

Date: 16.03.2024

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 29th Annual General Meeting of Educomp Solutions Limited ("the Company") held on Friday, March 15, 2024.

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 29th Annual General Meeting ("AGM") (For the Financial year 2022-23) held on Friday, March 15, 2024 at 11.30 A.M. (IST) and concluded at 02:05 P.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 Tuesday, March 12, 2024 (9.00 a.m IST) to Thursday, March 14, 2024 (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 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 16th March, 2024 (as **Annexure-II**) submitted by CS Yogesh Saluja, 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.

Yours Truly,

For Educomp Solutions Limited



Mahender Khandelwal
Caretaker Resolution Professional in the matter of Educomp Solutions Limited
Email: [mkpeducomp@bdo.in]
IBBI Registration No.: [IBBI/IPA-001/IP-P00033/2016-17/ 10086]

Educomp Solutions Limited
(CIN: L74999DL1994PLC061353)
Corporate office: 514, Udyog Vihar, Phase III, Gurgaon – 122001, Haryana (INDIA).
Tel.: 91-124-4529000.
Registered Office: L-314 (Ground and First floor), Gali No.7, Mahipalpur, New Delhi-110037.
Web site www.educomp.com; email: investor.services@educomp.com

Note: As informed earlier also vide various communications, 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. On 9th October, 2023 the resolution plan is approved by the NCLT which is yet to be implemented. Thereafter, on November 23, 2023 the NCLT has ordered that the RP would act as caretaker qua the CD and in such capacity, he would discharge all those functions as are required to be discharged by an IP as RP.



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EDUCOMP SOLUTIONS LIMITED

CIN: L74999DL1994PLC061353

Voting Results of the Annual General Meeting

Details of Remote e-voting and E-voting at AGM results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 in respect of following Resolutions:	
Date of AGM	Friday, March 15, 2024
Total Number of Shareholders as on cut off Date: March 08, 2024	13089
No. of Shareholders present in the meeting either personally or through Proxy:- Promoters and Promoters Group: Public:	The Annual General Meeting was held through video conferencing and hence there was no physical presence of members or appointment of proxies.
No. of Shareholders attended the meeting through Video Conferencing:- Promoters and Promoters Group: Public:	2 137



Educomp Solutions Limited

Resolution Required :Ordinary 1 - To receive, consider and adopt the Audited Financial Statements (including the consolidated Financial Statements) of the Company for the financial year ended 31st March, 2023, 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 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 again on votes polled
			[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100
Promoter and Promoter Group	E-Voting	54838245	0	0.0000	0	0	0.0000	0.0000
	Poll		550000	1.0029	550000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		550000	1.0029	550000	0	100.0000	0.0000
Public Institutions	E-Voting	144732	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	67484191	12862	0.0191	12834	28	99.7823	0.2100
	Poll		1405	0.0021	1405	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14267	0.0212	14239	28	99.8037	0.1900
Total		122467168	564267	0.4607	564239	28	99.9950	0.0000



Educomp Solutions Limited

Resolution Required :Ordinary			2 - 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 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		550000	1.0029	550000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		550000	1.0029	550000	0	100.0000	0.0000
Public Institutions	E-Voting	144732	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	67484191	12862	0.0191	12604	258	97.9941	2.0059
	Poll		1405	0.0021	1405	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14267	0.0212	14009	258	98.1916	1.8084
Total		122467168	564267	0.4607	564009	258	99.9543	0.0457



CONSOLIDATED SCRUTINIZER'S REPORT

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

To
Mr. Mahender Khandelwal
The Chairperson/Caretaker Resolution Professional
Educomp Solutions Limited
1211, Padma Tower I, 5,
Rajendra Place,
New Delhi-110008

[CIN:L74999DL1994PLC061353]

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 29th Annual General Meeting of Educomp Solutions Limited, for the Financial Year 2022-23, held on Friday, March 15, 2024 at 11:30 A.M through video conferencing/other audio visual means

Dear Sir,

I, Yogesh Saluja, Proprietor of M/s Yogesh Saluja & Associates, Practicing Company Secretaries (FRN : S2020DE718100), had been appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process and e-voting process in respect of the below mentioned resolutions proposed at the 29th Annual General Meeting ("AGM") of the Educomp Solutions Limited ("the Company"), for the Financial Year 2022-23, held on Friday, March 15, 2024 at 11.30 A.M. (IST) through video conferencing ('VC')/other audio visual means('OAVM')

The Management of the Company/ Caretaker Resolution Professional is responsible to ensure the compliances of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of the 29th AGM dated February 15, 2024. My responsibility as scrutinizer is restricted to make a scrutinizer's report of the votes cast 'For' or 'Against' the resolutions stated in the Notice.

Report on Scrutiny:-

1. The notice dated February 15, 2024, for convening the 29th AGM, as confirmed by the Company, was sent to the Shareholders in respect of the below mentioned resolutions proposed to be passed at the 29th AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020

(Handwritten signature)



dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/1 67 dated October 7, 2023; SEBI Circular No. SEBI/HO/CFD/PoD-2/P /CIR/2023/4 dated January 5, 2023; SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022; SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021 /11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020. (collectively referred to as "SEBI Circulars").

2. The Company had availed the remote e-voting and e-voting facility offered by Link Intime India Private Limited ("LI IPL / Service Provider") for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the shareholders of the Company.
3. The remote e-voting period commenced from Tuesday, March 12, 2024 (9:00 a.m. IST) and ended on Thursday, March 14, 2024 (5:00 p.m. IST) and at the end of remote e-voting period, voting portal of service provider was blocked forthwith.
4. The shareholders holding shares as on the cut-off date i.e. March 08, 2024 were entitled to vote on the proposed resolutions (Item No's. 1 to 2) as set out in the Notice of the 29th Annual General Meeting of Educomp Solutions Limited by remote e-voting system prior to 29th AGM and e-voting system during the 29th AGM.
5. The Company has provided e-voting facility for the members to vote during the AGM who attended the meeting through VC/OAVM and had not voted on resolutions through remote e-voting before the AGM.
6. After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked and counted diligently.
7. I have scrutinized and reviewed the remote e-voting prior to the AGM and e-voting during the AGM and votes cast therein based on the data downloaded from the LI IPL e-voting system.
8. I now submit my Consolidated Report as under on the results of e-voting through remote e-voting prior to the AGM and e-voting during the AGM in respect of the following Resolutions:

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S. No.	Type of Resolution	Particulars
1.	Ordinary Resolution	To receive, consider and adopt the Audited Financial Statements (including the consolidated Financial Statements) of the Company for the financial year ended 31st March, 2023, together with the reports of the Board of Directors and Auditor thereon.
2.	Ordinary Resolution	To approve and ratified the remuneration of M/s Ahuja Sunny & Co., Cost Accountants of the company.

CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH REMOTE E-VOTING AND ELECTRONIC MEANS IS AS UNDER:

ITEM NO. 1: AS AN ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITOR THEREON

(i) Voted in **favour** of the resolution:

Number of Members voted (by way of remote e-voting prior to the AGM and e-voting during the AGM)	Number of valid Votes Cast by them	% of total number of valid votes cast
154	5,64,239	99.9950

(ii) Voted **against** the resolution:

Number of Members voted (By way of remote e-voting prior to the AGM and e-voting during the AGM)	Number of valid Votes Cast by them	% of total number of valid votes cast
2	28	0.0050

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid (By way of remote e-voting prior to the AGM and e-voting during the AGM)	Number of Invalid Votes Cast by them
0	0

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As the votes casted in favour is in excess of the votes casted in against of the resolution, therefore the above Resolution **has been passed** with requisite majority.

ITEM NO. 2: AS AN ORDINARY RESOLUTION

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

(i) Voted in favour of the resolution:

Number of Members voted (By way of remote e-voting prior to the AGM and e- voting during the AGM)	Number of valid Votes Cast by them	% of total number of valid votes cast
153	5,64,009	99.9543

(ii) Voted against the resolution:

Number of Members voted (By way of remote e-voting prior to the AGM and e- voting during the AGM)	Number of valid Votes Cast by them	% of total number of valid votes cast
3	258	0.0457

(iii) Votes invalid:

Number of Members whose votes were declared invalid (By way of remote e-voting prior to the AGM and e-voting during the AGM)	Number of Invalid Votes Cast by them
0	0

As the votes casted in favour is in excess of the votes casted in against of the resolution, therefore the above Resolution **has been passed** with requisite majority.

9. Based on the above voting, all resolutions carried on with requisite majority, accordingly I request the Chairman of the 29th AGM to announce the results of the meeting.
10. The Electronic data and all other relevant records relating to the remote e-voting and e-voting system at the AGM have been handed over to the Company Secretary of the Company for preserving safely.

Note: Hon'ble National Company Law Tribunal, Principal Bench (NCLT) vide its order dated May 30, 2017 has initiated the Corporate Insolvency Resolution Process (CIRP) of the Company as



**YOGESH SALUJA & ASSOCIATES
COMPANY SECRETARIES**

M-18, First Floor, Dewan House Building,
Ajay Enclave, New Delhi-110018
M: +919891335032;
e-mail : ysaluja2005@gmail.com

per the provisions of the Insolvency and Bankruptcy Code, 2016 (/BC) and allowed the application filed under Section 10 of the IBC by the Company and Hon'ble National Company Law Tribunal, Principal Bench (NCLT) vide its order dated October 09, 2023 approved the resolution plan being submitted by the Ebix/SRA and consequently, in terms of the applicable provisions of the IBC, the CIRP of the Company was ended w.e.f. October 09, 2023. Further, the Hon'ble National Company Law Tribunal, Delhi ("Adjudicating Authority"), on 23.11.2023 in IA 5640 of 2023, upon a joint request made by the counsel of the erstwhile RP and the counsel of the erstwhile COC that the management of the Corporate Debtor has come to a standstill, and there is no one to look after the said Company. In the circumstance, NCLT, directed that the RP would act as a caretaker qua the Corporate Debtor and in such capacity, he would discharge all those functions as are required to be discharged by an IP as RP.

Thanking you,

Yours faithfully,

**For Yogesh Saluja & Associates
Company Secretaries
[FRN : S2020DE718100]**

YOGESH Digitally signed by
YOGESH SALUJA
SALUJA Date: 2024.03.16
15:37:56 +05'30'

**Yogesh Saluja
Proprietor
Membership No:- ACS 21916
Certificate of Practice No:-22676
UDIN: A021916E003592912**

**Date: March 16, 2024
Place: New Delhi**

**Countersigned by
For Educomp Solutions Limited**



Authorized Signatory