

Date: 28.03.2023

The Secretary Listing Department BSE Limited PJ Towers, Dalal Street, Mumbai - 400 001 Script Code: 532696	The Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051 Script Code: EDUCOMP
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Sub: Results of Voting on Postal Ballot along with Report of Scrutinizer of the 26th Annual General Meeting of Educomp Solutions Limited ("the Company") held on Monday, March 27, 2023.

Dear Sir / Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the details regarding the voting results of the 26th Annual General Meeting ("**AGM**") (For the Financial year 2019-20) held on Monday, March, 27, 2023 at 11.30 A.M. (IST). The AGM convened through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

The Company provided remote e-voting facility to the members on resolution proposed to be considered at the AGM from Friday, March 24, 2023 (9.00 a.m IST) to Sunday, March 26, 2023 (5.00 p.m. IST) on the e-voting portal of Link Intime India Private Limited ("LIIP"). Further, those members, who participated through VC/OAVM facility at the AGM, were provided facility to e-vote through Instameet. In this regard, please find attached herewith the voting results of the business transacted at the AGM of the Company, as required under Regulation 44 of the SEBI Listing Regulations, as **Annexure – I**

Furthermore, we enclose herewith a Scrutinizer's Report dated 27th March, 2023 (as **Annexure-II**) submitted by CS Jyoti Sharma, Practicing Company Secretary, who was appointed as the Scrutinizer to scrutinize the remote e-voting process in relation to the above AGM of the Members of the Company. In terms of the said Report, the Resolutions proposed at the above AGM of the Company have been passed by the Members with requisite majority.

This is for your information and records,




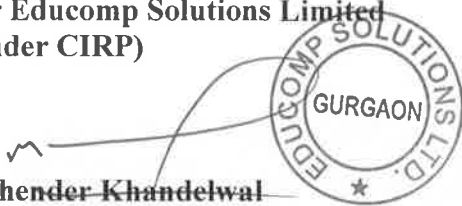
Educomp Solutions Limited
(CIN: L74999DL1994PLC061353)
Corporate office: 514, Udyog Vihar, Phase III, Gurgaon – 122001, Haryana (INDIA).
Tel.: 91-124-4529000.
Registered Office: 1211, Padma Tower I, 5, Rajendra Place, New Delhi-110008.
Web site www.educomp.com email investor_services@educomp.com

Note: As informed earlier also vide various communications, pursuant to an application for Corporate Insolvency Resolution Process ("CIRP") under Section 10 of the Insolvency and Bankruptcy Code, 2016 ("the Code") on May 12, 2017, Hon'ble National Company Law Tribunal, Delhi ("Adjudicating Authority"), vide its order dated 30th May 2017, had ordered the commencement of CIRP in respect of the Company under the provisions of Code. Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and Dr. Sanjeev Aggarwal was appointed as interim resolution professional of the Company. The IRP carried out his duties from May 30, 2017 till Mr. Mahender Khandelwal was appointed as Resolution Professional ("RP") vide the order of NCLT dated September 12, 2017 and took over the management of the affairs of the Company.

Thanking You,

Yours Truly,

**For Educomp Solutions Limited
(Under CIRP)**



Mahender Khandelwal

**Resolution Professional in the matter of Educomp Solutions
Limited**

Taken on record

IBBI Reg. No IBBI/IPA-001/IP-P00033/2016-17/ 10086

Encl.: As above



JVS & ASSOCIATES
COMPANY SECRETARIES

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Sector-11, Dwarka
New Delhi-110075



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legal2015js@gmail.com

Combined Scrutinizer's Report

To,
The Chairman
Educomp Solutions Limited
1211, Padma Tower I-5
Rajendra Place
New Delhi-110008

Subject: Passing of Resolution(s) through remote e-voting and voting electronically at the Annual General Meeting ("AGM") of Educomp Solutions Limited held through Video Conferencing ("VC") or Other Audio Visual Means ("OVAM") on 27th March, 2023, pursuant to section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the General Circulars dated 8th April 2020; 13th April, 2020; 5th May, 2020; as well as Circular dated 13th January, 2021, issued by the Ministry of Corporate Affairs ("MCA") and Circular Number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular Number 2/2022 dated 05th May, 2022 Issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), in continuation of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, commonly referred to as "MCA & SEBI CIRCULARS".

The Board of Directors of Educomp Solutions Limited (hereinafter referred to as the "Company") has appointed us as the Scrutinizer for the remote e-voting process as well as to scrutinize the electronic voting conducted at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013 ("Act") read with rule 20 of the companies (Management and Administration) as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended by the "MCA AND SEBI CIRCULARS" issued in this connection both by the MCA and SEBI, providing relaxation for the manner in which AGM shall be held and conducted. The MCA & SEBI CIRCULARS provides for relaxation in the manner in which the AGM will be held including the manner of sending the notices and the manner of voting at the meeting, which was necessitated on Account of the Outbreak of COVID-19 (CORONAVIRUS) pandemic. We are familiar and well versed with the concept of electronic voting System as prescribed under the said Rules and the relaxations as provided in the MCA & SEBI CIRCULARS.

As mentioned in the Notice, the proceeding of the AGM will be deemed to be conducted at the registered office of the Company.



Report on Scrutiny:

- i. The Company had appointed Link Intime (India) Private Limited ("LI IPL") as the Service Provider for the purpose of extending the facility of Remote E-voting to the Members of the Company and for voting electronically at the meeting.
- ii. Link Intime (India) Private Limited ("LI IPL") is the Registrar and Transfer Agent ('RTA') of the Company.
- iii. The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted in the AGM of the Company, which was held on Monday, 27th March, 2023.
- iv. The Service Provider had set up electronic voting facility on their website <https://instavote.linkintime.co.in>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider and also on the websites of Stock Exchange viz. National Stock Exchange of India Limited and BSE Limited to facilitate their Members to cast their vote through Remote e-voting.
- v. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and Rules thereunder and SEBI Listing Regulations.
- vi. Our responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize and e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution in respect of business items stated in the Notice, based on the reports generated from the e-voting system provided by Link Intime (India) Private Limited ("LI IPL"), the service provider.
- vii. As provided in the **MCA & SEBI CIRCULARS**, the Company had advertised in the newspaper, asking member who have not registered their email IDs with the Company or Link Intime (India) Private Limited Share Transfer Agent or with the respective Depository Participant(s) viz. Link Intime (India) Private Limited ("LI IPL") to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the AGM.
- viii. The service provider had sent the Notice of the AGM along with the Explanatory Statement and e-voting details by email to the Members, whose email IDs were made available by the Depositories or were registered with the Company/Link Intime (India) Private Limited Share Transfer Agent. For those Members whose email IDs were not available/registered, the Notice of the AGM could not be sent. The Notice sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and as provided in the **MCA & SEBI CIRCULARS**.



- ix. The Company completed the dispatch of Notice of AGM by email to the Members 1st March, 2023.
- x. The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Monday, 20th March, 2023.
- xi. As prescribed in the aforesaid Rules, the Remote e-voting was kept open for three days from Friday, 24th March, 2023 at 9:00 a.m. to Sunday, 26th March, 2023 at 5:00 p.m.
- xii. As prescribed in clause IV of the Circulars dated 5th May, 2020 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company has released an advertisement prior to sending Notice of AGM to the Members which was published in English Business Standard.
- xiii. The votes for remote e-Voting as well as e-voting at Annual General Meeting were unlocked on Monday, 27th March, 2023 after the conclusion of AGM in the presence of two witnesses; Ms. Manju Kumar and Mr. Anil Kumar who are not in the employment of the company.
- xiv. Thereafter, we as scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the AGM, the details of which are as follows:

Name of the Company	Educomp Solutions Limited
Date of the AGM	27th March, 2023
Total number of shareholders on Record date	101121
No. of Shareholders present in the meeting either in person or through proxy:	NIL
• Promoters and Promoter Group:	NIL
• Public:	NIL
No. of Shareholders attended the meeting through Video Conferencing	184
Promoters and Promoter Group:	3
Public:	181



Resolution No.	1		
Resolution required: (Ordinary/Special)	ORDINARY RESOLUTION- To receive, consider and adopt the Audited Financial Statements (Including the consolidated Financial Statements) of the Company for the F.Y. ended 31st March, 2020, together with the reports of the Resolution Professional and Auditor thereon.		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	54838245	40090799
	Poll		0
	Postal Ballot (if applicable)		0
Public- Institutions	E-voting	571813	434981
	Poll		0
	Postal Ballot (if applicable)		0
Public- Non Institutions	E-voting	67057110	8360
	Poll		357
	Postal Ballot (if applicable)		0
	Total	122467168	40534497



Resolution No.	2		
Resolution required: (Ordinary/Special)	ORDINARY RESOLUTION- To Approve the re-appointment and fix Remuneration of Statutory Auditor of the Company to hold Office for a period of Five years from the conclusion of the ensuing Annual General Meeting.		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	54838245	40090799
	Poll		0
	Postal Ballot (if applicable)		0
Public- Institutions	E-voting	571813	434981
	Poll		0
	Postal Ballot (if applicable)		0
Public- Non Institutions	E-voting	67057110	8360
	Poll		357
	Postal Ballot (if applicable)		0
	Total	122467168	40534497



Resolution No.	3		
Resolution required: (Ordinary/Special)	ORDINARY RESOLUTION- To Approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the Company.		
Whether promoter/promoter group are Interested in the agenda/resolution?	NO		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	54838245	40090799
	Poll		0
	Postal Ballot (if applicable)		0
Public- Institutions	E-voting	571813	434981
	Poll		0
	Postal Ballot (if applicable)		0
Public- Non Institutions	E-voting	67057110	8360
	Poll		357
	Postal Ballot (if applicable)		0
	Total	122467168	40534497



CONSOLIDATED RESULTS

1) Item No. 1 of the Notice (As an Ordinary Resolution)

To receive, consider and adopt the Audited Financial Statements (Including the consolidated Financial Statements) of the Company for the F.Y. ended 31st March, 2020, together with the reports of the Resolution Professional and Auditor thereon.

Particulars	Remote e-voting		Voting at the AGM		TOTAL		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	149	7654	42	40091155	191	40098809	98.93
Dissent	10	435687	1	1	11	435688	1.07
Total	159	443341	43	40091156	202	40534497	100

Based on the aforesaid result we report that the Ordinary Resolution as set out in item No(s). 1 of the Notice of the AGM held on 27th March, 2023 have been passed with the requisite majority.

2) Item No. 2 of the Notice (As an Ordinary Resolution)

To Approve the re-appointment and fix Remuneration of Statutory Auditor of the Company to hold Office for a period of Five years from the conclusion of the ensuing Annual General Meeting.

Particulars	Remote e-voting		Voting at the AGM		TOTAL		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	149	442635	42	40091155	191	40533790	99.9983
Dissent	9	706	1	1	10	707	0.0017
Total	158	443341	43	40091156	202	40534497	100

Based on the aforesaid result we report that the Ordinary Resolution as set out in item No(s). 2 of the Notice of the AGM held on 27th March, 2023 have been passed with the requisite majority.



3) Item No. 3 of the Notice (As an Ordinary Resolution)

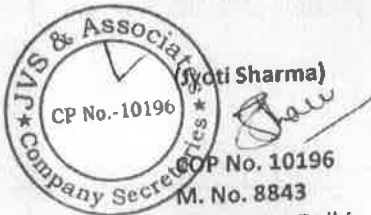
To Approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the Company.

Particulars	Remote e-voting		Voting at the AGM		TOTAL		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	149	442635	42	40091155	191	40533790	99.9983
Dissent	9	706	1	1	10	707	0.0017
Total	158	443341	43	40091156	202	40534497	100

Based on the aforesaid result we report that the Ordinary Resolution as set out in Item No(s). 3 of the Notice of the AGM held on 27th March, 2023 have been passed with the requisite majority.

Thanking you,

Yours Sincerely,
For JVS & Associates
(FRN: I2011DE848300)
Company Secretaries



Jyoti Sharma)
CP No. 10196
M. No. 8843
Place: New Delhi
Date: 27.03.2023
UDIN: F008843D003327059

Manju

Witness 1
Name: Manju Kumari
Address: A-19 Vikas Vihar,
Kakrola, New Delhi-110075

Countersigned By:

(Mahender Khandelwal)
Resolution Professional/ Chairman
IBBI Reg. No IBBI/IPA-001/IP-P00033/2016-17/10086
Educomp Solutions Limited



Anil

Witness 2
Name: Anil Kumar
RZ B 173, Arjun Park,
Najafgarh, New Delhi-110043