

Date: 20-10-2010

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 16th Annual General Meeting

Dear Sir/Mam,

In terms of the provisions of the listing agreement, please find enclosed copy of the Minutes of the Proceedings of the 16th Annual General Meeting of the Company held on Monday, September 27, 2010, at 11 .00 AM at, Sri, Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi- 110003

This is for your record.

Thanking You

For Educomp Solutions Limited


Mohit Maheshwari
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.

EDUCOMP SOLUTIONS LIMITED

**MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING OF THE
COMPANY HELD ON MONDAY , THE 27TH SEPTEMBER 2010 AT 11.00 A.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. SANKALP SRIVASTAVA - DIRECTOR & CHAIRMAN-AUDIT
COMMITTEE

BY INVITATION:-

MR. ANUPAM BANSAL - STATUTORY AUDITOR
(Anupam Bansal & Co.)

MR. RAJKUMAR AGARWAL - STATUTORY AUDITOR
(HariBhakti & Co.)

FROM MANAGEMENT:-

MRS SANGEETA GULATI - CFO

IN ATTENDANCE

MR. MOHIT MAHESHWARI - COMPANY SECRETARY

MEMBERS

- 1) IN PERRSON - 1543
(INCLUDING AUTHORISED REPRESENTATIVES)
- 2) BY PROXY - 79

WELCOME NOTE & QUORUM

Mrs. Sangeeta Gulati, CFO welcomed the shareholders at the 16th Annual General Meeting of the Company and introduced the Directors and invitees sitting on Dias. Then She 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 Company Secretary to confirm the quorum.


**CHAIRMAN'S
INITIALS**



The Company Secretary informed the Chairman that requisite quorum for 16th Annual General Meeting was present and announced that Company had received 79 valid proxies comprising 11,756,983 shares of Rs. 2/- each representing 12.32 % 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 16th 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 Auditor's Certificate relating to preferential allotment of 55,643 equity shares to promoters of Vidya Mandir Classes Pvt Ltd 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 17th August 2010. Then Company Secretary read out the auditor's report.

ORDINARY BUSINESS

ITEM 1

ADOPTION OF ANNUAL ACCOUNTS

TYPE OF RESOLUTION :- ORDINARY

Mr. D.D Sardana proposed and Mr. Ajay Khurana seconded the following resolution to be passed as an Ordinary Resolution:

" RESOLVED THAT the Audited Balance Sheet as at 31st March, 2010 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 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.

CHAIRMAN'S
INITIALS

ITEM NO 2



RESOLUTIONS AND CONFIRMATION OF INTERIM

TYPE OF RESOLUTION :- ORDINARY

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

“ Resolved that a dividend of Rs. 1.75/- per share as recommended by the Board of Directors in its meeting held on 17th August 2010 be and is hereby declared for the year ended 31st March 2010 and the same be paid to the shareholders, whose names stand on the Register of Members of the Company as on 27th September 2010 and Register of beneficial owners maintained by depositories as on 16th September 2010 and that the amount of the said dividend be paid out of the profits for the year 2009-10.

Resolved further that Interim Dividend @ Rs. 1.00 Per Share for the Financial year 2009-10 as paid by Board of Directors in its meeting held on 29th January 2010 be and is hereby confirmed “

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

ITEM NO 3

REAPPOINTMENT OF MR. GOPAL JAIN AS DIRECTOR WHO IS RETIRING BY ROTATION

TYPE OF RESOLUTION: - ORDINARY

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

“ Resolved that Mr. Gopal Jain, 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

REAPPOINTMENT OF MR. SHONU CHANDRA AS DIRECTOR WHO IS RETIRING BY ROTATION

TYPE OF RESOLUTION: - ORDINARY

Mr. Pradeep Sood proposed and Mr. Ajay Khurana 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 5

APPOINTMENT OF JOINT STATUTORY AUDITORS

TYPE OF RESOLUTION :- ORDINARY

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

"RESOLVED THAT M/s Anupam Bansal & Co, Chartered Accountants (Firm Registration No. 009864N) and M/s. Haribhakti & Co., Chartered Accountants (Firm Registration No. 103523W) be and are hereby appointed as the Joint 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. 6

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS AS PER THE SEBI (ICDR) REGULATIONS, 2009:

TYPE OF RESOLUTION :- SPECIAL

Chairman informed the Members that as per notice dated 17th August 2010 circulated to Shareholders, no of shares proposed to be allotted to Promoters of Vidya Mandir Classes Pvt Ltd were 54,944. Those shares were based on tentative calculation. But based on actual relevant date i.e 28th August 2010, number of shares proposed to be allotted are 55,643 as per SEBI(ICDR) regulations. Hence 699 shares have been increased. Shareholders approved the same.

After that, Mr. D D Sardana proposed and Mr. Ajay Khurana seconded the following resolution to be passed as an Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s) to or re-enactment thereof) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and in terms of the provisions of the SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 (the "SEBI (ICDR) Regulations") (including any amendment(s) to or re-enactment thereof) and subject to the approvals, consents, permissions and / or sanctions, as may be required from any appropriate authority, institution or body (hereinafter collectively referred to as the "the appropriate authorities") and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions (hereinafter referred to as "the requisite approvals") and which may be agreed to by the Board of


**CHAIRMAN'S
INITIALS**



MINUTE BOOK

Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee duly constituted by the Board or any Committee which the Board may have constituted or hereafter constitute, to exercise one or more of its powers including the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of equity shares of the face value of Rs.2/- each, to promoters of Vidya Mandir Classes Private Limited (VMC), fully paid up, in the ratio of their respective shareholding in the VMC, at such price (including premium) being not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, on preferential allotment basis, so that the value of the total number of shares so issued at a price determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 aggregates to not more than Rs.3,50,00,000/- (Rupees Three Crore Fifty Lacs Only)

RESOLVED FURTHER THAT the price of the equity shares so issued shall be determined as per the Regulations issued by SEBI in this respect, i.e.

a) The average of the Weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (National Stock Exchange of India Limited) during the six months preceding the 'relevant date'.

OR

b) The average of the Weekly high and low of the closing prices of the Company's shares quoted on the Stock Exchange (National Stock Exchange of India Limited) during the two weeks preceding the 'relevant date', whichever is higher.

FURTHER RESOLVED THAT the relevant date for the purpose of calculating the exercise price under Chapter VII of SEBI (ICDR) Regulations, 2009 is 28th August, 2010.

RESOLVED FURTHER THAT the said shares shall be ranked in all respects, pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 the fresh equity shares to be allotted shall be locked in for a period of one year from the date of allotment and that the equity Shares shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Shantanu Prakash, Chairman & Managing Director, Mr. Jagdish Prakash, Whole-Time Director and Mrs. Sangeeta Gualti, CFO & Mr. Mohit Maheshwari, Company Secretary be and are hereby severally authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect the issue or allotment of aforesaid securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said securities and to do all acts, deeds and things in connection therewith and incidental thereto as they may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Board or otherwise to the end and intent that they

their approval thereto expressly by the authority of this



CHAIRMAN'S
INITIALS

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

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.

Shanta - Kulkarni

CHAIRMAN

Date 15th October 2010



CHAIRMAN'S
INITIALS

HP LaserJet 3055

Fax Call Report

HP LASERJET FAX

Oct-20-2010 1:48PM

Job	Date	Time	Type	Identification	Duration	Pages	Result
2122	10/20/2010	1:42:37PM	Send	002226598347	5:33	7	OK



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Thanking You

For Educomp Solutions Limited


Mohit Makkar
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.: 91-11-25766820. Fax: 91-11-25766775.
Web site www.educomp.com
Bangalore, Mumbai, Chennai, Hyderabad.