01.10.2016

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: Voting Result and Report of Scrutinizer of 22nd Annual General Meeting (AGM) dt. September 30, 2016

Dear Sir(s),

In continuation of our earlier communication dated September 30, 2016 in this regard, please find attached herewith voting resukts of the businesses at the AGM, as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the report of Scrutinizer.

We would further like to inform you that all the resolutions mentioned in the AGM notice have been passed by shareholders with overwhelming majority.

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

Thanking you

For Educomp Solutions Limited

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

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.

Voting Results of AGM	
Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:	
Date of the AGM	**30.09.2016**
Total number of shareholders on record date	**133,612**
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoter Group: 6 Public: 1027	**1033**
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: NIL Public: NIL	**N.A**

1. Ordinary Resolution: To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 March, 2016, including Balance Sheet as at 31 March, 2016 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 intersted in the Agenda/resolution								**No**
Category	**Mode of Voting**	**No. of shares held**	**No of Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on Votes Polled**
		(1)	**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	E-voting	54,838,245	0	0.0000	0	0	**0.0000**	**0.0000**
	Poll		54,838,245	100.0000	54,838,245	0	**100.0000**	**0.0000**
	Total		**54,838,245**	**100.0000**	**54,838,245**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-voting	1,577,186	22,137	1.4036	0	22,137	**0.0000**	**100.0000**

Educomp Solutions Limited
CIN:-L74999DL1994PLC061353
Corporate office: 514, Udyog Vihar, Phase III, Gurgaon – 122001, Haryana (INDIA).
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Tel.: 91-11-25755920. Fax: 91-11-25766775.
Web site www.educomp.com
Bangalore, Mumbai, Chennai, Hyderabad.

	Poll		0	0.0000	0	0	0.0000	**0.0000**
	Total		**22,137**	**1.4036**	**0**	**22,137**	**0.0000**	**100.0000**
Public-Non Institutions	E-voting	66,051,737	30,272	0.0458	28,870	1,402	**95.3687**	**4.6313**
	Poll		1,920	0.0029	1,913	7	**99.6354**	**0.3646**
	Total		**32,192**	**0.0487**	**30,783**	**1,409**	**95.6231**	**4.3769**
Total		**122,467,168**	**54,892,574**	**44.8223**	**54,869,028**	**23,546**	**99.9571**	**0.0429**

2. Ordinary Resolution:- Re-appointment of Shri. Shantanu Prakash (DIN: 00983057) as a Director liable to retire by rotation

Whether promoter/ promoter group are intersted in the Agenda/resolution								**YES**
Category	**Mode of Voting**	**No. of shares held**	**No of Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on Votes Polled**
		(1)	**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	E-voting	54,838,245	0	0.0000	0	0	0.0000	**0.0000**
	Poll		54,838,245	100.0000	54,838,245	0	**100.0000**	**0.0000**
	Total		**54,838,245**	**100.0000**	**54,838,245**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-voting	1,577,186	22,137	1.4036	22,137	0	**100.0000**	**0.0000**
	Poll		0	0.0000	0	0	**0.0000**	**0.0000**
	Total		**22,137**	**1.4036**	**22,137**	**0**	**100.0000**	**0.0000**
Public-Non Institutions	E-voting	66,051,737	30,272	0.0458	28,575	1697	**94.3942**	**5.6058**
	Poll		1,920	0.0029	1,913	7	**99.6354**	**0.3646**
	Total		**32,192**	**0.0487**	**30,488**	**1,704**	**94.7068**	**5.2932**
Total		**122,467,168**	**54,892,574**	**44.8223**	**54,890,870**	**1,704**	**99.9969**	**0.0031**

3. Ordinary Resolution: - To ratify the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W), as the Statutory Auditors of the Company and to fix its remuneration.								
Whether promoter/ promoter group are intersted in the Agenda/resolution								**No**
Category	**Mode of Voting**	**No. of shares held**	**No of Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on Votes Polled**
		(1)	**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	E-voting	54,838,245	0	0.0000	0	0	0.0000	**0.0000**
	Poll		54,838,245	100.0000	54,838,245	0	**100.0000**	**0.0000**
	Total		**54,838,245**	**100.0000**	**54,838,245**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-voting	1,577,186	22,137	1.4036	22,137	0	**100.0000**	**0.0000**
	Poll		0	0.0000	0	0	**0.0000**	**0.0000**
	Total		**22137**	**1.4036**	**22,137**	**0**	**100.0000**	**0.0000**
Public-Non Institutions	E-voting	66,051,737	30,272	0.0458	28,870	1,402	**95.3687**	**4.6313**
	Poll		1,920	0.0029	1,913	7	**99.6354**	**0.3646**
	Total		**32,192**	**0.0487**	**30,783**	**1,409**	**95.6231**	**4.3769**
Total		**122,467,168**	**54,892,574**	**44.8223**	**54,891,165**	**1,409**	**99.9974**	**0.0026**

4. Special Resolution: To approve the re-appointment and remuneration of Mr. Vinod Kumar Dandona, (DIN:06730804) Whole Time Director of the company.								
Whether promoter/ promoter group are intersted in the Agenda/resolution								**No**
Category	**Mode of Voting**	**No. of shares held**	**No of Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on Votes Polled**
		(1)	**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	E-voting	54,838,245	0	0.0000	0	0	0.0000	**0.0000**
	Poll		54,838,245	100.0000	54,838,245	0	**100.0000**	**0.0000**
	Total		**54,838,245**	**100.0000**	**54,838,245**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-voting	1,577,186	22,137	1.4036	22,137	0	**100.0000**	**0.0000**
	Poll		0	0.0000	0	0	0.0000	**0.0000**
	Total		**22,137**	**1.4036**	**22,137**	**0**	**100.0000**	**0.0000**
Public-Non Institutions	E-voting	66,051,737	30,272	0.0458	27,795	2,477	**91.8175**	**8.1825**
	Poll		1,920	0.0029	1,913	7	**99.6354**	**0.3646**
	Total		**32,192**	**0.0487**	**29,708**	**2,484**	**92.2838**	**7.7162**
Total		**122,467,168**	**54,892,574**	**44.8223**	**54,890,090**	**2,484**	**99.9955**	**0.0045**

5. Ordinary Resolution: To approve and ratify the remuneration of M/s. Ahuja Sunny & Co., as a Cost Accountants of the Company.								
Whether promoter/ promoter group are intersted in the Agenda/resolution								**No**
Category	**Mode of Voting**	**No. of shares held**	**No of Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on Votes Polled**
		(1)	**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**

Promoters and Promoter Group	E-voting	54,838,245	0	0.0000	0	0	0.0000	**0.0000**
	Poll		54,838,245	100.0000	54,838,245	0	**100.0000**	**0.0000**
	Total		**54,838,245**	**100.0000**	**54,838,245**	**0**	**100.0000**	**0.0000**
Public-Institutions	E-voting	1,577,186	22,137	1.4036	22,137	0	**100.0000**	**0.0000**
	Poll		0	0.0000	0	0	0.0000	**0.0000**
	Total		**22,137**	**1.4036**	**22,137**	**0**	**100.0000**	**0.0000**
Public-Non Institutions	E-voting	66,051,737	29,572	0.0448	27,720	1,852	**93.7373**	**6.2627**
	Poll		1,920	0.0029	1,913	7	**99.6354**	**0.3646**
	Total		**31,492**	**0.0477**	**29,633**	**1,859**	**94.0969**	**5.9031**
Total		**122,467,168**	**54,891,874**	**44.8217**	**54,890,015**	**1,859**	**99.9966**	**0.0034**

For Educomp Solutions Limited

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

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended up to date]

To,

THE CHAIRMAN

EDUCOMP SOLUTIONS LIMITED

(CIN: L74999DL1994PLC061353)

1211, Padma Tower 1, 5, Rajendra Place,

New Delhi- 110008

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as a Scrutinizer for the purpose of scrutinizing voting process, i.e. remote e-voting and voting through polling paper at Annual General Meeting (AGM), under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration)Rules, 2014 (as amended up to date) on the resolution(s) mentioned in the Notice dated August 12, 2016 for 22nd AGM of the Company held on Friday, September 30th, 2016 at 03:30 P.M. at Sri Sathya Sai International Center, Pragati Vihar,Lodhi Road, New Delhi- 110003.

I submit my report as under:-

1. The remote e-voting period commenced on Tuesday, September 27, 2016 at 09:00 A.M. IST and ended on Thursday, September 29, 2016 at 05:00 P.M. IST *via* e-voting platform on designated website of Central Depository Services (India) Limited ("CDSL") via www.evotingindia.com.

2. The Shareholders of the Company as on the "cut off" date i.e. Friday, September 23, 2016 were entitled to avail the facility of remote e-voting as well as voting through polling paper at the AGM, as the case may be, on the proposed resolution(s) (*item no. 1 to 5*) as set out in the Notice dated August 12, 2016.

3. The total paid up Equity Share Capital of the Company as on Thursday, September 23, 2016 was Rs. 24,49,34,336/- (Rupees Twenty Four Crore Forty Nine Lakh Thirty Four Thousand Three Hundred and Thirty Six Only) divided into 12,24,67,168 (Twelve Crore Twenty Four Lakh Sixty Seven Thousand One Hundred and Sixty Eight) equity shares of Rs. 2/- (Rupees Two Only) each.

4. Poll was conducted at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.

5. 2 (Two) ballot boxes were kept for polling and the ballot boxes were locked in my presence.

6. After completion of Poll at the AGM, the Ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.

7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.



8. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Ms. Priyanka Gupta R/o G9/79, Sangam Vihar, Ratia Marg, New Delhi- 110080 and Mr. Kumar Gaurav R/o WZ-63, Shadipur, New Delhi- 110008 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Priyanka

Ms. Priyanka Gupta

Kumar Gaurav

Mr. Kumar Gaurav

9. The consolidated summary of results of poll at AGM and remote e-voting are as under:

Resolution No. 1- To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016, including Balance Sheet as at 31st March, 2016 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				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	5,48,40,158	28,870	5,48,69,028	99.9571
Dissent	7	23,539	23,546	00.0429
Total	5,48,40,165	52,409	5,48,92,574	100.0000

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure- A**.

SANJAY GROVER & ASSOCIATES * NEW DELHI * Registration No. P2001DE052900 Company Secretaries

Resolution No. 2- Re-appointment of Shri Shantanu Prakash (DIN: 00983057) as a Director liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	5,48,40,158	50,712	5,48,90,870	99.9969
Dissent	7	1,697	1,704	00.0031
Total	5,48,40,165	52,409	5,48,92,574	100.0000

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure- B**.

Resolution No. 3- To ratify the appointment of M/s Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No.103523W), as the Statutory Auditors of the Company and to fix its remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	5,48,40,158	51,007	5,48,91,165	99.9974
Dissent	7	1,402	1,409	00.0026
Total	5,48,40,165	52,409	5,48,92,574	100.0000

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure- C.**



Resolution No. 4- To approve the re-appointment and remuneration of Mr. Vinod Kumar Dandona, (DIN: 06730804) Whole Time Director of the company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	5,48,40,158	49,932	5,48,90,090	99.9955
Dissent	7	2,477	2,484	00.0045
Total	5,48,40,165	52,409	5,48,92,574	100.0000

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure-D.**

Resolution No. 5- To approve and ratify the remuneration of M/s. Ahuja Sunny & Co., as a Cost Accountants of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	5,48,40,158	49,857	5,48,90,015	99.9966
Dissent	7	1,852	1,859	00.0034
Total	5,48,40,165	51,709	5,48,91,874	100.0000

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in **Annexure-E.**



10. The register(s), ballots and all other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, the register(s), ballots and all other papers shall be handed over to the Company.

Thank you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES



Sanjay Grover
(Managing Partner)
Scrutinizer
CP No. 3850

COUNTERSIGNED BY

Chairman

Date: October 01,2016
Place: New Delhi

Annexure - A

Details of poll at AGM and remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	63	5,48,40,650	10,96,81,300	44.7799
b) Less: Invalid Votes	5	485	970	0.0004
c) Net Valid votes cast	58	5,48,40,165	10,96,80,330	44.7795
d) Votes with assent for the Resolution	51	5,48,40,158	10,96,80,316	44.7795
e) Votes with dissent for the Resolution	7	7	14	0.0000

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Net Valid Votes	43	52,409	1,04,818	0.0428
b) Votes with Assent	36	28,870	57,740	0.0236
c) Votes with dissent	7	23,539	47,078	0.0192



Annexure - B

Details of poll at AGM and remote e-voting for Resolution No.- 2 are as under:

B1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	63	5,48,40,650	10,96,81,300	44.7799
b) Less: Invalid Votes	5	485	970	0.0004
c) Net Valid votes cast	58	5,48,40,165	10,96,80,330	44.7795
d) Votes with assent for the Resolution	51	5,48,40,158	10,96,80,316	44.7795
e) Votes with dissent for the Resolution	7	7	14	0.0000

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Net Valid Votes	43	52,409	1,04,818	0.0428
b) Votes with Assent	36	50,712	1,01,424	0.0414
c) Votes with dissent	7	1,697	3,394	0.0014

SANJAY GROVER & ASSOCIATES * NEW DELHI * Firm Registration No. P2001DE052900 Company Secretaries

Annexure – C

Details of poll at AGM and remote e-voting for Resolution No.3 are as under:

C1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	63	5,48,40,650	10,96,81,300	44.7799
b) Less: Invalid Votes	5	485	970	0.0004
c) Net Valid votes cast	58	5,48,40,165	10,96,80,330	44.7795
d) Votes with assent for the Resolution	51	5,48,40,158	10,96,80,316	44.7795
e) Votes with dissent for the Resolution	7	7	14	0.0000

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Net Valid Votes	43	52,409	1,04,818	0.0428
b) Votes with Assent	39	51,007	1,02,014	0.0416
c) Votes with dissent	4	1,402	2,804	0.0012

Annexure -D

Details of poll at AGM and remote e-voting for Resolution No.- 4 are as under:

D1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	63	5,48,40,650	10,96,81,300	44.7799
b) Less: Invalid Votes	5	485	970	0.0004
c) Net Valid votes cast	58	5,48,40,165	10,96,80,330	44.7795
d) Votes with assent for the Resolution	51	5,48,40,158	10,96,80,316	44.7795
e) Votes with dissent for the Resolution	7	7	14	0.0000

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Net Valid Votes	43	52,409	1,04,818	0.0428
b) Votes with Assent	33	49,932	99,864	0.0408
c) Votes with dissent	10	2,477	4,954	0.0020

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 NEW DELHI

Annexure -E

Details of poll at AGM and remote e-voting for Resolution No.- 5 are as under:

E1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	63	5,48,40,650	10,96,81,300	44.7799
b) Less: Invalid Votes	5	485	970	0.0004
c) Net Valid votes cast	58	5,48,40,165	10,96,80,330	44.7795
d) Votes with assent for the Resolution	51	5,48,40,158	10,96,80,316	44.7795
e) Votes with dissent for the Resolution	7	7	14	0.0000

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Net Valid Votes	42	51,709	1,03,418	0.0422
b) Votes with Assent	37	49,857	99,714	0.0407
c) Votes with dissent	5	1,852	3,704	0.0015