

Date: June 30, 2020

The Secretary Listing Department BSE Limited PJ Towers, Dalal Street, Mumbai - 400 001 Script Code: 532696	The Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051 Script Code: EDUCOMP
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Sub: Details of Voting Results through remote E-voting and electronic means under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”) along with consolidated Scrutinizer's Report

Dear Sir(s),

This is to inform you that the 23rd Annual General Meeting (For Financial Year 2016-17) (“AGM”) of the Company was held on Monday, June 29, 2020 at 4.00 P.M. (IST) and concluded at 4.30 P.M. (IST) through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”).

The Company provided remote e-voting facility to the members on resolutions proposed to be considered at the AGM from Friday, June 26, 2020 (9.00 a.m. IST) to Sunday, June 28, 2020 (5.00 p.m. IST) on the e-voting portal of Link Intime India Private Limited (“LIIP”). Further, those members, who participated through VC/OAVM facility, were provided facility to e-vote through InstaMeet at the AGM.

All items of business contained in the Notice of the 23rd Annual General Meeting were approved by the Members. The details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, is enclosed herewith in the prescribed format as **Annexure – 1**.

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting prior and e-voting at the AGM annexed here as **Annexure – 2**. The above are also being uploaded on the Company’s website (www.educomp.com) and on the website of Link Intime India Private Limited (<https://instaveote.linkintime.co.in>), the e-voting agency.

This is for your information and records.

For **Educomp Solutions Limited**
(Under CIRP)



Mahender Khandelwal
Resolution Professional
Taken on record
IBBI Reg. No IBBI/IPA-001/IP-P00033/2016-17/ 10086

Date : June 30, 2020
Place : New Delhi

Encl: As above

Annexure - 1
[A] DETAILS OF THE PROCEEDINGS OF THE MEETING

S. No.	Particulars	Details
1	Date of AGM	29-06-2020
2	Total number of shareholders as on Cut-off Date i.e. June 22, 2020 for voting purpose	1,12,551
3	No. of shareholders present in the meeting either in person or through proxy	Not applicable
4	Total no. of shareholders attended the meeting through Video Conferencing: (a). Promoter and Promoter Group(s) : 1 (One) (b). Public : 36 (Thirty Six)	37

[B] RESULTS OF THE MEETING

S. No.	Agenda	Type of Resolution (<i>Ordinary/ Special</i>)	Mode of Voting	Remarks
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2017, including Balance Sheet as at 31 st March, 2017 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	Remote e-voting and e-voting during the AGM	Passed with requisite majority
2	To appoint a Director in place of Mr. Vinod Kumar Dandona (DIN: 06730804), who retires from office by rotation, and being eligible, offers himself for re-appointment	Ordinary Resolution	Remote e-voting and e-voting during the AGM	Passed with requisite majority
3	To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration	Ordinary Resolution	Remote e-voting and e-voting during the AGM	Passed with requisite majority

[C] RESOLUTIONWISE DETAILS OF VOTING RESULTS: As annexed




Company Name	Educomp Solutions Limited
Details of the Remote E-voting	Date of AGM : Monday, June 29, 2020 Voting Start Date : Friday, June 26, 2020 (9.00 A.M. IST); and Voting end Date : Sunday, June 28, 2020 (5.00 P.M. IST)
Total number of shareholders on record date	112551
No. of shareholders present in the meeting either in person or through proxy:	N.A.
Promoters and Promoter Group:	N.A.
Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing	37
Promoters and Promoter Group:	1
Public:	36

RESOLUTION NO. : 1

Resolution required: (Ordinary/ Special)	Ordinary - To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017, including Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5,48,38,245	5,10,49,805	93.09	5,10,49,805	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	6,09,970	22,435	3.68	0	22,435	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	6,70,18,953	12,241	0.02	12,187	54	99.56	0.44
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	12,24,67,168	5,10,84,481	41.71	5,10,61,992	22,489	99.96	0.04





RESOLUTION NO. : 2

Resolution required: (Ordinary/ Special)	Ordinary - To appoint a Director in place of Mr. Vinod Kumar Dandona (DIN: 06730804), who retires from office by rotation, and being eligible, offers himself for re-appointment							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5,48,38,245	5,10,49,805	93.09	5,10,49,805	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	6,09,970	22,435	3.68	0	22,435	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	6,70,18,953	12,241	0.02	9,979	2,262	81.52	18.48
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	12,24,67,168	5,10,84,481	41.71	5,10,59,784	24,697	99.95	0.05



RESOLUTION NO. : 3

Resolution required: (Ordinary/ Special)	Ordinary - To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5,48,38,245	5,10,49,805	93.09	5,10,49,805	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	6,09,970	22,435	3.68	22,435	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	6,70,18,953	12,241	0.02	11,357	884	92.78	7.22
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	12,24,67,168	5,10,84,481	41.71	5,10,83,597	884	100.00	0.00



Annexure- 2

Date: June 30, 2020

SCRUTINIZER'S REPORT

To,

Mr. Mahender Khandelwal
The Chairperson/ Resolution Professional
Educomp Solutions Limited
1211, Padma Tower I, 5,
Rajendra Place,
New Delhi – 110008

[CIN: L74999DL1994PLC061353]

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 23rd Annual General Meeting of Educomp Solutions Limited, for the Financial Year 2016-17, held on Monday, June 29, 2020 at 4:00 p.m. through video conferencing/ other audio visual means

I, Ankush Agarwal, Partner of M/s. MAKS & Co., Practicing Company Secretaries (FRN : P2018UP067700), had been appointed as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies(Management and Administration) Rules, 2014, as amended, to conduct the **remote e-voting process and e-voting process** in respect of the below mentioned resolutions proposed at the 23rd Annual General Meeting ("AGM") of Meeting of Educomp Solutions Limited ("The Company"), for the Financial year 2016-17, held on Monday, June 29, 2020 at 4:00 p.m. through video conferencing ('VC') / other audio visual means ('OAVM').

The Management of the Company / Resolution Professional is responsible to ensure the compliances of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice including corrigendum to the AGM Notice of 23rd AGM. My responsibilities as scrutinizer is restricted to make a scrutinizer's report of the votes cast 'For' or 'Against' the resolutions stated in the Notice.

Report on scrutiny:

1. The Notice dated March 02, 2020, for convening the 23rd AGM of the Company for FY 2016-17 on Friday, April 17, 2020 at 11.30 A.M. at India Islamic Cultural Centre, 87-88, Lodhi Road, New Delhi - 110003 was circulated to the shareholders of the Company through e-mails, to those members whose email IDs are registered with the Company/Depository Participant(s), and to all other shareholders at their registered address in the permitted mode. The dispatch of Notice of AGM was completed on March 20, 2020. Subsequent to issuance and circulation of the AGM Notice and Annual Report, the AGM of the Company was postponed due to outbreak of novel Coronavirus pandemic in India and the nationwide lockdown started from midnight of March 24, 2020 and other directives /advisories issued by the Central/State Government(s) in this regard.



2. The corrigendum to the AGM Notice was circulated by the Company to the shareholders whose email addresses are registered with the Company/Depositories for convening of postponed 23rd AGM of the Company on Monday, June 29, 2020 at 4.00 P.M. (IST) through VC / OAVM to transact the business, as set out in the original AGM Notice, as stated above, in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (Collectively “**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“**SEBI Circular**”) permitting the Companies to hold General Meetings without the physical presence of Members at a common venue. The dispatch of corrigendum to the Notice of AGM was completed on June 8, 2020.
3. The Company had availed the remote e-voting and e-voting facility offered by Link Intime India Private Limited (“**LI IPL /Service Provider**”) for conducting remote e-voting/e-voting by the Shareholders of the Company.
4. The remote e-voting commenced from Friday, June 26, 2020 (9.00 a.m. IST) and ended on Sunday, June 28, 2020 (5.00 p.m. IST) and at the end of remote e-voting period, voting portal of service provider was blocked forthwith.
5. Members who had not casted their vote by remote e-voting were allowed to do e-voting at the AGM.
6. The Equity Shareholders holding shares as on Cut-off date i.e. Monday, June 22, 2020, were entitled to vote on the resolutions stated in the Notice of the 23rd AGM of the Company.
7. After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
8. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the LI IPL e-voting system.
9. I now submit my consolidated Report as under on the result of the remote e-voting in respect of the following resolutions.

S. No.	Type of Resolution	Particulars
1	Ordinary Resolution	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2017, including Balance Sheet as at 31 st March, 2017 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon
2	Ordinary Resolution	To appoint a Director in place of Mr. Vinod Kumar Dandona (DIN: 06730804), who retires from office by rotation, and being eligible, offers himself for re-appointment
3	Ordinary Resolution	To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration

**CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH REMOTE E-VOTING AND ELECTRONIC MEANS IS AS UNDER:****ITEM NO. 1: AS AN ORDINARY BUSINESS****TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017, INCLUDING BALANCE SHEET AS AT 31ST MARCH, 2017 AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
36	5,10,61,992	99.96

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
4	22,489	0.04

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
0	0

ITEM NO. 2: AS AN ORDINARY BUSINESS**TO APPOINT A DIRECTOR IN PLACE OF MR. VINOD KUMAR DANDONA (DIN: 06730804), WHO RETIRES FROM OFFICE BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
30	5,10,59,784	99.95



(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
10	24,697	0.05

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
0	0

ITEM NO. 3: AS AN ORDINARY BUSINESS

TO RATIFY THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION

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

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
36	5,10,83,597	100 (Rounded off)

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
4	884	0

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
0	0

1. Based on the above voting, all resolutions carried on with requisite majority, accordingly I request the Chairman of the 23rd AGM to announce the results of the meeting.



MAKS & CO.

Company Secretaries

FRN: P2018UP067700

O: 409, Ocean Plaza, P-5,
Sector 18, Noida – 201301

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D: +120 120 413 2722

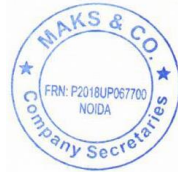
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2. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 23rd AGM and the same shall be handed over thereafter to the Chairman/Resolution Professional for safe keeping.

Note: Hon'ble National Company Law Tribunal, Principal Bench (NCLT) vide its order dated 30th May, 2017 has initiated the Corporate Insolvency resolution Process (CIRP) of the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC) and allowed the application filed under Section 10 of the IBC by the Company.

Thanking you,

Your's Sincerely,

For **MAKS & Co.,**
Company Secretaries
[FRN P2018UP067700]



Countersigned by

Authorized Signatory

Ankush Agarwal
Membership No: F9719
Certificate of Practice No: 14486
UDIN: F009719B000401308

Date: June 30, 2020

Place: Noida