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Everonn Public School

Corp Off: Everonn House , No. 96-99, Industrial Estate
Perungudi, Chennai - 600 096

www.everonnpublicschool.com

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EDUCATION

Board of Directors

Name	Status
Mr. A. Srinivasan	Managing Director
Mr. Dino Varkey	Non-Executive and Non Independent Director
Mr. C N Radhakrishnan	Non-Executive and Non Independent Director
Mr. R. Natarajan	Non-Executive and Independent Director
Mr. Lakdawala Turab	Non-Executive and Independent Director

Company Secretary

Mr. N P Mathi Lingan

Chief Financial Officer

Mr. Ganapathy Puranik

Auditors**M/s. P. Chandrasekar**

Chartered Accountants

S-512, 514, Manipal Centre, # 47, Dikenson Road, Bangalore - 560 042.

Registered Office of the Company

“Everonn House”, Plot No. 96-99, Industrial Estate, Perungudi, Chennai - 600 096.

Bankers**Axis Bank Limited**Ground Floor, Karumuthu Nilayam,
No. 192, Anna Salai, Chennai - 600 002.**ICICI Bank Limited**No. 25, 1st Avenue, Ashok Nagar,
Chennai - 600 083.**State Bank of India**Corporate Accounts Group Branch
64, Greams Road, Chennai - 600 006**IDBI Bank Limited**No. 7, South Boag Road
T. Nagar, Chennai- 600 017.**Standard Chartered Bank**No. 19, Rajaji Salai
Chennai - 600 001.**Subsidiaries****Everonn Educational Resources Solutions Limited****Toppers Tutorial Private Limited****Everonn Infrastructure Limited****AEG Skill Update Private Limited****Everonn Skill Development Limited****Everonn Business Education Limited****Everonn Dassani Literate Limited****Everonn Skill Products Development Limited****Everonn School Limited****Everonn Medical Education Limited****Everonn Technical Education India Limited****Edifications India Limited****Everonn Sport Management Limited****Everonn Knowledge & Education Corridor Limited****Everonn Skilling India Limited****Registrar & Share Transfer Agent**

Cameo Corporate Services Limited

Subramanian Building, No. 1, Club House Road, Chennai - 600 002.

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NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the members of Everonn Education Limited will be held on Friday the 26th September 2014 at 10.00 a.m. at Everonn House, 96-99, Industrial Estate Perungudi, Perungudi, Chennai - 600 096, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

2. **Appointment of Auditors**

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 other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. P. Chandrasekar, Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Fifteenth AGM of the Company to be held in the year 2015, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

3. **Appointment of Mr. R. Natarajan as an Independent Director of the Company**

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. R. Natarajan (DIN 00218008), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 26th September 2014 up to 25th September 2019."

4. **Appointment of Mr. Lakdawala Turab Mohd Hussein as an Independent Director of the Company**

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Lakdawala Turab Mohd Hussein (DIN 00800492), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 26th September 2014 up to 25th September 2019."

5. **Conversion rights to lenders under DRA:**

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

"RESOLVED THAT pursuant to Section 62(3) and all other applicable provisions of the Companies Act, 2013 ("the Act"), and applicable laws, rules and regulations (including any statutory modification or re-enactment of any of the aforesaid acts/regulations, for the time being in force) together with the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement(s) entered into by the Company with the Stock Exchange(s) where the Shares of the Company are listed (including any amendments thereto) and subject to any approvals, consents or permissions, the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee thereof) be and is hereby authorized to accept, and the consent of the Company be and is hereby accorded to the Board for the

allotment of such number of Equity Shares of the face value of Rs.10/- (Rupees Ten only) each to the Banks under the Debt Restructuring Agreement (DRA) executed on 22nd March 2014 (hereinafter referred to as the 'Lenders') which shall not exceed the amount of principal and interest outstanding as on the date of default, in the event of default in payment of the principal or interest thereon under the Scheme of Debt Restructuring at a price as per the SEBI rules and regulations/ Companies Act, 2013, on the exercise by the Lenders of the option to convert the whole or part of their loans, subject to a notice of at least 30 (thirty) days from the Lenders to the Company (hereinafter referred to as the "Notice of Conversion")."

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

- (i) On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up Equity Shares to the Lenders and such Lenders shall accept the same in satisfaction of the loans of the Lenders so converted, as envisaged under the DRA;
- (ii) The part of the said loans so converted shall cease to carry interest as from the date of conversion and the said loans shall stand correspondingly reduced. Upon such conversion, the repayment installments payable after the date of conversion as per the DRA shall stand reduced proportionately by the amounts of the said loan so converted;
- (iii) The Equity Shares so allotted and issued to the Lenders shall rank *pari passu* with the existing Equity Shares of the Company in all respects, interalia, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company; and
- (iv) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall, if so required by the said Lenders, at its cost, apply to the stock exchanges where the shares of the Company are listed for the listing of the Equity Shares issued to the Lenders as a result of the conversion.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to the above resolution."

6. Increase in the authorised share capital and alteration of the capital clause in the memorandum of association of the company:

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 13 sub-section (1), read with Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and that clause 5 of the Memorandum of Association of the Company be and is hereby altered accordingly."

By Order of the Board

Place : Chennai
Date : 12th Aug, 2014
Corporate Identification Number (CIN): L65991TN2000PLC058466

N P MATHI LINGAN
Company Secretary

Registered Office:
Everonn House, Plot # 96-99
Industrial Estate, Perungudi,
Chennai 600 096
Tel: 91 44 66998400
E-mail: companysecretary@everonn.com, Website: www.everonn.com

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 3 to 4 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself 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 meeting. 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. 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.
3. The Register of Members and Transfer Books of the Company will be closed from Friday, 19th Sep, 2014 to Friday, 26th Sep, 2014, both days inclusive.
4. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai - 600 002 (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, 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.
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with our RTA.
11. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID), Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) 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. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and in 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)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Shanmuga Raja with sequence number 1 then enter SH00000001 in the PAN field. *(Sl. No. mentioned in your address label can be used as Sequence No. for this purpose)*

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.

- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) **The voting period begins on 10.00 AM 19th Sep 2014 and ends on 6.00 PM 20th Sep 2014.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The record date for the purpose of e-voting is 21st Sep 2014.
- (xix) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board

Place : Chennai
Date : 12th Aug, 2014

N P MATHI LINGAN
Company Secretary

Corporate Identification Number (CIN): L65991TN2000PLC058466

Registered Office:

Everonn House, Plot # 96-99

Industrial Estate, Perungudi

Chennai 600 096

Tel: 91 44 66998400

E-mail: companysecretary@everonn.com, Website: www.everonn.com

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying Notice:

Item No. 3 to 4:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. R. Natarajan and Mr. Lakdawala Turab Mohd Hussein, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Board of Directors has recommended the appointment of these directors as Independent Directors from 26th September 2014 up to 25th September 2019.

Mr. R. Natarajan and Mr. Lakdawala Turab Mohd Hussein, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Profile of Mr. R. Natarajan and Mr. Lakdawala Turab Mohd Hussein as required under Clause 49 of the Listing Agreement is given as Annexure to the Notice.

Item No. 5:

In view of adverse market conditions and liquidity constraints, the Company entered into a Debt Restructuring Agreement (DRA) with Axis Bank Limited, State Bank of India and ICICI Bank Limited on 22nd March 2014, for restructuring the Company's debts. DRA includes provision for conversion of restructured debt of the Company in to Equity Shares by the Lenders in case of default in repayment of the principal/ interest by the Company on the terms mentioned therein. In terms of provisions under Section 62(3) of the Companies Act, 2013 the Company is required to take the approval of the shareholders through a special resolution.

The Board recommends passing of the resolution as set out in Item No. 4 of the accompanying notice.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

Item No. 6:

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Board of Directors of the Company in their meeting held on 26th May 2014 subject to requisite approvals and consents resolved to offer equity shares to the existing shareholders of the Company (Rights Issue). In view of the proposed Rights Issue, the Authorised Share Capital of the Company needs to be increased to Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each. Consequent to the increase of Authorised Share Capital, the Authorised Share Capital contained in Clause V of the Memorandum of Association of the Company need to be altered as indicated in Resolution No.5 contained in the Notice convening the AGM.

The Board recommends passing of the resolution as set out in Item No. 4 of the accompanying notice.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days from the date hereof upto the date of the Meeting.

By Order of the Board

N P MATHI LINGAN
Company Secretary

Place : Chennai
Chennai : 12th Aug, 2014
Corporate Identification Number (CIN): L65991TN2000PLC058466

Registered Office:
Everonn House, Plot # 96-99
Industrial Estate, Perungudi
Chennai 600 096
Tel: 91 44 66998400
E-mail: companysecretary@everonn.com, Website: www.everonn.com