

Date: 22-10-2012

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: Proceedings of the 18th Annual General Meeting

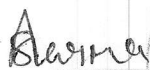
Dear Sir/Mam,

Please find enclosed here with certified true copy of the Minutes of the Proceedings of the 18th Annual General Meeting of the Company held on Wednesday, 26 day of September 2012, at 04:30 P.M at Sri, Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi- 110003

This is for your record.

Thanking You

For Educomp Solutions Limited



Anil Sharma
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.

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Sarawati
REGD.

EDUCOMP SOLUTIONS LIMITED

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF
THE COMPANY HELD ON WEDNESDAY, THE 26TH SEPTEMBER 2012
AT 04.30 P.M AT SRI SATHYA SAI INTERNATIONAL CENTER,
PRAGATI VIHAR, LODHI ROAD, NEW DELHI

CHAired BY: -

MR. SHANTANU PRAKASH - CHAIRMAN & MANAGING
DIRECTOR

OTHER DIRECTORS PRESENT:-

MR. JAGDISH PRAKASH - WHOLE TIME DIRECTOR
MR. SHONU CHANDRA - INDEPENDENT DIRECTOR &
MEMBER AUDIT COMMITTEE

FROM MANAGEMENT:-

MR. SANJAY JAIN - GROUP CEO
MR. JAGDISH PATRA - GROUP-COMPANY SECRETARY AND
HEAD - LEGAL

IN ATTENDANCE

MR. ANIL SHARMA - COMPANY SECRETARY

MEMBERS

1) IN PERRSON - 2777
(INCLUDING AUTHORISED REPRESENTATIVES)

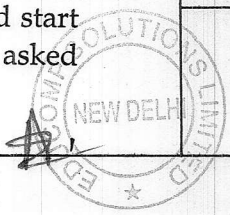
2) BY PROXY - 253

WELCOME NOTE & QUORUM

Mr. Jagdish Patra, Group - Company Secretary and Head Legal welcomed the shareholders at the 18th Annual General Meeting of the Company and introduced the Directors sitting on Dias. He requested Mr. Shantanu Prakash, Chairman & Managing Director to ascertain the quorum and start the proceedings of meeting. Mr Shantanu Prakash took the Chair and asked the Company Secretary to confirm the quorum.

[Signature]

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The Company Secretary informed the Chairman that requisite quorum for 18th Annual General Meeting is present and announced that Company had received 253 valid proxies comprising 38,13,858 shares of Rs. 2/- each representing 3.194 % of paid-up capital of the Company. Then, Chairman confirmed that as requisite quorum for the meetings is present, he called the meeting in order.

Chairman welcomed all those present to the 18th Annual General Meeting of the members of the Company.

Chairman informed that the Register of Directors, Director's Shareholding, proxy register and Auditor's Certificate regarding Compliance of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and New sets of Articles of Association of the Company were available during the meeting for inspection of members.

Chairman stated that Shareholders must have received the annual report containing the final accounts and the Director's Report and with the permission of all members present, the notice of the meeting and Director's Report were taken as read.

Thereafter Chairman delivered his speech by giving a brief detail of performance highlights of the Company during the year under review. Chairman concluded his speech by giving thanks to Investors, Bankers, Government Bodies, Board members, auditors, employees of the Company for their support and encouragement.

Then he requested Company Secretary to read out the auditor's report dated 30th May 2012. Then Company Secretary read out the auditor's report.

ORDINARY BUSINESS

ITEM NO 1

ADOPTION OF ANNUAL ACCOUNTS

TYPE OF RESOLUTION :- ORDINARY

Mr. Yogesh Saluja proposed and Mr. Pradeep Sood seconded the following resolution to be passed as an Ordinary Resolution:

" RESOLVED THAT the Audited Balance Sheet as at 31st March, 2012 and Profit and Loss Account of the Company for the period ended on that date together with all the schedules and annexures attached and annexed therewith including the reports of the Directors' and Auditors' thereon be and are hereby received, considered and adopted."

Before putting the resolution put to vote, The Chairman invited the members to discuss the queries and seek clarifications on accounts and replies were given to queries raised by shareholders on the Directors Report

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as well as on audited accounts to the satisfaction of Shareholders. Thereafter, Chairman put the resolution to vote by show of hands and declared the resolution as carried unanimously.

ITEM NO 2

DECLARATION OF FINAL DIVIDEND FOR FINANCIAL YEAR 2011-12

TYPE OF RESOLUTION :- ORDINARY

Mr. Santosh Bhutani proposed and Mr. Rajinder Singh Sawhney seconded the following resolution to be passed as an Ordinary Resolution:

"Resolved that a dividend of Rs. 0.30/- per share as recommended by the Board of Directors in its meeting held on 30th May 2012 be and is hereby declared for the year ended 31st March 2012 and the same be paid to the shareholders, whose names stand on the Register of Members of the Company as on 21st September 2012 and Register of beneficial owners maintained by depositories as on 21st September 2012 and that the amount of the said dividend be paid out of the profits for the year 2011-12.

Then resolution was put to vote by show of hands by Chairman and carried unanimously.

ITEM NO 3

REAPPOINTMENT OF Dr. SHAYAMA CHONA AS DIRECTOR WHO IS RETIRING BY ROTATION

TYPE OF RESOLUTION: - ORDINARY

Mr. N. S Chauhan proposed and Mr. V K Jain seconded the following resolution to be passed as an Ordinary Resolution

"Resolved that, Dr. Shayama Chona who retires by rotation from Board of Directors in accordance with the Articles of Association of the Company, but being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

Then resolution was put to vote by show of hands by Chairman and carried unanimously.

ITEM NO 4

RE-APPOINTMENT OF MR. SHONU CHANDRA AS DIRECTOR WHO IS RETIRING BY ROTATION

TYPE OF RESOLUTION: - ORDINARY

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Mr. R K Jain proposed and Mr. Lalit Kumar seconded the following resolution to be passed as an Ordinary Resolution

"Resolved that Mr. Shonu Chandra, who retires by rotation from Board of Directors in accordance with the Articles of Association of the Company, but being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

Then resolution was put to vote by show of hands by Chairman and carried unanimously.

ITEM NO 5APPOINTMENT OF STATUTORY AUDITORSTYPE OF RESOLUTION :- ORDINARY

Mr. Ramesh Chandra Agarwal proposed and Mr. Sanjeev Jain seconded the following resolution to be passed as an Ordinary Resolution

"RESOLVED THAT M/s. Haribhakti & Co., Chartered Accountants (Firm Registration No. 103523W) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company."

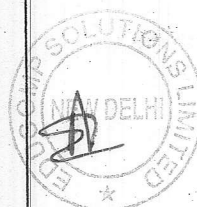
Then resolution was put to vote by show of hands by Chairman and carried unanimously.

SPECIAL BUSINESS:ITEM NO 6ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:TYPE OF RESOLUTION :- SPECIAL

Mr. Manu Sharma proposed and Mr. Yogesh Saluja seconded the following resolution to be passed as a Special Resolution

"RESOLVED THAT pursuant to provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force); the new set of Articles of Association, as placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted as new Articles of Association of the Company in place and exclusion of the existing Articles of Association of the Company;

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RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and take such steps as may be required to give effect to the above resolution."

Then resolution was put to vote by show of hands by Chairman and carried unanimously.

ITEM NO 7

CHANGE IN TERMS OF APPOINTMENT OF WHOLE TIME DIRECTOR

TYPE OF RESOLUTION :- SPECIAL

Mr. Mahesh Kumar proposed and Mr. Sanjeev Jain seconded the following resolution to be passed as a Special Resolution

"RESOLVED THAT in terms of the provisions of the new Articles of Association of the Company, as proposed in Item no. 6 of this Notice and pursuant to applicable provisions of the Companies Act, 1956 and subject to the approval of the Central Government and/or such other Regulatory Bodies, as may be required, if any, and subject to such modifications as the Central Government and/or such other Regulatory Bodies may require while granting such approval, consent of the Members be and is hereby accorded, that in partial modification of the resolution passed by the member through postal ballot dated 29th January 2010 in this regard, office of the Whole Time Director of the Company i.e. Mr. Jagdish Prakash, shall be liable to retire by rotation;

"RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby jointly and / or severally authorised, as the case may be, to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

ITEM NO 8

APPOINTMENT OF MR. MANAV SARAF AS A DIRECTOR

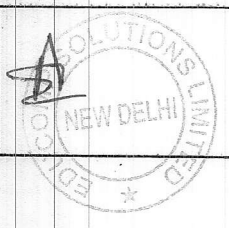
TYPE OF RESOLUTION :-ORDINARY

Mr. Rajinder Singh Sawhney proposed and Mr. Subhir Bhutani seconded the following resolution to be passed as an Ordinary Resolution

"RESOLVED THAT Mr. Manav Saraf, who was appointed as Additional Director by the Board of Directors of the Company on 26th July 2012 pursuant to Section 260 of the Companies Act, 1956 and Articles of Association of the Company and who, being the Additional Director, holds the office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member along

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with a deposit of Rs. 500/- as required under Section 257 of the Companies Act, 1956 proposing his candidature for office of Director, be and is hereby appointed as Director of the Company, not liable to retire by rotation."

ITEM NO 9

KEEPING OF REGISTERS/RETURNS/ DOCUMENTS AT A PLACE OTHER THAN THE REGISTERED OFFICE

TYPE OF RESOLUTION :- SPECIAL

Mr. Gaurav Kumar Singh proposed and Mr. Yogesh Saluja seconded the following resolution to be passed as a Special Resolution

"RESOLVED THAT in furtherance of the resolution passed in this regard earlier and pursuant to the provisions of Section 163 and all other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves that register of members, index of members, the register and index of debenture holders, and copies of all annual returns prepared under Sections 159 and 160, together with the copies of certificates and documents required to be annexed there to under Section 160 and 161 and other related books be kept at the premises of the Company's Registrar and Transfer Agents viz. Link Intime India Pvt. Ltd. A-40, 2nd Floor, Naraina Industrial Area, Phase II, New Delhi -110028;

RESOLVED FURTHER that registers, indexes, returns and copies of certificates and documents referred above be kept open for inspection between 2.00 p.m. to 4.00 p.m., on any working day for the registrar and transfer agent during Monday to Friday, except when the registers are closed;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby jointly and / or severally authorised, as the case may be, to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

VOTE OF THANKS AND CONCLUSION OF MEETING

Since there was no other item for discussion and consideration, the meeting ended with a vote of thanks to the Chair. The Chairman, in response, warmly acknowledged the same and thanked the members present and announced the closure of meeting.

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Date 8th October 2012

Shambhoo Prakash
CHAIRMAN

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