

**Compliance Report on Corporate Governance**

1. Name of Listed Entity:- Educomp Solutions Limited
2. Quarter ending:- 30-06-2016

**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	27 Months	1	4	2
Mr.	Rajat Khare*	ANQPK6572 J  DIN:- 00452419	Independent-Non Executive	Date of Appointment:-01-04-2014  Date of Cessation:- 27-05-2016	-	0	0	0
Mr.	Shantanu Prakash***	AAJPP1605 K  DIN:- 00983057	Chairman-Executive	01-08-2014	-	1	3	1

**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](http://www.educomp.com)

Bangalore, Mumbai, Chennai, Hyderabad.



Mr	Venkata Subbarao Valluri*	AABPV9954 H DIN:- 06645126	Independent-Non Executive	Date of Appointment:-01-04-2014 Date of Cessation:-27-05-2016	-	NIL	0	0
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	13 Months 4 days	1	5	0
Ms	Swati Sinha**	AZPPS8413 D DIN:- 06947829	Independent-Non Executive	29-09-2014	21 Months 2 days	1	1	0

\* 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-
-------------------	---------------------------	---

**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](http://www.educomp.com)  
 Bangalore, Mumbai, Chennai, Hyderabad.



		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 Committee(Not- applicable)	(Not- applicable)	(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)
February 11, 2016	May 26, 2016	105 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 May 26, 2016	Yes- out of total 4 members 3 Members Present	February 11, 2016	105 days
Nomination and Remuneration Committee May 24, 2016	Yes- out of total 3 members 2 Members Present	February 11, 2016	
Risk Management Committee No meeting	N.A	No meeting	
Stakeholders Relationship Committee' May 26, 2016	Yes-All Members Present	January 15, 2016; March 30, 2016	

#### 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](http://www.educomp.com)

Bangalore, Mumbai, Chennai, Hyderabad.

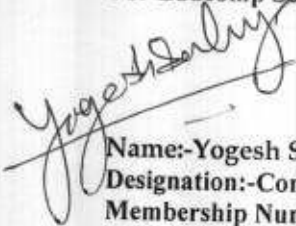


V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### 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



**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](http://www.educomp.com)  
 Bangalore, Mumbai, Chennai, Hyderabad.