



Date: 25-04-2011

Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1 G - Block, Bandra Kurla Complex, Mumbai-51	Corporate Service Department Bombay Stock Exchange Limited P.J Towers, Dalal Street Mumbai - 1
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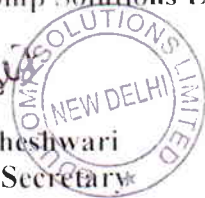
Sub: Proceeding of the Announcements of results of Postal Ballot

Dear Sir/Mam,

Please find enclosed copy of the Minutes of the Announcements of the result of Postal Ballot, declared on 14th April 2011 at the Registered Office of the Company at 1211 Padma Tower -I, Rajendra place, New Delhi-110008 at 04.00 P.M

For Educomp Solutions Limited


Mohit Maheshwari
Company Secretary



Educomp Solutions Limited
Corporate office: 514, Udyog Vihar, Phase III, Gurgaon – 122001, Haryana (INDIA).
Tel.: 91-124-4529000. Fax: 91-124-4529039.
Registered Office: 1211, Padma Tower I, 5, Rajendra Place, New Delhi-110008.
Tel.: 91-11-25755920. Fax: 91-11-25766775.

Web site www.educomp.com
Bangalore, Mumbai, Chennai, Hyderabad

MINUTES BOOK**EDUCOMP SOLUTIONS LIMITED**

**Minutes of the Announcements of results of the Postal Ballot
On 14th April 2011 at the Registered Office of the Company as 1211, Padma
Tower 1, Rajendra place, New Delhi-110008 at 04.00 P.M**

Background:

The Postal ballot Notice issued on 01st March, 2011 pursuant to the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 for passing the following resolutions by postal ballot, was dispatched to the members of the Company on 12th March 2011

Resolution No. 1: Ordinary Resolution:	Transfer of Business under "studypalces.com to company's Wholly Owned Subsidiary "Educomp Software Limited under Section 293(1)(a) of Companies Act 1956
Resolution No. 2: Special Resolution:	Increase in the limit of Investment U/s 372A of the Companies Act, 1956 in Educomp Infrastructure & School Management Ltd.
Resolution No. 3: Special Resolution:	Issue of Equity Shares on preferential basis under Section 81(1A) of the Companies Act 1956 as per the SEBI (ICDR) Regulations, 2009:

The Board of Directors on 01st March 2011 appointed Mr. Sanjay Grover F.C.A. F.C.S. Practicing Company Secretary as Scrutinizer to receive and scrutinize the completed ballot forms received from the members and for conducting the Postal ballot process in a fair and transparent manner. The postal ballot Forms and the self addressed business reply envelopes were also sent for use of Members. The Shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer on or 11th April 2011.

After due scrutiny of all the postal ballot forms received by Mr. Sanjay Grover up to the close of working hours of 11th April 2011 (being the last date fixed for return of the postal ballot forms duly filled in by the Members), Mr. Sanjay Grover submitted his report on 13th April 2011 which is as follows:

Resolution No. 1: Ordinary Resolution:

Transfer of Business under "studypalces.com to company's Wholly Owned Subsidiary "Educomp Software Limited under Section 293(1)(a) of Companies Act 1956

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	912	7,47,14,986	14,94,29,972	78.1992
(b) Less : Invalid Postal Ballot Forms (as per register)	99	34,622	69,244	0.0362


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(c) Net Valid Postal Ballot Forms (as per Register)	813	7,46,80,364	14,93,60,728	78.1630
(d) Postal Ballot Forms with assent	793	7,46,78,806	14,93,57,612	78.1614
(e) Postal Ballot Forms with dissent	20	1558	3,116 (99.9979%) (0.0021%)	0.0016

Resolution No. 2: Special Resolution:

Increase in the limit of Investment U/s 372A of the Companies Act, 1956 in Educomp Infrastructure & School Management Ltd.

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	912	7,47,14,986	14,94,29,972	78.1992
(b) Less : Invalid Postal Ballot Forms (as per register)	99	34,622	69,244	0.0362
(c) Net Valid Postal Ballot Forms (as per Register)	813	7,46,80,364	14,93,60,728	78.1630
(d) Postal Ballot Forms with assent	791	7,46,23,890	14,92,47,780 (99.9244%)	78.1039
(e) Postal Ballot Forms with dissent	22	56474	1,12,948 (0.0756%)	0.0591

Resolution No. 3: Special Resolution:

Issue of Equity Shares on preferential basis under Section 81(1A) of the Companies Act 1956 as per the SEBI (ICDR) Regulations, 2009:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	912	7,47,14,986	14,94,29,972	78.1992
(b) Less : Invalid Postal Ballot Forms (as per register)	99	34,622	69,244	0.0362

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(c) Net Valid Postal Ballot Forms (as per Register)	813	7,46,80,364	14,93,60,728	78.1630
(d) Postal Ballot Forms with assent	769	7,46,21,121	14,92,42,242 (99.9207%)	78.1010
(e) Postal Ballot Forms with dissent	44	59,243	1,18,486 (0.0793%)	0.0620

In the absence of Mr. Shantanu Prakash, Chairman of the Company Mr. Mohit Maheshwari, Company Secretary under the authority of the Chairman, after receiving the scrutinizer's report announced that the Item Nos. 1 to 3 as set out in the Notice dated 01st March 2011 are accordingly carried out by the requisite majority and directed that the resolutions be recorded in the minute book recording the proceedings of general meetings of the members.

The resolutions duly approved by the members are as under:

Item No. 1: Ordinary Resolution:

Transfer of Business under "studypplaces.com to company's Wholly Owned Subsidiary "Educomp Software Limited under Section 293(1)(a) of Companies Act 1956

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a), and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned Statutory Authorities and subject to such terms and conditions as may be imposed by them, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a committee thereof) to transfer, the Company's business comprising of domain name "studypplaces.com" and its business contracts etc. along with all the employees as well as assets, liabilities including all licences, permits, consents and approvals whatsoever, as a "going concern" to "**Educomp Software Limited.**", Delhi, Wholly Owned Subsidiary of the Company, on "Book Value" as at 31st March 2011, to be suitably adjusted at the date of actual transfer.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if need to be changed, and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest, of the Company including the power to delegate, to give effect to this Resolution."

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Item No. 2: Special Resolution:

Increase in the limit of Investment U/s 372A of the Companies Act, 1956 in Educomp Infrastructure & School Management Ltd.

"RESOLVED THAT in suppression of the resolution passed by members of the company through postal ballot dated 30th April 2009 in this regard and pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval/ consent of such appropriate authorities where necessary, the consent of the Company be and is hereby accorded to increase the limit of investment in **Educomp Infrastructure & School Management Limited**, subsidiary of the Company, up to Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores only) and that the Board of Directors of the Company be and is hereby authorized (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to make investment, in one or more tranches, in **Educomp Infrastructure & School Management Limited**, by subscription, purchase or otherwise, in any securities comprising of equity shares, convertible or non convertible preference shares or debentures or by making loan, or by providing of security or guarantee in connection with a loan made by any other person to or to any other person by Educomp Infrastructure & School Management Limited up to Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores only) notwithstanding that the aggregate of loans, guarantees or securities so far given or to be given to and/or investment so far made or to be made in all bodies corporate may exceed the limits prescribed under the said section."

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company, in connection with such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

Item No. 3: Special Resolution:

Issue of Equity Shares on preferential basis under Section 81(1A) of the Companies Act 1956 as per the SEBI (ICDR) Regulations, 2009:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s) to or re-enactment thereof) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and in terms of the provisions of the SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS,

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2009 (the "SEBI (ICDR) Regulations") (including any amendment(s) to or re-enactment thereof) and subject to the approvals, consents, permissions and / or sanctions, as may be required from any appropriate authority, institution or body (hereinafter collectively referred to as the "the appropriate authorities") and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions (hereinafter referred to as "the requisite approvals") and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee duly constituted by the Board or any Committee which the Board may have constituted or hereafter constitute, to exercise one or more of its powers including the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of equity shares of the face value of Rs.2/- each, ranking pari-passu with the existing equity shares of the Company, for cash, to shareholders of Gateforum Educational Services Pvt. Ltd. (Gateforum) as per provisions of the share subscription agreement dated 24th February 2011, at such price (including premium) being not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, on preferential allotment basis, so however that the value of the total number of shares so issued, at a price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 (including premium), aggregates to not more than Rs.2,00,00,000/- (Rupees Two Crore Only).

RESOLVED FURTHER THAT the price of the equity shares so issued shall be determined as per the Regulations issued by SEBI in this respect, i.e.

a) The average of the Weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (National Stock Exchange of India Limited) during the six months preceding the 'relevant date'.

OR

b) The average of the Weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (National Stock Exchange of India Limited) during the two weeks preceding the 'relevant date', whichever is higher.

FURTHER RESOLVED THAT the relevant date for the purpose of calculating the exercise price under Chapter VII of SEBI (ICDR) Regulations, 2009 is 15th March, 2011.

RESOLVED FURTHER THAT the said shares shall be ranked in all respects, pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 the fresh equity shares to be allotted shall be locked in for a period of one year from the date of allotment and that the equity Shares shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in except to the extent and in the manner permitted there under.


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RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Shantanu Prakash, Chairman & Managing Director, Mr. Jagdish Prakash, Whole-Time Director and Mrs. Sangeeta Gaulti, CFO & Mr. Mohit Maheshwari, Company Secretary be and are hereby severally authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect the issue or allotment of aforesaid securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said securities and to do all acts, deeds and things in connection therewith and incidental thereto as they may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Board or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

New Delhi
Date: 21st April 2011

Shantanu Prakash
Shantanu Prakash
Chairman



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