

| <b>EDUCOMP SOLUTIONS LIMITED</b>  |   |
|---|---|
| <b>CIN: L74999DL1994PLC061353</b>   |   |
| <b>Date of AGM :MONDAY, 29TH AUGUST ,2014</b>   |   |
| <b>Total Number of Shareholders as on cut off Date: August 29, 2014</b>               | <b>136779</b>   |
| <b>No. of Shareholders present in the meeting either personally or through Proxy*</b> | <b>1393</b>   |
| <b>(*Based on shareholders(on the basis of folios registering Attendance )</b>        |   |
| <b>Promoter and Promoter Group:</b>   | <b>6</b>  |
| <b>Public Shareholders</b>  | <b>1387</b>   |
| <b>No. of Shareholders who voted through E Voting(23/09/2014 to 25/09/2014)</b>       |   |
| <b>Promoter and Promoter Group</b>  | <b>0</b>  |
| <b>Public Shareholders</b>  | <b>131(inc<br/>luding<br/>Financi<br/>al<br/>Institit<br/>utions)</b> |
| <b>No. of Shareholders who voted through Video Conferencing</b>                       | <b>N/A</b>  |
| <b>Details of Agenda</b>  |   |

**Resolution 1:**To receive, consider and adopt audited financial statements of the company for the financial year ended March 31, 2014, including Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

**Educomp Solutions Limited**  
**CIN:-L74999DL1994PLC061353**  
**Corporate office: 514, Udyog Vihar, Phase III, Gurgaon – 122001, Haryana (INDIA).**  
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**Registered Office: 1211, Padma Tower I, 5, Rajendra Place, New Delhi-110008.**  
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**Resolution Required:- Ordinary Resolution**  
**Mode of Voting:- E-Voting/Poll**  
**Result:- Passed with overwhelming majority**

| Category                     | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting       | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Poll           | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting       | 12,034,049               | 48.7811                                 | 11,340,287             | 693,762                 | 94.2350                                | 5.7650                                  |
|                              |                    | Poll           | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Sub-total      | 12,034,049               | 48.7811                                 | 11,340,287             | 693,762                 | 94.2350                                | 5.7650                                  |
| Public- Others               | 42,953,177         | e-voting       | 98,691                   | 0.2298                                  | 79,491                 | 19,200                  | 80.55                                  | 19.4547                                 |
|                              |                    | Poll           | 820                      | 0.0019                                  | 820                    | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 99,511                   | 0.2317                                  | 80,311                 | 19,200                  | 80.71                                  | 19.2943                                 |
| <b>Total</b>                 | <b>122,460,918</b> |                | <b>66,971,805</b>        | <b>54.6883</b>                          | <b>66,258,843</b>      | <b>712,962</b>          | <b>98.9354</b>                         | <b>1.0646</b>                           |

**Resolution 2: To appoint a director in place of Shri. Shantanu Prakash (DIN: 00983057) who retires from office by rotation, and being eligible offers himself for re-appointment**

**Resolution Required:- Ordinary Resolution**  
**Mode of Voting:- E-Voting/Poll**  
**Result:- Passed with overwhelming majority**

| Category | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|----------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|----------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|

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|                              | (1)                |           | (2)               | (3)=(2)/(1)*100 | (4)               | (5)           | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
|------------------------------|--------------------|-----------|-------------------|-----------------|-------------------|---------------|-----------------|-----------------|
| Promoters and Promoter Group | 54,838,245         | e-voting  | -                 | 0               | -                 | -             | 0               | 0               |
|                              |                    | Poll      | 54,838,245        | 100.0000        | 54,838,245        | -             | 100.00          | 0               |
|                              |                    | Sub-total | 54,838,245        | 100.0000        | 54,838,245        | -             | 100.00          | 0               |
| Public-Institutional         | 24,669,496         | e-voting  | 12,034,049        | 48.7811         | 12,034,049        | -             | 100.00          | 0               |
|                              |                    | Poll      | -                 | 0               | -                 | -             | 0               | 0               |
|                              |                    | Sub-total | 12,034,049        | 48.7811         | 12,034,049        | -             | 100.00          | 0               |
| Public- Others               | 42,953,177         | e-voting  | 98,309            | 0.2289          | 63,080            | 35,229        | 64.17           | 35.8350         |
|                              |                    | Poll      | 820               | 0.0019          | 820               | -             | 100.00          | 0               |
|                              |                    | Sub-total | 99,129            | 0.2308          | 63,900            | 35,229        | 64.46           | 35.5385         |
| <b>Total A</b>               | <b>122,460,918</b> |           | <b>66,971,423</b> | <b>54.6880</b>  | <b>66,936,194</b> | <b>35,229</b> | <b>99.95</b>    | <b>0.0526</b>   |

**Resolution 3: To Appoint M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration**

**Resolution Required:- Ordinary Resolution**

**Mode of Voting:- E-Voting/Poll**

**Result:- Passed with overwhelming majority**

| Category                     | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting       | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Poll           | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-           |                          | 100.0000                                |                        |                         | 100.00                                 | 0                                       |

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|                      |             |           |            |         |            |       |          |        |
|----------------------|-------------|-----------|------------|---------|------------|-------|----------|--------|
|                      |             | total     | 54,838,245 |         | 54,838,245 | -     |          |        |
| Public-Institutional | 24,669,496  | e-voting  | 12,034,049 | 48.7811 | 12,034,049 | -     | 100.0000 | 0      |
|                      |             | Poll      |            | 0       |            | -     | 0        | 0      |
|                      |             | Sub-total | 12,034,049 | 48.7811 | 12,034,049 | -     | 100.0000 | 0      |
| Public-Others        | 42,953,177  | e-voting  | 98,197     | 0.2286  | 94,521     | 3,676 | 96.2565  | 3.7435 |
|                      |             | Poll      | 820        | 0.0019  | 820        | -     | 100.00   | 0      |
|                      |             | Sub-total | 99,017     | 0.2305  | 95,341     | 3,676 | 96.2875  | 3.7125 |
| Total                | 122,460,918 |           | 66,971,311 | 54.6879 | 66,967,635 | 3,676 | 99.9945  | 0.0055 |

**Resolution 4: To Appoint Shri Shonu Chandra as an Independent Director.**
**Resolution Required:- Ordinary Resolution**
**Mode of Voting:- E-Voting/Poll**
**Result:- Passed with overwhelming majority**

| Category                     | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting       |                          | 0                                       |                        | 0.00                    | 0                                      | 0                                       |
|                              |                    | Poll           | 54,838,245               | 100.0000                                | 54,838,245             | 0.00                    | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 54,838,245               | 100.0000                                | 54,838,245             | 0.00                    | 100.00                                 | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting       | 12,034,049               | 48.7811                                 | 11,340,287             | 693,762                 | 94.24                                  | 5.7650                                  |
|                              |                    | Poll           |                          | 0                                       |                        | -                       | 0                                      | 0                                       |
|                              |                    | Sub-total      | 12,034,049               | 48.7811                                 | 11,340,287             | 693,762                 | 94.24                                  | 5.7650                                  |
| Public-                      |                    | e              |                          | 0.2275                                  |                        |                         | 73.0975                                | 26.9025                                 |

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|              |                    |           |                   |                |                   |                |                |               |
|--------------|--------------------|-----------|-------------------|----------------|-------------------|----------------|----------------|---------------|
| Others       | 42,953,177         | voting    | 97,738            |                | 71,444            | 26,294         |                |               |
|              |                    | Poll      | 820               | 0.0019         | 820               | -              | 100.00         | 0             |
|              |                    | Sub-total | 98,558            | 0.2295         | 72,264            | 26,294         | 73.3213        | 26.6787       |
| <b>Total</b> | <b>122,460,918</b> |           | <b>66,970,852</b> | <b>54.6875</b> | <b>66,250,796</b> | <b>720,056</b> | <b>98.9248</b> | <b>1.0752</b> |

**Resolution 5: To Appoint Shri Venkata Subbarao Valluri as an Independent Director**
**Resolution Required:- Ordinary Resolution**
**Mode of Voting:- E-Voting/Poll**
**Result:- Passed with overwhelming majority**

| Category                     | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting       |                          | 0                                       |                        | 0                       | 0                                      | 0                                       |
|                              |                    | Poll           | 54,838,245               | 100.00                                  | 54,838,245             | 0                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 54,838,245               | 100.00                                  | 54,838,245             | 0                       | 100.00                                 | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting       | 12,034,049               | 48.7811                                 | 12,034,049             | 0                       | 100.00                                 | 0                                       |
|                              |                    | Poll           | -                        | 0                                       | -                      | 0                       | 0                                      | 0                                       |
|                              |                    | Sub-total      | 12,034,049               | 48.7811                                 | 12,034,049             | 0                       | 100.00                                 | 0                                       |
| Public-Others                | 42,953,177         | e-voting       | 98,295                   | 0.2288                                  | 71,871                 | 26,424                  | 73.1177                                | 26.8823                                 |
|                              |                    | Poll           | 820                      | 0.0019                                  | 820                    | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 99,115                   | 0.2308                                  | 72,691                 | 26,424                  | 73.34                                  | 26.6599                                 |
| <b>Total</b>                 | <b>122,460,918</b> |                | <b>66,971,409</b>        | <b>54.6880</b>                          | <b>66,944,985</b>      | <b>26,424</b>           | <b>99.9605</b>                         | <b>0.0395</b>                           |

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**Resolution 6: To Appoint Shri Vinod Kumar Dandona as an Director**
**Resolution Required:- Special Resolution**
**Mode of Voting:- E-Voting/Poll**
**Result:- Passed with overwhelming majority**

| Category                     | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting       | 0.00                     | 0                                       | 0.00                   | 0.00                    | 0                                      | 0                                       |
|                              |                    | Poll           | 54,838,245               | 100.00                                  | 54,838,245             | 0.00                    | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 54,838,245               | 100.00                                  | 54,838,245             | 0.00                    | 100.00                                 | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting       | 12,034,049               | 48.7811                                 | 12,034,049             | 0.00                    | 100.00                                 | 0                                       |
|                              |                    | Poll           | -                        | 0                                       | -                      | 0.00                    | 0                                      | 0                                       |
|                              |                    | Sub-total      | 12,034,049               | 48.7811                                 | 12,034,049             | 0.00                    | 100.00                                 | 0                                       |
| Public- Others               | 42,953,177         | e-voting       | 96,440                   | 0.2245                                  | 70,446                 | 25,994                  | 73.0465                                | 26.9535                                 |
|                              |                    | Poll           | 820                      | 0.0019                                  | 820                    | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 97,260                   | 0.2264                                  | 71,266                 | 25,994                  | 73.2737                                | 26.7263                                 |
| <b>Total</b>                 | <b>122,460,918</b> |                | <b>66,969,554</b>        | <b>54.6865</b>                          | <b>66,943,560</b>      | <b>25,994</b>           | <b>99.9612</b>                         | <b>0.0388</b>                           |

**Resolution 7: To Appoint Shri Vijay Kumar Choudhary as an Independent Director**
**Resolution Required:- Ordinary Resolution**
**Mode of Voting:- E-Voting/Poll**
**Result:- Passed with overwhelming majority**

| Category | No. of shares Held | Mode of Voting | No of Valid Votes | % of Votes Polled on Outstanding | No. of Votes in Favour | No. of Votes in | % of votes in favour over Votes Polled | % of votes in against over Votes |
|----------|--------------------|----------------|-------------------|----------------------------------|------------------------|-----------------|--|----------------------------------|
|----------|--------------------|----------------|-------------------|----------------------------------|------------------------|-----------------|--|----------------------------------|

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|                              |             |           | Polled     | Shares          |            | Against |                 | Polled          |
|------------------------------|-------------|-----------|------------|-----------------|------------|---------|-----------------|-----------------|
|                              | (1)         |           | (2)        | (3)=(2)/(1)*100 | (4)        | (5)     | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | 54,838,245  | e-voting  | -          | 0               | -          | -       | 0               | 0               |
|                              |             | Poll      | 54,838,245 | 100.0000        | 54,838,245 | -       | 100.00          | 0               |
|                              |             | Sub-total | 54,838,245 | 100.0000        | 54,838,245 | -       | 100.00          | 0               |
| Public-Institutional         | 24,669,496  | e-voting  | 12,034,049 | 48.7811         | 12,034,049 | -       | 100.00          | 0               |
|                              |             | Poll      |            | 0               |            | -       | 0               | 0               |
|                              |             | Sub-total | 12,034,049 | 48.7811         | 12,034,049 | -       | 100.00          | 0               |
| Public-Others                | 42,953,177  | e-voting  | 98,295     | 0.2288          | 71,951     | 26,344  | 73.1990         | 26.8010         |
|                              |             | Poll      | 820        | 0.0019          | 820        | -       | 100.00          | 0               |
|                              |             | Sub-total | 99,115     | 0.2308          | 72,771     | 26,344  | 73.4208         | 26.5792         |
| Total                        | 122,460,918 |           | 66,971,409 | 54.6880         | 66,945,065 | 26,344  | 99.96           | 0.0393          |

**Resolution 8: To Appoint Shri Rajat Khare as an Independent Director.**
**Resolution Required:- Ordinary Resolution**
**Mode of Voting:- E-Voting/Poll**
**Result:- Passed with overwhelming majority**

| Category      | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|---------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|               | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and | 54,838,245         | e-voting       |                          | 0                                       |                        | -                       | 0                                      | 0                                       |

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|                      |             |           |            |          |            |        |          |         |
|----------------------|-------------|-----------|------------|----------|------------|--------|----------|---------|
| Promoter Group       |             | Poll      | 54,838,245 | 100.0000 | 54,838,245 | -      | 100.00   | 0       |
|                      |             | Sub-total | 54,838,245 | 100.0000 | 54,838,245 | -      | 100.00   | 0       |
| Public-Institutional | 24,669,496  | e-voting  | 12,034,049 | 48.7811  | 12,034,049 | -      | 100.0000 | 0       |
|                      |             | Poll      |            | 0        |            | -      | 0        | 0       |
|                      |             | Sub-total | 12,034,049 | 48.7811  | 12,034,049 | -      | 100.0000 | 0       |
| Public-Others        | 42,953,177  | e-voting  | 95,976     | 0.2234   | 69,732     | 26,244 | 72.6557  | 27.3443 |
|                      |             | Poll      | 820        | 0.0019   | 820        | -      | 100.00   | 0       |
|                      |             | Sub-total | 96,796     | 0.2254   | 70,552     | 26,244 | 72.8873  | 27.1127 |
| Total                | 122,460,918 |           | 66,969,090 | 54.6861  | 66,942,846 | 26,244 | 99.9608  | 0.0392  |

**Resolution 9: To Appoint Smt. Swati Sinha as an Independent Director.**
**Resolution Required:- Ordinary Resolution**
**Mode of Voting:- E-Voting/Poll**
**Result:- Passed with overwhelming majority**

| Category                     | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting       | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Poll           | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting       | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.00                                 | 0                                       |
|                              |                    | Poll           | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |

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|               |                    |                  |                   |                |                   |               |                |                |
|---------------|--------------------|------------------|-------------------|----------------|-------------------|---------------|----------------|----------------|
|               |                    | <b>Sub-total</b> | <b>12,034,049</b> | <b>48.7811</b> | <b>12,034,049</b> | <b>-</b>      | <b>100.00</b>  | <b>0</b>       |
| Public-Others | 42,953,177         | e-voting         | 98,245            | 0.2287         | 71,623            | 26,622        | 72.9024        | 27.0976        |
|               |                    | Poll             | 820               | 0.0019         | 820               | -             | 100.00         | 0              |
|               |                    | <b>Sub-total</b> | <b>99,065</b>     | <b>0.2306</b>  | <b>72,443</b>     | <b>26,622</b> | <b>73.1267</b> | <b>26.8733</b> |
| <b>Total</b>  | <b>122,460,918</b> |                  | <b>66,971,359</b> | <b>54.6879</b> | <b>66,944,737</b> | <b>26,622</b> | <b>99.96</b>   | <b>0.0398</b>  |

**Resolution 10: To approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the Company**

**Resolution Required:- Ordinary Resolution**

**Mode of Voting:- E-Voting/Poll**

**Result:- Passed with overwhelming majority**

| Category                     | No. of shares Held | Mode of Voting   | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|------------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                  | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting         | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Poll             | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
|                              |                    | <b>Sub-total</b> | <b>54,838,245</b>        | <b>100.0000</b>                         | <b>54,838,245</b>      | <b>-</b>                | <b>100.00</b>                          | <b>0</b>                                |
| Public-Institutional         | 24,669,496         | e-voting         | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.0000                               | 0                                       |
|                              |                    | Poll             | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | <b>Sub-total</b> | <b>12,034,049</b>        | <b>48.7811</b>                          | <b>12,034,049</b>      | <b>-</b>                | <b>100.0000</b>                        | <b>0</b>                                |
| Public-Others                | 42,953,177         | e-voting         | 98,270                   | 0.2288                                  | 74,700                 | 23,570                  | 76.0151                                | 23.9849                                 |
|                              |                    | Poll             | 820                      | 0.0019                                  | 820                    | -                       | 100.00                                 | 0                                       |
|                              |                    | <b>Sub-</b>      |                          | <b>0.2307</b>                           |                        |                         | <b>76.2135</b>                         | <b>23.7865</b>                          |

**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.



|       |             |       |            |         |            |        |         |        |
|-------|-------------|-------|------------|---------|------------|--------|---------|--------|
|       |             | total | 99,090     |         | 75,520     | 23,570 |         |        |
| Total | 122,460,918 |       | 66,971,384 | 54.6880 | 66,947,814 | 23,570 | 99.9648 | 0.0352 |

**Resolution \*11:** To approve and ratified the agreement entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the Company for the purchase of receivables pursuant to the scheme approved under the CDR mechanism

**Resolution Required:-** Special Resolution

**Mode of Voting:-** E-Voting/Poll

**Result:-** Passed with overwhelming majority

| Category                     | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting       | -                        | 0                                       | -                      | 0                       | 0                                      | 0                                       |
|                              |                    | Poll           | -                        | 0                                       | -                      | 0                       | 0                                      | 0                                       |
|                              |                    | Sub-total      | -                        | 0                                       | -                      | 0                       | 0                                      | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting       | 12,034,049               | 48.7811                                 | 12,034,049             | 0                       | 100.00                                 | 0                                       |
|                              |                    | Poll           | -                        | 0                                       | -                      | 0                       | 0                                      | 0                                       |
|                              |                    | Sub-total      | 12,034,049               | 48.7811                                 | 12,034,049             | 0                       | 100.00                                 | 0                                       |
| Public-Others                | 42,953,177         | e-voting       | 99,241                   | 0.2310                                  | 81,395                 | 17846                   | 82.0175                                | 17.9825                                 |
|                              |                    | Poll           | 820                      | 0.0019                                  | 820                    | 0                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 100,061                  | 0.2330                                  | 82,215                 | 17846                   | 82.1649                                | 17.8351                                 |
| Total                        | 122,460,918        |                | 12,134,110               | 9.9086                                  | 12,116,264             | 17846                   | 99.85                                  | 0.1471                                  |

\*The promoters have abstained from voting in the above resolution being a related party.

**Educomp Solutions Limited**

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Bangalore, Mumbai, Chennai, Hyderabad.



Thus, all the above resolutions were passed with requisite majority.

Thanking you.

**For Educomp Solutions Limited**



**Yogesh Saluja**

**Company Secretary**

**Membership Number: 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.**  
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# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : sanjaygrover7@gmail.com

### Scrutinizer's Report

***[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies  
(Management and Administration) Rules, 2014]***

To

The Chairman

20<sup>th</sup> Annual General Meeting of the Members of

Educomp Solutions Limited to held on Monday, September 29, 2014 at 03.30 P.M.

at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, New Delhi-110003

Dear Sir,

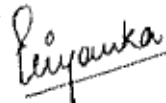
**Sub: Scrutinizer's Report on e-voting as per provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

I, Sanjay Grover, Proprietor of Sanjay Grover & Associates, practicing Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi 110024, was appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 20<sup>th</sup> Annual General Meeting of the Members of Educomp Solutions Limited, to be held on 29<sup>th</sup> day of September, 2014 at 3:30 P.M at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, New Delhi-110003.



I submit my report as under:

1. The e-voting period remained open from Tuesday, September 23, 2014 (9:00 AM) and ended on Thursday, September 25, 2014 (6:00 PM).
2. The Shareholders of the Company as on the "cut off" date i.e. Friday, August 29, 2014 were entitled for e-voting on the proposed resolutions (item no 1 to 11) as set out in the notice of the 20<sup>th</sup> Annual General Meeting of the Company.
3. I have monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on its designated website.
4. The votes were unblocked on 25<sup>th</sup> September, 2014 at 7:00 PM in the presence of two witnesses, Ms. Priyanka Bahal, R/o A- 377, Defence Colony, New Delhi - 110024 and Ms. Preeti Sharma, R/o Flat No. 124, B-1, Aravali Appartments, Sector-34, Noida- 201307, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Priyanka Bahal

  
Preeti Sharma

5. The particulars of votes received from the Members in electronic form(s) have been entered in a separate Register maintained for the purpose
6. The total Equity Share Capital(listed) of the Company as on cut off date i.e. Friday, August 29, 2014, was Rs. 24,49,21,836 (Rupees Twenty Four Crores Forty Nine Lacs Twenty One Thousand Eight Hundred and Thirty Six Only ) divided into 12,24,60,918 (Twelve Crores Twenty Four Lacs Sixty Thousand Nine Hundred and Eighteen) shares of Rs. 2/- (Rupees Two) each.



7. Thereafter, the details containing, inter-alia list of equity shareholders who voted 'FOR' and 'AGAINST', were downloaded from e-voting enabling website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

8. The Result of E voting exercised by the Shareholders is as under:

(a) Resolution No. 1-

Receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 March, 2014. (ORDINARY RESOLUTION)

i. Voted in favour of the resolution:

| Number of Voters | Votes in favour | % of Votes in favour |
|------------------|-----------------|----------------------|
| 121              | 1,14,19,778     | 94.1237              |

ii. Voted against the resolution:

| Number of voters | Votes in against | % of Votes against |
|------------------|------------------|--------------------|
| 10               | 7,12,962         | 5.8763             |

(b) Resolution No. 2-

Appointment of Shri. Shantanu Prakash (DIN: 00983057) as Director of the Company. (ORDINARY RESOLUTION)

i. Voted in favour of the resolution:

| Number of voters | Votes in favour | % of Votes in favour |
|------------------|-----------------|----------------------|
| 107              | 1,20,97,129     | 99.7096              |

ii. Voted against the resolution:

| Number of voters | Votes in against | % of Votes in against |
|------------------|------------------|-----------------------|
| 23               | 35,229           | 0.2904                |



**(c) Resolution No. 3-**

**Appointment of M/s Haribhakti & Co. LLP, Chartered Accountants (Registration No. 103523W) as Auditors and fix their remuneration. (ORDINARY RESOLUTION)**

i. Voted in favour of the resolution:

| Number of voters | Votes in favour | % of Votes in favour |
|------------------|-----------------|----------------------|
| 122              | 1,21,28,570     | 99.9697              |

ii. Voted against the resolution:

| Number of voters | Votes in against | % of Votes in against |
|------------------|------------------|-----------------------|
| 7                | 3,676            | 0.0303                |

**(d) Resolution No. 4-**

**Appointment of Shri Shonu Chandra (DIN: 01019974) as an Independent Director. (ORDINARY RESOLUTION)**

i. Voted in favour of the resolution:

| Number of voters | Votes in favour | % of Votes in favour |
|------------------|-----------------|----------------------|
| 106              | 1,14,11,731     | 94.0647              |

ii. Voted against the resolution:

| Number of voters | Votes in against | % of Votes in against |
|------------------|------------------|-----------------------|
| 21               | 7,20,056         | 5.9353                |



**(e) Resolution No. 5-**

**Appointment of Shri Venkata Subbarao Valluri (DIN: 06645126) as an Independent Director. (ORDINARY RESOLUTION)**

**i. Voted in favour of the resolution:**

| Number of voters | Votes in favour | % of Votes in favour |
|------------------|-----------------|----------------------|
| 114              | 1,21,05,920     | 99.7822              |

**ii. Voted against the resolution:**

| Number of voters | Votes in against | % of Votes in against |
|------------------|------------------|-----------------------|
| 15               | 26,424           | 0.2178                |

**(f) Resolution No. 6-**

**Appointment of Shri Vinod Kumar Dandona (DIN: 06730804) as Director. (SPECIAL RESOLUTION)**

**i. Voted in favour of the resolution:**

| Number of voters | Votes in favour | % of Votes in favour |
|------------------|-----------------|----------------------|
| 113              | 1,21,04,495     | 99.7857              |

**ii. Voted against the resolution:**

| Number of voters | Votes in against | % of Votes in against |
|------------------|------------------|-----------------------|
| 13               | 25,994           | 0.2143                |





**g) Resolution No. 7-**

**Appointment of Shri Vijay Kumar Choudhary (DIN: 00203673) as an Independent Director. (ORDINARY RESOLUTION)**

**i. Voted in favour of the resolution:**

| Number of voters | Votes in favour    | % of Votes in favour |
|------------------|--------------------|----------------------|
| <b>115</b>       | <b>1,21,06,000</b> | <b>99.7829</b>       |

**ii. Voted against the resolution:**

| Number of voters | Votes in against | % of Votes in against |
|------------------|------------------|-----------------------|
| <b>14</b>        | <b>26,344</b>    | <b>0.2171</b>         |

**(h) Resolution No. 8-**

**Appointment of Shri Rajat Khare (DIN: 00452419) as an Independent Director. (ORDINARY RESOLUTION)**

**i. Voted in favour of the resolution:**

| Number of voters | Votes in favour    | % of Votes in favour |
|------------------|--------------------|----------------------|
| <b>110</b>       | <b>1,21,03,781</b> | <b>99.7836</b>       |

**ii. Voted against the resolution:**

| Number of voters | Votes in against | % of Votes in against |
|------------------|------------------|-----------------------|
| <b>13</b>        | <b>26,244</b>    | <b>0.2164</b>         |

**(i) Resolution No. 9-**

**Appointment of Smt. Swati Sinha (DIN: 06947829) as an Independent Director. (ORDINARY RESOLUTION)**

**i. Voted in favour of the resolution:**

| Number of voters | Votes in favour    | % of Votes in favour |
|------------------|--------------------|----------------------|
| <b>115</b>       | <b>1,21,05,672</b> | <b>99.7806</b>       |



ii. Voted **against** the resolution:

| Number of voters | Votes in against | % of Votes in against |
|------------------|------------------|-----------------------|
| 13               | 26,622           | 0.2194                |

(j) **Resolution No. 10-**

Approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the Company. (ORDINARY RESOLUTION)

i. Voted **in favour** of the resolution:

| Number of voters | Votes in favour | % of Votes in favour |
|------------------|-----------------|----------------------|
| 116              | 1,21,08,749     | 99.8057              |

ii. Voted **against** the resolution:

| Number of voters | Votes in against | % of Votes in against |
|------------------|------------------|-----------------------|
| 13               | 23,570           | 0.1943                |

(k) **Resolution No. 11-**

Approve and ratified the agreement entered between the company and M/s Edu Smart Services Private Limited, subsidiary of the company for the purchase of receivables pursuant to the scheme approved under the CDR mechanism.(SPECIAL RESOLUTION)

i. Voted **in favour** of the resolution:

| Number of voters | Votes in favour | % of Votes in favour |
|------------------|-----------------|----------------------|
| 117              | 1,21,15,444     | 99.8529              |

ii. Voted **against** the resolution:

| Number of voters | Votes in against | % of Votes in against |
|------------------|------------------|-----------------------|
| 16               | 17,846           | 0.1471                |



9. The E-voting register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.



For SANJAY GROVER & ASSOCIATES

A handwritten signature in black ink, appearing to read "Sanjay Grover".

Sanjay Grover

Scrutinizer

C P No. 3850

Place: New Delhi

Date: September 26, 2014

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : sanjaygrover7@gmail.com

**FORM No. MGT - 13**

### **Report of Scrutinizer**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of Companies (Management and Administration) Rules, 2014]

To

The Chairman

EDUCOMP SOLUTIONS LIMITED

New Delhi

Subject:- 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company, held on Monday, September 29, 2014 at 03.30 P.M at Shri Sathya Sai International Center, Pragati Vihar, Lodhi Road, New Delhi-110003

Dear Sir,

I, Sanjay Grover, Proprietor of Sanjay Grover & Associates, Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi 110024, was appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 20<sup>th</sup> Annual General Meeting of the equity shareholders of EDUCOMP SOLUTIONS LIMITED ("the Company") held on 29<sup>th</sup> September, 2014 at 3:30 P.M.

I submit my report as under:



1. After the time fixed for closing of the poll by the Chairman, the ballot box(s) kept for polling were locked in my presence with due identification marks placed by me.
2. The Locked Ballot boxes were subsequently opened in my presence and in the presence of two witnesses, Ms. Priyanka Bahal, R/o A- 377, Defence Colony, New Delhi - 110024 and Ms. Preeti Sharma, R/o Flat No. 124, B-1, Aravali Apartments, Sector-34, Noida- 201307, who are not in the employment of the Company.

They have signed below in confirmation of opening of Poll boxes in their presence:-

  
Priyanka Bahal

  
Preeti Sharma

The poll papers were diligently scrutinized and reconciled with the records maintained by the Registrar and transfer Agents of the Company and the Authorisations/ Proxies lodged with the Company.

3. The Poll Papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The results of the Poll is as under:



a) Resolution No. 1

To receive, consider and adopt audited financial statements of the company for the financial year ended March 31, 2014, including Balance Sheet as at 31st March, 2014 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)**

## (i) Voted in favour of the resolution :

| Number of Members | Number of Votes | % of Votes in favour |
|-------------------|-----------------|----------------------|
| 62                | 5,48,39,065     | 100                  |

## (ii) Voted against of the resolution :

| Number of Members | Number of Votes | % of Votes against |
|-------------------|-----------------|--------------------|
| 0                 | 0               | 0.00               |

## (iii) Invalid Votes

| Number of Member | Number of Votes |
|------------------|-----------------|
| 5                | 12              |



(b) Resolution No. 2

To appoint a director in place of Shri. Shantanu Prakash (DIN: 00983057) who retires from office by rotation, and being eligible offers himself for re-appointment. (ORDINARY RESOLUTION)

## (i) Voted in favour of the resolution :

| Number of Members | Number of Votes | % of Votes in favour |
|-------------------|-----------------|----------------------|
| 62                | 5,48,39,065     | 100                  |

## (ii) Voted in against of the resolution :

| Number of Members | Number of Votes | % of Votes against |
|-------------------|-----------------|--------------------|
| 0                 | 0               | 0.00               |

## (iii) Invalid Votes

| Number of Member | Number of Votes |
|------------------|-----------------|
| 5                | 12              |



(c) **Resolution No. 3**

**To Appoint M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration. (ORDINARY RESOLUTION)**

(i) Voted in favour of the resolution :

| Number of Members | Number of Votes | % of Votes in favour |
|-------------------|-----------------|----------------------|
| 62                | 5,48,39,065     | 100                  |

(ii) Voted in against of the resolution :

| Number of Members | Number of Votes | % of Votes against |
|-------------------|-----------------|--------------------|
| 0                 | 0               | 0.00               |

(iii) Invalid Votes

| Number of Member | Number of Votes |
|------------------|-----------------|
| 5                | 12              |





(d) Resolution No. 4To Appoint Shri Shonu Chandra as an Independent Director. (ORDINARY RESOLUTION)

## (i) Voted in favour of the resolution:

| Number of Members | Number of Votes | % of Votes in favour |
|-------------------|-----------------|----------------------|
| 62                | 5,48,39,065     | 100                  |

## (ii) Voted in against of the resolution :

| Number of Members | Number of Votes | % of Votes against |
|-------------------|-----------------|--------------------|
| 0                 | 0               | 0.00               |

## (iii) Invalid Votes

| Number of Member | Number of Votes |
|------------------|-----------------|
| 5                | 12              |



(c) Resolution No. 5To Appoint Shri Venkata Subbarao Valluri as an Independent Director.  
(ORDINARY RESOLUTION)

(i) Voted in favour of the resolution :

| Number of Members | Number of Votes | % of Votes in favour |
|-------------------|-----------------|----------------------|
| 62                | 5,48,39,065     | 100                  |

(ii) Voted in against of the resolution :

| Number of Members | Number of Votes | % of Votes against |
|-------------------|-----------------|--------------------|
| 0                 | 0               | 0.00               |

(iii) Invalid Votes

| Number of Member | Number of Votes |
|------------------|-----------------|
| 5                | 12              |



(f) Resolution No. 6To Appoint Shri Vinod Kumar Dandona as an Director. (SPECIAL RESOLUTION)

## (i) Voted in favour of the resolution :

| Number of Members | Number of Votes | % of Votes in favour |
|-------------------|-----------------|----------------------|
| 62                | 5,48,39,065     | 100                  |

## (ii) Voted in against of the resolution :

| Number of Members | Number of Votes | % of Votes against |
|-------------------|-----------------|--------------------|
| 0                 | 0               | 0.00               |

## (iii) Invalid Votes

| Number of Member | Number of Votes |
|------------------|-----------------|
| 5                | 12              |



(g) Resolution No. 7

To Appoint Shri Vijay Kumar Choudhary as an Independent Director.  
(ORDINARY RESOLUTION)

## (i) Voted in favour of the resolution:

| Number of Members | Number of Votes | % of Votes in favour |
|-------------------|-----------------|----------------------|
| 62                | 5,48,39,065     | 100                  |

## (ii) Voted in against of the resolution:

| Number of Members | Number of Votes | % of Votes against |
|-------------------|-----------------|--------------------|
| 0                 | 0               | 0.00               |

## (i) Invalid Votes

| Number of Member | Number of Votes |
|------------------|-----------------|
| 5                | 12              |



(h) Resolution No. 8To Appoint Shri Rajat Khare as an Independent Director (ORDINARY RESOLUTION)

## (i) Voted in favour of the resolution :

| Number of Members | Number of Votes | % of Votes in favour |
|-------------------|-----------------|----------------------|
| 62                | 5,48,39,065     | 100                  |

## (ii) Voted in against of the resolution:

| Number of Members | Number of Votes | % of Votes against |
|-------------------|-----------------|--------------------|
| 0                 | 0               | 0.00               |

## (i) Invalid Votes

| Number of Member | Number of Votes |
|------------------|-----------------|
| 5                | 12              |



(i) Resolution No. 9To Appoint Smt. Swati Sinha as an Independent Director. (ORDINARY RESOLUTION)

## (i) Voted in favour of the resolution :

| Number of Members | Number of Votes | % of Votes in favour |
|-------------------|-----------------|----------------------|
| 62                | 5,48,39,065     | 100                  |

## (ii) Voted in against of the resolution :

| Number of Members | Number of Votes | % of Votes against |
|-------------------|-----------------|--------------------|
| 0                 | 0               | 0.00               |

## (iii) Invalid Votes

| Number of Member | Number of Votes |
|------------------|-----------------|
| 5                | 12              |



(j) Resolution No. 10

To approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the Company. (ORDINARY RESOLUTION)

## (i) Voted in favour of the resolution :

| Number of Members | Number of Votes | % of Votes in favour |
|-------------------|-----------------|----------------------|
| 62                | 5,48,39,065     | 100                  |

## (ii) Voted in against of the resolution :

| Number of Members | Number of Votes | % of Votes against |
|-------------------|-----------------|--------------------|
| 0                 | 0               | 0.00               |

## (iii) Invalid Votes

| Number of Member | Number of Votes |
|------------------|-----------------|
| 5                | 12              |



(h) Resolution No. 11

To approve and ratified the agreement entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the Company for the purchase of receivables pursuant to the scheme approved under the CDR mechanism .(SPECIAL RESOLUTION)

## (i) Voted in favour of the resolution :

| Number of Members | Number of Votes | % of Votes in favour |
|-------------------|-----------------|----------------------|
| 56*               | 820             | 100                  |

## (ii) Voted against of the resolution :

| Number of Members | Number of Votes | % of Votes against |
|-------------------|-----------------|--------------------|
| 0                 | 0               | 0.00               |

## (iii) Invalid Votes

| Number of Member | Number of Votes |
|------------------|-----------------|
| 5                | 12              |

\*The promoters have abstained from voting in the above resolution being a related party.


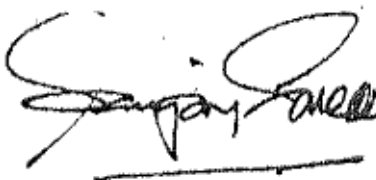




5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
7. The combined result of the votes (electronic and physical) is annexed as **Annexure-1** with this report.
8. All of the above mentioned resolutions have passed with requisite majority.

Thank you,

Yours faithfully,

|  |  |
|--|--|
|  <p>Place: Bhopal<br/>Date: October 1, 2014</p> | <p>For SANJAY GROVER &amp; ASSOCIATES<br/>Company Secretaries</p>  <p>(Sanjay Grover)<br/>Scrutinizer<br/>C P No 3850</p> |
|--|--|



**Resolution 1:** To receive, consider and adopt audited financial statements of the company for the financial year ended March 31, 2014, including Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

| Particulars | Number of Votes contained in |      |            | Percentage |
|-------------|------------------------------|------|------------|------------|
|             | e-Votes                      | Poll | Total      |            |
| Assent      | 11,419,778                   |      | 54,839,065 | 98.94      |
| Dissent     | 712,962                      |      | 712,962    | 1.06       |
| Total       | 12,132,740                   |      | 54,839,065 | 100.00     |

**Resolution 2:** To appoint a director in place of Shri. Shantanu Prakash (DIN: 00983057) who retires from office by rotation, and being eligible offers himself for re-appointment.

| Particulars | Number of Votes contained in |      |            | Percentage |
|-------------|------------------------------|------|------------|------------|
|             | e-Votes                      | Poll | Total      |            |
| Assent      | 12,097,129                   |      | 54,839,065 | 99.95      |
| Dissent     | 35,229                       |      | 35,229     | 0.05       |
| Total       | 12,132,358                   |      | 54,839,065 | 100.00     |

**Resolution 3:** To Appoint M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration.

| Particulars | Number of Votes contained in |      |            | Percentage |
|-------------|------------------------------|------|------------|------------|
|             | e-Votes                      | Poll | Total      |            |
| Assent      | 12,128,570                   |      | 54,839,065 | 99.99      |
| Dissent     | 3,676                        |      | 3,676      | 0.01       |
| Total       | 12,132,246                   |      | 54,839,065 | 100.00     |



**Resolution 4: To Appoint Shri Shonu Chandra as an Independent Director.**

**Ordinary Resolution**

| Particulars | Number of Votes contained in |      |            | Percentage |
|-------------|------------------------------|------|------------|------------|
|             | e-Votes                      | Poll | Total      |            |
| Assent      | 11,411,731                   |      | 54,839,065 | 66,250,796 |
| Dissent     | 720,056                      |      | -          | 720,056    |
| Total       | 12,131,787                   |      | 54,839,065 | 66,970,852 |

**Resolution No. 5- To Appoint Shri Venkata Subbarao Valluri as an Independent Director.**

**Ordinary Resolution**

| Particulars | Number of Votes contained in |      |            | Percentage |
|-------------|------------------------------|------|------------|------------|
|             | e-Votes                      | Poll | Total      |            |
| Assent      | 12,105,920                   |      | 54,839,065 | 66,944,985 |
| Dissent     | 26,424                       |      | -          | 26,424     |
| Total       | 12,132,344                   |      | 54,839,065 | 66,971,409 |

**Resolution No. 6- To Appoint Shri Vinod Kumar Dandona as an Director.**

**Special Resolution**

| Particulars | Number of Votes contained in |      |            | Percentage |
|-------------|------------------------------|------|------------|------------|
|             | e-Votes                      | Poll | Total      |            |
| Assent      | 12,104,495                   |      | 54,839,065 | 66,943,560 |
| Dissent     | 25,994                       |      | -          | 25,994     |
| Total       | 12,130,489                   |      | 54,839,065 | 66,969,554 |

**Resolution No. 7- To Appoint Shri Vijay Kumar Choudhary as an Independent Director**

**Ordinary Resolution**

| Particulars | Number of Votes contained in |      |            | Percentage |
|-------------|------------------------------|------|------------|------------|
|             | e-Votes                      | Poll | Total      |            |
| Assent      | 12,106,000                   |      | 54,839,065 | 66,945,065 |
| Dissent     | 26,344                       |      | -          | 26,344     |
| Total       | 12,132,344                   |      | 54,839,065 | 66,971,409 |



**Resolution No. 8- To Appoint Shri Rajat Khare as an Independent Director.**

**Ordinary Resolution**

| Particulars | Number of Votes contained in |      |            | Percentage |
|-------------|------------------------------|------|------------|------------|
|             | e-Votes                      | Poll | Total      |            |
| Assent      | 12,103,781                   |      | 54,839,065 | 99.96      |
| Dissent     | 26,244                       |      | -          | 0.04       |
| Total       | 12,130,025                   |      | 54,839,065 | 100.00     |

**Resolution No. 9- To Appoint Smt. Swati Sinha as an Independent Director.**

**Ordinary Resolution**

| Particulars | Number of Votes contained in |      |            | Percentage |
|-------------|------------------------------|------|------------|------------|
|             | e-Votes                      | Poll | Total      |            |
| Assent      | 12,105,672                   |      | 54,839,065 | 99.96      |
| Dissent     | 26,622                       |      | -          | 0.04       |
| Total       | 12,132,294                   |      | 54,839,065 | 100.00     |

**Resolution No. 10- To approve and ratify the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the Company.**

**Ordinary Resolution**

| Particulars | Number of Votes contained in |      |            | Percentage |
|-------------|------------------------------|------|------------|------------|
|             | e-Votes                      | Poll | Total      |            |
| Assent      | 12,108,749                   |      | 54,839,065 | 99.96      |
| Dissent     | 23,570                       |      | -          | 0.04       |
| Total       | 12,132,319                   |      | 54,839,065 | 100.00     |



Resolution No. \*11- To approve and ratified the agreement entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the Company for the purchase of receivables pursuant to the scheme approved under the CDR mechanism.

| Special Resolution |                              |      |            |            |
|--------------------|------------------------------|------|------------|------------|
| Particulars        | Number of Votes contained in |      |            | Percentage |
|                    | e-Votes                      | Poll | Total      |            |
| Assent             | 12,115,444                   | 820  | 12,116,264 | 99.85      |
| Dissent            | 17,846                       | -    | 17,846     | 0.15       |
| Total              | 12,133,290                   | 820  | 12,134,110 | 100.00     |

\*The promoters have abstained from voting in the above resolution being a related party.

Date: 01/10/2014



**EDUCOMP SOLUTIONS LIMITED****CIN: L74999DL1994PLC061353****Date of AGM :MONDAY, 29TH AUGUST ,2014****Total Number of Shareholders as on cut off Date: August 29, 2014****136779****No. of Shareholders present in the meeting either personally or through Proxy\*****1393****(\* Based on shareholders(on the basis of folios registering Attendance )****Promoter and Promoter Group:****6****Public Shareholders****1387****No. of Shareholders who voted through E Voting(23/09/2014 to 25/09/2014)****Promoter and Promoter Group****0****Public Shareholders****131(including  
Financial  
Institutions)****No. of Shareholders who voted through Video Conferencing****N/A****Details of Agenda**

**Resolution 1:** To receive, consider and adopt audited financial statements of the company for the financial year ended March 31, 2014, including Balance Sheet as at 31st March, 2014 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**

| Category                     | No. of shares Held | Mode of Voting   | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|------------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                  | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | 6)=(4)/(2)*100                         | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting<br>Poll | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total        | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting<br>Poll | 12,034,049               | 48.7811                                 | 11,340,287             | 693,762                 | 94.2350                                | 5.7650                                  |
|                              |                    | Sub-total        | 12,034,049               | 48.7811                                 | 11,340,287             | 693,762                 | 0                                      | 0                                       |
| Public-Others                | 42,953,177         | e-voting<br>Poll | 98,691                   | 0.2298                                  | 79,491                 | 19,200                  | 80.55                                  | 19.4547                                 |
|                              |                    | Sub-total        | 99,511                   | 0.2317                                  | 80,311                 | 19,200                  | 100.00                                 | 0                                       |
| <b>Total</b>                 | <b>122,460,918</b> |                  | <b>66,971,805</b>        | <b>54.6883</b>                          | <b>66,258,843</b>      | <b>712,962</b>          | <b>98.9354</b>                         | <b>1.0646</b>                           |

**Resolution 2:** To appoint a director in place of Shri. Shantanu Prakash (DIN: 00983057) who retires from office by rotation, and being eligible offers himself for re-appointment

**Ordinary Resolution**

| Category                     | No. of shares Held | Mode of Voting   | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|------------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                  | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | 6)=(4)/(2)*100                         | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting<br>Poll | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total        | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting<br>Poll | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total        | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 0                                      | 0                                       |
| Public-Others                | 42,953,177         | e-voting<br>Poll | 98,309                   | 0.2289                                  | 63,080                 | 35,229                  | 64.17                                  | 35.8350                                 |
|                              |                    | Sub-total        | 99,129                   | 0.2308                                  | 63,900                 | 35,229                  | 100.00                                 | 0                                       |
| <b>Total</b>                 | <b>122,460,918</b> |                  | <b>66,971,423</b>        | <b>54.6880</b>                          | <b>66,936,194</b>      | <b>35,229</b>           | <b>99.95</b>                           | <b>0.0526</b>                           |



**Resolution 3: To Appoint M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration**

| Category                     | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in Favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | 6)=(4)/(2)*100                         | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting       | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
|                              |                    | Poll           | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.0000                               | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting       | 12,034,049               | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Poll           | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.0000                               | 0                                       |
|                              |                    | Sub-total      | 98,197                   | 0.2286                                  | 94,521                 | 3,676                   | 96.2565                                | 3.7435                                  |
| Public-Others                | 42,953,177         | e-voting       | 820                      | 0.0019                                  | 820                    | -                       | 100.00                                 | 0                                       |
|                              |                    | Poll           | 99,017                   | 0.2305                                  | 95,341                 | 3,676                   | 96.2875                                | 3.7125                                  |
|                              |                    | Sub-total      | 66,971,311               | 54.6879                                 | 66,967,635             | 3,676                   | 99.9945                                | 0.0055                                  |
| <b>Total</b>                 | <b>122,460,918</b> |                |                          |   |                        |                         |  |   |

**Resolution 4: To Appoint Shri Shonu Chandra as an Independent Director.**

| Category                     | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in Favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | 6)=(4)/(2)*100                         | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting       | 54,838,245               | 100.0000                                | 54,838,245             | 0.00                    | 100.00                                 | 0                                       |
|                              |                    | Poll           | 54,838,245               | 100.0000                                | 54,838,245             | 0.00                    | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 12,034,049               | 48.7811                                 | 11,340,287             | 693,762                 | 94.24                                  | 5.7650                                  |
| Public-Institutional         | 24,669,496         | e-voting       | 12,034,049               | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Poll           | 12,034,049               | 48.7811                                 | 11,340,287             | -                       | 94.24                                  | 5.7650                                  |
|                              |                    | Sub-total      | 97,738                   | 0.2275                                  | 71,444                 | 26,294                  | 73.0975                                | 26.9025                                 |
| Public-Others                | 42,953,177         | e-voting       | 820                      | 0.0019                                  | 820                    | -                       | 100.00                                 | 0                                       |
|                              |                    | Poll           | 98,558                   | 0.2295                                  | 72,264                 | 26,294                  | 73.3213                                | 26.6787                                 |
|                              |                    | Sub-total      | 66,970,852               | 54.6875                                 | 66,250,796             | 720,056                 | 98.9248                                | 1.0752                                  |
| <b>Total</b>                 | <b>122,460,918</b> |                |                          |   |                        |                         |  |   |





**Resolution 5: To Appoint Shri Venkata Subbarao Valluri as an Independent Director**

**Ordinary Resolution**

| Category                     | No. of shares Held | Mode of Voting                | No of Valid Votes Polled               | % of Votes Polled on Outstanding Shares | No. of Votes in Favour                 | No. of Votes in Against | % of votes in Favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|-------------------------------|--|---|--|-------------------------|--|---|
|                              | (1)                |                               | (2)                                    | (3)=(2)/(1)*100                         | (4)                                    | (5)                     | 6)=(4)/(2)*100                         | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting<br>Poll<br>Sub-total | 54,838,245<br>54,838,245<br>54,838,245 | 0<br>100.00<br>100.00                   | 54,838,245<br>54,838,245<br>54,838,245 | 0<br>0<br>0             | 0<br>100.00<br>100.00                  | 0<br>0<br>0                             |
| Public-Institutional         | 24,669,496         | e-voting<br>Poll<br>Sub-total | 12,034,049<br>-<br>12,034,049          | 0<br>0<br>48.7811                       | 12,034,049<br>-<br>12,034,049          | 0<br>0<br>0             | 0<br>0<br>100.00                       | 0<br>0<br>0                             |
| Public-Others                | 42,953,177         | e-voting<br>Poll<br>Sub-total | 98,295<br>820<br>99,115                | 0.2288<br>0.0019<br>0.2308              | 71,871<br>820<br>72,691                | 26,424<br>-<br>26,424   | 73.1177<br>100.00<br>73.34             | 26.8823<br>0<br>26.6599                 |
| <b>Total</b>                 | <b>122,460,918</b> |                               | <b>66,971,409</b>                      | <b>54.6880</b>                          | <b>66,944,985</b>                      | <b>26,424</b>           | <b>99.9605</b>                         | <b>0.0395</b>                           |

**Resolution 6: To Appoint Shri Vinod Kumar Dandona as an Director**

**Special Resolution**

| Category                     | No. of shares Held | Mode of Voting                | No of Valid Votes Polled         | % of Votes Polled on Outstanding Shares | No. of Votes in Favour           | No. of Votes in Against | % of votes in Favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|-------------------------------|----------------------------------|---|----------------------------------|-------------------------|--|---|
|                              | (1)                |                               | (2)                              | (3)=(2)/(1)*100                         | (4)                              | (5)                     | 6)=(4)/(2)*100                         | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting<br>Poll<br>Sub-total | 0.00<br>54,838,245<br>54,838,245 | 0<br>100.00<br>100.00                   | 0.00<br>54,838,245<br>54,838,245 | 0.00<br>0.00<br>0.00    | 0<br>100.00<br>100.00                  | 0<br>0<br>0                             |
| Public-Institutional         | 24,669,496         | e-voting<br>Poll<br>Sub-total | 12,034,049<br>-<br>12,034,049    | 0<br>0<br>48.7811                       | 12,034,049<br>-<br>12,034,049    | 0.00<br>0.00<br>0.00    | 0<br>0<br>100.00                       | 0<br>0<br>0                             |
| Public-Others                | 42,953,177         | e-voting<br>Poll<br>Sub-total | 96,440<br>820<br>97,260          | 0.2245<br>0.0019<br>0.2264              | 70,446<br>820<br>71,266          | 25,994<br>-<br>25,994   | 73.0465<br>100.00<br>73.2737           | 26.9535<br>0<br>26.7263                 |
| <b>Total</b>                 | <b>122,460,918</b> |                               | <b>66,969,554</b>                | <b>54.6865</b>                          | <b>66,943,560</b>                | <b>25,994</b>           | <b>99.9612</b>                         | <b>0.0388</b>                           |



**Resolution 7: To Appoint Shri Vijay Kumar Choudhary as an Independent Director**

| Ordinary Resolution          |                    |                  |                          |   |                        |                         |  |   |
|------------------------------|--------------------|------------------|--------------------------|---|------------------------|-------------------------|--|---|
| Category                     | No. of shares Held | Mode of Voting   | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|                              | (1)                |                  | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | 6)=(4)/(2)*100                         | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting<br>Poll | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Sub-total        | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting<br>Poll | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total        | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.00                                 | 0                                       |
| Public-Others                | 42,953,177         | e-voting<br>Poll | 98,295                   | 0.2288                                  | 71,951                 | 26,344                  | 73.1990                                | 26.8010                                 |
|                              |                    | Sub-total        | 99,115                   | 0.2308                                  | 72,771                 | 26,344                  | 100.00                                 | 0                                       |
| <b>Total</b>                 | <b>122,460,918</b> |                  | <b>66,971,409</b>        | <b>54.6880</b>                          | <b>66,945,065</b>      | <b>26,344</b>           | <b>99.96</b>                           | <b>0.0393</b>                           |

**Resolution 8: To Appoint Shri Rajat Khare as an Independent Director.**

| Ordinary Resolution          |                    |                  |                          |   |                        |                         |  |   |
|------------------------------|--------------------|------------------|--------------------------|---|------------------------|-------------------------|--|---|
| Category                     | No. of shares Held | Mode of Voting   | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|                              | (1)                |                  | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | 6)=(4)/(2)*100                         | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting<br>Poll | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total        | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting<br>Poll | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.0000                               | 0                                       |
|                              |                    | Sub-total        | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.0000                               | 0                                       |
| Public-Others                | 42,953,177         | e-voting<br>Poll | 95,976                   | 0.2234                                  | 69,732                 | 26,244                  | 72.6557                                | 27.3443                                 |
|                              |                    | Sub-total        | 96,796                   | 0.2254                                  | 70,552                 | 26,244                  | 100.00                                 | 0                                       |
| <b>Total</b>                 | <b>122,460,918</b> |                  | <b>66,969,090</b>        | <b>54.6861</b>                          | <b>66,942,846</b>      | <b>26,244</b>           | <b>99.9608</b>                         | <b>0.0392</b>                           |



**Resolution 9: To Appoint Smt. Swati Sinha as an Independent Director.**

**Ordinary Resolution**

| Category                     | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting       | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Poll           | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting       | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.00                                 | 0                                       |
|                              |                    | Poll           | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Sub-total      | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.00                                 | 0                                       |
| Public-Others                | 42,953,177         | e-voting       | 98,245                   | 0.2287                                  | 71,623                 | 26,622                  | 72.9024                                | 27.0976                                 |
|                              |                    | Poll           | 820                      | 0.0019                                  | 820                    | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 99,065                   | 0.2306                                  | 72,443                 | 26,622                  | 73.1267                                | 26.8733                                 |
| <b>Total</b>                 | <b>122,460,918</b> |                | <b>66,971,359</b>        | <b>54.6879</b>                          | <b>66,944,737</b>      | <b>26,622</b>           | <b>99.96</b>                           | <b>0.0398</b>                           |

**Resolution 10: To approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the Company**

**Ordinary Resolution**

| Category                     | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|----------------|--------------------------|---|------------------------|-------------------------|--|---|
|                              | (1)                |                | (2)                      | (3)=(2)/(1)*100                         | (4)                    | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting       | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Poll           | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 54,838,245               | 100.0000                                | 54,838,245             | -                       | 100.00                                 | 0                                       |
| Public-Institutional         | 24,669,496         | e-voting       | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.0000                               | 0                                       |
|                              |                    | Poll           | -                        | 0                                       | -                      | -                       | 0                                      | 0                                       |
|                              |                    | Sub-total      | 12,034,049               | 48.7811                                 | 12,034,049             | -                       | 100.0000                               | 0                                       |
| Public-Others                | 42,953,177         | e-voting       | 98,270                   | 0.2288                                  | 74,700                 | 23,570                  | 76.0151                                | 23.9849                                 |
|                              |                    | Poll           | 820                      | 0.0019                                  | 820                    | -                       | 100.00                                 | 0                                       |
|                              |                    | Sub-total      | 99,090                   | 0.2307                                  | 75,520                 | 23,570                  | 76.2135                                | 23.7865                                 |
| <b>Total</b>                 | <b>122,460,918</b> |                | <b>66,971,384</b>        | <b>54.6880</b>                          | <b>66,947,814</b>      | <b>23,570</b>           | <b>99.9648</b>                         | <b>0.0352</b>                           |



Resolution \*3.1: To approve and ratified the agreement entered between the Company and M/s Edu Smart Services Private Limited, subsidiary of the Company for the purchase of receivables pursuant to the scheme approved under the CDR mechanism

**Special Resolution**

| Category                     | No. of shares Held | Mode of Voting                | No of Valid Votes Polled      | % of Votes Polled on Outstanding Shares | No. of Votes in Favour        | No. of Votes in Against | % of votes in Favour over Votes Polled | % of votes in against over Votes Polled |
|------------------------------|--------------------|-------------------------------|-------------------------------|---|-------------------------------|-------------------------|--|---|
|                              | (1)                |                               | (2)                           | (3)=(2)/(1)*100                         | (4)                           | (5)                     | (6)=(4)/(2)*100                        | (7)=(5)/(2)*100                         |
| Promoters and Promoter Group | 54,838,245         | e-voting<br>Poll<br>Sub-total | -<br>-<br>-                   | 0<br>0<br>0                             | -<br>-<br>-                   | 0<br>0<br>0             | 0<br>0<br>0                            | 0<br>0<br>0                             |
| Public-Institutional         | 24,669,496         | e-voting<br>Poll<br>Sub-total | 12,034,049<br>-<br>12,034,049 | 48.7811<br>0<br>48.7811                 | 12,034,049<br>-<br>12,034,049 | 0<br>0<br>0             | 100.00<br>0<br>100.00                  | 0<br>0<br>0                             |
| Public-Others                | 42,953,177         | e-voting<br>Poll<br>Sub-total | 99,241<br>820<br>100,061      | 0.2310<br>0.0019<br>0.2330              | 81,395<br>820<br>82,215       | 17846<br>0<br>17846     | 82.0175<br>100.00<br>82.1649           | 17.9825<br>0<br>17.8351                 |
| <b>Total</b>                 | <b>122,460,918</b> |                               | <b>12,134,110</b>             | <b>9.9086</b>                           | <b>12,116,264</b>             | <b>17846</b>            | <b>99.85</b>                           | <b>0.1471</b>                           |

\*The promoters have abstained from voting in the above resolution being a related party.

