

Compliance Report on Corporate Governance

1. Name of Listed Entity:- Educomp Solutions Limited
2. Quarter ending:- 30-09-2016

| I. Composition of Board of Directors | | | | | | | | |
|---|-------------------------|----------------------------------|---|--|-------------|--|---|--|
| Title (Mr. / Ms) | Name of the Director | PAN & DIN | Category (Chairperson/Executive/ Non-Executive/independent/Nominee) | Date of Appointment in the current term /cessation | Tenure | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Vijay Kumar Choudhary* | AAAPC3164 D DIN:- 00203673 | Independent-Non Executive | 01-04-2014 | 30 Months | 1 | 4 | 2 |
| Mr. | Shantanu Prakash*** | AAJPP1605 K DIN:- 00983057 | Executive | 01-08- 2014 | - | 1 | 3 | 1 |
| Mr. | Vinod Kumar Dandona*** | ABTPD3960 E DIN:- 06730804 | Executive | 13-11-2013 | - | 1 | 0 | 0 |
| Ms | Azra Shauqia Hasan***** | ACAPH1521 K | Independent-Non Executive | 28-05-2015 | 16 Months 4 | 1 | 5 | 0 |

Educomp Solutions Limited

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Registered Office: 1211, Padma Tower I, 5, Rajendra Place, New Delhi-110008.

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Web site www.educomp.com

Bangalore, Mumbai, Chennai, Hyderabad.



| | | | | | | | | |
|----|----------------------------|-------------------------------------|--------------------------------------|--|---------------------|---|---|---|
| | | DIN:- 07181657 | | | days | | | |
| Ms | Swati Sinha** | AZPPS8413 D DIN:- 06947829 | Independent-Non Executive | 29-09-2014 | 24 Months 2 days | 1 | 1 | 0 |
| Mr | Sanjay Kumar Bhattacharyya | AAFPB9459 D DIN:- 01924770 | Chairman - Independent-Non Executive | Date of Appointment:- 16-07-2016 Date of Cessation:- 30-09-2016 | 2 Months 15 days | 4 | 7 | 3 |

* appointed as an independent directors, in the annual general meeting of the company held on 29th September 2014, for a period of 5 years with effect from 01st April 2014.

** appointed as an independent director, in the annual general meeting of the company held on 29th September 2014, for a period of 5 years with effect from 29th September 2014.

*** Re-appointed as Managing Director of the company for period of 3 years from 01st August 2014.

**** Appointed as Whole Time Director of the company for period of 3 years from 13th November 2013.

***** appointed as an independent director, in the annual general meeting of the company held on 28th September 2015, for a period of 5 years with effect from 28th May 2015.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) |
|--|---------------------------|---|
| 1. Audit Committee | Mr. Vijay Kumar Choudhary | Chairman-Independent-Non-Executive |
| | Ms. Swati Sinha | Independent-Non-Executive |
| | Ms. Azra Shauqia Hasan | Independent-Non-Executive |
| | Mr. Shantanu Prakash | Executive |
| 2. Nomination & Remuneration Committee | Ms. Azra Shauqia Hasan | Chairman-Independent-Non-Executive |
| | Mr. Vijay Kumar Choudhary | Independent-Non-Executive |
| | Ms. Swati Sinha | Independent-Non-Executive |
| 3. Risk Management | (Not- applicable) | (Not- applicable) |

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| | | |
|---|---------------------------|------------------------------------|
| Committee(Not- applicable) | | |
| 4. Stakeholders Relationship Committee' | Mr. Vijay Kumar Choudhary | Chairman-Independent-Non-Executive |
| | Ms. Azra Shauqia Hasan | Independent-Non-Executive |
| | Mr. Shantanu Prakash | Executive |

| III. Meeting of Board of Directors | | |
|---|---|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| May 26, 2016 | August 12, 2016 September 14, 2016 | 32 days |

| IV. Meeting of Committees | | | |
|---|--|---|--|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| Audit Committee -August 12, 2016 -September 14, 2016 | -August 12, 2016 Yes- all Members Present -September 14, 2016- Yes- out of total 4 members 3 Members Present | May 26, 2016 | 32 days |
| Nomination and Remuneration Committee July 14, 2016 August 12, 2016 | -July 14, 2016 Yes- out of total 3 members 2 Members Present - August 12, 2016; all Members Present | May 24, 2016 | |
| Risk Management Committee No meeting | N.A | No meeting | |
| Stakeholders Relationship Committee' -August 06, 2016 -September 14, 2016 | -August 06, 2016 -Yes-All Members Present -September 14, 2016- Yes- All Members Present | May 26, 2016 | |

| V. Related Party Transactions | |
|-------------------------------|-------------------------------|
| Subject | Compliance status (Yes/No/NA) |

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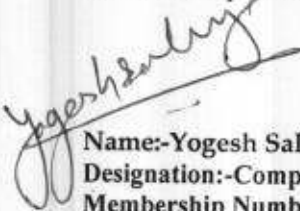


| | |
|--|-----|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | N.A |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For Educomp Solutions Limited



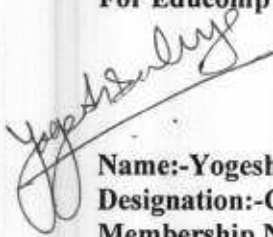


Name:-Yogesh Saluja
 Designation:-Company Secretary
 Membership Number :- A21916
 Address:-3/206, Subhash Nagar, New Delhi-110027

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ANNEXURE III

| I Affirmations | | |
|---|---|--|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA)refer note below |
| <i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i> | 46(2) | Yes |
| <i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i> | 18(1)(d) | Yes |
| <i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i> | 19(3) | Yes |
| <i>Whether "Corporate Governance Report" disclosed in Annual Report</i> | <i>34(3) read with para C of Schedule V</i> | Yes |
| <p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> | | |

For Educomp Solutions Limited



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