HARIBHAKTI & CO.
Chartered Accountants

Limited Review Report

Review Report to
The Board of Directors
Educomp Solutions Limited

1. We have reviewed the accompanying statement of unaudited financial results (the "Statement") of Educomp Solutions Limited ('the Company') for the quarter ended June 30, 2013, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a review report on this Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement prepared in accordance with applicable accounting standards [Standards notified pursuant to Companies (Accounting Standards) Rules, 2006] and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Haribhakti & Co.
Chartered Accountants
Firm Registration No.103523W



Raj Kumar Agarwal
Partner
Membership No.: 074715

Place: New Delhi
Date: August 13, 2013

EDUCOMP SOLUTIONS LIMITED

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

PART 1

(Rupees in lacs)

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2013

S.NO	Particulars	Quarter ended Unaudited			Year Ended Audited
		June 30, 2013	March 31, 2013	June 30, 2012	March 31, 2013
1	**Income from operations**				
	(a) Net Sales/Income from operations	13,486.83	22,397.57	20,768.34	73,311.02
	(b) Other Operating Income	-	-	-	
	Total Income from operations (net)	**13,486.83**	**22,397.57**	**20,768.34**	**73,311.02**
2	**Expenses**				
	(a) Purchases of stock-in-trade	6,519.95	7,707.70	6,775.16	32,735.82
	(b) Changes in inventories of finished goods,wip & stock-in-trade	289.43	5,016.76	1,636.41	821.84
	(c) Employee benefit expenses	4,228.88	5,426.66	4,313.48	19,654.96
	(d) Depreciation & amortisation expenses	1,348.85	1,334.77	1,281.53	5,276.88
	(e) Other expenses	2,302.62	7,266.72	1,818.84	13,224.01
	(f) Foreign Exchange Fluctuation (Net)	869.52	(19.14)	1,635.86	1,172.22
	Total Expenses	**15,559.25**	**26,733.47**	**17,461.28**	**72,885.73**
3	**(Loss) /Profit from Operations before other income , finance costs & exceptional items (1-2)**	**(2,072.42)**	**(4,335.90)**	**3,307.06**	**425.29**
4	Other Income	336.17	557.62	345.62	8,729.45
5	**(Loss) /Profit from ordinary activities before finance costs and exceptional items (3+4)**	**(1,736.25)**	**(3,778.28)**	**3,652.69**	**9,154.74**
6	Finance costs	3,701.52	4,090.40	2,672.70	13,885.49
7	**(Loss) /Profit from ordinary activities after finance costs but before exceptional items (5-6)**	**(5,437.77)**	**(7,868.68)**	**979.99**	**(4,730.75)**
8	Exceptional Items/Prior period items	52.08	2.92	-	166.70
9	**(Loss) /Profit from ordinary Activities before tax (7-8)**	**(5,489.85)**	**(7,871.60)**	**979.99**	**(4,897.45)**
10	Tax Expense				
	- Current tax including for earlier years (net)	-	(1,050.60)	227.62	-
	- MAT Credit Entitlement / Reversal	-	1,050.60	(227.62)	-
	- Deferred tax	(238.71)	(147.89)	(167.72)	(825.59)
11	**Net (Loss) /Profit from Ordinary activities after tax (9-10)**	**(5,251.14)**	**(7,723.71)**	**1,147.71**	**(4,071.86)**
12	Extraordinary Item (net of tax expense)	-	-	-	
13	**Net (Loss) /Profit for the period (11-12)**	**(5,251.14)**	**(7,723.71)**	**1,147.71**	**(4,071.86)**
14	Paid up Equity share capital (Face Value Rs.2/- each)	2448.82	2,448.15	1,931.96	2,448.15
15	Reserve excluding revaluation reserves	-	-	-	196,089.48
16	**(Loss)/ Earning Per Share (EPS) (not annualized)**				
	(a) Basic	(4.29)	(6.35)	1.19	(3.61)
	(b) Diluted	(4.29)	(6.35)	1.19	(3.61)

PART II

SELECT INFORMATION FOR THE FINANCIAL RESULTS AS AT JUNE 30, 2013

A	**PARTICULAR OF SHAREHOLDING**				
1	**Public Shareholding:**				
	. - Numbers of Shares (Nos.)	67,602,823	76,749,248	49,044,179	76,749,248
	. - Percentage of shareholding	55.21%	62.70%	50.77%	62.70%
2	**Promoters and Promoter Group Shareholding**				
	a) Pledged / Encumbered				
	- Number of shares	25,202,415	25,202,415	-	25,202,415
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	45.96%	55.20%	-	55.20%
	Percentage of shares (as a % of the total share capital of the company)	20.58%	20.59%	-	20.59%
	b) Non – encumbered				
	- Number of shares	29,635,830	20,455,830	47,553,645	20,455,830
	-Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	54.04%	44.80%	100%	44.80%
	Percentage of shares (as a % of the total share capital of the company)	24.21%	16.71%	49.23%	16.71%

	PARTICULARS	3 MONTHS ENDED JUNE 30, 2013
B	**INVESTORS COMPLAINTS**	
	Pending at the beginning of the quarter	-
	Received during the quarter	8
	Disposed of during the quarter	8
	Remaining unresolved at the end of the Quarter	-

HARIBHAKTI & CO. NEW DELHI

EDUCOMP SOLUTIONS LIMITED NEW DELHI

Standalone Segment wise Revenue, Results and Capital Employed

(Rupees in lacs)

culars	Quarter ended			Year Ended
	Unaudited			Audited
	June 30, 2013	March 31, 2013	June 30, 2012	March 31, 2013
ment Revenue				
er Learning Solutions	80.75	236.11	232.06	931.05
ol Learning Solutions	8,638.19	18,218.78	17,792.42	62,741.45
Schools	32.21	41.17	41.16	166.17
e Supplemental & Global	4,735.68	3,901.51	2,702.70	9,472.35
Net Sales/ Income from Operations	**13,486.83**	**22,397.57**	**20,768.34**	**73,311.02**
ment Results (Profit before Interest & tax from each segments)				
er Learning Solutions	(32.57)	77.68	45.18	103.49
ol Learning Solutions	126.48	248.26	6,220.18	10,897.02
Schools	31.37	41.17	30.48	155.17
e Supplemental & Global	71.20	41.70	56.53	152.22
	196.48	**408.81**	**6,352.37**	**11,307.90**
Interest (Net)	3,701.52	4,090.40	2,672.70	13,885.49
: Other un-allocable expenses	2,320.98	4,747.63	3,045.30	11,049.31
: Un-allocable Income	336.17	557.62	345.62	8,729.45
Profit before Tax	**(5,489.85)**	**(7,871.60)**	**979.99**	**(4,897.45)**
tal Employed				
ment Assets- Segment Liabilities)				
er Learning Solutions	(1,205.04)	(1,157.59)	(1,382.71)	(1,157.59)
ol Learning Solutions	144,593.58	137,094.76	99,518.21	137,094.76
Schools	(1,777.75)	222.86	103.68	222.86
e Supplemental & Global	(7,204.58)	(8,248.36)	22.78	(8,248.36)
ocated	59,145.87	74,742.53	85,467.61	74,742.53
	193,552.08	**202,654.20**	**183,729.57**	**202,654.20**

HARIBHAKTI & CO. NEW DELHI CHARTERED ACCOUNTANTS

COMP SOLUTIONS LIMITED NEW DELHI

HARIBHAKTI & CO.
Chartered Accountants

Limited Review Report

Review Report to
The Board of Directors of
Educomp Solutions Limited

We have reviewed the accompanying statement of unaudited consolidated financial results (the "Statement") of Educomp Solutions Limited ("the Company"), its subsidiaries, Joint Ventures and Associates, together referred to as ("the Group") for the quarter ended June 30, 2013, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Results for the quarter ended June 30, 2012 were reviewed by us jointly with another firm of chartered accountants and results for the year ended March 31, 2013 were audited by us.

The Statement include financial results of 5 entities (including Educomp Solutions Limited) reflecting total revenues (income from operations) of Rs. 17,150.10 Lakhs for the quarter ended June 30, 2013 and loss after tax Rs. 5,394.70 Lakhs for the quarter ended June 30, 2013 which have been reviewed by us.

We did not review the financial results of 19 entities included in the Statement, whose consolidated financial results reflect total revenues (income from operations) of Rs. 5,419.24 Lakhs for the quarter ended June 30, 2013 and profit after tax Rs. 4,619.96.96 Lakhs for the quarter ended June 30, 2013. These financial results have been reviewed by other auditors whose reports have been furnished to us and our report on the quarterly financial results, to the extent they have been derived from such financial results is based solely on the report of such other auditors.

The Statement also includes the financial results of 30 entities reflecting total revenues (income from operations) of Rs. 1,263.47 Lakhs for the quarter ended June 30, 2013 and profit after tax Rs. 3.69 Lakhs for the quarter ended June 30, 2013. These financial results have been confirmed by the management and not been subjected to any review by any other auditor. Further, the Statement also includes financial result of 1 entity reflecting share in loss of associate of Rs. 2.60 Lakhs for the quarter ended June 30, 2013, which have been confirmed by the management and not been subjected to any review by any other auditor.

HARIBHAKTI & CO. NEW DELHI CHARTERED ACCOUNTANTS

Based on our review conducted as above and on consideration of the reports of other auditors referred to in paragraph above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Haribhakti & Co.
Chartered Accountants
Firm Registration No.:103523W

Raj Kumar Agarwal
Partner
Membership No.: 074715



Place: Gurgaon
Date: August 13, 2013

EDUCOMP SOLUTIONS LIMITED

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

PART 1

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2013

(Rupees in lacs)

S.No.	Particulars	Quarter ended (Unaudited)			Year Ended (Audited)
		June 30, 2013	March 31, 2013	June 30, 2012	March 31, 2013
1	**Income from operations**				
	(a) Net Sales/Income from operations	23,031.73	33,641.05	32,529.37	121,092.92
	(b) Other Operating Income	-	-	-	
	Total Income from operations (net)	**23,031.73**	**33,641.05**	**32,529.37**	**121,092.92**
2	**Expenses**				
	(a) Purchases of stock-in-trade	6,767.21	9,041.94	8,276.26	38,098.89
	(b) Changes in inventories of finished goods,wip & stock-in-trade	295.75	5,074.53	1,414.11	869.48
	(c) Employee benefit expenses	7,363.61	8,962.29	8,205.15	35,440.93
	(d) Depreciation & amortisation expenses	2,581.77	2,869.68	3,018.21	12,179.60
	(e) Other expenses	5,677.55	11,224.60	5,940.32	30,377.97
	(f) Foreign Exchange Fluctuation (Net)	792.68	(40.22)	1,621.01	1,138.84
	Total Expenses	**23,478.57**	**37,132.82**	**28,475.06**	**118,105.71**
3	**(Loss) /Profit from Operations before other income , finance costs & exceptional items (1-2)**	**(446.84)**	**(3,491.77)**	**4,054.31**	**2,987.21**
4	Other Income	4,794.80	410.79	1,298.87	11,550.07
5	**(Loss) /Profit from ordinary activities before finance costs and exceptional items (3+4)**	**4,347.96**	**(3,080.99)**	**5,353.18**	**14,537.28**
6	Finance costs	7,165.43	9,041.01	4,729.19	24,900.46
7	**(Loss) /Profit from ordinary activities after finance costs but before exceptional items (5-6)**	**(2,817.47)**	**(12,121.99)**	**623.99**	**(10,363.18)**
8	Exceptional Items/Prior period items	71.16	4,772.83	-	4,966.33
9	**(Loss) /Profit from ordinary Activities before tax (7-8)**	**(2,888.63)**	**(16,894.82)**	**623.99**	**(15,329.51)**
10	Tax Expense				
	- Current tax including for earlier years (net)	112.34	(965.92)	598.43	1,286.47
	- MAT Credit Entitlement / Reversal	-	860.99	(287.12)	(402.62)
	- Deferred tax	(460.79)	(835.35)	(156.04)	(1,925.62)
11	**Net (Loss) /Profit from Ordinary activities after tax (9-10)**	**(2,540.18)**	**(15,954.54)**	**468.72**	**(14,287.74)**
12	Extraordinary Item (net of tax expense)	-	-	-	
13	**Net (Loss) /Profit for the period (11-12)**	**(2,540.18)**	**(15,954.54)**	**468.72**	**(14,287.74)**
14	Share of Loss / (profit) of Associates	(2.60)	11.28	22.04	32.69
15	Minority Share in (Loss)/profit	(140.82)	(1,172.62)	(42.00)	(1,036.82)
16	Pre-Acquisition Loss/(profits)	-	-	-	-
17	**Net (Loss) / Profit after taxes, minority Interest and share of profit/ (loss) of associates (13-14-15-16)**	**(2,396.76)**	**(14,793.20)**	**488.68**	**(13,283.61)**
18	Paid up Equity share capital (Face Value Rs.2/- each)	2448.82	2448.15	1,931.96	2448.15
19	Reserve excluding revaluation reserves (As per Balance Sheet of previous accounting year)	-	-	-	261,907.70
20	**(Loss)/ Earning Per Share (EPS) (not annualized)**				
	(a) Basic	(1.96)	(12.15)	0.51	(11.78)
	(b) Diluted	(1.96)	(12.15)	0.51	(11.78)

PART II

SELECT INFORMATION FOR THE FINANCIAL RESULTS AS AT JUNE 30, 2013

A	PARTICULAR OF SHAREHOLDING				
1	**Public Shareholding:**				
	. - Numbers of Shares (Nos.)	67,602,823	76,749,248	49,044,179	76,749,248
	. - Percentage of shareholding	55.21%	62.70%	50.77%	62.70%
2	**Promoters and Promoter Group Shareholding**				
	a) Pledged / Encumbered				
	- Number of shares	25,202,415	25,202,415	-	25,202,415
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	45.96%	55.20%	-	55.20%
	Percentage of shares (as a % of the total share capital of the company)	20.58%	20.59%	-	20.59%
	b) Non – encumbered				
	- Number of shares	29,635,830	20,455,830	47,553,645	20,455,830
	-Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	54.04%	44.80%	100%	44.80%
	Percentage of shares (as a % of the total share capital of the company)	24.21%	16.71%	49.23%	16.71%

HARIBHAKTI & CO. CHARTERED ACCOUNTANTS NEW DELHI

EDUCOMP SOLUTIONS LIMITED NEW DELHI

Consolidated Segment wise Revenue, Results and Capital Employed

(Rupees in lacs)

Particulars	Quarter ended (Unaudited)			Year Ended (Audited)
	June 30, 2013	March 31, 2013	June 30, 2012	March 31, 2013
Segment Revenue				
Higher Learning Solutions	324.14	1,985.44	1,414.17	7,824.36
School Learning Solutions	8,895.24	18,415.42	17,960.17	63,835.04
K-12 Schools	3,816.18	4,676.23	5,104.53	18,863.64
Online Supplemental & Global	9,996.17	8,563.96	8,050.50	30,569.88
Total Net Sales/ Income from Operations	**23,031.73**	**33,641.05**	**32,529.37**	**121,092.92**
Segment Results (Profit before Interest & tax from each segments)				
Higher Learning Solutions	(340.29)	(524.47)	(906.26)	(3,045.70)
School Learning Solutions	128.13	186.64	6,193.57	10,930.29
K-12 Schools	2,435.47	3,184.00	2,007.83	9,031.94
Online Supplemental & Global	(401.26)	(1,593.24)	(172.37)	(3,046.70)
	1,822.05	**1,252.93**	**7,122.77**	**13,869.83**
Less: Interest (Net)	7,165.43	9,041.01	4,729.19	24,900.46
: Other un-allocable expenses	2,340.05	9,517.53	3,068.46	15,848.95
: Un-allocable Income	4,794.80	410.79	1,298.87	11,550.07
Total Profit before Tax	**(2,888.63)**	**(16,894.82)**	**623.99**	**(15,329.51)**
Capital Employed				
(Segment Assets- Segment Liabilities)				
Higher Learning Solutions	41,183.69	38,623.64	41,052.22	38,623.64
School Learning Solutions	146,092.71	138,990.96	101,446.72	138,990.96
K-12 Schools	209,954.14	210,858.77	208,246.96	210,858.77
Online Supplemental & Global	2,403.46	8,063.45	20,444.37	8,063.45
Unallocated	(111,703.45)	(104,652.03)	(91,465.47)	(104,652.03)
Total	**287,930.55**	**291,884.79**	**279,724.80**	**291,884.79**

HARIBHAKTI & CO. CHARTERED ACCOUNTANTS NEW DELHI

EDUCOMP SOLUTIONS LIMITED NEW DELHI

Notes:

1. The unaudited standalone and consolidated financial results of the Company for the quarter ended on June 30, 2013 have been reviewed by the Audit Committee and adopted and approved by the Board of Directors at their meeting held on August 13, 2013.

2. During the quarter ended on June 30, 2013 the Company has allotted 33,575 equity shares of face value of Rs. 2/- each at a premium of Rs. 23/- per share pursuant to exercise of Stock options by eligible employees of the Company/ its subsidiaries under ESOP Scheme 2006.

   Paid up share capital of the Company as on date is Rs. 244,882,136 consisting of 122,441,068 Equity Shares of the face value of Rs. 2/- each.

3. During the quarter ended June 30, 2013, the Company has exited vocational business by selling its entire 50% stake in Educomp Higher Initiative Pte Limited for a consideration of USD 12 million i.e. INR 652.2 million as part of its strategy to exit non-profit/non-core businesses.

4. The Company and its subsidiary Educomp Infrastructure & School Management Limited, initiated the process of Corporate Debt Restructuring under Corporate Debt Restructuring (CDR) Mechanism envisaged under the Reserve Bank of India (RBI) guidelines and have made reference to the CDR Cell in July 2013 and June 2013 respectively. The proposals are under consideration by the Corporate Debt Restructuring – Empowered Group (CDR-EG).

5. Members who have not yet encashed their dividend warrant(s) pertaining to the Final Dividend for the financial year 2005-06 are requested to make their claims without any delay to the Company or Registrar and Share Transfer Agent of the Company. It may be noted that the unclaimed Final Dividend for the financial year 2005-06 declared on August 24, 2006 can be claimed by the shareholders by August 23, 2013.

6. The segment result has been prepared in accordance with the Accounting Standard-17 "Segment Reporting" as notified in the Companies (Accounting Standards) Rules 2006.

7. The basic and diluted earnings per share has been calculated in accordance with the Accounting Standard -20 "Earnings Per Share" as notified in the Companies (Accounting Standards) Rules, 2006.

8. Consolidation of accounts has been done in accordance with the Accounting Standard -21 "Consolidated Financial Statements", Accounting Standard -23 "Accounting for Investments in Associates in Consolidated Financial Statements" and Accounting Standard -27 "Financial Reporting of Interests in Joint Ventures" as notified in the Companies (Accounting Standards) Rules, 2006.

9. The unaudited standalone and consolidated financial results of the Company for the Quarter ended on June 30, 2013 are also available on website of the Company (www.educomp.com), National Stock Exchange of India Limited (www.nseindia.com) and Bombay Stock Exchange Limited (www.bseindia.com).





10. The figures of corresponding period have been regrouped/ re-classified, wherever necessary to make them comparable.

By order of the Board of Directors
For Educomp Solutions Limited

EDUCOMP SOLUTIONS LIMITED NEW DELHI

Shantanu Prakash

Shantanu Prakash
Chairman & Managing Director

Place: Gurgaon
Date: August 13, 2013

HARIBHAKTI & CO. CHARTERED ACCOUNTANTS NEW DELHI