20-05-2015

Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1 G - Block, BandraKurla Complex, Mumbai-51	Corporate Service Department Bombay Stock Exchange Limited P.J Towers, Dalal Street Mumbai – 1

Dear Sir,

SUB:-Code of Practices and Fair Disclosure of Unpublished Price Sensitive Information Under SEBI (Prohibition of Insider Trading) Regulation, 2015 ("Regulations") and Confirmation for the formation of Code of Conduct in terms of Regulations

In accordance with sub-regulation (2) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulation, 2015, please find enclosed herewith the Code of Practices and Fair Disclosure of Unpublished Price Sensitive Information as approved by the Board of Directors of the company and the same is effective with effect from 15th May 2015 at **Annexure I**.

Further, in terms of the SEBI Circular CIR/ISD/01/2015 dated 11th May 2015, we hereby confirm that the Company has duly formulated and adopted the Code of conduct to regulate, monitor and report trading by the Insiders in terms of Regulation 9 of SEBI (Prohibition of Insider Trading) Regulation, 2015 and the same is effective from 15th May 2015.

This is for your information and record.

For Educomp Solutions Limited

EDUCOMP SOLUTIONS LIMITED NEW DELHI

YogeshSaluja
Company Secretary
Address:- 3/206, Subhash Nagar, New Delhi-110027
Membership No:-A21916

"Annexure-I"

Educomp™
What Learning Can Be

EDUCOMP SOLUTIONS: CODE OF PRACTICES & PROCEDURES

FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

EDUCOMP SOLUTIONS LIMITED DELHI

A. ***Preface:***

In an endeavor to prevent the misuse of unpublished price sensitive information in the day-to-day business affairs and to promote the culture of fair disclosure of information in due compliance with the Principles of Fair Disclosures as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as "Regulations"), the Board of Directors of the Company, M/s Educomp Solutions Limited have formulated a Code of Conduct to be known as ***"Educomp Solutions Code of Conduct for fair disclosure of unpublished price sensitive information"****(hereinafter referred as "Code for fair disclosure of UPSI"or "Code").*

B. ***Objects of the Code:***

The Code aims at:

- Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public;
- Acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

C. ***Chief Investor Relations Officer (CIRO):***

The Company Secretary or any other senior officer duly authorized by the Board of Directors of the Company, shall act as the Chief Investor Relations Officer, who would be responsible for satisfactory discharge of the duties and responsibilities laid down under this Code.

In the absence of CIRO for any reason whatsoever, the Key Managerial Personnel (KMPs) would be severally and/or jointly responsible for discharging responsibilities under this Code.

D. ***Procedural Aspects involved in complying with the principles of fair disclosure of information:***

S.No.	Principle	Procedure
1.	Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make	In this regard, to ensure fair and timely disclosure of information that would have direct impact on the market price of the securities, the Company generally

	such information generally available.	follows the below-mentioned procedure: (a) Intimates the Stock Exchange(s) well in advance about the Board Meeting in which any such proposal is to be considered; (b) Intimates the outcome of the said Board Meeting within, stipulated time periods; (c) Updates the Stock Exchange(s) about the current happenings in respect of the events that have direct bearing on the market sentiments for onward dissemination to the public at large.
2.	Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure	To ensure that the unpublished price sensitive information is evenly and properly disseminated, the Company generally, in compliance with the provisions of applicable statues, follows the following procedure & practices: (i) Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period; (ii) Publicize the said information in the Newspapers, where deems fit;

		(iii) Uploading the said information on the Official Website under Investors' Section, if required or in terms of the mandates casted by varied Statutes.
3.	Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.	To ensure authentication of the information to be disclosed to the stakeholders, the said information is generally cross verified by the Chief Investor Relations Officer. However, if any information gets disclosed selectively, inadvertently or otherwise, the Company (i) intimates the facts and rectified information to the Stock Exchange(s), where the securities of the Company are listed, for onward dissemination to the shareholders; (ii) publicize the facts and rectified information, if required, in the Newspapers.
4.	Appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities	The Chief Investor Relations Officer/ KMPs shall be responsible for giving appropriate response to queries on news reports and requests for verification of market rumors by Regulatory Authorities.
5.	Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information	The Chief Investor Relations Officer/ respective Departmental Heads/ KMPs shall take all necessary measures to

		ensure that no unpublished price sensitive information is being disclosed to any analysts, research personnel and such related associations (hereinafter referred as agency), except on a need to know basis and in line with any other applicable codes, policies and procedures, including specifically, this Code and the Code on Prevention of Insider Trading. . In this regard, since this Code is duly available on the Company's as well as Stock Exchanges website, therefore, whenever any such Agency along with their KMPs will approach the Company for seeking financial or any price sensitive information, it would be deemed that they have duly read and understood this Code. And accordingly, such Agency would not use the information for their personal gain.
6.	Developing best practices to make transcripts or record of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.	The Company may, from time to time, authorize any concerned persons, depending upon the domain of conferences and meetings, to make transcripts or record of proceedings of meetings with analysts. Further, the said proceedings shall be disclosed on the Official Website of the Company, where deems appropriate /

		necessary.
7.	Handling of all unpublished price sensitive information on a need-to-know basis.	Due procedures as prescribed in *"EDUCOMP SOLUTIONS CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING"* would be followed to ensure that the Unpublished Price Sensitive Information be communicated only on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those who need such information to discharge their duties.

E. Declaration:

The Company hereby declares that all requisite measures shall be taken to ensure adherence with the principles of fair disclosure of Unpublished Price Sensitive Information.

