

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : FRONTIER INFORMATICS LIMITED  
 Quarter ending on : 31<sup>st</sup> December, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49(II)	Yes	AS PER THE NOTES ANNEXED HERETO
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors		Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIB)	Yes	
(D) Other provisions as to Board and Committees	49 (IIC)	Yes	
(E) Code of Conduct	49 (IID)	Yes	
(F) Whistle Blower policy		Yes	
<b>III. Audit Committee</b>	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	No	
<b>VI. Risk management</b>	49(VI)	Yes	
<b>VII. Related Party Transactions</b>	49(VII)	Yes	
<b>IV. Disclosures</b>	49 (VIII)	Yes	
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	Yes	
<b>V. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (X)	Yes	
<b>VII. Compliance</b>	49 (XI)	Yes	

V.K. Purneshwar



**Note 1: Clause 49 (IIA)**

**BOARD OF DIRECTORS**

1. Sri. Vunnava Purnachandra Rao : Chairman\*\*\*
2. Mr.V.K. Premchand : Managing Director\*
3. Mrs. Bommaraju Prasanna Lakshmi : Director\*\*
4. Mr. Shashikala Ambarkar : Director\*\*
5. Mr. Singh B Yalamanchili : Director\*\*\*
6. Mrs. Dharamkar Mamatha Nandan : Director\*\*
7. Mr. Potail Yadav Varun : Director\*\*
8. Mr. S.P. Vivekananda : Director\*\*
9. Mr. T. RajKumar : Director\*\*\*
10. Mr. R. Anantha Chary : Director\*\*\*
11. Mr. Sudheer Anand Verma : Director\*\*\*

\* Executive Director

\*\*Non-Independent Non-Executive Directors

\*\*\*Independent Non-Executive Directors

**Clause 49 (IIB)**

**INDEPENDENT DIRECTORS**

1. Sri. Vunnava Purnachandra Rao : Chairman
2. Mr. Singh B Yalamanchili : Director
3. Mr. T. RajKumar : Director
4. Mr. R. Anantha Chary : Director
5. Mr. Sudheer Anand Verma : Director

No remuneration is paid to the Independent Directors except sitting fee.

**Clause 49 (IIC)**

**NON-EXECUTIVE DIRECTORS COMPENSATION & DISCLOSURES**

No remuneration is paid to the Non-executive Directors except sitting fee.

**Note 2: 49 (IID)**

**OTHER PROVISIONS AS TO BOARD AND COMMITTEES**

- a. The Company is conducting the Board meetings regularly and it is also ensured that the gap between two Board Meetings conducted does not exceed a period of four months.
- b. No Director is a Member of more than 10 committees or chairman of more than 5 committees across all companies in which he is Director.

V.K. Premchand



**Clause 49 (IIE)**

**CODE OF CONDUCT**

Code of Conduct for all the Board members and senior management was adopted in the Board meeting. Affirmation of compliance to the Code on annual basis by the Board and senior management will be compiled in the Annual report.

**Clause 49 (IIF)**

**WHISTLE BLOWER POLICY**

1. The company has in place a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
2. This mechanism also provides for adequate safeguards against victimization of director(s) /employee(s) who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
3. The details of establishment of this mechanism shall be disclosed on the Company's website and in the Board's report forming part of the Annual report.

**Note 3: 49 (IIIA)**

**QUALIFIED & INDEPENDENT AUDIT COMMITTEE**

The following are the members of reconstituted Audit Committee

- |                                 |             |
|---------------------------------|-------------|
| 1. Mr. Vunnava Purnachandra Rao | : Chairman* |
| 2. Mr. V.K.Premchand            | : Member**  |
| 3. Mr. T.RajKumar               | : Member*   |
| 4. Mr. Anantha Chary            | : Member*   |

\*Independent Non-Executive Director

\*\*Executive Director

\*\*\* Non-Executive Non-Independent

**Clause 49 (IIIB)**

**MEETING OF AUDIT COMMITTEE**

The Audit Committee met as and when required and all the members were present at the meeting and it shall be ensured that four meetings are held with not more than four months gap between two meetings.



V.K. Premchand

**Clause 49 (IIIC) (IIID) (IIIE)**

**POWERS, ROLE AND REVIEW OF INFORMATION OF/BY AUDIT COMMITTEE**

The powers, role and review of Information of/by the Audit Committee are as per the Listing Agreement and the Companies Act, 2013

**Clause 49(IV)**

**NOMINATION AND REMUNERATION COMMITTEE**

The following are the members of reconstituted Nomination and Remuneration Committee

1. Mr. Vunnava Purnachandra Rao : Chairman\*
2. Mrs. Shashikala Ambarkar : Member\*\*\*
3. Mrs. Dharamakar Mamatha Nanadan : Member\*\*\*

\*Independent Non-Executive Director

\*\*Executive Director

\*\*\*Non-Executive Non-Independent

**Clause 49(V)**

**SUBSIDIARY COMPANIES**

**(The company does not have any Subsidiary Companies)**

- i. At least one independent director on the Board of Directors of the holding Company shall be a director on the Board of Directors of material non listed Indian subsidiary companies – NA
- ii. The Audit Committee of the listed holding company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary companies – Yes
- iii. The Minutes of the Board Meetings of the unlisted subsidiary companies shall be placed at the Board meeting of the listed holding company. The management should periodically bring to the attention of the Board of Directors of the listed holding company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary Companies – Yes

**Clause 49(VI)**

**RISK MANAGEMENT**

The following are the members of reconstituted Nomination and Remuneration Committee

1. V.K.Premchand : Managing Director\*
- 2 T.RajKumar : Member\*\*\*
3. Shashikala Ambakar : Member\*\*

\*Executive Director

\*\* Non Independent Non Executive

\*\*\* Independent Non-Executive



V.K. Premchand

**Clause 49(VII)**

**RELATED PARTY TRANSACTIONS**

The basis of related party transactions are reviewed by the Audit Committee and none of the transactions are in potential conflict with the interests of the Company.

**Clause 49(VIII A)**

**RELATED PARTY TRANSACTIONS**

The basis of related party transactions are reviewed by the Audit Committee and none of the transactions are in potential conflict with the interests of the Company.

**Clause 49(VIII B)**

**DISCLOSURE OF ACCOUNTING TREATMENT**

Uniform accounting treatments are adopted by the Company

**Clause 49(VIII C)**

**REMUNERATION TO DIRECTORS**

The details of remuneration paid to the Directors will be compiled in the Annual Report.

**Clause 49 (VIII D)**

**MANAGEMENT**

The Management Discussion and Analysis Report will be compiled in the Annual Report.

**Clause (49 VIII E)**

**SHAREHOLDERS**

1. Quarterly results are being sent to the stock exchanges on timely basis.
2. There are no pending investor grievances.
3. The share transfers work has been delegated to the Registrars which are attended once in a fort night.



*V.K. Praveen*

**Clause (49 VIII F)**

**PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES ETC**

There was no public, rights or preferential issue proceeds outstanding and hence the compliance of the sub-clause does not arise.

**Clause 49 (IX)**

**CEO/CFO CERTIFICATION**

The CEO/CFO certification will be ensured in the Annual Report.

**Clause 49 (X)**

**REPORT ON CORPORATE GOVERNANCE**

The Corporate Governance report will be compiled in the Annual Report.

**Clause 49 (XI)**

**COMPLIANCE**

Certificate from the Auditors for compliance with clause 49 will be compiled in the Annual Report.

For FRONTIER INFORMATICS LIMITED

*V.K. Premchand*  
V.K.Premchand  
Managing Director



Date: 10.12.2015  
Place: Hyderabad