

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, THE 28TH SEPTEMBER, 2015 COMMENCED AT 04.00 P.M. CONCLUDED AT 5:00 P.M. AT SRI SATHYA SAI INTERNATIONAL CENTER, PRAGATI VIHAR, LODHI ROAD, NEW DELHI-110003

PRESENT:

- Mr. Shantanu Prakash - Chairman & Managing Director
- Ms. Azra Shauqia Hasan - Non- Executive Independent Director
- Mr. Rajat Khare - Chairman- Nomination and Remuneration Committee & Non- Executive Independent Director
- Ms. Swati Sinha - Non- Executive Independent Director
- Mr. Vijay Kumar Choudhary - Chairman- Audit Committee, Stakeholders Relationship Committee & Non- Executive Independent Director
- Mr. Vinod Kumar Dandona - Whole Time Director

INVITEES

- Mr. Ashish Mittal - Group Chief Financial Officer
- Mr. Raj Kumar Agarwal - Partner, Haribhakti & Co. LLP, Statutory Auditor
- Mr. Sanjay Grover - Proprietor of M/s Sanjay Grover & Associates, Secretarial Auditor

IN ATTENDANCE

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.



Mr. Yogesh Saluja

Company Secretary

MEMBERS PRESENT

2111 Members holding 5,52,75,676 equity shares (Including representatives for 2 Members & 08 proxies representing 76,49,600 and 32,39,825 equity shares, respectively) recorded their attendance at the meeting.

Mr. Yogesh Saluja, Company Secretary welcomed the shareholders at the 21st Annual General Meeting of the Company. He requested Mr. Shantanu Prakash, Chairman & Managing Director to ascertain the quorum and start the proceedings of meeting. Mr. Shantanu Prakash took the Chair and asked the Company Secretary to confirm the quorum.

The Company Secretary informed the Chairman that requisite quorum for 21st Annual General Meeting was present. Then, Chairman declared the Meeting as validly convened as the requisite quorum as per Companies Act, 2013 read with Articles of Association of the Company, was fulfilled.

Mr. Shantanu Prakash, Chairman & Managing Director of the company welcomed the members on the 21st Annual General Meeting of the Company. Introducing those sitting on dais, he welcomed Mr. Vijay Kumar Choudhary, Non-Executive Independent Director & Chairman of Audit Committee as well as Stakeholders' Relationship Committee, Mr. Rajat Khare, Non-Executive Independent Director & Chairman of Nomination and Remuneration Committee, Mr. Vinod Kumar Dandona, Whole Time Director, Ms. Swati Sinha, Non-Executive Independent Director, Ms. Azra Shauqia Hasan, Non-Executive Independent Director, Mr. Ashish Mittal, Chief Financial Officer and Mr. Yogesh Saluja, Company Secretary. Further, the Chairman informed the members that Mr. Venkata Subbarao Valluri, Non-Executive Independent Director has expressed their inability to attend the meeting due to some prior overseas commitments.

The Chairman also introduced and acknowledged the presence of Mr. Raj Kumar Agarwal, Partner, M/s Haribhakti & Co. LLP, Statutory Auditor of the

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Company and Mr. Sanjay Grover, Proprietor of M/s Sanjay Grover & Associates, Secretarial Auditor.

The Statutory Registers including register under section 170 & 189 of the Companies Act, 2013, Proxy Register, Statutory Auditors Report, Secretarial Audit Report and other inspection documents were available for inspection by the members during the meeting. Statutory Auditor's certificate confirming the compliance of SEBI guidelines, for Educomp Stock Option Scheme, 2006; Educomp Stock Option Scheme, 2007; Educomp Stock Option Scheme, 2008; Educomp Stock Option Scheme, 2010; Educomp Stock Option Scheme, 2011; Educomp Stock Option Scheme, 2012 and Educomp Stock Option Scheme, 2014 of the company was placed before the meeting and was available for inspection.

With the consent of members present at the Meeting, the Chairman took the Notice convening the 21st Annual General Meeting along with explanatory statement, Director's Report and the Auditor's Report as read. He thereafter explained to the Shareholders about the observations in the Auditor's Report issued by the Statutory Auditor and the observations in the Secretarial Audit Report issued by the Secretarial Auditor as well as the explanation given in the Board Report for the same.

Thereafter, Chairman delivered his speech by giving a brief detail of performance highlights of the Company during the year under review. Chairman concluded his speech by giving thanks to Investors, Bankers, Government Bodies, Board members, auditors, employees of the Company for their support and encouragement.

Then Chairman stated that the proceedings of the 21st Annual General Meeting are being carried out as per the requirement of the Companies Act, 2013 read with Rules enacted thereunder, Listing Agreement and the Secretarial Standards - 2 ("SS-2") issued by the Institute of Company Secretaries of India. He stated that the Company has already provided the electronic voting facility to the members for casting their votes on the matters enumerated in the Annual General Meeting Notice as per the requirements under the Companies Act, 2013 as well as Clause 35B of the Listing Agreement. He also mentioned that

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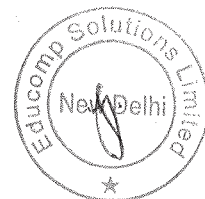
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introduction of electronic voting facility to the members was a welcome step towards greater shareholder's participation leading to an overall inclusiveness.

Thereafter, the Chairman took up the agenda items contained in the Notice of 21st Annual General Meeting and reiterated that Company has provided e-voting facility to the members to cast their votes between Friday, September 25, 2015 (9.00 A.M. IST) to Sunday, September 27, 2015 (05.00 P.M. IST) in the proportion to their shareholding as on cut-off date i.e. Monday, September 21, 2015. He stated that Mr. Sanjay Grover, Company Secretary in Whole Time Practice (Membership Number 4223) was appointed as scrutinizer to scrutinize the e-voting process in a fair & transparent manner.

The Chairman stated that since the Company has provided e-voting facility to the members for voting, under which voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company, similar voting rights needs to be provided to the members present in the meeting, either in person or through proxies. Therefore, he drew attention of the Members that, pursuant to provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014; as amended, the poll through ballot papers will be conducted at the same venue for voting on all the matters to be transacted at the Annual General Meeting.

The Chairman informed that for conducting a poll, a scrutinizer is required to be appointed by the Company. Therefore, M/s Sanjay Grover & Associates, Practicing Company Secretaries is appointed as scrutinizer to scrutinize the poll process in the fair and transparent manner and to report thereon as per the law prescribed. He stated that the shareholders who had not voted through e-voting can only cast their votes physically on poll to be taken up.

Sharing the manner in which votes will be complied, the Chairman stated that the results of voting on each resolution shall be determined by adding the votes of the poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He declared that on receipt of Consolidated Scrutinizer Report on the poll to be conducted, the results of the voting shall be communicated on or before Wednesday, September 30, 2015. Simultaneously, the results will be submitted to the stock exchanges and same along with the

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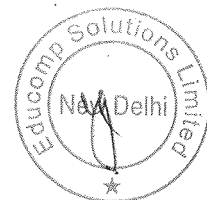
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Scrutinizer's Reports for both electronic voting and the poll will be uploaded on the respective website of the company and shall also be available at the registered office of the company.

Thereafter, the Chairman invited the questions / queries and asked the members (other than those present through proxies) to seek clarifications, if any, on the matters relevant to the Agenda items as set out in the Notice convening the 21st Annual general Meeting.

The Chairman thereafter invited Mr. Sanjay Grover, Proprietor of M/s Sanjay Grover & Associates, Practicing Company Secretary, the Scrutinizer appointed for the poll, to take over the poll proceedings after the closure of the meeting and submit his report thereon. He requested all the members and proxy holders present and entitled to vote to participate in the voting through poll on the businesses set out in items no. 1 to 14 of the Notice. He also stated that the poll shall remain open till all the members have cast their votes in the meeting.

Thanking the members for their participation, suggestion & comments, the Chairman requested to the Scrutinizer to take over the Poll proceedings. Thereafter, the Chairman announced formal closure of the 21st Annual General Meeting of the Company.

The Meeting was concluded after completion of voting process at 5:00 P.M. The quorum was present throughout the meeting.

Conduct of Poll

Mr. Sanjay Grover, Proprietor of M/s Sanjay Grover & Associates, Practicing Company Secretary, the Scrutinizer appointed for the poll, conducted the poll which includes the distribution of polling papers, showing empty boxes to the members, locking and sealing empty polling boxes in the presence of members and proxies. After ensuring that all the members and proxies participating in the poll had casted their votes, the scrutinizer closed the poll. The Scrutinizer then took the custody of polling boxes.

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RESULT OF ELECTRONIC VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, SEPTEMBER 28, 2015

On the basis of the Consolidated Scrutinizer report September 29, 2015 for the remote e-voting and poll at the Annual General Meeting, the summary of which is mentioned hereunder, Mr. Yogesh Saluja, Company Secretary, duly authorized by the Chairman in this behalf, announced the result of voting on September 28, 2015 that all the resolutions of Ordinary and Special businesses as set out in item no. 1 to 14 in the Notice of the 21st Annual General Meeting have been passed with requisite majority.

Resolution No. 1- To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015, including Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.					
Ordinary Resolution					
Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	112,984	55,227,046	55,340,030	99.95	Passed with requisite majority
Dissent	28,270	-	28,270	0.05	
Invalid	-	2	2	0.00	
Total	141,254	55,227,048	55,368,302	100.00	
Resolution No. 2- To appoint a Director in place of Mr. Vinod Kumar Dandona (DIN: 06730804), who retires from office by rotation, and being eligible, offers himself for reappointment.					
Ordinary Resolution					
Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	76,259	55,227,046	55,303,305	99.88	Passed with requisite

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Dissent	64,965	-	64,965	0.12	majority
Invalid	-	2	2	0.00	
Total	141,224	55,227,048	55,368,272	100.00	

Resolution No. 3- To ratify the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W) as Statutory Auditors of the Company and to fix their remuneration.

Ordinary Resolution

Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	132,287	55,227,046	55,359,333	99.98	Passed with requisite majority
Dissent	8,912	-	8,912	0.02	
Invalid	-	2	2	0.00	
Total	141,199	55,227,048	55,368,247	100.00	

Resolution No. 4- To approve the waiver of the recovery of remuneration of Mr. Shantanu Prakash (DIN: 00983057), Chairman & Managing Director of the Company.

Special Resolution

Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	46,468	55,227,046	55,273,514	99.83	Passed with requisite majority
Dissent	94,689	-	94,689	0.17	
Invalid	-	2	2	0.00	
Total	141,157	55,227,048	55,368,205	100.00	

Resolution No. 5- To approve the remuneration of Mr. Shantanu Prakash (DIN: 00983057), Chairman & Managing Director of the Company for the period from 01st April 2013 to 31st July 2014.

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Special Resolution					
Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	51,068	55,227,046	55,278,114	99.84	Passed with requisite majority
Dissent	89,618	-	89,618	0.16	
Invalid	-	2	2	0.00	
Total	140,686	55,227,048	55,367,734	100.00	

Resolution No. 6- To approve the remuneration of Mr. Shantanu Prakash (DIN: 00983057), Chairman & Managing Director of the Company for the period of three years from 01st August 2014.

Special Resolution

Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	46,415	55,227,046	55,273,461	99.83	Passed with requisite majority
Dissent	94,771	-	94,771	0.17	
Invalid	-	2	2	0.00	
Total	141,186	55,227,048	55,368,234	100.00	

Resolution No. 7- To approve the waiver of the recovery of remuneration paid to Mr. Jagdish Prakash (DIN: 00001115), Whole Time Director of the Company during financial year 2012-13

Special Resolution

Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	44,781	55,227,046	55,271,827	99.83	Passed with requisite majority
Dissent	96,405	-	96,405	0.17	
Invalid	-	2	2	0.00	
Total	141,186	55,227,048	55,368,234	100.00	

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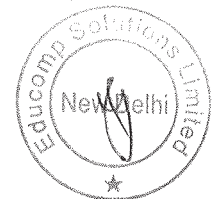
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Resolution No. 8- To approve the waiver of the recovery of remuneration of Mr. Vinod Kumar Dandona (DIN: 06730804), Whole Time Director of the Company.

Special Resolution

Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	50,311	55,227,046	55,277,357	99.83	Passed with requisite majority
Dissent	90,375	-	90,375	0.17	
Invalid	-	2	2	0.00	
Total	140,686	55,227,048	55,367,734	100.00	

Resolution No. 9- To approve the remuneration of Mr. Vinod Kumar Dandona (DIN: 06730804), Whole Time Director of the Company.

Special Resolution

Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	50,959	55,227,046	55,278,005	99.84	Passed with requisite majority
Dissent	89,755	-	89,755	0.16	
Invalid	-	2	2	0.00	
Total	140,714	55,227,048	55,367,762	100.00	

Resolution No. 10- To approve the agreement to be entered between the Company and M/s Edu Smart Services Private Limited, Related Party.

Special Resolution

Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll*	Total		
Assent	79,510	388,801	468,311	88.38	Passed with requisite majority
Dissent	61,601	-	61,601	11.62	
Invalid	-	2	2	0.00	
Total	141,111	388,803	529,914	100.00	

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* Voting of Promoters and Promoters group, being the related party as per the provisions of Listing Agreement, are not considered.

Resolution No. 11- To appoint Ms. Azra Shauqia Hasan as an Independent Director

Ordinary Resolution

Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	82,132	55,227,046	55,309,178	99.89	Passed with requisite majority
Dissent	58,891	-	58,891	0.11	
Invalid	-	2	2	0.00	
Total	141,023	55,227,048	55,368,071	100.00	

Resolution No. 12- To approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the Company

Ordinary Resolution

Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	82,701	55,227,046	55,309,747	99.89	Passed with requisite majority
Dissent	58,410	-	58,410	0.11	
Invalid	-	2	2	0.00	
Total	141,111	55,227,048	55,368,159	100	

Resolution No. 13- To approve the Educomp Employee Stock Options Scheme 2015 and issue of securities

Special Resolution

Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	102,253	55,227,046	55,329,299	99.93	Passed with requisite majority
Dissent	38,773	-	38,773	0.07	
Invalid	-	2	2	0.00	

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Total	141,026	55,227,048	55,368,074	100	
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Resolution No. 14- To approve the Educomp Employee Stock Options Scheme 2015 for subsidiaries					
Special Resolution					
Particulars	Number of Votes			Percentage	Result Declared
	e-Votes	Poll	Total		
Assent	101,981	55,227,046	55,329,027	99.93	Passed with requisite majority
Dissent	38,998	-	38,998	0.07	
Invalid	-	2	2	0.00	
Total	140,979	55,227,048	55,368,027	100	

The resolutions for Ordinary & Special businesses as set out in item no. 1 to 14 in the Notice of the 21st Annual General Meeting, duly approved by the requisite majority, are recorded hereunder as part of the proceedings of 21st Annual General Meeting of the Members held on September 28, 2015.

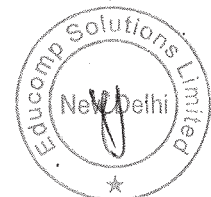
ORDINARY BUSINESS

ITEM NO. 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015, INCLUDING BALANCE SHEET AS AT 31ST MARCH, 2015 AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

“RESOLVED THAT the Financial Statements of the Company for the year ended March 31, 2015, including Balance Sheet as at March 31, 2015 and the statement of Profit and Loss for the year ended on that date as audited and certified by the Companies Auditors and the Report of Board of Director’s and Auditor thereon be and are hereby considered, approved and adopted.”

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ITEM NO. 2**RE-APPOINTMENT OF MR. VINOD KUMAR DANDONA (DIN: 06730804)
WHO RETIRES FROM OFFICE BY ROTATION**

“RESOLVED THAT Mr. Vinod Kumar Dandona (DIN: 06730804), who retires by rotation in accordance with provisions of the Companies Act, 2013 and being eligible offered himself for re-appointment be and is hereby appointed as director of the company.”

ITEM NO. 3**RATIFICATION OF APPOINTMENT OF M/S. HARIBHAKTI & CO. LLP,
CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND
FIXING THEIR REMUNERATION**

“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 other applicable rules, as amended from time to time, (including any statutory modification(s) or reenactment 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 22nd Annual General Meeting of the Company to be held in the year 2016, 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**

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APPROVAL OF THE WAIVER OF RECOVERY OF REMUNERATION OF MR. SHANTANU PRAKASH (DIN: 00983057), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to Section 197 and Schedule V of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and including the provisions of previous companies law and Rules made there under to the extent applicable and subject to the approval of the Central Government, the approval of the members of the Company be and is hereby accorded to waive the recovery of refundable managerial remuneration of Rs. 1,40,88,456/- (Rupees One Crore Forty Lacs Eighty Eight Thousand Four Hundred Fifty Six Only) paid to Mr. Shantanu Prakash, Chairman & Managing Director of the Company during the period from 01st April 2012 to 31st March 2013, due to inadequate profits/loss during the financial year 2012-13;

RESOLVED FURTHER THAT the Company do make application to the Central Government for approval and accept any amendment, alteration, addition, deletion or modification to any of the terms and conditions relating to the waiver of excess remuneration paid to Mr. Shantanu Prakash, Chairman & Managing Director of the company, as may be suggested or advised or directed by the Central Government and acceptable to Mr. Shantanu Prakash;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors 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 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".

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ITEM NO.5**APPROVAL OF THE REMUNERATION OF MR. SHANTANU PRAKASH (DIN: 00983057), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD FROM 01ST APRIL 2013 TO 31ST JULY 2014**

"RESOLVED THAT pursuant to the provisions of Section 196, 197 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 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 payment of remuneration of Rs. 11,74,038/- (Rupees Eleven Lacs Seventy Four Thousand Thirty Eight only) per month (consisting of consolidated salary, various allowances, perquisites, all other benefits and performance incentive) to Mr. Shantanu Prakash, Chairman & Managing Director of the Company for the period of 01.04.2013 to 31.07.2014, and the said remuneration limit inter-alia consisting of, but not limited to, the following basic features:

- (A) **Basic Salary:** Rs. 4,00,000/- to Rs. 8,00,000/- per month
(B) **Special Allowances:** As may be decided by the Board from time to time which shall not be counted for calculation of provident fund, gratuity, superannuation fund etc.

Commission: up to 1% of the net profits as may be decided by Board from time to time.

Allowances/Perquisites:

1. House Rent Allowances (HRA) :
Either HRA will be provided to the extent of 65% of Basic Salary or Director will be provided rent-free accommodation.
2. Medical Reimbursement: As per rules of the company

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3. Allowances for purchase of Books/Journals/Periodicals: As per rules of the company
4. Leave Travel Allowances: As per rules of the company
5. Helper Allowances: As per rules of the company
6. Gratuity, Ex-gratia/Bonus, Superannuation or annuity funds benefits, chauffeur driven car, free telephone including mobile telephone, internet and computer facility at the residence, Helper/Assistant as per Company's Policy and rules.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits in any financial year during the tenure of Mr. Shantanu Prakash, Chairman & Managing 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 Mr. Shantanu Prakash shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not be a part of his remuneration;

RESOLVED FURTHER THAT 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

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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.6

APPROVAL OF THE REMUNERATION OF MR. SHANTANU PRAKASH (DIN: 00983057), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF THREE YEARS FROM 01ST AUGUST 2014

"RESOLVED" THAT pursuant to the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment 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 payment of remuneration of Rs. 11,74,038/- (Rupees Eleven Lacs Seventy Four Thousand Thirty Eight only) per month (consisting of consolidated salary, various allowances, perquisites, all other benefits and performance incentive) to Mr. Shantanu Prakash, Chairman & Managing Director of the Company, for the period of 3 years from 01.08.2014 to 31.07.2017, and the said remuneration limit inter-alia consisting of, but not limited to, the following basic features:

- (A) **Basic Salary:** Rs. 4,00,000/- to Rs. 8,00,000/- per month
- (B) **Special Allowances:** As may be decided by the Board from time to time which shall not be counted for calculation of provident fund, gratuity, superannuation fund etc

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Commission: up to 1% of the net profits as may be decided by Board from time to time.

Allowances/Perquisites:

1. House Rent Allowances (HRA):
Either HRA will be provided to the extent of 65% of Basic Salary or Director will be provided rent-free accommodation.
2. Medical Reimbursement: As per rules of the company
3. Allowances for purchase of Books/Journals/Periodicals: As per rules of the company
4. Leave Travel Allowances: As per rules of the company
5. Helper Allowances: As per rules of the company
6. Gratuity, Ex-gratia/Bonus, Superannuation or annuity funds benefits, chauffeur driven car, free telephone including mobile telephone, internet and computer facility at the residence, Helper/ Assistant as per Company's Policy and rules.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits in any financial year during the tenure of Mr. Shantanu Prakash, Chairman & Managing 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 Mr. Shantanu Prakash shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not be a part of his remuneration;

RESOLVED FURTHER THAT 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

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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.7

APPROVAL OF THE WAIVER OF RECOVERY OF REMUNERATION PAID TO MR. JAGDISH PRAKASH (DIN: 00001115), WHOLE TIME DIRECTOR OF THE COMPANY DURING FINANCIAL YEAR 2012-13

“**RESOLVED THAT** pursuant to Section 197 and Schedule V of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and including the provisions of previous companies law and Rules made there under to the extent applicable and subject to the approval of the Central Government, the approval of the members of the Company be and is hereby accorded to waive the recovery of refundable managerial remuneration of Rs. 50,00,004/- (Rupees Fifty Lacs and four only) paid to Mr. Jagdish Prakash, Whole Time Director of the Company during the period from 01st April 2012 to 31st March 2013, due to inadequate profits/loss during the financial year 2012-13;

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RESOLVED FURTHER THAT the Company do make application to the Central Government for approval and accept any amendment, alteration, addition, deletion or modification to any of the terms and conditions relating to the waiver of excess remuneration paid to Mr. Jagdish Prakash, Whole Time Director of the company, as may be suggested or advised or directed by the Central Government and acceptable to Mr. Jagdish Prakash;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors 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 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.8

APPROVAL OF THE WAIVER OF THE RECOVERY OF REMUNERATION OF MR. VINOD KUMAR DANDONA (DIN: 06730804), WHOLE TIME DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to Section 197 and Schedule V of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and including the provisions of previous companies law and Rules made there under to the extent applicable and subject to the approval of the Central Government, the approval of the members of the Company be and is hereby accorded to waive the recovery of refundable managerial remuneration of Rs. Rs. 37,59,743/- (Rupees Thirty Seven Lacs Fifty Nine Thousand Seven Hundred Forty Three only) paid to Mr. Vinod Kumar Dandona, Whole Time Director of the Company during the

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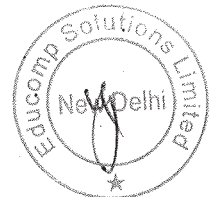
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period from 13.11.2013 to 31.05.2015 due to inadequate profits/loss during the financial year 2013-14 to 2015-16;

RESOLVED FURTHER THAT the Company do make application to the Central Government for approval and accept any amendment, alteration, addition, deletion or modification to any of the terms and conditions relating to the waiver of excess remuneration paid to Mr. Vinod Kumar Dandona, Whole Time Director of the company, as may be suggested or advised or directed by the Central Government and acceptable to Mr. Vinod Kumar Dandona;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors 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 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.9

APPROVAL OF THE REMUNERATION OF MR. VINOD KUMAR DANDONA (DIN: 06730804), WHOLE TIME DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 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 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,

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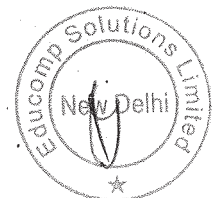
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under any other enactment or law for the time being in force, if any, the consent of members of the Company be and is hereby accorded for the payment of remuneration of Rs. 2,25,209/- (Rupees Two Lacs Twenty Five Thousand Two Hundred Nine only) per 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 01.06.2015 to 12.11.2016, 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 in adequacy 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

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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.10

APPROVAL OF THE AGREEMENT TO BE ENTERED BETWEEN THE COMPANY AND M/S EDU SMART SERVICES PRIVATE LIMITED, RELATED PARTY

“**RESOLVED** THAT pursuant to the applicable provisions of Section 188 the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and Clause 49 of the Listing Agreement, as may amended from time to time and subject to such approvals, consents, sanctions and permissions as may be necessary, the members of the Company do hereby confirm, ratify and approve the transactions entered and Agreement, to be entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the company, effective from 01st April 2014, for the sale of IT related hardware and/or education content;

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RESOLVED FURTHER THAT Board of directors of the company and Chief Financial Officer of the company 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.”

ITEM NO.11

APPOINTMENT OF MS. AZRA SHAUQIA HASAN AS AN INDEPENDENT DIRECTOR

“**RESOLVED THAT** Ms. Azra Shauqia Hasan (DIN: 07181657), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th May, 2015 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 (hereinafter referred as “the Act”) from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, in terms of the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, to hold office for 5 (five) consecutive years for a term up to 27th May, 2020 and whose office shall not be liable to retire by rotation.”

ITEM NO. 12

APPROVAL AND RATIFICATION OF THE REMUNERATION OF M/S AHUJA SUNNY & CO., COST ACCOUNTANTS OF THE COMPANY

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 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

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Directors of the Company, to audit the cost records of the Company for the financial year 2015-16, 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."

ITEM NO. 13

APPROVAL OF THE EDUCOMP EMPLOYEE STOCK OPTIONS SCHEME 2015 AND ISSUE OF SECURITIES

"**RESOLVED THAT** pursuant to the provisions of 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, SEBI (Share Based Employee Benefits) Regulations, 2014 (as amended upto date) and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines") and subject to all necessary consents, permissions and approvals and/or sanctions from all appropriate authorities, if required, and subject to such conditions and modifications as may be prescribed or imposed by appropriate authorities and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Nomination & Remuneration Committee), consent of the Members of Company be and is hereby accorded to the Board to introduce and implement proposed "Educomp Employee Stock Options Scheme 2015" (hereinafter referred to as "Educomp ESOS 2015") and to grant, offer and issue to the present and future eligible employees of the Company, who are in permanent employment of the Company including Directors of the Company whether Whole-time Directors or not except Independent Directors and Promoter Directors or a person who belongs to the promoter group and Directors who directly or indirectly holds more than 10% of the issued capital, and whether working in India or outside India as selected on the basis of criteria

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prescribed by the Board in accordance with the SEBI Regulations (collectively referred as the "Eligible Employees"), options exercisable by employees to subscribe to such number of equity shares of the Company not exceeding 1,00,00,000 (One Crore Only) Equity Shares of Rs. 2/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as maybe applicable from time to time), in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme, the provisions of the law or regulations issued by the relevant authority, as may be prevailing at that time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide upon and bring into effect the Educomp ESOS 2015 on such terms and conditions as contained in the relevant explanatory statement in the notice and to suspend, withdraw or revive the Educomp ESOS 2015;

RESOLVED FURTHER THAT such Equity Shares, upon allotment, shall rank pari-pasu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the limit 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);

RESOLVED FURTHER THAT the Board may, at its discretion, or in order to comply with any applicable rules, regulations or guidelines, add, amend or put restrictions or any other conditions as it may deem fit;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary 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 to secure any further consent or approval of the Shareholders of the Company".

ITEM NO. 14

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**APPROVAL OF THE EDUCOMP EMPLOYEE STOCK OPTIONS SCHEME
2015 FOR SUBSIDIARIES**

“RESOLVED THAT the benefits of the Employee Stock Options Scheme 2015 proposed under Resolution No. 13 of this Notice and as approved by the Members, be extended to such present and future permanent employees including Managing Director/Whole-Time Directors/Non Executive Directors (excluding Independent 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);

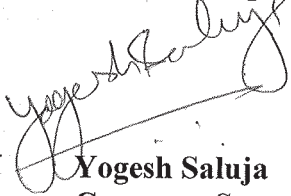
RESOLVED FURTHER THAT Board of Directors be and are hereby severally authorized on behalf of the Company to sign such documents, agreements, undertakings as may be necessary to give effect this resolution.”

All the above resolutions, which were put to vote, passed with requisite majority.

Sd/-
SHANTANU PRAKASH
CHAIRMAN

DATE OF ENTRY: 20.10.2015
DATE OF SIGNING: 27.10.2015
PLACE: New Delhi

For Educomp Solutions Limited

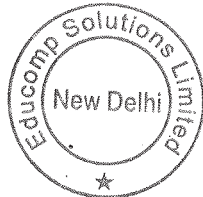


Yogesh Saluja

Company Secretary

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

Membership No:-A21916



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