

Notice

Notice is hereby given that the Fifteenth Annual General Meeting of the members of M/s.Everonn Education Limited will be held on Tuesday the 29th September 2015 at 10.00 a.m. at Everonn House, 96-99, Industrial Estate, Perungudi, Chennai - 600096 to transact the following business:

1. To receive, consider and adopt:
 - a) the Audited Financial Statement of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015 together with the Reports of the Auditors thereon;
2. To appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of sixteenth consecutive Annual General Meeting 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 Sixteenth AGM of the Company to be held in the year 2016, 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.C. N. Radhakrishnan as Chief Executive Officer & Managing 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 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended or re-enacted from time to time, read with Schedule V of the Act, the Company hereby approves the appointment of Mr.C. N. Radhakrishnan (DIN 03076098) as the Chief Executive Officer & Managing Director of the Company with effect from February 02, 2015 for a period of 3 (Three) years."

"FURTHER RESOLVED THAT Mr.C. N. Radhakrishnan will not be paid any remuneration for holding the position of Chief Executive Officer & Managing Director and the remuneration if any payable in the future will be subject to the provisions of Section 196,197,203 and other applicable provisions of the Companies Act, 2013 and within the limits laid down under Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

4. **Appointment of Mr. Sandeep Kumar Maniyar as a 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 Mr. Sandeep Kumar Maniyar (DIN 02722430) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 2, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing him candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

5. Appointment of Mr. Sandeep Kumar Maniyar as an Executive Director and Chief Financial Officer 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 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended or re-enacted from time to time, read with Schedule V of the Act, the Company hereby approves the appointment of Mr. Sandeep Kumar Maniyar(DIN 02722430) as an Executive Director and Chief Financial Officer of the Company with effect from February 02, 2015 for a period of 3 (Three) years.”

“FURTHER RESOLVED THAT Mr. Sandeep Kumar Maniyar will not be paid any remuneration for holding the position of Executive Director & Chief Financial Officer and the remuneration if any payable in the future will be subject to the provisions of Section 196,197,203 and other applicable provisions of the Companies Act, 2013 and within the limits laid down under Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. Appointment of Mr. Ajay Shetty as a 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 Mr. Ajay Shetty (DIN 02678449) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 02, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

7. Appointment of Mr. Mustafa Shariff Mohammed 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 Mr. Mustafa Shariff Mohammed (DIN 03362665) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 02, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company.”

8. Appointment of Ms. Priyanka Gupta 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 Ms. Priyanka Gupta (DIN 03268237) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 23, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company.”

9. Alteration of Articles of Association as per Companies Act 2013

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

10. Conversion of Loan into Equity shares of the Company by way of Preferential Allotment to an entity forming part of the “Promoter” and “Promoter Group”:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) including any amendments thereto or re-enactment thereof and all other applicable laws and regulations for the time being in force and the regulations/ guidelines, if any, issued by the Government of India (“GOI”) and subject to obtaining the requisite approvals and in terms of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued

by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges on which the equity shares allotted pursuant to the proposed issue are proposed to be listed and any other appropriate authorities, institutions or bodies, as may be applicable and the enabling provisions of the listing agreements entered into by the Company with the Stock Exchanges on which the equity shares of the Company are listed (the "Listing Agreements") and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such other conditions as may be prescribed/ stipulated by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to/accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which shall be deemed to include any Committee duly constituted by the Board in exercise of its powers), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to the Board to offer, issue and allot, upto **and not exceeding 25,69,359** Equity Shares of Rs. 10/- each (hereinafter referred to as "Equity Shares"), in one or more **tranches** on such terms and conditions as may be deemed appropriate by the Board for the conversion of outstanding loan into Equity on a preferential basis at the price determined in accordance with Chapter VII of the SEBI ICDR Regulations to the entities forming part of the promoters and promoter group of the Company in the following manner:

Allottee	No of shares
M/s. The Concorde Residential Schools (Kerala) Private Limited	12,38,270
M/s. GEMS Education India Private Limited	13,31,089

and as more **particularly** identified in the explanatory statement annexed to this notice ("Preferential Issue"), at its absolute discretion and wherever necessary, in consultation with the lead manager(s) and/or merchant banker(s) and /or advisor(s) and/or such other person(s) in accordance with the applicable laws, rules, regulations and guidelines prevailing in this regard and at an issue price (including such premium) not less than the price to be determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations".

"RESOLVED FURTHER THAT the **floor** price of the Equity Shares to be allotted in terms of the Preferential Issue shall be calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations with reference to the Relevant Date. The "Relevant Date" for the purpose of pricing of the Equity Shares shall be 28th August 2015, being 30 days prior to 29th September 2015, the date on which the meeting of the general body of shareholders will be held in terms of Section 62(1)(c) of the Act to consider the proposed issue".

"RESOLVED FURTHER THAT the Equity Shares to be created, offered, issued and allotted pursuant to this resolution shall rank *paripassu* in all respects, including dividend".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to constitute or form a Committee or delegate all or any of its powers to any Director(s)/Committee duly authorised by the Board or Company Secretary or Chief Financial Officer or other persons duly authorised by the Board, at its absolute discretion to give effect to the aforesaid resolution and is authorised

to take all such steps and do such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and to take such action and give such directions as they may consider necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable to settle any question or difficulty which may arise in regard to issue and allotment of the Equity Shares, as the case may be, including but not limited to :

- (a) approving the terms of the preferential issue **and issue price (with or without premium),the number of equity shares to be allotted, the basis of allocation and allotment thereof, as the case may be;**
- (b) arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of the Equity Shares by the Company;
- (c) affixing the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above as per the procedure prescribed in the Articles of Association of the Company;
- (d) doing all such acts, deeds, matters and things and executing all such other documents and paying all such fees, as may in its absolute discretion, deem necessary or desirable for the purpose of the proposed issue.
- (e) making all such necessary applications with the stock exchange(s) and other appropriate authorities and making the necessary regulatory filings in this regard; and
- (f) authorising or delegating all or any of the powers herein above conferred to any one or more persons, if need be”

“RESOLVED FURTHER THAT the preferential issue shall be subject to and shall only be made within the permissible limit of acquisition (without attracting an obligation of making an open offer) by the promoter / promoter group within the present financial year, as permitted under the applicable provisions, including Regulation 3 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended”.

By Order of the Board of Directors

N P MATHI LINGAN
Company Secretary

Chennai, 18th Aug, 2015

Corporate Identification Number (CIN): L65991TN2000PLC058466

Registered Office:

1st Floor, “A” Block, S. P. Infocity, Plot # 40,

MGR Salai, Kandanchavadi,

Perungudi, Chennai - 600096

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 10 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 8 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 Tuesday, 22nd Sep, 2015 to Tuesday, 29th Sep, 2015, 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 a nearly 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 2014-15 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, and the clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.
12. Mr. S Hari Krishnan, Practicing Company Secretaries (Membership No. ACS 13740), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
13. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
14. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
15. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
16. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to satheeshkumars@everonn.com/shanmugarajar@everonn.com/harikarthik@everonn.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. S Hari Krishnan, Practicing Company Secretary at #6/17, Nancy Street, Purasawakkam, Chennai - 600 007 not later than Tuesday, September 22, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
17. The instructions for e-voting are as under:

In case of members receiving e-mail:

- (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	For Members holding shares 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 Ramesh Kumar with sequence number 1 then enter RA00000001 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) **The voting period begins on 09.00AM 26th Sep 2015 and ends on 5.00PM 28th Sep 2015.** 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 22nd Sep 2015.
- (C) 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 of Directors

N P MATHI LINGAN
Company Secretary

Chennai, 18th Aug, 2015

Corporate Identification Number (CIN): L65991TN2000PLC058466

Registered Office:

1st Floor, "A" Block,

S. P. Infocity, Plot # 40,

MGR Salai, Kandanchavadi,

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 10 of the accompanying Notice:

Item No. 3:

Mr. C. N. Radhakrishnan was appointed as an additional director of the Company in the meeting of the Board of Directors held on 30th May 2013 and subsequently he was appointed as a Director in the Annual General Meeting of the Company held on September 26, 2013, the Members had approved the appointment of Mr. C. N. Radhakrishnan as Director of the company.

Profile of **Mr. C. N. Radhakrishnan** as required under Clause 49 of the Listing Agreement is given as Annexure to the Notice.

The main terms and conditions of appointment of **Mr. C. N. Radhakrishnan** (hereinafter referred to as an "Executive Director") are given below:

A. Tenure of Appointment:

The appointment of the CEO & MD is for a period of three years with effect from February 2, 2015.

B. Nature of Duties:

The CEO & MD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the CEO & MD from time to time by serving on the Boards of such associated companies and/or subsidiaries or any other executive body or any committee of such company.

C. Remuneration:

At present, no remuneration is proposed to be paid to **Mr. C. N. Radhakrishnan** for his services pursuant to such appointment as CEO & MD of the Company.

D. Other terms of Appointment:

- i. The CEO & MD shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the CEO & MD may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the CEO & MD, subject to such approvals as may be required.
- iii. The agreement may be terminated by either party by giving to the other party three months' notice of such termination thereof.