

OCTOBER 18, 2017

To,
BSE Limited
PhirozeJeejeebhoy Tower,
Dalal Street, Fort
Mumbai - 400 001
Scrip Code - 532696

To,
National Stock Exchange India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Symbol - EDUCOMP

Subject: Educomp Solutions Limited (“Company”) –Advertisement of Expression of Interest

Dear Sir/Ma’am,

The Corporate Insolvency Resolution Process (“CIRP”) in terms of the Insolvency and Bankruptcy Code, 2016 (“IBC”) was commenced against the Company pursuant to the order dated May 30, 2017 passed by the Hon’ ble National Company Law Tribunal, Principal Bench (“NCLT”). The NCLT in terms of the aforesaid order had appointed Dr. Sanjiv Agarwal as the Interim Resolution Professional (“IRP”) of the Company. Dr. Sanjiv Agarwal, having IP Registration no. IBBI/IPA-001/IP-00445/2016-17/1339 was replaced by Mr. Mahender Khandelwal having IP Registration no. IBBI/IPA-001/IP-P00033/2016-17/10086 as the Resolution Professional (“RP”) for the Company by the Committee of Creditors (“COC”), constituted in terms of the provisions of IBC and pursuant to the order of the NCLT dated September 12, 2017.

Now, in terms of the provisions of the IBC and the rules and regulations made thereunder, we are publishing Expression of Interest (“EOI”) in newspaper (Economic Times) requesting prospective investors i.e. potential resolution applicants to submit their bids in relation to the CIRP of the Company. A copy of the EOI has been enclosed herewith and has also been uploaded on the Company’s website www.educomp.com.

This is for your information and record.

For any information or clarification, please contact the undersigned.

Please feel free for any further clarification related to above.

Sd/-

Mr. Mahender Kumar Khandelwal
Resolution Professional in the matter of Educomp Solutions Limited
Email: mahenderkhandelwal@bdo.in
Registration no. IBBI/IPA-001/IP-P00033/2016-17/10086

Date: October 18, 2017

Place: New Delhi

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.

INVITATION SEEKING RESOLUTION PLANS FOR EDUCOMP SOLUTIONS LIMITED

The undersigned has been appointed as the resolution professional ("**RP**") by the Hon'ble National Company Law Tribunal vide its order dated September 12, 2017 pursuant to the meeting of committee of creditors of **Educomp Solutions Limited ("Corporate Debtor")** and subsequent e-voting conducted under Regulation 26 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("**CIRP Regulations**").

In terms of the duties vested upon the RP under Section 25(1)(h) of the Insolvency and Bankruptcy Code, 2016 ("**IBC**"), the RP hereby invites all prospective investors, lenders and other interested parties ("**Potential Resolution Applicants**") who meet the qualification requirements available on the website of the Corporate Debtor (www.educomp.com) to put forward resolution plan in respect of the Corporate Debtor on or before November 10th, 2017. Any Potential Resolution Applicant who is desirous of submitting a resolution plan as above, is required to provide the relevant qualification documents to establish satisfaction of the qualification requirements, on or before November 10th, 2017 at BDO Restructuring Advisory LLP, The Palm Spring Plaza, Office No. 1501-8, Sector-54, Golf Course Road, Gurgaon-122001 Haryana. Such Potential Resolution Applicant would also be required to submit a duly stamped confidentiality undertaking as per the requirements of the IBC and CIRP Regulations as a condition for receiving the information memorandum and other relevant information in relation to the Corporate Debtor.

Please note that the RP shall present to the committee of creditors for its approval under the IBC, such resolution plans which conform to the conditions set out under Section 30 (2) of the IBC read along with Regulation 38 of the CIRP Regulations. All Potential Resolution Applicants who are desirous of submitting a resolution plan in respect of the Corporate Debtor must read, understand and comply with all requirements under IBC, CIRP Regulations and any other applicable regulations under IBC that are in force now or which may come into force subsequently, for resolution plan and all matters under, in pursuant to, in furtherance of or in relation to, this invitation.

The consideration, evaluation and approval of resolution plan submitted by RP to the committee of creditors is within the powers of committee of creditors under the provisions of the IBC and CIRP Regulations. The committee may specify evaluation criteria separately for evaluation of the resolution plans. The detailed process and timeline for submission of resolution plans shall be separately communicated to the Potential Resolution Applicant who meet the qualification requirements as mentioned above.

For clarifications, if any, please contact: mkipeducomp@bdo.in

Please note that RP reserves the right to amend or modify the Invitation without assigning any reason and without incurring any liability of whatsoever nature. Any amendment or modification shall be posted on the website of the corporate debtor www.educomp.com. Potential Resolution Applicants are requested to regularly visit the aforesaid website for regular updates.

Sd/-

Mahender Kumar Khandelwal

Resolution Professional - Educomp Solutions Limited

IP Registration no. IBBI/IPA-001/IP-P00033/2016-17/I0086