

30-09-2016

Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1 G - Block, Bandra Kurla Complex, Mumbai-51	Corporate Service Department Bombay Stock Exchange Limited P.J Towers, Dalal Street Mumbai – 1
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Dear Sir/Madam,

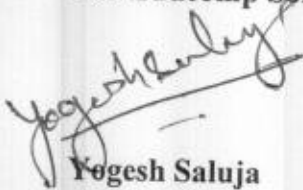
**Sub: Outcome of the 22<sup>nd</sup> Annual General Meeting of the Company**

We would like to inform you that the 22<sup>nd</sup> Annual General Meeting (“AGM”) of Educomp Solutions Limited (“the Company”) held today i.e. September 30, 2016 at 03:30 P.M. at Sri Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi- 110003, to transact the businesses as stated in the notice dated August 12, 2016, convening the AGM.

In this regard, please find attached herewith the proceeding of the AGM of the Company as required under Regulation 30 read with Part A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as Annexure-I.

Further, the voting results of the businesses transacted at the AGM, as required under Regulation 44 of the SEBI LODR Regulations and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, will be provided in due course of time.

This is for your information and records.

**For Educomp Solutions Limited****Yogesh Saluja****(Company Secretary)****MemberShip No:- A21916****Address:-3/206, Subhash Nagar, New Delhi-110027****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](http://www.educomp.com)

Bangalore, Mumbai, Chennai, Hyderabad.

**Proceeding of AGM**

The 22<sup>nd</sup> AGM of the Company was held today i.e. September 30, 2016 at 03:30 P.M. at Sri Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi- 110003.

In the absence of Mr. Sanjay Kumar Bhattacharyya, Chairman of the Board and in terms of the Para 5.1 of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting ("SS-2"), Mr. Shantanu Prakash, Managing Director of the Company appointed as Chairman of the Meeting. Mr. Shantanu Prakash, Managing Director of the Company presided over the meeting and welcomed the members to the AGM. The Chairman declared the meeting as validly convened and informed the members that the requisite quorum as per the Companies Act, 2013 read with Articles of Association of the Company, was fulfilled and present.

The Chairman informed that the Statutory Registers under the Companies Act, 2013 required to be kept open for Inspection along with the other documents as mentioned in the AGM Notice are available for inspection by the members.

The Chairman delivered his speech, thereafter.

The Chairman introduced the Directors sitting on the dais and informed the shareholders that Mr. Vijay Kumar Choudhary, Independent Non Executive Director and the Chairman of Audit Committee and Stakeholders' Relationship Committee and Ms. Azra Hasan, Independent Non Executive Director and the Chairman of Nomination and Remuneration Committee are present to answer the queries of the Members. The Chairman spoke about financial performance of the Company, current economic situations and its impact.

The Chairman then informed the members that as per the applicable provision of the Companies Act, 2013 and rules enacted thereunder read with Listing Regulations and SS-2, the Company has provided remote e-voting facility to the members to cast their vote on AGM agenda items between Tuesday, September 27, 2016 (09:00 A.M IST) to Thursday, September 29, 2016 (05:00 P.M. IST) in proportion to their shareholding as on cut-off date i.e. September 23, 2016. Further, he also informed that the members, who have not casted their vote via remote e-voting can vote via polling paper at the AGM.

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The Chairman also informed the Members that the Board of Directors have engaged the services of Central Depository Services (India) Private Limited (CDSL) as agency to provide e-voting facility.

He further informed that Mr. Sanjay Grover (CP No. 3850) Managing Partner or failing him Mr. Devesh Kumar Vasisht (CP No. 13700) Partner of M/s. Sanjay Grover & Associates, Practicing Company Secretaries (Firm Registration No. P2001DE052900) was appointed as Scrutinizer to scrutinize the remote e-voting process & voting through Polling Paper at the AGM in a fair & transparent manner.

The Chairman then read out the business to be transacted at the AGM. As per notice dated August 12, 2016 convening the AGM of the Company, the following business was transacted at the AGM:

### **ORDINARY BUSINESSES**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016, including Balance Sheet as at 31st March, 2016 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)**
2. To appoint a Director in place of Mr. Shantanu Prakash (DIN: 00983057), who retires from office by rotation, and being eligible, offers himself for reappointment. **(Ordinary Resolution)**
3. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration. **(Ordinary Resolution)**

### **SPECIAL BUSINESSES**

4. To approve the re-appointment and remuneration of Mr. Vinod Kumar Dandona, (DIN: 06730804) Whole Time Director of the Company. **(Special Resolution)**
5. To approve and ratify the remuneration of M/s Ahuja Sunny & Co., Cost Accountant of the Company. **(Ordinary Resolution)**

Members present were also given opportunity to ask question and seek clarifications. Post question and answer session, the Chairman thanked the Members present at the Meeting and concluded the meeting by authorizing Mr. Sanjay Grover, the Scrutinizer appointed for the poll, to take over the poll proceedings and submit his report thereon.

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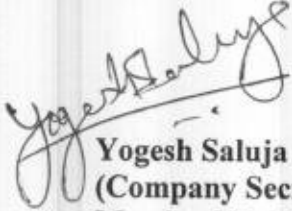
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He informed the members that the voting results will be made available at the website of the Company and Agency within 48 hours of the conclusion of the meeting.

**For Educomp Solutions Limited**



**Yogesh Saluja**  
(Company Secretary)

MemberShip No:- A21916

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



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