

Educomp Solutions Limited
Declaration of Result of voting conducted by Postal ballot In terms of the Notice
dated Tuesday, 1st March 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 Tuesday, 1st March 2011, for the following business:

Resolution No. 1: Ordinary Resolution:	Transfer of Business under “studypalaces.com to company’s Wholly Owned Subsidiary “Educomp Software Limited under Section 293(1)(a) of Companies Act 1956
Resolution No. 2: Special Resolution:	Increase in the limit of Investment U/s 372A of the Companies Act, 1956 in Educomp Infrastructure & School Management Ltd.
Resolution No. 3: Special Resolution:	Issue of Equity Shares on preferential basis under Section 81(1A) of the Companies Act 1956 as per the SEBI (ICDR) Regulations, 2009:

Based on the Scrutinizer’s Report dated 13th April 2011, the result of Postal Ballot is as follows:

Resolution No. 1: Ordinary 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	912	7,47,14,986	14,94,29,972	78.1992
(b) Less : Invalid Postal Ballot Forms (as per register)	99	34,622	69,244	0.0362
(c) Net Valid Postal Ballot Forms (as per Register)	813	7,46,80,364	14,93,60,728	78.1630
(d) Postal Ballot Forms with assent	793	7,46,78,806	14,93,57,612 (99.9979%)	78.1614
(e) Postal Ballot Forms with dissent	20	1558	3,116 (0.0021%)	0.0016

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	912	7,47,14,986	14,94,29,972	78.1992
(b) Less : Invalid Postal Ballot Forms (as per register)	99	34,622	69,244	0.0362
(c) Net Valid Postal Ballot Forms (as per Register)	813	7,46,80,364	14,93,60,728	78.1630
(d) Postal Ballot Forms with assent	791	7,46,23,890	14,92,47,780 (99.9244%)	78.1039
(e) Postal Ballot Forms with dissent	22	56474	1,12,948 (0.0756%)	0.0591

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	912	7,47,14,986	14,94,29,972	78.1992
(b) Less : Invalid Postal Ballot Forms (as per register)	99	34,622	69,244	0.0362
(c) Net Valid Postal Ballot Forms (as per Register)	813	7,46,80,364	14,93,60,728	78.1630
(d) Postal Ballot Forms with assent	769	7,46,21,121	14,92,42,242 (99.9207%)	78.1010
(e) Postal Ballot Forms with dissent	44	59,243	1,18,486 (0.0793%)	0.0620

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

Kind of Resolution	Business Proposed vide Postal Ballot Notice dated Tuesday, 1st March 2011	No. of votes in favour and % (percentage) of assent to total valid votes
Resolution No. 1: Ordinary Resolution:	Transfer of Business under “studyplaces.com to company’s Wholly Owned Subsidiary “Educomp Software Limited under Section 293(1)(a) of Companies Act 1956	7,46,78,806 (99.9979 % of total valid votes)
Resolution No. 2: Special Resolution:	Increase in the limit of Investment U/s 372A of the Companies Act, 1956 in Educomp Infrastructure & School Management Ltd.	7,46,23,890 (99.9244% of total valid votes)
Resolution No. 3: Special Resolution:	Issue of Equity Shares on preferential basis under Section 81(1A) of the Companies Act 1956 as per the SEBI (ICDR) Regulations, 2009:	7,46,21,121 (99.9207 % of total valid votes)

Hence, Item Nos. 1 to 3 as set out in the Notice dated 1st March 2011 are accordingly carried by the requisite majority.

**Dated 14th April 2011
Registered Office
1211, Padma Tower 1
Rajendra Place,
New Delhi-110008**

By Order of the Board

**Mohit Maheshwari
Company Secretary**