

EDUCOMP SOLUTIONS LIMITED								
CIN: L74999DL1994PLC061353								
Date of AGM : Monday, September 28, 2015								
Total Number of Shareholders as on record Date (September 21, 2015))								138,371
(a) No. of Shareholders present in the meeting either personally or through Proxy*								2111
(*Based on shareholders registering Attendance)								
Promoter and Promoter Group								6
Public Shareholders:								
(b) No. of Shareholders attended the meeting through video conferencing								0
(c) No of Shareholders voted through e-voting facility								97
Resolution 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015 AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.								
Ordinary Resolution								
Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100	54,838,245	0	100	0
		Sub-total	54,838,245	100	54,838,245	0	100	0

Educomp Solutions Limited
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Corporate office: 514, Udyog Vihar, Phase III, Gurgaon – 122001, Haryana (INDIA).
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Registered Office: 1211, Padma Tower I, 5, Rajendra Place, New Delhi-110008.
Tel.: 91-11-25755920. Fax: 91-11-25766775.

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					45			
Public-Institutional	1,501,204	e-voting	22,527	1.500596	-	22,527	0	100
		Poll	-	0	-	0	0	0
		Sub-total	22,527	1.500596	0	22,527	0	100
Public-Others	66,127,719	e-voting	118,727	0.179542	112,984	5743	95.162853	4.837147
		Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	507,528	0.767497	501,785	5743	98.868437	1.131563
Total	122,467,168		55,368,300	45.210729	55,340,030	28,270	99.948942	0.051058

Resolution 2: TO APPOINT A DIRECTOR IN PLACE OF MR. VINOD KUMAR DANDONA (DIN : 06730804), WHO RETIRE FROM OFFICE BY ROTATION, AND BEING ELIGIBLE,, OFFERS HIMSELF FOR REAPPOINTMENT.

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100	54,838,245	0	100	0
		Sub-total	54,838,245	100	54,838,245	0	100	0
Public-Institutional	1,501,204	e-voting	22,527	1.500596	22,527	-	100	0
		Poll	-	0	-	0	0	0
		Sub-total	22,527	1.500596	22,527	-	100	0
Public-Others	66,127,719	e-voting	118,697	0.179497	53,732	64,965	45.268204	54.731796

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	9	Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	507,498	0.767451	442,533	64,965	87.198964	12.801036
Total	122,467,168		55,368,270	45.210705	55,303,305	64,965	99.882667	0.117333

Resolution 3: TO RETIFY THE APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY AND FIX THEIR REMUNERATION.
Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100	54,838,245	0	100	0
		Sub-total	54,838,245	100	54,838,245	0	100	0
Public-Institutional	1,501,204	e-voting	22,527	1.500596	22,527	-	100	0
		Poll	-	0	-	-	0	0
		Sub-total	22,527	1.500596	22,527	-	100	0
Public-Others	66,127,719	e-voting	118,672	0.179459	109,760	8,912	92.490225	7.509775
		Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	507,473	0.767413	498,561	8912	98.243847	1.756153
Total	122,467,168		55,368,245	45.210685	55,359,333	8,912	99.983904	0.016096

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Resolution 4: TO APPROVE THE WAIVER OF THE RECOVERY OF REMUNERATION OF MR. SHANTANU PRAKASH (DIN: 00983057), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY.
Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100	54,838,245	0	100	0
		Sub-total	54,838,245	100	54,838,245	0	100	0
Public-Institutional	1,501,204	e-voting	22,527	1.500596	-	22,527	0	100
		Poll	-	0	-	-	0	0
		Sub-total	22,527	1.500596	0	22,527	0	100
Public-Others	66,127,719	e-voting	118,630	0.179395	46,468	72,162	39.170530	60.829470
		Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	507,431	0.767350	435,269	72,162	85.778953	14.221047
Total	122,467,168		55,368,203	45.210650	55,273,514	94,689	99.828983	0.171017

Resolution 5: TO APPROVE THE REMUNERATION OF MR. SHANTANU PRAKASH (DIN: 00983057), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD FROM 01st APRIL 2013 TO 31st JULY 2014.
Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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)

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								*100
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100.0000	54,838,245	0	100	0
		Sub-total	54,838,245	100.0000	54,838,245	0	100	0
Public-Institutional	1,501,204	e-voting	22,527	1.500596	-	22,527	0	100
		Poll	-	0	-	-	0	0
		Sub-total	22,527	1.500596	0	22,527	0	100
Public-Others	66,127,719	e-voting	118,159	0.178683	51,068	67,091	43.219729	56.780271
		Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	506,960	0.766638	439,869	67,091	86.766017	13.233983
Total	122,467,168		55,367,732	45.210266	55,278,114	89,618	99.838140	0.161860

Resolution 6: TO APPROVE THE REMUNERATION OF MR. SHANTANU PRAKASH (DIN: 00983057), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF THREE YEARS FROM 01st AUGUST 2014.

Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100	54,838,245	0	100	0
		Sub-total	54,838,245	100	54,838,245	0	100	0
Public-Institutional	1,501,204	e-voting	22,527	1.5006	-	22,527	0	100
		Poll	-	0.0000	-	-	0	0

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		Sub-total	22,527	1.500596	-	22,527	0	100
Public- Others	66,127,719	e-voting	118,659	0.179439	46,415	72,244	39.116291	60.883709
		Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	507,460	0.767394	435,216	72,244	85.763607	14.236393
Total	122,467,168		55,368,232	45.210674	55,273,461	94,771	99.828835	0.171165

Resolution 7: TO APPROVE THE WAIVER OF THE RECOVERY OF REMUNERATION PAID TO MR. JAGDISH PRAKASH (DIN: 00001115), WHOLE TIME DIRECTOR OF THE COMPANY DURING FINANCIAL YEAR 2012-13.

Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100	54,838,245	0	100	0
		Sub-total	54,838,245	100	54,838,245	0	100	0
Public-Institutional	1,501,204	e-voting	22,527	1.500596	-	22,527	0	100
		Poll	-	0	-	-	0	0
		Sub-total	22,527	1.500596	-	22,527	0	100
Public- Others	66,127,719	e-voting	118,659	0.179439	44,781	73,878	37.739236	62.260764
		Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	507,460	0.767394	433,582	73,878	85.441611	14.558389
Total				45.210674			99.825884	0.174116

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	122,467,168		55,368,232		55,271,827		96,405	
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Resolution 8: TO APPROVE THE WAIVER OF THE RECOVERY OF REMUNERATION OF MR. VINOD KUMAR DANDONA (DIN: 06730804), WHOLE TIME DIRECTOR OF THE COMPANY.

Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100	54,838,245	0	100	0
		Sub-total	54,838,245	100	54,838,245	0	100	0
Public-Institutional	1,501,204	e-voting	22,527	1.500596	-	22,527	0	100
		Poll	-	0	-	-	0	0
		Sub-total	22,527	1.500596	-	22,527	0	100
Public-Others	66,127,719	e-voting	118,159	0.178683	50,311	67,848	42.579067	57.420933
		Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	506,960	0.766638	439,112	67,848	86.616696	13.383304
Total	122,467,168		55,367,732	45.210266	55,277,357	90,375	99.836773	0.163227

Resolution 9: TO APPROVE THE REMUNERATION OF MR. VINOD KUMAR DANDONA (DIN: 06730804), WHOLE TIME DIRECTOR OF THE COMPANY.

Special Resolution

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Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100	54,838,245	0	100	0
		Sub-total	54,838,245	100	54,838,245	0	100	0
Public-Institutional	1,501,204	e-voting	22,527	1.500596	-	22,527	0	100
		Poll	-	0	-	-	0	0
		Sub-total	22,527	1.500596	-	22,527	0	100
Public-Others	66,127,719	e-voting	118,187	0.178725	50,959	67,228	43.117263	56.882737
		Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	506,988	0.766680	439,760	67,228	86.739726	13.260274
Total	122,467,168		55,367,760	45.210289	55,278,005	89,755	99.837893	0.162107

Resolution 10: TO APPROVE THE AGREEMENT TO BE ENTERED BETWEEN THE COMPANY AND M/S EDU SMART SERVICES PRIVATE LIMITED, RELATED PARTY.

Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	0	0	0	0	0	0
		Sub-	0	0	0	0	0	0

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		total							
Public-Institutional	1,501,204	e-voting	22,527	1.500596	22,527	-	100	0	
		Poll		0				0	0
		Sub-total	22,527	1.500596	22,527			100	0
Public-Others	66,127,719	e-voting	118,584	0.179326	56,983	61,601	48.052857	51.947143	
		Poll	388,801	0.587955	388,801	0	100	0	
		Sub-total	507,385	0.767280	445,784	61,601		87.859121	12.140879
Total	122,467,168		529,912	0.432697	468,311	61,601	88.375240	11.624760	

* Voting by Promoters and Promoters group, being the related parties as per the provisions of Listing Agreement, are not considered.

Resolution 11: TO APPOINT MS. AZRA SHAUQIA HASAN AS AN INDEPENDENT DIRECTOR.

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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	
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0	
		Poll	54,838,245	100	54,838,245	0	100	0	
		Sub-total	54,838,245	100	54,838,245	0	100	0	
Public-Institutional	1,501,204	e-voting	22,527	1.500596	22,527	-	100	0	
		Poll		0				0	0
		Sub-total	22,527	1.500596	22,527			100	0
Public-Others	66,127,719	e-voting	118,496	0.179193	59,605	58,891	50.301276	49.698724	

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	9	Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	507,297	0.767147	448,406	58,891	88.391219	11.608781
Total	122,467,168		55,368,069	45.210541	55,309,178	58,891	99.893637	0.106363

Resolution 12: TO APPROVE AND RATIFIED THE REMUNERATION OF M/S AHUJA SUNNY & CO., COST ACCOUNTANTS OF THE COMPANY.

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100	54,838,245	0	100	0
		Sub-total	54,838,245	100	54,838,245	0	100	0
Public-Institutional	1,501,204	e-voting	22,527	1.500596	22,527	-	100	0
		Poll	-	0	-	-	0	0
		Sub-total	22,527	1.500596	22,527	-	100	0
Public-Others	66,127,719	e-voting	118,584	0.179326	60,174	58,410	50.743777	49.256223
		Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	507,385	0.767280	448,975	58,410	88.488032	11.511968
Total	122,467,168		55,368,157	45.210613	55,309,747	58,410	99.894506	0.105494

Resolution 13: TO APPROVE THE EDUCOMP EMPLOYEE STOCK OPTIONS SCHEME 2015 AND ISSUE OF SECURITIES.

Special Resolution

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	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100	54,838,245	0	100	0
		Sub-total	54,838,245	100	54,838,245	0	100	0
Public-Institutional	1,501,204	e-voting	22,527	1.500596	-	22,527	0	100
		Poll	-	0	-	-	0	0
		Sub-total	22,527	1.500596	-	22,527	0	100
Public-Others	66,127,719	e-voting	118,499	0.179197	102,253	16,246	86.290180	13.709820
		Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	507,300	0.767152	491,054	16,246	96.797556	3.202444
Total	122,467,168		55,368,072	45.210543	55,329,299	38,773	99.929972	0.070028

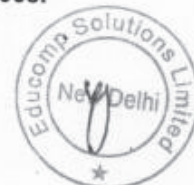
Resolution 14: TO APPROVE THE EDUCOMP EMPLOYEE STOCK OPTIONS SCHEME 2015 FOR SUBSIDIARIES.
Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	54,838,245	e-voting	-	0	-	0	0	0
		Poll	54,838,245	100	54,838,245	0	100	0
		Sub-total	54,838,245	100	54,838,245	0	100	0

Educomp Solutions Limited
CIN:-L74999DL1994PLC061353
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.

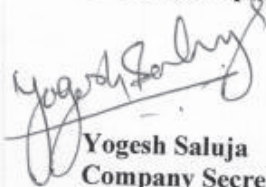
 Web site www.educomp.com

Bangalore, Mumbai, Chennai, Hyderabad.



Public-Institutional	1,501,204	e-voting	22,527	1.500596	-	22,527	0	100
		Poll		0			0	0
		Sub-total	22,527	1.5006	-	22,527	0	100
Public-Others	66,127,719	e-voting	118,452	0.179126	101,981	16,471	86.094789	13.905211
		Poll	388,801	0.587955	388,801	0	100	0
		Sub-total	507,253	0.767081	490,782	16,471	96.752902	3.247098
Total	122,467,168		55,368,025	45.210505	55,329,027	38,998	99.929566	0.070434

For Educomp Solutions Limited



Yogesh Saluja
Company Secretary

Membership Number: A21916

Address: 3/206, Subhash Nagar, New Delhi-110027



Educomp Solutions Limited
 CIN:-L74999DL1994PLC061353
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Web site www.educomp.com
 Bangalore, Mumbai, Chennai, Hyderabad.

SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
EDUCOMP SOLUTIONS LIMITED
(CIN: L74999DL1994PLC061353)
1211 Padma Tower, I 5 Rajendra Place,
New Delhi-110008

Dear Sir,

I, Sanjay Grover of M/s Sanjay Grover & Associates, Practicing Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the AGM voting process, i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolution(s) mentioned in Notice dated August 13, 2015 for 21st Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Monday, September 28, 2015 at 04.00 P.M. at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, New Delhi- 110003.

I submit my report as under:-

1. The remote e-voting period commenced on Friday, September 25, 2015 at 9:00 A.M. and ended on Sunday, September 27, 2015 at 05:00 P.M. on the designated website www.evoting.nsdl.com via NSDL e-Voting Platform. The Shareholders of the Company as on the "cut off" date i.e. September 21, 2015 were entitled to avail the facility of remote e-voting as well as voting through polling papers at the Annual General Meeting on the proposed resolutions (item no. 1 to 14) as set out in the Notice dated August 13, 2015.
2. The total paid up Equity Share Capital of the Company as on "cut off" date i.e. September 21, 2015 was Rs. 24,49,34,336/- (Rupees Twenty Four Crore Forty Nine Lac Thirty Four Thousand Three Hundred Thirty Six Only) divided into 12,24,67,168 (Twelve Crore Twenty Four Lac Sixty Seven Thousand One Hundred Sixty Eight) Equity shares of Rs 2/- (Rupees Two Only) each.



3. The Chairman allowed for poll at AGM as per Rule 20 of Companies (Management and Administration) Rules, 2014.
4. Two (2) ballot boxes were kept for polling and were locked in my presence.
5. After completion of Poll at the AGM, Ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
6. The ballot(s), which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
7. Thereafter, the votes cast through remote e-voting were unblocked after completion of counting of votes casted through poll at the AGM in the presence of two witnesses, Ms. Geetika Bisht R/O E-154, Amar Colony, Lajpat Nagar-IV, New Delhi-110024 and Mr. Ankit Aggarwal R/O House No 77, Ward No 18, near fort, Hanumangarh Town, Rajasthan who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Geetika Bisht
Geetika Bisht

Ankit
Ankit Aggarwal

8. The consolidated summary of results of remote e-voting and poll at AGM are as under:
 - a. **Resolution No. 1-** To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015, including Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	112,984	55,340,030	99.948942
Dissent		28,270	28,270	0.051058
Total	55,227,046	141,254	55,368,300	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure A**.



- b. **Resolution No. 2-** To appoint a Director in place of Mr. Vinod Kumar Dandona (DIN: 06730804), who retires from office by rotation, and being eligible, offers himself for reappointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	76,259	55,303,305	99.882667
Dissent		64,965	64,965	0.117333
Total	55,227,046	141,224	55,368,270	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure B**.

- c. **Resolution No. 3-** To ratify the appointment of M/s Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No 103523W) as Statutory Auditors of the Company and to fix their remuneration :

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	132,287	55,359,333	99.983904
Dissent		8,912	8,912	0.016096
Total	55,227,046	141,199	55,368,245	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure C**.

- d. **Resolution No. 4-** To approve the waiver of the recovery of remuneration of Mr. Shantanu Prakash (Din: 00983057), Chairman & Managing Director of the Company :

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	46,468	55,273,514	99.828983
Dissent		94,689	94,689	0.171017
Total	55,227,046	141,157	55,368,203	100



Therefore, the Resolution No. 4 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure D**.

- e. **Resolution No. 5-** To approve the remuneration of Mr. Shantanu Prakash (Din: 00983057), Chairman & Managing Director of the Company for the period from 01st April 2013 to 31 July 2014 :

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	51,068	55,278,114	99.838140
Dissent	-	89,618	89,618	0.161860
Total	55,227,046	1,40,686	55,367,732	100

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure E**.

- f. **Resolution No. 6-** To approve the remuneration of Mr. Shantanu Prakash (Din: 00983057), Chairman & Managing Director of the Company for the period of three years from 01st August 2014 :

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	46,415	55,273,461	99.828835
Dissent	-	94,771	94,771	0.171165
Total	55,227,046	141,186	55,368,232	100

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure F**.



- g. **Resolution No. 7-** To approve the waiver of the recovery of remuneration paid to Mr. Jagdish Prakash (Din: 00001115), whole Time Director of the Company during Financial Year 2012-13:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	44,781	55,271,827	99.825884
Dissent	-	96,405	96,405	0.174116
Total	55,227,046	141,186	55,368,232	100

Therefore, the Resolution No. 7 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure G**.

- h. **Resolution No. 8-** To approve the waiver of the recovery of remuneration of Mr. Vinod Kumar Dandona (Din: 06730804), Whole Time Director of the Company :

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	50,311	55,277,357	99.836773
Dissent	-	90,375	90,375	0.163227
Total	55,227,046	140,686	55,367,732	100

Therefore, the Resolution No. 8 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure H**.

- i. **Resolution No. 9-** To approve the remuneration of Mr. Vinod Kumar Dandona (Din: 06730804), Whole Time Director of the Company :

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	50,959	55,278,005	99.837893
Dissent	-	89,755	89,755	0.162107
Total	55,227,046	140,714	55,367,760	100

Therefore, the Resolution No. 9 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure I**.



- j. **Resolution No. 10***- To Approve The Agreement To Be Entered Between The Company and M/s Edu Smart Services Private Limited, Related Party :

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	388,801	79,510	468,311	88.375240
Dissent	-	61,601	61,601	11.624760
Total	388,801	141,111	529,912	100

Therefore, the Resolution No. 10 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure J**.

* Voting by Promoters and Promoters group, being the related parties as per the provisions of Listing Agreement, are not considered.

- k. **Resolution No. 11**- To appoint Ms. Azra Shauqia Hasan as an Independent Director :

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	82,132	55,309,178	99.893637
Dissent	-	58,891	58,891	0.106363
Total	55,227,046	141,023	55,368,069	100

Therefore, the Resolution No. 11 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure K**.

- l. **Resolution No. 12**- To approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the Company :

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	82,701	55,309,747	99.894506
Dissent	-	58,410	58,410	0.105494
Total	55,227,046	141,111	55,368,157	100



Therefore, the Resolution No. 12 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure L**.

m. Resolution No. 13- To approve the Educomp Employee Stock Options Scheme 2015 and Issue of Securities :

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	1,02,253	55,329,299	99.929972
Dissent	-	38,773	38,773	0.070028
Total	55,227,046	141,026	55,368,072	100

Therefore, the Resolution No. 13 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure M**.

n. Resolution No. 14- To approve the Educomp Employee Stock Options Scheme 2015 for subsidiaries :

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	55,227,046	1,01,981	55,329,027	99.929566
Dissent	-	38,998	38,998	0.070434
Total	55,227,046	140,979	55,368,025	100

Therefore, the Resolution No. 14 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure N**.



9. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thank you,

Yours faithfully,



New Delhi
September 29, 2015

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

A handwritten signature in black ink, appearing to read "Sanjay Grover".

Sanjay Grover
Scrutinizer
CP No 3850

Countersigned By

A handwritten signature in black ink, appearing to read "Kaulam Kulkash".



Chairman

Annexure - A

Details of Remote e-voting & Poll at AGM for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	97	141,254	282,508	0.115340
(b) Votes with Assent	83	112,984	225,968	0.092257
(c) Votes with dissent	14	28,270	56,540	0.023084



Annexure - B

Details of Remote e-voting & Poll at AGM for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	96	141,224	282,448	0.115316
(b) Votes with Assent	66	76,259	152,518	0.062269
(c) Votes with dissent	30	64,965	129,930	0.053047



Annexure - C

Details of Remote e-voting & Poll at AGM for Resolution No.-3 are as under:

C1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	95	141,199	282,398	0.115295
(b) Votes with Assent	80	132,287	264,574	0.108018
(c) Votes with dissent	15	8,912	17,824	0.007277



Annexure - D

Details of Remote e-voting & Poll at AGM for Resolution No.-4 are as under:

D1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	92	141,157	282,314	0.115261
(b) Votes with Assent	45	46,468	92,936	0.037943
(c) Votes with dissent	47	94,689	189,378	0.077318



Annexure - E

Details of Remote e-voting & Poll at AGM for Resolution No.-5 are as under:

E1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	92	140,686	281,372	0.114877
(b) Votes with Assent	51	51,068	102,136	0.041699
(c) Votes with dissent	41	89,618	179,236	0.073177



Annexure - F

Details of Remote e-voting & Poll at AGM for Resolution No.-6 are as under:

F1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	93	141,186	282,372	0.115285
(b) Votes with Assent	50	46,415	92,830	0.037900
(c) Votes with dissent	43	94,771	189,542	0.077385



Annexure - G

Details of Remote e-voting & Poll at AGM for Resolution No.-7 are as under:

G1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

G2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	93	141,186	282,372	0.115285
(b) Votes with Assent	44	44,781	89,562	0.036566
(c) Votes with dissent	49	96,405	192,810	0.078719



Annexure - H

Details of Remote e-voting & Poll at AGM for Resolution No.-8 are as under:

H1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

H2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	92	140,686	281,372	0.114877
(b) Votes with Assent	48	50,311	100,622	0.041081
(c) Votes with dissent	44	90,375	180,750	0.073795



Annexure - I

Details of Remote e-voting & Poll at AGM for Resolution No.-9 are as under:

11. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

12. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	89	140,714	281,428	0.114899
(b) Votes with Assent	54	50,959	101,918	0.041610
(c) Votes with dissent	35	89,755	179,510	0.073289



Annexure - J

Details of Remote e-voting & Poll at AGM for Resolution No.-10 are as under:

J1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	62	388,803	777,606	0.317475
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	60	388,801	777,602	0.317474
d) Votes with assent for the Resolution	60	388,801	777,602	0.317474
e) Votes with dissent for the Resolution	0	0	0	0

* Voting by Promoters and Promoters group, being the related parties as per the provisions of Listing Agreement, are not considered.

J2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	92	141,111	282,222	0.115224
(b) Votes with Assent	71	79,510	159,020	0.064924
(c) Votes with dissent	21	61,601	123,202	0.050300



Annexure - K

Details of Remote e-voting & Poll at AGM for Resolution No.-11 are as under:

K1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

K2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	94	141,023	282,046	0.115152
(b) Votes with Assent	80	82,132	164,264	0.067065
(c) Votes with dissent	14	58,891	117,782	0.048087



Annexure - L

Details of Remote e-voting & Poll at AGM for Resolution No.-12 are as under:

L1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

L2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	93	141,111	282,222	0.115224
(b) Votes with Assent	78	82,701	165,402	0.067529
(c) Votes with dissent	15	58,410	116,820	0.047694



Annexure - M

Details of Remote e-voting & Poll at AGM for Resolution No.-13 are as under:

M1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

M2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	95	141,026	282,052	0.115154
(b) Votes with Assent	69	102,253	204,506	0.083494
(c) Votes with dissent	26	38,773	77,546	0.031660



Annexure - N

Details of Remote e-voting & Poll at AGM for Resolution No.-14 are as under:

N1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received.	68	55,227,048	110,454,096	45.095391
b) Less: Invalid Votes	2	2	4	0.000002
c) Net Valid votes cast	66	55,227,046	110,454,092	45.095389
d) Votes with assent for the Resolution	66	55,227,046	110,454,092	45.095389
e) Votes with dissent for the Resolution	0	0	0	0

N2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	95	140,979	281,958	0.115116
(b) Votes with Assent	67	101,981	203,962	0.083272
(c) Votes with dissent	28	38,998	77,996	0.031844

