

Date: 18-10-2011

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 17th Annual General Meeting

Dear Sir/Mam,

Please find enclosed here with certified true copy of the Minutes of the Proceedings of the 17th Annual General Meeting of the Company 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

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.

MINUTES BOOK

EDUCOMP SOLUTIONS LIMITED

MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY, THE 24TH SEPTEMBER 2011 AT 04.30 P.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

MR. SHONU CHANDRA - INDEPENDENT DIRECTOR

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 - 2493
(INCLUDING AUTHORISED REPRESENTATIVES)

2) BY PROXY - 204

WELCOME NOTE & QUORUM

Mrs. Sangeeta Gulati, CFO welcomed the shareholders at the 17th 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



MINUTES BOOK

The Company Secretary informed the Chairman that requisite quorum for 17th Annual General Meeting was present and announced that Company had received 204 valid proxies comprising 11,073,899 shares of Rs. 2/- each representing 11.53 % 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 17th 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 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 04th August 2011. Then Company Secretary read out the auditor's report.

ORDINARY BUSINESS

ITEM 1

ADOPTION OF ANNUAL ACCOUNTS

TYPE OF RESOLUTION :- ORDINARY

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

" **RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2011 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.



MINUTES BOOK

ITEM NO 2

DECLARATION OF FINAL DIVIDEND FOR FINANCIAL YEAR 2010-11

TYPE OF RESOLUTION :- ORDINARY

Mr. N. S Chauhan proposed and Mr. Ashok Jain seconded the following resolution to be passed as an Ordinary Resolution:

“ Resolved that a dividend of Rs. 0.60/- per share as recommended by the Board of Directors in its meeting held on 04th August 2011 be and is hereby declared for the year ended 31st March 2011 and the same be paid to the shareholders, whose names stand on the Register of Members of the Company as on 16th September 2011 and Register of beneficial owners maintained by depositories as on 16th September 2011 and that the amount of the said dividend be paid out of the profits for the year 2010-11.

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

ITEM NO 3

REAPPOINTMENT OF MR. SANKALP SRIVASTAVA AS DIRECTOR WHO IS RETIRING BY ROTATION

TYPE OF RESOLUTION: - ORDINARY

Mr. Santosh Bhutani proposed and Mr. Mahendar Paul seconded the following resolution to be passed as an Ordinary Resolution

“ Resolved that Mr. Sankalp Srivastava ,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. RAJIV KRISHAN LUTHRA AS DIRECTOR WHO IS RETIRING BY ROTATION

TYPE OF RESOLUTION: - ORDINARY

Mr. Davinder Pal Juneja proposed and Mr. Charu Juneja seconded the following resolution to be passed as an Ordinary Resolution

“ Resolved that Mr. Rajiv Krishan Luthra ,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.”

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CHAIRMAN'S
INITIALS



MINUTES BOOK

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. Ramesh Chandra Agarwal proposed and Mr. Harjeet Singh 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.

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.

Date 07th October 2011



CHAIRMAN

