

NOTICE

Notice is hereby given that Seventeenth Annual General Meeting of *Educomp Solutions Limited* will be held on **Saturday, 24 day of September 2011, at 04:30 P.M** at Sri Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi- 110003 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011 and the Profit and Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares for Financial Year ended 31st March 2011.
3. To appoint a Director in place of Mr. Sankalp Srivastava who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajiv Krishan Luthra who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors, fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution, with or without modification(s), 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.”

Place :Gurgaon
Date : 4th August 2011

By Order of the Board
For Educomp Solutions Limited

Sd/
Mohit Maheshwari
Company Secretary

NOTES:

1. **THE MEMBERS ENTITLED TO VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHALL BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN ORDER TO BE PROXY BEING EFFECTIVE.**
2. **Members/Proxies should bring duly filled Attendance Slip sent herewith to attend the meeting. No eatables, brief case or bag will be allowed to be taken inside the meeting hall for security reasons.**
In case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names will be entitled to vote. No gifts will be distributed at the meeting.
3. The Register of Members of the Company and the Share Transfer Books shall remain closed from **17th September 2011 to 24th September 2011 (both days inclusive).**

4. **Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Company Secretary at least 10 days in advance of the meeting so that the information called for can be made available at the meeting.**
5. Any documents and papers as referred to in this notice and as required by the Companies Act, 1956 shall be available at the registered office of the Company for inspection between 11 A.M. to 1 P.M. for the period as required under the provisions of the Act.
6. The Final Dividend as recommended by the Board of Directors, if approved by shareholders at the Annual General Meeting will, subject to the provisions of Section 206A of the Companies Act, 1956, be credited/dispatched on/from 4th October 2011 to those members, whose names appear on the Register of Members/Statement of beneficial ownership maintained by the Depositories as on 16th September 2011.
7. Shareholders are advised to encash their dividend warrants pertaining to Dividend declared by the Company for the Financial Years 2005-06, 2006-07, 2007-08, 2008-09 & 2009-10 immediately as the dividend amount remaining unclaimed/ unpaid at the expiry of 7 years from the date that becomes due for payment are required to be transferred by the company to the Investor Education and Protection Fund established under section 205C in terms of section 205A of the Companies Act, 1956.

It may be noted that no claim will lie against the company or the investor education and protection fund in respect of the said unclaimed dividend amount transferred to the fund.

8. Members holding shares in electronic form are advised to notify the changes if any in their address/ bank details/ mandate to their respective depository participants and informed that their address and bank details, as furnished to the Company by respective Depositories, viz, NSDL and CDSL.
9. Electronic Clearing Service (ECS) Facility

With respect to payment of dividend, the Company provides the facility of ECS, wherever available, to all shareholders, holding shares in electronic and physical form. Shareholders holding shares in the physical form who wish to avail ECS Facility may authorize the Company with their ECS mandate in the prescribed form, which can be downloaded from the Company's Site (www.educomp.com) under the section "Investor Relations" or can be obtained from the Registrar & Transfer Agents, M/s Link Intime India Private limited, 2nd Floor, A-40 Naryana Industrial Area, Phase-II, New Delhi-1100028, Tel: 011-41410592-93-94, Fax: 011-41410591, E mail: delhi@linkintime.co.in

Requests for payment of dividend through ECS for the year 2010-11 should be lodged with M/s Link Intime India Private limited **on or before 16th September 2011**

10. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend & vote at the Annual General Meeting.
11. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect to their shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar & Transfer Agents, M/s Link Intime India Private limited. The form 2B can be downloaded from the Company's website www.educomp.com.
12. The Certificate from Auditors of the Company certifying that the Employee Stock Option Schemes of the Company is being implemented in accordance with SEBI(Employees Stock Option Scheme and Employees' Stock Purchase Scheme) Guidelines 1999 and in accordance with the resolution of the general body will be available for inspection to members at the meeting.

- 13 Additional information, pursuant to clause 49 of the Listing Agreement with Stock Exchanges, in respect of directors recommended for appointment/re-appointment at the Annual General Meeting, and the Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 are annexed hereto.
14. Recently Ministry of Corporate Affairs (“MCA”) has launched a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies. MCA has issued circular nos. 17/2011 dated. 21-04-2011 & 18/2011 dated. 29-04-2011 stating that the service of a notice / document by a company to its shareholders can now be made through electronic mode.

We at 'Educomp' appreciate the “Green Initiative” taken by MCA and the Company henceforth proposes to send documents like Annual Report, Audited Financial Statements, Directors' Report, Auditors' Report, Notice of the Annual General Meeting and Postal Ballot Notices, Dividend ECS advices etc. to the shareholders in Electronic Form to the email address registered with their Depository Participants.

You are requested to register or update your existing registered E-mail ID with your Depository Participant and in case you are holding share(s) in physical form you can send an email to investor.services@educomp.com giving details like Name and Folio No.

Place :Gurgaon
Date : 04th August 2011

By Order of the Board
For Educomp Solutions Limited

Sd/
Mohit Maheshwari
Company Secretary

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT OR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (In Pursuance of Clause 49 IV (G) of Listing Agreement)

1. Mr. Sankalp Srivastava

Mr. Sankalp Srivastava was inducted on the Board of the company in September 2003. He has a Bachelor Degree in Electronics & Communication Engineering from Indian Institute of Technology (Roorkee, India).

Mr. Sankalp Srivastava is founder of Mark & Space, which is engaged in design, development and the manufacture of micro-processor based telecom, power control and energy management systems. He has been involved in the design & development of India's indigenous Digital Telephone Exchange at C-DoT. He also led the development of business management software product suite at Cube Software and the development of a series of embedded Telecom products at Mark & Space.

*Apart from Educomp Mr. Sankalp Srivastava is also holding directorship in Educomp software limited & Mark & Space Telesystem Pvt. Ltd, however he is not holding **Chairmanship/Membership of any Board committee in any other public company.***

Mr. Sankalp Srivastava holds 15,000 Equity Shares in the Company. He is not related to any other Board Member of the Company.

2. Mr. Rajiv Krishan Luthra

Mr. Rajiv Krishan Luthra was appointed to our Board of Directors in August 2009. Rajiv Luthra is the Founder & Managing Partner of Luthra & Luthra Law Offices, one of India's largest and premier law firms. He has over

three decades of experience, involving complex commercial transactions on tax and a multitude of corporate and civil law issues. He has successfully concluded transactions on more than fifty infrastructure projects in Bangladesh, India, Nigeria, Nepal, Sri Lanka and the People's Republic of China. The Government of India has appointed Rajiv Luthra on the Advisory Board to the Competition Commission of India and on the 'Competition Advocacy Steering Committee.' The Ministry of Commerce has appointed him as Convener of the Committee formed to advise the Government of India on the liberalisation of legal services under the GATTs between India and the UK and the Ministry of Human Resource Development, Department of Higher Education, Government of India, has appointed him as a Member of the Round Table on Legal Education. Rajiv Luthra co-chairs and is a member of the Faculty of The Southwestern Institute for International and Comparative Law (SWIICL)-(a division of The Center for American and International Law, Texas, USA). He is also a member of the City of London Advisory Council for India. By invitation, he is a Member of the National Executive Committees of the Federation of Indian Chambers of Commerce and Industry (FICCI) and the Confederation of Indian Industries (CII). He is also on the Advisory Board to the National Law School, University of India, Bangalore. Rajiv Luthra has recently been honored by the Hon'ble Prime Minister of India, Mr. Manmohan Singh as the 'best Corporate lawyer of India.' Lawyer.com (a UK publication) included him amongst its top 40s to 'have been making the biggest waves outside the UK.' Rajiv Luthra is admitted to practice in India. He attended the University of Delhi, Harvard Law School and the George Washington University. He is a member of various professional bodies, including the Supreme Court Bar Association, the Delhi High Court Bar Association, the International Bar Association, the Inter-Pacific Bar Association, the International Union des Avocats, and the American Bar Association. He is also a Fellow of the British Commerce Society and of the Royal Geographical Society

Apart from Educomp Mr. Rajiv Luthra is also holding directorship in Symphony International Holdings Ltd., Silverlinks Holdings Ltd., Akme Projects Ltd., C J International Hotels Ltd., Deutsche Postbank Home Finance Ltd., Cedar Support Services Limited, London Court of International Arbitration (India) Pvt. Ltd., Lodhi Property Company Ltd., AFC Networks India Pvt. Ltd., Guardian International Pvt. Ltd., Lex & Legal Services Pvt. Ltd., Lothbury Advisory Pvt. Ltd., Petroleum Helicopters India Pvt. Ltd., Aquamarine Productions Pvt. Ltd., Bird International Pvt. Ltd., Heritage Resorts Pvt. Ltd., Mylan Laboratories India Pvt. Ltd., Perot Systems India Foundation, Trishakti Financial Services Pvt. Ltd. Further he is a *Member/Chairman of audit committee of C J International Hotels Ltd and Symphony International Holdings Ltd.*

Mr. Rajiv Luthra is holding 10,000 shares of the company. He is not related to any other Board member of the company.

EDUCOMP SOLUTIONS LIMITED
 Regd. Office: 1211, Padma Tower 1, 5, Rajendra Place, New Delhi-110008

ATTENDANCE SLIP
 17th Annual General Meeting
 Saturday , September 24, 2011 at 4.30 P.M.

Please fill in the attendance slip and hand it over at the entrance of meeting venue:

*DP ID

Master Folio no

Client ID

Number of Share held

I certify that I am member/proxy for the member of the company.....

I/we hereby record my/our presence at the 17th Annual General Meeting of the Company at Sri, Sathya Sai international Center, Pragati Vihar, Lodhi Road, New Delhi- 110003 on **Saturday, September 24, 2011 at 4.30 P.M.** and certify that i am a registered shareholder of the Company and hold..... shares.

Name of Member/Proxy

Shareholder's/proxy's Signature

Important:

- Shareholder or proxy holder attending this meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled and signed.
- Shareholders and Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.
 *Applicable for investors holding share(s) in electronic form.

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Proxy Form

EDUCOMP SOLUTIONS LIMITED
 Regd. Office: 1211, Padma Tower 1, 5, Rajendra Place, New Delhi-110008

*DP ID

Master Folio no

Client ID

Number of Share held

I/We of _____ being member(s) of Educomp Solutions Limited hereby appoint

Mr./Ms. _____ of _____ Or failing him/her

Mr./Ms. _____ of _____ as my/our

proxy to vote for me/us and on my/our behalf at the 17th Annual General Meeting to be held on Saturday, September 24, 2011 at 4.30 P.M. or at any adjournment thereof.

Signed this _____ day _____ of 2011

Affix Rs. 1/- Revenue Stamp

* Applicable for investor holding shares in electronic form

Note: the Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered office of the Company not less than 48 hours before the schedule time of the aforesaid Annual General Meeting. A shareholder may vote either for or against each of the above resolutions.