

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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|----|-----------------------------|-------------------------------------|---------------------------|------------|---------------------------|---|---|---|
| | | 06645126 | | | | | | |
| 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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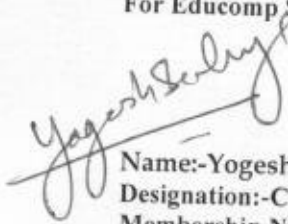
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VI. Affirmations

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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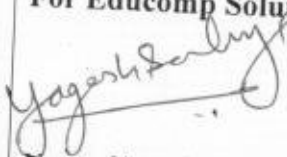
Note

- 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

Address:-3/206, Subhash Nagar, New Delhi-110027

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