

26-07-2011

Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051.	Corporate Services Department Bombay Stock Exchange Limited P.J Towers Dalal Street Mumbai – 400001
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Dear Sir,


**Sub: Result of Postal Ballot Notice Dated 13 June 2011**

This is to inform you that result of the postal ballot notice dated 13<sup>th</sup> June 2011 was declared today at the registered office of the Company at 4.00 P.M., Please take on record that members of the Company have passed all the following proposed resolutions with requisite majority:

<b>Kind of Resolution</b>	<b>Business Proposed vide Postal Ballot Notice</b>
Resolution No. 1: Special Resolution:	Raising of funds under Sec. 81(1A) of the Companies Act, 1956 through issue of capital & restructuring of the outstanding USD 78.50 million Foreign Currency Convertible Bonds.
Resolution No. 2: Special Resolution:	Increase in Authorised Share Capital
Resolution No. 3: Special Resolution:	Approval of Educomp Employee Stock Option Scheme 2011
Resolution No. 3: Special Resolution:	Approval of Educomp Employee Stock Option Scheme 2011 for directors /employees of Subsidiaries

A copy of the Result declared is attached herewith for your information and records

Thanking you,  
**For Educomp Solutions Ltd**

  
**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](http://www.educomp.com)  
 Bangalore, Mumbai, Chennai, Hyderabad.

**Declaration of Result of voting conducted by Postal ballot In terms of the Notice dated 13<sup>th</sup> June 2011**

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal Ballot) Rules, 2001, approval of the members of the Company was sought by means of Postal Ballot vide Notice dated 13<sup>th</sup> June, 2011, for the following business:

<b>Resolution No. 1: Special Resolution:</b>	Approval for Raising of funds under Sec. 81(1A) of the Companies Act, 1956 through issue of capital & restructuring of the outstanding USD 78.50 million Foreign Currency Convertible Bonds.
<b>Resolution No. 2: Special Resolution:</b>	Approval for Increase in Authorised Share Capital of the Company pursuant to Section 16, 94 of the Companies Act, 1956 and other applicable law.
<b>Resolution No. 3: Special Resolution:</b>	Approval of Educomp Employee Stock Option Scheme 2011 pursuant to Sec. 81(1A) of the Companies Act, 1956 and other applicable law.
<b>Resolution No. 4: Special Resolution:</b>	Approval of Educomp Employee Stock Option Scheme 2011 for directors /employees of Subsidiaries

Based on the Scrutinizer's Report dated 25<sup>th</sup> July, 2011, the result of Postal Ballot is as follows:

**Resolution No. 1: Special Resolution:**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	922	6,86,34,833	13,72,69,666	71.518
(b) Less : Invalid Postal Ballot Forms (as per register)	59	4,845	9,690	0.005
(c) Net Valid Postal Ballot Forms (as per Register)	863	6,86,29,988	13,72,59,976	71.513

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(d) Postal Ballot Forms with assent	820	6,31,77,273	12,63,54,546 (92.055%)	65.832
(e) Postal Ballot Forms with dissent	43	54,52,715	1,09,05,430 (7.945%)	5.682

**Resolution No. 2: Special Resolution:**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	922	6,86,34,833	13,72,69,666	71.518
(b) Less : Invalid Postal Ballot Forms (as per register)	59	4,845	9,690	0.005
(c) Net Valid Postal Ballot Forms (as per Register)	863	6,86,29,988	13,72,59,976	71.513
(d) Postal Ballot Forms with assent	828	6,33,94,733	12,67,89,466 (92.372)	66.058
(e) Postal Ballot Forms with dissent	35	52,35,255	1,04,70,510 (7.628)	5.455

**Resolution No. 3: Special Resolution:**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	922	6,86,34,833	13,72,69,666	71.518
(b) Less : Invalid Postal Ballot Forms (as per register)	59	4,845	9,690	0.005

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(c) Net Valid Postal Ballot Forms (as per Register)	863	6,86,29,988	13,72,59,976	71.513
(d) Postal Ballot Forms with assent	832	6,39,71,837	12,79,43,674 (93.213)	66.660
(e) Postal Ballot Forms with dissent	31	4658151	93,16,302 (6.787)	4.854

**Resolution No. 4: Special Resolution:**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	922	6,86,34,833	13,72,69,666	71.518
(b) Less : Invalid Postal Ballot Forms (as per register)	59	4,845	9,690	0.005
(c) Net Valid Postal Ballot Forms (as per Register)	863	6,86,29,988	13,72,59,976	71.513
(d) Postal Ballot Forms with assent	832	6,39,71,837	12,79,43,674 (93.213)	66.660
(e) Postal Ballot Forms with dissent	31	46,58,151	93,16,302 (6.787)	4.854

Percentage of assent to total valid votes for all three resolutions is as under:

Kind of Resolution	Business Proposed vide Postal Ballot Notice dated 13 <sup>th</sup> June 2011	No. of votes in favour and % ( percentage ) of assent to total valid votes
Resolution No. 1: Special Resolution:	Approval for Raising of funds under Sec. 81(1A) of the Companies Act, 1956 through issue of capital & restructuring of the outstanding USD 78.50 million Foreign Currency Convertible Bonds.	63177273 (92.055%)


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Resolution No. 2: Special Resolution:	Approval for Increase in Authorised Share Capital of the Company pursuant to Section 16, 94 of the Companies Act, 1956 and other applicable law.	63394733 (92.372%)
Resolution No. 3: Special Resolution:	Approval of Educomp Employee Stock Option Scheme 2011 pursuant to Sec. 81(1A) of the Companies Act, 1956 and other applicable law.	63971837 (93.213%)
Resolution No. 3: Special Resolution:	Approval of Educomp Employee Stock Option Scheme 2011 for directors /employees of Subsidiaries	63971837 (93.213%)

Hence, Item Nos. 1 to 4 as set out in the Notice dated 13<sup>th</sup> June 2011 are accordingly carried by the requisite majority.

Dated 26<sup>th</sup> July 2011  
 Registered Office  
 1211, Padma Tower 1  
 Rajendra Place,  
 New Delhi-110008

By Order of the Board  
  
 Mohit Maheshwari  
 Company Secretary

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