

Date: 24.11.2022

The Secretary Listing Department BSE Limited PJ Towers, Dalal Street, Mumbai - 400 001 <b>Script Code: 532696</b>	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 <b>Script Code: EDUCOMP</b>
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**Sub: Results of Voting on Postal Ballot along with Report of Scrutinizer the Extraordinary General Meeting of Educomp Solutions Limited ("the Company") held on Tuesday, November 22, 2022.**

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 Extraordinary General Meeting ("**EGM**") (for the for the appointment of Statutory Auditor of the company for the Financial year 2019-20 to fill the casual vacancy) held on Tuesday, November, 22, 2022 at 11.30 A.M. (IST). The EGM 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 EGM from Friday, November 18, 2022 (9.00 a.m IST) to Monday, November 21, 2022 (5.00 p.m. IST) on the e-voting portal of Link Intime India Private Limited ("LIPL"). Further, those members, who participated through VC/OAVM facility at the EGM, were provided facility to e-vote through Instameet. In this regard, please find attached herewith the voting results of the business transacted at the EGM 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 23<sup>rd</sup> November, 2022 (as **Annexure-II**) submitted by Mr. P.C Jain, Practicing Company Secretary, who was appointed as the Scrutinizer to scrutinize the remote e-voting process in relation to the above EGM of the Members of the Company. In terms of the said Report, the Resolution proposed at the above EGM of the Company have been passed by the Members with requisite majority.

This is for your information and records.



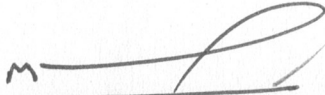
**Educomp Solutions Limited**  
(CIN: L74999DL1994PLC061353)  
Corporate office: 514, Udyog Vihar, Phase III, Gurgaon – 122001, Haryana (INDIA).  
Tel.: 91-124-4529000.  
Registered Office: 1211, Padma Tower I, 5, Rajendra Place, New Delhi-110008.  
Web site [www.educomp.com](http://www.educomp.com);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

## Educomp Solutions Limited

Resolution Required : (Ordinary)		1 - TO APPROVE THE APPOINTMENT & FIX REMUNERATION OF STATUTORY AUDITOR OF THE COMPANY FOR THE FINANCIAL YEARS 2019-20 TO FILL THE CASUAL VACANCY.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	54838245	0	0.0000	0	0	0.0000	0.0000
	Poll		40090799	73.1074	40090799	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>40090799</b>	<b>73.1074</b>	<b>40090799</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	572523	434981	75.9762	434981	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>434981</b>	<b>75.9762</b>	<b>434981</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	67056400	8819	0.0132	8818	1	99.9887	0.0113
	Poll		941	0.0014	941	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>9760</b>	<b>0.0146</b>	<b>9759</b>	<b>1</b>	<b>99.9898</b>	<b>0.0102</b>
<b>Total</b>		<b>122467168</b>	<b>40535540</b>	<b>33.0991</b>	<b>40535539</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>





On Path of  
**Professional  
Excellence**  
since 2000

**P.C. JAIN & Co.**

**Company Secretaries**  
(Corporate Law & Insolvency Resolution Advisor)

Combined Scrutinizer's Report

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

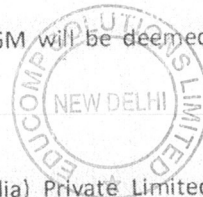
**Subject: Passing of Resolution(s) through remote e-voting and voting electronically at the Extra Ordinary General Meeting ("EGM") of Educomp Solutions Limited held through Video Conferencing ("VC") or Other Audio Visual Means ("OVAM") on 22<sup>nd</sup> November, 2022, pursuant to section 108 of Companies 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 8<sup>th</sup> April, 2020; 13<sup>th</sup> April, 2020; 5<sup>th</sup> May, 2020; as well as Circular dated 13<sup>th</sup> January, 2021, issued by the Ministry of Corporate Affairs ("MCA") and Circular Number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and Circular Number 2/2022 dated 05<sup>th</sup> 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 12<sup>th</sup> 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 Extra Ordinary General Meeting ("EGM") 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 EGM shall be held and conducted. The MCA & SEBI CIRCULARS provides for relaxation in the manner in which the EGM 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 EGM will be deemed to be conducted at the registered office of the Company.

**Report on Scrutiny:**

- The company had appointed Link Intime (India) Private Limited ("LIPL") 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.



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corporatelegal@cspcjain.com

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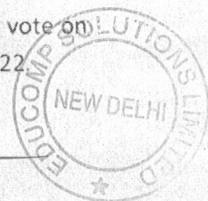




- ii. Link Intime (India) Private Limited ("LIPL") is the Registrar and Transfer Agent ('RTA') of the Company.
- iii. The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted in the EGM of the Company, which was held on Tuesday, 22nd November, 2022.
- 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 EGM 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 ("LIPL"), the service provider.
- vii. As provided in the **MCA & SEBI CIRCULARS**, the Company had advertised in the newspapers, 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 ("LIPL") to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the EGM.
- viii. The service provider had sent the Notice of the EGM 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 who's email IDs were not available/registered, the Notice of the EGM 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 EGM by email to the Members 27<sup>th</sup> October, 2022.
- 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, 14<sup>th</sup> November, 2022.



*[Handwritten signature]*

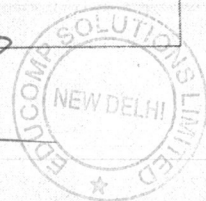


- xi. As prescribed in the aforesaid Rules, the Remote e-voting was kept open for three days from Friday, 18<sup>th</sup> November, 2022 at 9:00 a.m. to Monday, 21<sup>st</sup> November, 2022 at 5:00 p.m.
- xii. As prescribed in clause IV of the Circular dated 5<sup>th</sup> May, 2020 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company has released an advertisement prior to sending Notice of EGM to the Members which was published in English Business Standard.
- xiii. The votes for remote e-Voting as well as e-voting at Extra Ordinary General Meeting were unlocked on Tuesday, 22<sup>nd</sup> November, 2022 after the conclusion of EGM in the presence of two witnesses; Ms. Purvika Jain and Ms. Arti Singh 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 EGM, the details of which are as follows:

<b>Name of the Company</b>	Educomp Solutions Limited
<b>Date of the EGM</b>	22 <sup>nd</sup> November, 2022
<b>Total number of shareholders on Record date</b>	102557
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	NIL
• Promoters and Promoter Group:	NIL
• Public:	NIL
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	190
<b>Promoters and Promoter Group:</b>	3
<b>Public:</b>	187



*M*





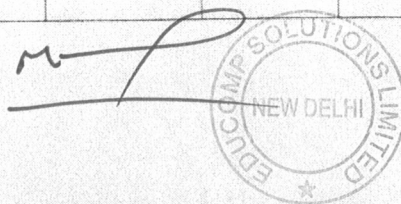
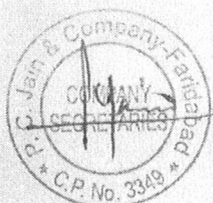
Resolution No.	1		
Resolution required: (Ordinary/Special)	<b>ORDINARY RESOLUTION-</b> To Approve the Appointment and fix Remuneration of Statutory Auditor of the Company for the Financial Year 2019-20 to fill the Casual Vacancy.		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
<b>Category</b>	<b>Mode of Voting</b>	<b>No. Of Shares held</b>	<b>No. of E-votes casted</b>
Promoter and Promoter Group	E-voting	54838245	0
	Poll		40090799
	Postal Ballot(if applicable)		0
Public- Institutions	E-voting	572523	434981
	Poll		0
	Postal Ballot(if applicable)		0
Public - Non Institutions	E-voting	67056400	8819
	Poll		941
	Postal Ballot(if applicable)		0
<b>Total</b>		<b>122467168</b>	<b>40535540</b>

**CONSOLIDATED RESULTS**

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

To Approve the appointment and fix remuneration of Statutory Auditor of the company for the Financial Year 2019-20 to fill the Casual Vacancy.

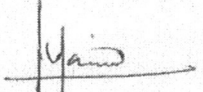
Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	128	443799	78	40091740	206	40535539	99.99
Dissent	1	1	0	0	1	1	0.01
Total	129	443800	78	40091740	207	40535540	100



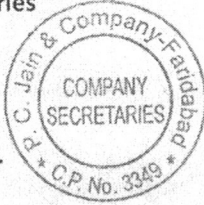
Based on the aforesaid result we report that the Ordinary Resolution as set out in Item No(s). 1 of the Notice of the EGM held on 22<sup>nd</sup> November, 2022 have been passed with the requisite majority.

Thanking you,

Yours Sincerely,  
For P C JAIN & Co.  
(FRN: P2016HR051300)  
Company Secretaries


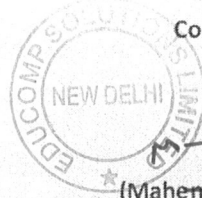


(P C Jain)  
Managing Partner



CP No. 3349  
M.No. F-4103

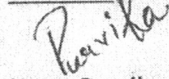
Countersigned By:



(Mahenderkhandelwal)

Resolution Professional/ Chairman  
IBBI Reg. No IBBI/PA-001/IP-P00033/2016-17/ 10086  
Educomp Solutions Limited

Witness 1



Name: Purvika Jain  
Address: House no. 2382, Sec- 16,  
Faridabad, Haryana - 121002

Witness 2



Name: Arti Singh  
House No. 289,  
Sector-52,  
Faridabad,  
Haryana- 121005

Place: Faridabad  
Date: 23-11-2022  
UDIN: F004103D002089450