Educomp™
What Learning Can Be

19th June 2012

Corporate Services Department
The Bombay Stock Exchange Ltd
Rotunda Building, I Floor
Samachar Marg, Mumbai – 1

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra(East), Mumbai-51

Dear Sir/Mam,

SUB: OUTCOME OF MEETING OF COMMITTEE OF DIRECTORS

Dear Sir,

Please find herewith enclosed the Press Release regarding outcome of meeting of committee of Board of Directors

You are requested to kindly take the above on record.

Committee has also decided to convene an Extraordinary General Meeting of the members of the Company on Monday, 16th July 2012 to obtain their requisite approvals.

This is for information and records.

Thanking You

For Educomp Solutions Ltd

Mohit Maheshwari
Company Secretary

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Educomp Solutions Ltd. ties up USD 155 mn to pay off FCCB of USD 78.5 mn on due date.

Gurgaon, June 19, 2012 – Educomp Solutions Ltd., India's largest Education Company today announced that a meeting of committee of its Board of Directors (Board), held today approved a comprehensive financing package of USD 155mn.

1. A cumulative amount of USD 70 mn under External Commercial Borrowings comprising USD 30 mn from IFC, a member of the World Bank Group and USD 40 mn from Société De Promotion Et De Participation Pour La Coopération Économique (Proparco, a French development finance institution), under an 8.5 years facility.

2. USD 10 mn under FCCB from IFC convertible into equity shares of the company at a premium of 40% to the floor price as per SEBI formula.

3. Preferential allotment of equity shares to IFC, Proparco and Mount Kellett upto an aggregated amount not exceeding USD 50 mn at Rs. 149.16 per share (a premium of 10% to the floor price as per SEBI formula).

4. Preferential allotment of equity shares and warrants to Promoter group upto an aggregated amount not exceeding USD 55 mn, in a combination of straight equity (USD 15mn) and warrants (USD 40mn), at a price of Rs. 193.74 per share, representing a premium of approximately 44% to the closing price of the equity shares as on June 18, 2012.

The decision of the Board is subject to approval of shareholders. Out of the above mentioned amount of USD 155 mn, while approximately USD 111 mn is proposed to be utilized for existing FCCB redemption (principal of USD 78.5 mn and balance as redemption premium), the balance would be utilized towards capex, and strengthening the balance sheet of the company. The components of the financing package are expected to close simultaneously before the FCCB redemption date.

EDUCOMP SOLUTIONS LIMITED NEW DELHI

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ISO 9001:2008 Certified

About IFC: IFC, a member of the World Bank Group is the largest global development institution focused exclusively on the private sector. We help developing countries achieve sustainable growth by financing investment, providing advisory services to businesses and governments, and mobilizing capital in the international financial markets. In fiscal 2011, amid economic uncertainty across the globe, we helped our clients create jobs, strengthen environmental performance, and contribute to their local communities—all while driving our investments to an all-time high of nearly $19 billion. For more information, visit www.ifc.org.

About Proparco: PROPARCO is a French development finance institution, a subsidiary of Agence Française de Développement (AFD). Its mission is to catalyze private investment in emerging and developing countries with the aim of supporting growth and sustainable development. PROPARCO finances investments that are economically viable, socially equitable, environmentally sustainable and financially profitable. PROPARCO is among the world's leading bilateral development finance institutions. It invests on four continents encompassing the major emerging countries, including India, and the poorest countries, particularly in Africa, and has a high level of requirements in terms of social and environmental responsibility. For more information, visit www.proparco.fr

About Mount Kellett: Mount Kellett is a multi-strategy private investment firm focused on global value investing. The firm has over 100 employees with offices in New York, Dallas, Hong Kong, London, and Mumbai. The firm has in excess of $7 billion in assets under management.

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