

AFL/SN/SE/16/2016-2017

11th October 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,

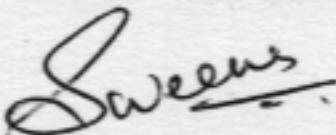
Sub: Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 30-09-2016.

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 30-09-2016.

Please arrange to take the same on record.

Yours faithfully,

For Accel Frontline Limited



Sweena Nair
Company Secretary

**Quarterly Compliance Report on Corporate Governance
Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. Name of Listed Entity: Accel Frontline Limited
2. Quarter ending: 30/09/2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson / Executive/ Non-Executive/ independent/ Nominee) ⁴	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.	Malcolm F Mehta	03277490	Executive Director	01/07/2014	N.A.	01	0	0
Mr.	Bin Cheng	06913491	Non-Executive Director	13/08/2014	N.A.	01	02	0
Mr.	R. Ramaraj	00090279	Independent Director	31/10/2015	3 years	03	05	02
Ms.	Ruchi Naithani	00531608	Independent Director	11/09/2014	5 years	01	01	0
Mr.	Raj Khalid	00169691	Independent Director	05/12/2014	5 years	01	01	01

⁴PAN number of any director would not be displayed on the website of Stock Exchange

⁴Category 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) ⁴
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	Mr. Raj Khalid Mr. Bin Cheng Mr. R. Ramaraj	Independent Director and Chairman of Stakeholders Relationship Committee Non-Executive Director Independent Director

⁴Category 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)
27/04/2016	01/08/2016	97 days

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*
Audit Committee			
19/07/2016	Yes, Adequate Quorum was present	-----	14 days
01/08/2016	Yes, Adequate Quorum was present	-----	-----
Nomination & remuneration committee			
01/08/2016	Yes, Adequate Quorum was present	27/04/2016	97 days
Stakeholders relationship committee			
01/08/2016	Yes, Adequate Quorum was present	-----	-----

* 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

- 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.
- 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.
- 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.
- 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.



Compliance Report on Corporate Governance

Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	No*
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No*
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	No*
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>* The Company has obtained an extension of time for holding its Annual General Meeting (AGM) upto 31st December, 2016 from Registrar of Companies (ROC), Chennai vide its order dated 30/09/2016. The Company has informed the stock exchanges vide letter under Ref. AFL/NEEL/SE/01/2016-2017 dated 30/09/2016 about the extension granted by the Registrar of Companies (ROC) Chennai for holding the AGM. The Company will comply with the regulations, once the Board decides the date for holding the AGM.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Accel Frontline Limited</p> <p><i>Sweena</i></p> <p>Sweena Nair Company Secretary & Compliance Officer</p> 