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13.03.2015

The Manager **Listing Department** **National Stock Exchange of India Limited** **Exchange Plaza, Bandra Kurla Complex** **Bandra (East), Mumbai-51**	**Corporate Service Department** **Bombay Stock Exchange Ltd.** **Rotunda Building, I Floor** **Samachar Marg** **Mumbai – 1**

Sub: Declaration of Postal Ballot Results

Dear Sirs,

This is to inform you that the result of the Postal Ballot has been declared by the company on 11th day of March, 2015 at the Registered Office of the Company at 1211, Padma Tower 1, 5, Rajendra Place, New Delhi-110008.

In Compliance with Clause 35A and all other applicable provisions, if any, of the Listing Agreement, please find attached herewith the voting result of the Postal Ballot as per the format prescribed.

You are requested to kindly take the same on your records.

Thanking you
For Educomp Solutions Limited

EDUCOMP SOLUTIONS LIMITED NEW DELHI

Yogesh Saluja
Company Secretary
Membership Number: A21916
Address: 3/206, Subhash Nagar, New Delhi-110027

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DETAILS REGARDING THE POSTAL BALLOT VOTING RESULTS

Date of the EGM i.e. the date of declaration of results of Postal Ballot: 11th March, 2015

Total number of shareholders as on record date i.e. 30th January, 2015: 133216
(Cut off date for reckoning the voting rights of the shareholders)

Video Conferancing-
N.A.

Promoters and Promoter Group	0
Public - Institutional holders	0
Public - Others	0
Total	0

Note- The meeting was not conducted through video-conferancing mode

Detail of the Agenda:

Promoter/ Public	No. of Shares held (1)	No. of valid votes casted (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 Casted (6)=[(4)/(2)]*100	% of votes against on votes Casted (7)=[(5)/(2)]*100
Resolution No. : 1 - Issue of shares on preferential basis pursuant to the conversion of Funded Interest Term Loan (FITL) to the CDR Lenders							
Resolution required: (Special Resolution)							
Mode of voting: (E- voting)							

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
Bangalore, Mumbai, Chennai, Hyderabad.

Promoters and Promoter Group	54838245	0	0.00	0	0	0.00	0.00
Public - Institutional holders	19215841	10306784	53.64	119290	10187494	1.16	98.84
Public - Others	48413082	222617	0.46	193000	29617	86.70	13.30
Total (A)	**122467168**	**10529401**	**8.60**	**312290**	**10217111**	**2.97**	**97.03**
Mode of voting: (Physical Ballot Papers)							
Promoters and Promoter Group#	54838245	54838245	100.00	54838245	0	100.00	0.00
Public - Institutional holders	19215841	0	0.00	0	0	0.00	0.00
Public - Others*	48413082	158368	0.33	132414	25954	83.61	16.39
Total (B)	**122467168**	**54996613**	**44.91**	**54970659**	**25954**	**99.95**	**0.05**
Result E-voting and Physical Ballot Papers	**122467168**	**65526014**	**53.50**	**55282949**	**10243065**	**84.37**	**15.63**

Note:

Public - Others*

10 Ballot papers considered invalid

5887 votes were considered invalid

Resolution No. : 2 - Issue of Equity Shares on Preferential Basis pursuant to the conversion of Funded Interest Term Loan (FITL) to the Non-CDR Lenders							
Resolution required: (Special Resolution)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	54838245	0	0.00	0	0	0.00	0.00
Public - Institutional holders	19215841	10306784	53.64	119290	10187494	1.16	98.84
Public - Others	48413082	222488	0.46	177958	44530	79.99	20.01
Total (A)	**122467168**	**10529272**	**8.60**	**297248**	**10232024**	**2.82**	**97.18**
Mode of voting: (Physical Ballot Papers							
Promoters and Promoter Group	54838245	54838245	100.00	54838245	0	100.00	0.00

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Public - Institutional holders	19215841	0	0.00	0	0	0.00	0.00
Public - Others*	48413082	158366	0.33	149264	9102	94.25	5.75
Total (B)	**122467168**	**54996611**	**44.91**	**54987509**	**9102**	**99.98**	**0.02**
Result E-voting and Physical Ballot Papers	**122467168**	**65525883**	**53.50**	**55284757**	**10241126**	**84.37**	**15.63**

Note:

***Public - Others**

10 Ballot papers considered invalid

5887 votes were considered invalid

Resolution No. : 3 - To approve the increase in remuneration of Mr. Vinod Kumar Dandona, Whole Time Director of the Company							
Resolution required: (Special Resolution)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	54838245	0	0.00	0	0	0.00	0.00
Public - Institutional holders	19215841	10341784	53.82	10187494	154290	98.51	1.49
Public - Others	48413082	1643923	3.40	77797	1566126	4.73	95.27
Total (A)	**122467168**	**11985707**	**9.79**	**10265291**	**1720416**	**85.65**	**14.35**
Mode of voting: (Physical Ballot Papers)							
Promoters and Promoter Group	54838245	54838245	100.00	54838245	0	100.00	0.00
Public - Institutional holders	19215841	0	0.00	0	0	0.00	0.00
Public - Others*	48413082	158328	0.33	139908	18420	88.37	11.63
Total (B)	**122467168**	**54996573**	**44.91**	**54978153**	**18420**	**99.97**	**0.03**
Result E-voting and Physical Ballot Papers	**122467168**	**66982280**	**54.69**	**65243444**	**1738836**	**97.40**	**2.60**

Note:

***Public - Others**

10 Ballot papers considered invalid

EDUCOMP SOLUTIONS LIMITED NEW DELHI

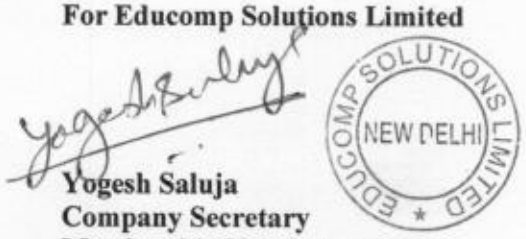
Educomp Solutions Limited
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5887 votes were considered invalid

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

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

Abhishek Bansal
Advocate
D/2726/2008

March 11, 2015

Mr. Shantanu Prakash
Chairman & Managing Director
M/s Educomp Solutions Limited
1211, Padma Tower
15, Rajendra Place
New Delhi – 110 008

Sub: Scrutinizer Report on Postal Ballot

Dear Sir,

I, Abhishek Bansal, Advocate, having office at D-38, South Extension, Part I, New Delhi-110049, was appointed as scrutinizer to conduct the postal ballot voting process of Educomp Solutions Limited ("Company"), by post or through electronic means, commencing on 7th February 2015 and closing on 09th March 2015, and submit my report as under:

1. The Company dispatched a notice dated 13th January 2015 to all the shareholders, along with the draft resolutions explaining the reasons therefor and requesting them to send their assent or dissent in writing on a postal ballot- by voting by post or through electronic means within a period of 30 days from the date of dispatch of the notice i.e. 6th February 2015.

2. The notice was duly sent by the following means: (a) through electronic means like registered e-mail id and/or (b) through courier service.

3. The Company had completed the dispatch of postal ballot forms ("Forms") to its members, on 6th February 2015, whose name(s) appeared on the Register of Members as on 30th January, 2015.

4. The Company published an advertisement in Rashtriya Sahara, a vernacular newspaper in the principal vernacular language of the district in the registered office of the Company is situated and having a wide circulation, and in Mint, an English newspaper having a wide circulation in the district, about having dispatched the ballot papers and specifying the details required to be mentioned therein in accordance with the Companies (Management and Administration) Rules, 2014 on 7th February, 2015.

D-38, South Extention, Part-1, New Delhi-110049
E-mail: abhishek-bansal@hotmail.com
Ph: +91 9873191956

5. A notice of the postal ballot was also placed on the website of the Company forthwith after the notice was sent to the members and the same remained on the website of the Company till the last date of receipt of the postal ballots from the members.

6. Postal ballots received back from the shareholders were kept in safe custody before commencing the scrutiny of such postal ballot forms. No defaced or mutilated ballot papers were found, and the identity of shareholders was not disclosed by any person associated with the postal ballot process.

7. The Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members as on 30th January, 2015, being maintained by the Registrar and Share Transfer Agent ("RTA") of the Company.

8. All forms received from 7th February 2015, up to the close of working hours on 9th March 2015, the day and time fixed by the Company for receiving of the forms, were considered for scrutiny.

9. The ballot papers, which were incomplete, and/ or which were otherwise found defective have been treated as invalid and kept separately.

10. The result of the Postal Ballot is as under:

(a) Resolution 1: Issue of shares on preferential basis pursuant to the conversion of Funded Interest Term Loan (FITL) to the CDR Lenders

PHYSICAL BALLOTS

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

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-voting)
121	54970659	83.89

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

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-voting)
28	25954	0.04

(iii) **Invalid** votes*:

Number of members (Whose votes were declared invalid)	Total Number of votes cast by them
10	5887

*The Ballot Papers did not clearly mention about the assent or dissent, some were not signed as required and some ballot papers were not marked in the correct manner.

E- VOTING RESULTS

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

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-voting)
345	312290	0.48

(ii) Voted a**gainst** the resolution:

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-voting)
76	10217111	15.59

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(b) Resolution 2: Issue of Equity Shares on Preferential Basis pursuant to the conversion of Funded Interest Term Loan (FITL) to the Non-CDR Lenders

PHYSICAL BALLOTS

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

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-voting)
129	54987509	83.92

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

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-voting)
19	9102	0.01

(iii) **Invalid** votes*:

Number of members (Whose votes were declared invalid)	Total Number of votes cast by them
10	5887

*The Ballot Papers did not clearly mention about the assent or dissent, some were not signed as required and some ballot papers were not marked in the correct manner.

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E- VOTING RESULTS

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

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-voting)
326	297248	0.45

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

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-voting)
92	10232024	15.62

(c) Resolution 3: To approve the increase in remuneration of Mr. Vinod Kumar Dandona, Whole Time Director of the Company

PHYSICAL BALLOTS

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

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-voting)
117	54978153	82.07

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

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-

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		voting)
29	18420	0.03

(iii) **Invalid** votes*:

Number of members (Whose votes were declared invalid)	Total Number of votes cast by them
10	5887

*The Ballot Papers did not clearly mention about the assent or dissent, some were not signed as required and some ballot papers were not marked in the correct manner.

E- VOTING RESULTS

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

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-voting)
193	10265291	15.33

(ii) Voted against the resolution:

Number of members voting	Number of votes cast by them	%age of total number of votes casted (physical plus e-voting)
231	1720416	2.57

11. A summary of the voting results is underlined as follows:

Particulars	**Total Votes casted in favor of the Resolution (both**	**%age of total number of votes casted (physical**	**Remarks**

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	via physical and e-voting)	plus e-voting)	
Resolution 1	55282949	84.37	Passed with requisite majority as required under Companies Act, 2013
Resolution 2	55284757	84.37	Passed with requisite majority as required under Companies Act, 2013
Resolution 3	65243444	97.40	Passed with requisite majority as required under Companies Act, 2013

12. A separate register has been maintained electronically, wherein the assent or dissent received, particulars of name, address, folio number of the shareholder, number of shares held by them and postal ballot forms which are invalid, has been recorded.

13. A Compact Disc (CD) containing register of physical and e-voting on resolutions, who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

14. The postal ballot papers and all other relevant records shall be handed over to the Company Secretary/ Director authorised by the Board for safe keeping upon signing of the minutes of the Postal Ballot process by the Chairman.

Thanking you,
Yours Faithfully,

(Abhishek Bansal)
Advocate

Dated: 11th March 2015
Place: New Delhi

D-38, South Extention, Part-1, New Delhi-110049
E-mail: abhishek-bansal@hotmail.com
Ph: +91 9873191956

EDUCOMP SOLUTIONS LIMITED

As per Clause 35A of the Listing Agreement with the Stock exchange

Mode of Voting: Postal Ballot through Physical Ballot Papers and e-voting

Voting Period-During 7th February 2015 to 9th March 2015

Total number of shareholders on record date as on 30.01.2015 for Postal Ballot Papers conducted : 133216

Video Conferancing- N.A.

Promoters and Promoter Group	0
Public - Institutional holders	0
Public - Others	0
Total	0

Note- The meeting was not conducted through video-conferancing mode

Detail of the Agenda:

Promoter/ Public	No. of Shares held (1)	No. of valid votes casted (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 Casted (6)=[(4)/(2)]*100	% of votes against on votes Casted (7)=[(5)/(2)]*100
Resolution No. : 1 - Issue of shares on preferential basis pursuant to the conversion of Funded Interest Term Loan (FITL) to the CDR Lenders							
Resolution required: (Special Resolution)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	54838245	0	0.00	0	0	0.00	0.00
Public - Institutional holders	19215841	10306784	53.64	119290	10187494	1.16	98.84
Public - Others	48413082	222617	0.46	193000	29617	86.70	13.30
Total (A)	**122467168**	**10529401**	**8.60**	**312290**	**10217111**	**2.97**	**97.03**
Mode of voting: (Physical Ballot Papers)							
Promoters and Promoter Group#	54838245	54838245	100.00	54838245	0	100.00	0.00
Public - Institutional holders	19215841	0	0.00	0	0	0.00	0.00
Public - Others*	48413082	158368	0.33	132414	25954	83.61	16.39
Total (B)	**122467168**	**54996613**	**44.91**	**54970659**	**25954**	**99.95**	**0.05**
Result E-voting and Physical Ballot Papers	**122467168**	**65526014**	**53.50**	**55282949**	**10243065**	**84.37**	**15.63**

Note:

Public - Others*

10 Ballot papers considered invalid

5887 votes were considered invalid

Resolution No. : 2 - Issue of Equity Shares on Preferential Basis pursuant to the conversion of Funded Interest Term Loan (FITL) to the Non-CDR Lenders							
Resolution required: (Special Resolution)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	54838245	0	0.00	0	0	0.00	0.00
Public - Institutional holders	19215841	10306784	53.64	119290	10187494	1.16	98.84
Public - Others	48413082	222488	0.46	177958	44530	79.99	20.01
Total (A)	**122467168**	**10529272**	**8.60**	**297248**	**10232024**	**2.82**	**97.18**
Mode of voting: (Physical Ballot Papers)							
Promoters and Promoter Group	54838245	54838245	100.00	54838245	0	100.00	0.00
Public - Institutional holders	19215841	0	0.00	0	0	0.00	0.00
Public - Others*	48413082	158366	0.33	149264	9102	94.25	5.75
Total (B)	**122467168**	**54996611**	**44.91**	**54987509**	**9102**	**99.98**	**0.02**
Result E-voting and Physical Ballot Papers	**122467168**	**65525883**	**53.50**	**55284757**	**10241126**	**84.37**	**15.63**

Note:

*Public - Others

10 Ballot papers considered invalid

5887 votes were considered invalid

Resolution No. : 3 - To approve the increase in remuneration of Mr. Vinod Kumar Dandona, Whole Time Director of the Company							
Resolution required: (Special Resolution)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	54838245	0	0.00	0	0	0.00	0.00
Public - Institutional holders	19215841	10341784	53.82	10187494	154290	98.51	1.49
Public - Others	48413082	1643923	3.40	77797	1566126	4.73	95.27
Total (A)	**122467168**	**11985707**	**9.79**	**10265291**	**1720416**	**85.65**	**14.35**
Mode of voting: (Physical Ballot Papers)							
Promoters and Promoter Group	54838245	54838245	100.00	54838245	0	100.00	0.00
Public - Institutional holders	19215841	0	0.00	0	0	0.00	0.00
Public - Others*	48413082	158328	0.33	139908	18420	88.37	11.63
Total (B)	**122467168**	**54996573**	**44.91**	**54978153**	**18420**	**99.97**	**0.03**
Result E-voting and Physical Ballot Papers	**122467168**	**66982280**	**54.69**	**65243444**	**1738836**	**97.40**	**2.60**

Note:

*Public - Others

10 Ballot papers considered invalid

5887 votes were considered invalid

Abhishek Bansal
Advocate

Dated: 11th March 2015
Place: New Delhi