explanatory statement may be treated as abstract of the terms of appointment pursuant to Sec. 302(2) of the Companies Act, 1956

None of the Directors of the Company other than Mr. Jagdish Prakash, Mr. Shantanu Prakash (being son of Mr. Jagdish Prakash) and Mr. Manav Saraf are interested or concerned in the respective resolution(s).

The Board recommends Resolution 7 & 8 for the approval of the members.

Item No. 9

Company has Issued 350, 13.5% Secured Non Convertible Debentures on 24th May, 2012 aggregating to 35 Cr. and the same have been listed on Bombay Stock Exchange. Further, the Company has also Issued 13.25% Secured Non Convertible Debenture, on 20th July 2012, aggregating to ₹10 Cr. Both 13.5% and 13.25% Debentures are held in DEMAT Form.

Under the provisions of section 163 the Companies Act, 1956, documents such as the Register of Members/Debenture Holder, Index of Members/ Debenture Holder and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However since 13.5% Debentures of the Company are listed and tradable, the Board considered and subject to approval of shareholder by the Company in the forthcoming general meeting, approved that these documents be kept at and authorize Link Intime India Pvt. Ltd. A-40, 2nd Floor, Naraina Industrial Area Phase II, New Delhi for keeping the Register of Members/Debenture Holder, Index of Members/Debenture Holder.

The Board recommends the resolution as set out in item no.9 for members' approval by way of Special Resolution.

None of the Director except to the Extent of their Shareholding in the company is interested or concerned in this resolution

NOTES:

1. THE MEMBERS ENTITLED TO VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHALL BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN ORDER TO BE PROXY BEING EFFECTIVE.
2. Members/Proxies should bring duly filled Attendance Slip sent herewith to attend the meeting. No eatables, brief case or bag will be allowed to be taken inside the meeting hall for security reasons.

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. No gifts will be distributed at the meeting.
3. The Register of Members of the Company and the Share Transfer Books shall remain closed from 22nd September 2012 to 26th September 2012 (both days inclusive).
4. Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Company Secretary at least 10 days in advance of the meeting so that the information called for can be made available at the meeting.

5. Any documents and papers as referred to in this notice and as required by the Companies Act, 1956 shall be available at the registered office of the Company for inspection between 11 A.M. to 1 P.M. for the period as required under the provisions of the Act.

6. The Final Dividend as recommended by the Board of Directors, if approved by shareholders at the Annual General Meeting will, subject to the provisions of Section 206A of the Companies Act, 1956, be credited/dispached on/from 6th October 2012 to those members, whose names appear on the Register of Members/Statement of beneficial ownership maintained by the Depositories at the close of business hours on 21st September 2012.

7. Shareholders are advised to encash their dividend warrants pertaining to Dividend declared by the Company for the Financial Years 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11 immediately as the dividend amount remaining unclaimed/ unpaid at the expiry of 7 years from the date that becomes due for payment are required to be transferred by the company to the Investor Education and Protection Fund established under section 205C in terms of section 205A of the Companies Act, 1956.

It may be noted that no claim will lie against the company or the investor education and protection fund in respect of the said unclaimed dividend amount transferred to the fund.

8. Members holding shares in electronic form are advised to notify the changes if any in their address/ bank details/ mandate to their respective depository participants and informed that their address and bank details, as furnished to the Company by respective Depositories, viz, NSDL and CDSL.

9. Electronic Clearing Service (ECS) Facility

With respect to payment of dividend, the Company provides the facility of ECS, wherever available, to all shareholders, holding shares in electronic and physical form. Shareholders holding shares in the physical form who wish to avail ECS Facility may authorize the Company with their ECS mandate in the prescribed form, which can be downloaded from the Company's Site (www.educomp.com) under the section " Investor Relations" or can be obtained from the Registrar & Transfer Agents , M/s Link Intime India Private limited. 2nd Floor, A-40 Nariana Industrial Area, Phase-II, New Delhi-1100028, Tel: 011-41410592-93-94, Fax: 011-41410591, E mail: delhi@linkintime.co.in

Requests for payment of dividend through ECS for the year 2011-12 should be lodged with M/s Link Intime India Private limited on or before 21st September 2012

10. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend & Vote at the annual General Meeting.

11. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect to their shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar & Transfer Agents , M/s Link Intime India Private limited. The form 2B can be downloaded from the Company's website www.educomp.com.

12. The Certificate from Auditors of the Company certifying that the Employee Stock Option Schemes of the Company is being

implemented in accordance with SEBI(Employees Stock Option Scheme and Employees' Stock Purchase Scheme) Guidelines 1999 and in accordance with the resolution of the general body will be available for inspection to members at the meeting.

13. The Company through Extra Ordinary General Meeting held on 26th July 2012 had approved Educomp ESOP Scheme 2012. In the Notice of Extra Ordinary General Meeting Appraisal Process for Determining the Eligibility of Employees was inadvertently missed out. In order to appraise the shareholder about the Appraisal Process following extract of the Appraisal Process is disclosed.

Appraisal Process for Determining the Eligibility of Employees

The appraisal process for determining the Employees to whom the option shall be granted, shall be based upon (i) performance of the Employee as indicated by the annual performance appraisal, (ii) minimum period of service, (iii) the status of the Employee in the Company, (iv) the present and potential contribution of the Employee to the success of the Company, (v) the criticality of the Employee, (vi) high market value/difficulty in replacing the Employee and (vii) high risk of losing the Employee to competition, decide on the Employees who are eligible for the Options under the Scheme and the terms and conditions thereof.

In case of Directors, the eligibility would depend on the period for which the office of Director is held by him and such other factors as the Remuneration Committee may think appropriate. The Remuneration Committee at its discretion may extend the benefits of the Scheme to a new entrant also.

14. Additional information, pursuant to clause 49 of the Listing Agreement with Stock Exchanges, in respect of directors recommended for appointment/re-appointment at the Annual General Meeting, and the Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 are annexed hereto.

15. The Ministry of Corporate Affairs (MCA), Govt. of India, has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by companies through electronic mode, vide its circulars dated April 21, 2011 and April 29, 2011. To take part in the above 'Green Initiative', soft copy of the Annual Report for the year ended March 31, 2012 has been sent to all the members whose email address is registered with the Company/Depository Participants(s) unless any members has requested for a hard copy of the same.

All those members, who have not yet registered their email address with the Company or Depository Participant are requested to do the same at the earliest as your Company proposes to send communications/ documents including Notices for General Meetings and Annual Reports from time to time in electronic mode to those members who have provided their e-mail addresses to their Depository Participants (DP) and in case you are holding share(s) in physical form you can send an email to investor.services@educomp.com giving details like Name and Folio No.

By Order of the Board
For Educomp Solutions Limited

Sd/-

Anil Sharma
Company Secretary

Place: Gurgaon, Haryana
Date: 13th August 2012

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT OR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING(In Pursuance of Clause 49 IV (G) of Listing Agreement)

1. Dr. Shayama Chona

Dr Shayama Chona, Padma Shri and Padma Bhushan Awardee, is the past Principal of Delhi Public School RK Puram, New Delhi - a world class institution.

She is the proud recipient of 54 awards, the most prestigious being the Padma Bhushan in 2008 and Padma Shri in 1999 and two National Awards in 1994 and 1997 and one State Award in 1993 for her work in the field of education and social welfare.

Apart from Educomp, Dr. Shayama Chona is also holding directorship in Vibrant Services For Education Private Limited, however she is not holding Chairmanship/Membership of any Board committee in any other public company.

Dr. Shayama Chona is not holding any Equity Shares in the Company and is not related to any other Board Member of the Company.

2. Mr. Shonu Chandra

Mr. Shonu Chandra, is MA in Mass Communications from Mass Communication Research Centre (J.M.I.) and holds a Post Graduate Diploma (CYD) from Institute of Social Studies (The Hague, The Netherlands). At present he is Executive Producer and Director at Waves Communication Pvt. Ltd. and has directed over a 100 video productions including documentaries, serials, corporate films and

advertisements. He has worked for major International Development agencies, i.e. Plan, UNICEF, WHO, USAID, AUSAID, CEDPA, CARE, CASP, DRF, etc. and various Ministries of the Government of India. He has designed and implemented the 'Children Have Something To Say' project for Plan India which won the coveted 'One World Special Achievement Award 2003'.

Apart from Educomp, Mr. Shonu Chandra is also holding directorship in Waves Communication Private Limited, Educomp Software Limited, EdTerra Edventures Private Limited and Educomp Professional Education Limited. He is the member of the Audit committee/Investors Grievances Committee and Remuneration Committee of the Company.

Mr. Shonu Chandra is holding 3,250 Equity Shares of the company and is not related to any other Board member of the company.

3. Mr. Manav Saraf

Mr. Manav Saraf is a CFA and MBA from London School of Business, U.K. He also holds MSc in Economics and Finance from Marwick Business School, U.K.

He has around 12 years of Experience in various private equity firms Like JP Morgan Partners, Helix Investments, Citadel Investment Group and Mount Kellett.

Apart from Educomp, Mr. Manav Saraf is not holding directorship and Membership/Chairmanship of any other Company.

Mr. Manav Saraf is not holding any Equity Shares of the company and is also not related to any other Board member of the company.



EDUCOMP SOLUTIONS LIMITED

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

ATTENDANCE SLIP

18th Annual General Meeting
Wednesday, September 26, 2012 at 4:30 P.M

Please fill in the attendance slip and hand it over at the entrance of meeting venue:

*DP ID	Master Folio No.
Client ID	Number of Shares held:

I certify that I am member/proxy for the member of the company.....
I/we hereby record my/our presence at the 18th Annual General Meeting of the Company at Sri, Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi-110003 on Wednesday, September 26, 2012 at 4:30 P.M and certify that i am a registered shareholder of the Company and hold..... shares.

Name of Member & Joint Holder(s)/Proxy

Shareholder's/proxy's Signature

Important:

1. Shareholder or proxy holder attending this meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled and signed.
2. Shareholders and Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.

*Applicable for investors holding share(s) in electronic form.



PROXY FORM

EDUCOMP SOLUTIONS LIMITED

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

*DP ID	Master Folio No.
Client ID	Number of Shares held:

I/We _____ R/o _____ being member(s) of Educomp Solutions Limited hereby appoint Mr./Ms. _____ of _____ Or failing him/her Mr./Ms. _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the 18th Annual General Meeting to be held on Wednesday, September 26, 2012 at 4.30 P.M or at any adjournment thereof.

Affix ₹
1/- Revenue
Stamp

Signed this _____ day _____ of 2012

* Applicable for investor holding shares in electronic form

Note: the Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered office of the Company not less than 48 hours before the schedule time of the aforesaid Annual General Meeting. A shareholder may vote either 'for' or 'against' the resolutions.