

<b>QUATERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE</b>			
<b>NAME OF THE COMPANY: INFRONICS SYSTEMS LIMITED</b>			
<b>QUARTER ENDED : 31<sup>ST</sup> MARCH, 2015</b>			
<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	<b>49 (II)</b>		<b>Since the paid up capital is less than 10 Crores and Net worth of the Company is less than 25Crores, hence Corporate Governance is Not Applicable.</b>
(A) Composition of Board	49 (II A)	NA	
(B) Independent Directors	49 (II B)	NA	
(C) Non-executive Director's compensation & disclosures	49 (II C)	NA	
(D) Other provisions as to Board and Committees	49 (II D)	NA	
(E) Code of Conduct	49 (II E)	NA	
(F) Whistle Blower Policy	49 (II F)	NA	
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (III A)	NA	
(B) Meeting of Audit Committee	49 (III B)	NA	
(C) Powers of Audit Committee	49 (III C)	NA	
(D) Role of Audit Committee	49 (III D)	NA	
(E) Review of Information by Audit	49 (III E)	NA	
<b>IV. Nomination and Remmuration Committee</b>	<b>49 (IV)</b>	<b>NA</b>	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	<b>NA</b>	
<b>VI. Risk Management</b>	<b>49 (VI)</b>	<b>NA</b>	

**Infronics Systems Limited**

Regd. Off: Plot No: 16, Srila Realty Layout, Bachu Pally Road, Miyapur, Hyderabad - 500 049., A.P., India.

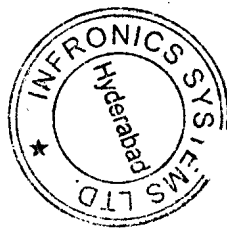
Phone: +91-40-31902399 Fax: +91-40-30995261.

VII. Related Party Transactions	49 (VII)	NA
VIII. Disclosures	49 (VIII)	
(A) Related Party transactions	49 (VIII A)	NA
(B) Disclosure of Accounting Treatment	49 (VIII B)	NA
(C) Remuneration of Directors	49 (VIII C)	NA
(D) Management	49 (VIII D)	NA
(E) Shareholders	49 (VIII E)	NA
(F) Proceeds from public issues, rights issues, preferential issues etc	49 (VIII I)	NA
IX. CEO/CFO Certification	49 (IX)	NA
X. Report on Corporate Governance	49 (X)	NA
XI. Compliance	49 (IX)	NA

For Infronics Systems Limited



M. Madhu Sudan Raju  
Director



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