

AFL/SN/SE/036/2015-2016  
11<sup>th</sup> January, 2016

The National Stock Exchange of India Ltd  
Exchange Plaza  
Bandra Kurla 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 31-12-2015.

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 31-12-2015.

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: **31/12/2015**

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson / Executive/ Non-Executive/ independent/ Nominee) <sup>6</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	N.R. Panicker	AFVPP5431Q00236198	Executive Chairman	07/05/2014	N.A.	02	02	0
Mr.	Malcolm F Mehta	AFWPM8643Q03277490	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	AAFPR5454C00090279	Independent Director	31/10/2015	3 years & 2 months	05	05	02
Ms.	Ruchi Naithani	AACP7934J00531608	Independent Director	11/09/2014	1 year & 3 months	01	01	0
Mr.	Raj Khalid	AAGPK6838C00169691	Independent Director	05/12/2014	1 year	01	01	01

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</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

\* 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.

#### II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>6</sup>
1. Audit Committee	Mr. R. Ramaraj Mr. Bin Cheng Ms. Ruchi Naithani	Independent Director and Chairman of Audit Committee Non-Executive Director Independent Director
2. Nomination & Remuneration Committee	Ms. Ruchi Naithani Mr. Bin Cheng Mr. Raj Khalid	Independent Director and Chairman of Nomination & Remuneration Committee Non-Executive Director Independent Director
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee <sup>7</sup>	Mr. Raj Khalid Mr. Bin Cheng Mr. R. Ramaraj	Independent Director and Chairman of Stakeholders Relationship Committee Non-Executive Director Independent Director

<sup>6</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



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)
04/08/2015	02/11/2015	Gap of 46 days (both days inclusive) between the meetings held on 04/08/2015 and 18/09/2015.
18/09/2015	01/12/2015	
-	28/12/2015	

#### IV. Meeting of Committees

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>			
02/11/2015	Yes (Out of 3 members 2 members were present)	04/08/2015	Gap of 91 days (both days inclusive) between the meetings held on 04/08/2015 and 02/11/2015.
27/11/2015	Yes (Out of 3 members 2 members were present)	-	
<b>Nomination &amp; remuneration committee</b>			
02/11/2015	Yes (Out of 3 members 2 members were present)	04/08/2015	Gap of 91 days (both days inclusive) between the meetings held on 04/08/2015 and 02/11/2015.
		18/09/2015	
<b>Stakeholders relationship committee</b>			
02/11/2015	Yes (Out of 3 members 2 members were present)	04/08/2015	Gap of 91 days (both days inclusive) between the meetings held on 04/08/2015 and 02/11/2015.

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

#### V. Related Party Transactions

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.

#### Note

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.

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- 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**

**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.