

Date: 28-07-2025

The Manager Listing Department BSE Limited PJ Towers, Dalal Street, Mumbai - 400 001 Script Code: 532696	The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051 Script Code: EDUCOMP
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**Sub: Filing of Integrated Corporate Governance report under Regulation 27 for the quarter ended June 30, 2025**

Dear Sir,

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"). Please find enclosed herewith an Integrated Corporate Governance report in PDF format.


The Corporate Governance report in XBRL format is also being filed.

Further, there is no incidence of cyber security breach or incidence of loss of data during the quarter.

*As informed earlier also vide various communications, NCLT had ordered the commencement of CIRP in respect of the Company under the provisions of IBC. Therefore, in accordance with Section 17 & 18 of the Code, the powers of the Board stood suspended and Dr. Sanjeev Aggarwal was appointed as interim resolution professional of the Company. The IRP carried out his duties from May 30, 2017 till Mr. Mahender Khandelwal was appointed as Resolution Professional (RP) vide the order of NCLT dated September 12, 2017 and took over the management of the affairs of the Company. On 9<sup>th</sup> October, 2023 the resolution plan is approved by the NCLT which is yet to implemented. Thereafter, on November 23, 2023 the NCLT has ordered that the RP would act as caretaker qua the CD and in such capacity, he would discharge all those functions as are required to be discharged by an IP as RP. In view of the suspension of the board as explained above, there is no question of having composition of board, committee of the board and applicability of Corporate Governance and other requirements.*

You are requested to acknowledge and update the same in your records

Thanking You,  
Your Truly  
For Educomp Solutions Limited

  
**Mahender Khandelwal**  
Caretaker Resolution Professional in the matter of Educomp Solutions Limited  
Email: [cirp@educomp.com]  
IBBI Registration No.: [IBBI/IPA-001/IP-P00033/2016-17/ 10086]



**Encl.: - Corporate Governance Report**



General information about company		
Scrip code	532696	
NSE Symbol	EDUCOMP	
MSEI Symbol	NOTLISTED	
ISIN	INE216H01027	
Name of the entity	EDUCOMP SOLUTIONS LIMITED	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	30-06-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	No such activity took place in the quarter ended June 30, 2025.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Risk management committee	Not Applicable	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	No	
SCORE Registration ID		
Reason For No SCORE ID	The company is under CIRP since 2017 and company is working with Skelton staff. The previous CS has left without sharing it.	
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

Annexure I							
Annexure I to be submitted by listed entity on quarterly basis							
I. Composition of Board of Directors							
Disclosure of notes on composition of board of directors explanatory						Textual Information(1)	
Whether the listed entity has a Regular Chairperson						No	
Whether Chairperson is related to MD or CEO						No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors
Date of Birth							

Text Block	
Textual Information(1)	The company is under IBC since May 2017 and pursuant to Seciton 17 & 18, the power of the board stood suspended. The managment and affairs of the company are managed by Caretaker Resolution Professional

Annexure 1							
II. Composition of Committees							
Disclosure of notes on composition of committees explanatory						Textual Information(1)	

Annexure 1 Text Block	
Textual Information(1)	Since there is no board in the company since May 2017, the question of committe of the board does not arise.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	

Sr	Number	members	directors	directors	Appointment	Cessation	Remarks
Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	
Annexure 1							

Annexure 1	
III. Meeting of Board of Directors	
	Disclosure of notes on meeting of board of directors explanatory
Textual Information(1)	
Text Block	
Textual Information(1)	Since there is no board, the question of providing details of the board meetings are not applicable.
Annexure 1	
IV. Meeting of Committees	
	Disclosure of notes on meeting of committees explanatory
Textual Information(1)	

Annexure 1							
V. Affirmations							
Sr	Subject						Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015						No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee						No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee						No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee						No
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)						NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.						No
7	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.						No
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.						No
9	Any comments/observations/advice of Board of Directors may be mentioned here:						Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Mahender Khandelwal
2	Designation	Compliance Officer

Text Block	
Textual Information(1)	These provisions are not applicable to the company. There is no board in a CIRP company.

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Mahender Khandelwal
Designation of person	Compliance Officer
Place	Gurgaon
Date	25-07-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:					
Any Other Information for Disclosure of Imposition of Fine or Penalty					Textual Information(1)
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	NSE & BSE	Fine	16-06-2025	Regulation 27(2)	92000+ GST
2	NSE	Fine	27-06-2025	Regulation 33	130000+GST
3	BSE	Fine	14-07-2025	Regulation 33	21500+GST
4	NSE	Fine	05-06-2025	Regulation 6	18000+GST

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below: Text Block					
Textual Information(1)	The Company had filed Intergrated Governance Report for the quarter ended on March 31, 2025 and shared the acknowledged report as well. Not able to understand the reasons for imposing fine under Reg 27.				

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:					
Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes					
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute	

1	Commissioner Central GST & Central Excise- Ghandhinagar	01-12-2020	Matter pertains to FY2014-15. Since company was under Corporate Insolvency Resolution Process (CIRP) w.e.f May 2017. Commissioner Central GST & Central Excise- Ghandhinagar has passed an Ex-party Order without Jurisdiction Service Tax Rs.20,98,89,780. Penalty- Rs.10,49,44,890 (u/s78)Penalty-Rs.10,000 (u/s 77) . Appeal pending before Gujarat High Court at Ahmedabad/ Recovery Proceedings stayed by Hon'ble High Court of Gujarat Vide Order Dated 06-01-2021	No change in the status.	
2	Assistant Commissioner, GST Ballygunge, Kolkata	13-07-2024	The case pertains to Financial year 2018-19. Asstt. Commissioner of state Tax GST -Kolkata has passed an Order for demand under GST-Rs.11,17,634, Interest - Rs.15,96,222 and Penalty Rs.1,11,763 . An Appeal aginst the Order is pending before the Appellate Authority- Kolkata	No change in the status.	
3	Deputy Commissioner, CGST, Delhi West	02-08-2024	The case pertain to financial year 2017-18. Asstt. Commissioner, Division-Wazirpur, CGST, Delhi West has issued a show cause notice for mismatch between tax payable as per ( Table 4-Tax declared in Table 10 minus tax declared in Table 11) and Table 9 of Annual Return GST189 for the FY 2017-18. on 20-01-2025, Dy Commissioner has passed an order for a demand of Rs. 48,14,000 and equal amount of penalty and interest thereon. An appeal against the Order yet to be filed before Appellate Authority.	No change in the status.	
4	Suprintendent, Range-94, CGST Division, Wazirpur, Delhi	03-08-2024	The case pertain to financial year 2017-18. Suprintendent, Range-94 , CGST Division, Wazirpur, Delhi has I issued a show cause notice for wrong availment of ITC. On 03-02-2025, Suprintendent, Range-94 , CGST Division, Wazirpur, Delhi has passed an Order for demand of GST- Rs.13,65,166 and equal amount of penalty and interest thereon. An appeal against the order is yet to be filed before Appellate Authority.	No change in the status	
5	Assitant Commisssner of Income Tax Circle 7(1), Delhi	29-06-2025	A notice under section 148 of the Income Tax Act, 1961 received for the AY2019-20 for income chargeable to tax has eascaped assessment within the meaning of section 147 of the Act.	Revised Return of Income for AY2019-20 will be filed.	
6	The Commissioner for Public Instruction, Department of State Education, Research and Training, Govt. of Karnataka	27-11-2013	Award for an amount of Rs. 23.52 Cr. along with interest @9% p.a. was passed in favour of ESL, which was challenged by Govt. of Karnataka and same was dismissed. Thereafter, Govt. has appealed before Karnataka High Court. Execution filed by ESL is stayed by Karnataka High Court. Execution filed by Govt. of Karnataka is pending before Karnataka High Court.	No change in the status.	
7	Commissioner of College Education, Govt. Of Rajasthan	13-10-2017	Award for an amount of Rs. 7.71 Cr. along with interest @9% p.a. was passed in favour of ESL. The award was challenged by Govt. of Rajasthan which was dismissed on jurisdiction ground. Thereafter, Govt. has challenged the order of dismissal by way of writ before Rajasthan High Court. Execution filed by ESL is stayed by Rajasthan High Court. Writ filed by Govt. of Rajasthan is pending.	There is no change in the status during the quarter under review.	
8	Jharkhand Education Project Council, Govt. Of Jharkhand	31-10-2015	Award for an amount of Rs. 3.52 Cr. along with interest @15% p.a.is passed in favour of ESL. The award is challenged by Govt. of Jharkhand before Commercial Court, Ranchi. ESL has filed Execution before Commercial Court, Ranchi. Both the matters are pending.	There is no change in the status during the quarter under review.	
9	Society for Creation of Opportunity Through Proficiency in English (SCOPE), Govt. of Gujarat	15-03-2019	Award for an amount of Rs. 4.73 Cr. along with interest @12% p.a.is passed in favour of ESL on 03.01.2025. Execution will be filed in terms of the Provisions of Arbitration and Concillation Act.	The Govt. challenged the award and filed an appeal on June 04, 2025 under section 34 of the Arbitration Act before Commercial court, Gandhi Nagar. The matter is pending before the court and listed on August 29, 2025.	
10	Bihar State Electronics Development Corporation Ltd.,Govt. of Bihar	31-10-2015	Award for an amount of Rs. 21.13 Cr. along with interest @18% p.a. is passed in favour of ESL on 26.01.2025. Execution will be filed in terms of the provisions of Arbitration Act.	The Govt challenged the award and filed an appeal on May 15, 2025 under section 34 of the Arbitration Act before Commercial court Patna. The matter is pending before the court and listed on Sep 09, 2025.	
11	Assam Electronics Development Corporation Limited, Govt. of Assam	19-01-2023	Arbitration is pending before Arbitrator for claim amount of Rs. 7.33 Cr.	Government witness was cross examined on May 04, 2025 and now the matter is listed before the Arbitrator on 17.08.2025 for final arguments.	
12	Directorate of Public Instruction, Raipur, Govt. of Chhattisgarh	15-03-2024	Arbitrator is appointed by Chhattisgarh High Court for Claim amount of Rs. 4.94 Cr. The company has filed its claim before the Arbitrator	The Govt. has filed its reply on May 04, 2025 before the Arbitrator. Now the matter is listed on July 27, 2025 for framing of issues.	
13	Punjab Education Development Board, Govt. of Punjab	21-06-2019	An Application under Sec. 11 of the Arbitration and Conciliation Act, 1996 for appointment of Arbitrator is filed by ESL before Delhi High Court for claim amount of Rs. 3.45 Cr.	The application was dismissed by the Delhi HC on jurisdiction ground on May 29, 2025. The company is contemplanting to file the similar application before Punjab & Haryana HC. 5	