

A.P. Eduvision Private Limited

Regd. Office: 1211, Padma Tower 1, 5, Rajendra place, New Delhi-110008
Tel.: 91-11-25749801. Fax: 91-11-25766775

23-01-2013

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

Dear Sir,

Sub: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Share & Takeover) Regulations, 2011 & Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992

With reference to the above captioned subject, we wish to inform you that we have been allotted 29,79,939 Equity Shares pursuant to exercise of rights of conversion of warrants, allotted to us under Provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 by the Educomp Solutions Ltd. on 22nd January, 2013.

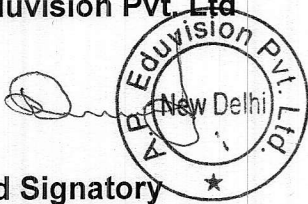
In this regard, please find enclosed herewith disclosure under the provisions of Regulation 29(2) of the SEBI (Substantial Acquisition of Share & Takeover) Regulations, 2011 & Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992

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

Thanking You

Yours Faithfully,

For A P Eduvision Pvt. Ltd



Authorized Signatory

**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF
SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Educomp Solutions Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	M/s A P Eduvision Pvt. Ltd		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes, the Acquirer belongs to Promoter Group		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange 2. Bombay Stock Exchange		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<u>Before the acquisition/disposal under consideration, holding of :</u>			
a) Shares carrying voting rights	51858306	43.42	47.31
b) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	11479096	Nil	8.58
Total (a+b+c)	633377402	43.42	55.89
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired	29,79,939	2.43	2.23
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil



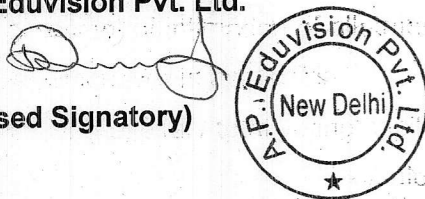
acquired/sold			
Total (a+b+c)	29,79,939	2.43	2.23
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	5,48,38,245	44.80	47.31
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	84,99,157	Nil	6.35
Total (a+b+c)	63337402	44.80	53.66
6. Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.)	Allotment of Equity Shares upon conversion of Warrants allotted on preferential basis.		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	22 nd January, 2013		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 23,88,55,108 (comprising of 11,94,27,554 Equity Shares of Rs. 2 /- each)		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 24,48,14,986 (comprising of 12,24,07,493 Equity Shares of Rs. 2 /- each)		
10. Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 26,77,45,650 (comprising of 13,38,72,825 Equity Shares of Rs. 2 /- each)		

Note:

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For A P Eduvision Pvt. Ltd.

(Authorised Signatory)

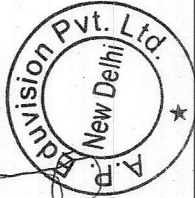


Place: New Delhi
Date: 23.01.2013

FORM D
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 [Regulation 13(4), 13(4A) and (6)]

Name & PAN No. Officer	Address of Promoter/ Person who is part of Promoter Group/ Director/ Officer.	No. & % of shares/ voting rights held by the Promoter/Person who is part of Promoter Group/ Director/Office	Date of receipt of allotment advice/ acquisition / sale of shares/ voting rights	Date of intimation to company	Mode of acquisition (market purchase/ public/rights/ preferential offer, etc.) /sale	No. & % of shares/ voting rights post acquisition/ sale	Trading Member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value
AP Eduvision Pvt. Ltd PAN No.: AADCA8634J.	Add: 1211, Padma Tower 1, 5, Rajendra Place, New Delhi- 110008	4304661 (3.6%)	22-01-13	23-01-13	Conversion of Warrants allotted on Preferential basis	7284600 (5.95%)	NA	NA	2979939	Rs. 193.74/- per Equity Share.

For A P Eduvision Private Limited



Authorised Signatory

Date: 23-01-2013

Place New Delhi