

Compliance Report on Corporate Governance

1. Name of Listed Entity:- Educomp Solutions Limited
2. Quarter ending:- 31-03-2016

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	24 Months	1	4	2
Mr.	Rajat Khare*	ANQPK6572 J DIN:- 00452419	Independent-Non Executive	01-04-2014	24 Months	1	2	0
Mr.	Shantanu Prakash***	AAJPP1605 K DIN:- 00983057	Chairman-Executive	01-08-2014	-	1	3	1
Mr.	Venkata Subbarao Valluri*	AABPV9954 H DIN:-	Independent-Non Executive	01-04-2014	24 months	1	0	0

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Mr	Vinod Kumar Dandona*** *	ABTPD3960 E DIN:- 06730804	Executive	13-11-2013	-	1	0	0
Ms	Azra Shauqia Hasan*****	ACAPH1521 K DIN:- 07181657	Independent-Non Executive	28-05-2015	10 Months 4 days	1	5	0
Ms	Swati Sinha**	AZPPS8413 D DIN:- 06947829	Independent-Non Executive	29-09-2014	18 Months 2 days	1	0	0

* 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
	Mr. Rajat Khare	Independent-Non-Executive
	Ms. Azra Shauqia Hasan	Independent-Non-Executive
	Mr. Shantanu Prakash	Executive
2. Nomination & Remuneration Committee	Mr. Rajat Khare	Chairman-Independent-Non-Executive
	Ms. Azra Shauqia Hasan	Independent-Non-Executive

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3. Risk Management Committee(Not- applicable)	Mr. Venkata Subbarao Valluri (Not- applicable)	Independent-Non-Executive (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)
November 09,2015	February 11, 2016	93 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 February 11, 2016	Yes- out of total 4 members 3 Members Present	November 09, 2015	93 days
Nomination and Remuneration Committee February 11,2016	Yes- out of total 3 members 2 Members Present	November 09, 2015	
Risk Management Committee No meeting	N.A	No meeting	
Stakeholders Relationship Committee' January 15, 2016	Yes-All Members Present	November 09, 2015	

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
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

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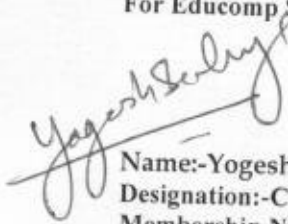
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VI. Affirmations

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 II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A	
New name and the old name of the listed entity	N.A	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes

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Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	N.A (To be complied in next Annual Report)
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

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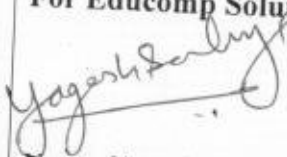
Note

- 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.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Educomp Solutions Limited



Name:-Yogesh Saluja

Designation:-Company Secretary *

Membership Number :- A21916

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