

**ACCEL FRONTLINE**  
GLOBAL IT SERVICES

**AFL/SN/SE/11/2016-2017**  
**12th July 2016**

The National Stock Exchange of India Ltd  
Exchange Plaza  
BandraKurla Complex  
Bandra East  
Mumbai 400 051

The Bombay Stock Exchange Ltd  
P.J. Towers  
Dalal Street  
Mumbai 400 001

Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 30-06-2016.

Pursuant to Regulation 27 (2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith the Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 30-06-2016.

Please arrange to take the same on record.

Yours faithfully,

**For Accel Frontline Limited**



**Sweena Nair**  
**Company Secretary**

Encl: a.a

1. Name of Listed Entity: Accel Frontline Limited  
2. Quarter ending: 30/06/2016

| I. Composition of Board of Directors   |                      |  |  |  |  |  |   |  |
|--|----------------------|--|--|--|--|--|---|--|
| Title (Mr. / Ms)   | Name of the Director | PAN <sup>3</sup> & DIN                               | Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee) <sup>4</sup> | Date of Appointment in the current term /cessation | Tenure <sup>5</sup>  | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
|  |                      |  |  |  |  | (Refer Regulation 25(1) of Listing Regulations)                    | (Refer Regulation 25(1) of Listing Regulations)                                       | (Refer Regulation 25(1) of Listing Regulations)  |
| Mr.  | Malcolm Mehta        | F AFWPM8643Q 03277490                                | Executive Director   | 01/07/2014   | N.A.   | 01   | 0   | 0  |
| Mr.  | Bin Cheng            | N.A. 06913491  | Non-Executive Director   | 13/08/2014   | N.A.   | 01   | 02  | 0  |
| Mr.  | R. Ramaraj           | AAFPR5454C 00090279                                  | Independent Director   | 31/10/2015   | 3.6years   | 03   | 05  | 02   |
| Ms.  | RuchiNaithani        | AACPN7934J 00531608                                  | Independent Director   | 11/09/2014   | 1.9years   | 01   | 01  | 0  |
| Mr.  | Raj Khalid           | AAGPK6838C 00169691                                  | Independent Director   | 05/12/2014   | 1.6years   | 01   | 01  | 01   |
| <p><sup>3</sup>PAN number of any director would not be displayed on the website of Stock Exchange<br/> <sup>4</sup>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen<br/> <sup>5</sup> to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p> |                      |  |  |  |  |  |   |  |
| II. Composition of Committees  |                      |  |  |  |  |  |   |  |
| Name of Committee  |                      | Name of Committee members                            |  |  | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>4</sup>  |  |   |  |
| 1. Audit Committee   |                      | Mr. R.Ramaraj<br>Mr. Bin Cheng<br>Ms. RuchiNaithani  |  |  | Independent Director and Chairman of Audit Committee<br>Non-Executive Director<br>Independent Director                     |  |   |  |
| 2. Nomination & Remuneration Committee   |                      | Ms. RuchiNaithani<br>Mr. Bin Cheng<br>Mr. Raj Khalid |  |  | Independent Director and Chairman of Nomination & Remuneration Committee<br>Non-Executive Director<br>Independent Director |  |   |  |
| 3. Risk Management Committee(if applicable)  |                      | N.A.   |  |  | N.A.   |  |   |  |
| 4. Stakeholders Relationship Committee <sup>4</sup>  |                      | Mr. Raj Khalid<br>Mr. Bin Cheng<br>Mr. R. Ramaraj    |  |  | Independent Director and Chairman of Stakeholders Relationship Committee<br>Non-Executive Director<br>Independent Director |  |   |  |
| <p><sup>4</sup>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen</p>  |                      |  |  |  |  |  |   |  |
| 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)                                  |  |
|--|---|--|--|
| 27/01/2016   | 27/04/2016  | Gap of 39 days (both days inclusive) between the meetings held on 20/03/2016 and 27/04/2016. |  |
| 08/02/2016   | ----  |  |  |
| 14/03/2016   | ----  |  |  |
| 20/03/2016   | ----  |  |  |
| <b>IV. Meeting of Committees</b>   |   |  |  |
| 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*                          |
| <b>Audit Committee</b>   |   |  |  |
| ----   | N.A.  | 27/01/2016   | Gap of 48 days (both days inclusive) between the meetings held on 27/01/2016 and 14/03/2016. |
| ----   | N.A.  | 14/03/2016   |  |
| ----   | N.A.  | 20/03/2016   |  |
| <b>Nomination &amp; remuneration committee</b>   |   |  |  |
| 27/04/2016   | Yes (Out of 3 members 2 members were personally present, and one attended through video/audio call) | 27/01/2016   | Gap of 92 days (both days inclusive) between the meetings held on 27/01/2016 and 27/04/2016. |
| <b>Stakeholders relationship committee</b>   |   |  |  |
| ----   | N.A.  | 27/01/2016   | -----  |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional  |   |  |  |
| <b>V. Related Party Transactions</b>   |   |  |  |
| Subject  | Compliance status (Yes/No/NA) refer note below  |  |  |
| 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   | N.A.  |  |  |
| <b>Note</b>  |   |  |  |
| 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.   |   |  |  |
| <b>VI. Affirmations</b>  |   |  |  |
| 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: N.A.

For Accel Frontline Limited



Sweena Nair  
Company Secretary & Compliance Officer

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

