

ACCEL FRONTLINE
GLOBAL IT SERVICES

AFL/SS/SE/35/2017-2018
07th July, 2017

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

BSE 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 30/06/2017.

Pursuant to Regulation 27 (2) (a) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we are forwarding herewith the Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 30/06/2017.

Please arrange to take the same on record.

Yours faithfully,

For Accel Frontline Limited


S.Sundaramurthy
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: **30/06/2017**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN ³ & 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	Chairman & Executive Director	01/07/2014 (appointed as the Chairman & Chief Executive Officer w.e.f. 01/07/2017)	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	02	03	01 (Chairman of Audit Committee of the Company up to 26/05/2017)
Mrs.	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	02	01
Mr.	Rajesh R. Muni	00193527	Independent Director	06/05/2017	5 years	02	03	03 (became the member of the audit committee of the company w.e.f. 06/05/2017 & subsequently became the chairman of the audit committee of the company w.e.f. 26/05/2017)

³PAN 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) ⁵
1. Audit Committee	Mr. Rajesh R. Muni (became a member of the committee w.e.f 06/05/2017 & subsequently became the Chairman w.o.f 26/05/2017) Mr. R.Ramaraj (Chairman of Audit Committee of the Company up to 26/05/2017) Mr. Bin Cheng Mrs. Ruchi Naithani Mr. Raj Khalid	Independent Director and Chairman of Audit Committee Independent Director Non-Executive Director Independent Director Independent Director



2. Nomination & Remuneration Committee	Mrs. 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 ¹	Mr. Raj Khalid Mr. Bin Cheng Mr. R. Ramaraj	Independent Director and Chairman of Stakeholders Relationship Committee Non-Executive Director Independent Director

¹Category 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)
04/02/2017	06/05/2017	65 days
01/03/2017	26/05/2017	19 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			
06/05/2017	Yes, Adequate Quorum was present	04/02/2017	19 days
26/05/2017	Yes, Adequate Quorum was present	--	--
Nomination & remuneration committee			
02/05/2017	Yes, Adequate Quorum was present	--	--
Stakeholders relationship committee			
06/05/2017	Yes, Adequate Quorum was present	04/02/2017	--

* 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



S.Sundaramurthy
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.