

**Compliance Report on Corporate Governance**

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

<b>I. Composition of Board of Directors</b>								
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**

CIN:-L74999DL1994PLC061353

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Tel.: 91-124-4529000. Fax: 91-124-4529039.

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

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		DIN:- 07181657			days			
Ms	Swati Sinha**	AZPPS8413 D  DIN:- 06947829	Independe nt-Non Executive	29-09-2014	24 Month s 2 days	1	1	0
Mr	Sanjay Kumar Bhattacharyy a	AAFPB9459 D  DIN:- 01924770	Chairman - Independe nt-Non Executive	Date of Appointmen t:- 16-07- 2016 Date of Cessation:- 30-09-2016	2 Month s 15 days	4	7	3

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

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

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

\*\*\*\*Appointed as Whole Time Director of the company for period of 3 years from 13<sup>th</sup> November 2013.

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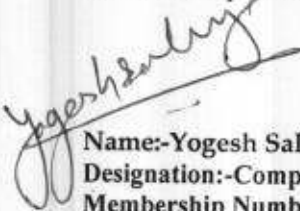


Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### 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



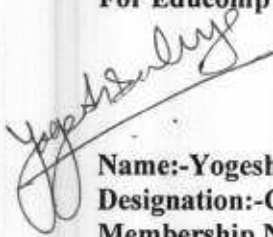


Name:-Yogesh Saluja  
 Designation:-Company Secretary  
 Membership Number :- A21916  
 Address:-3/206, Subhash Nagar, New Delhi-110027

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**ANNEXURE III**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
<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><b>Note</b></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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