



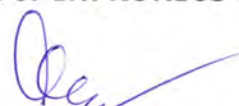
### REPORT ON CORPORATE GOVERNANCE

**Name of the Company : INFRONICS SYSTEMS LIMITED**  
**Quarter ending on : 31.12.2012**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I	YES	
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' Compensation & disclosures	49(IB)	YES	
(C) Other provisions as to Board and Committees	49(IC)	YES	
(D) Code of Conduct	49(ID)	YES	
<b>II. Audit Committee</b>	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	YES	
(B) Meeting of Audit Committee	49(IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49II(D)	YES	
(E) Review of Information by Audit Committee	49(IIE)	YES	
<b>III. Subsidiary Companies</b>	49(III)	YES	
<b>IV. Disclosures</b>	49(IV)		
(A) Basis of related party transactions	49(IV A)	YES	Will be Complied in the Annual Report
(B) Disclosure of accounting treatment	49 (IVB)	YES	-do-
(C) Board Disclosures	49 (IVC)	YES	-do-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 IVD)	YES	-do-
(E) Remuneration of Directors	49 (IV E)	YES	-do-
(F) Management	49 (IV F)	YES	-do-
(G) Shareholders	49 (IV G)	YES	-do-
<b>V. CEO/CFO Certification</b>	49 (V)	YES	-do-
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	-do-
<b>VII. Compliance</b>	49 (VII)	YES	-do-

**Place: - Hyderabad**  
**Date: - 15.01.2013**

**For INFRONICS SYSTEMS LIMITED**



**K S Rao**  
**Managing Director**



**Infronics Systems Limited**

Regd. Off: 2<sup>nd</sup> Floor, Ektha Towers, Plot No 2&3, White Fields, Kondapur, Hyderabad-500 084, A.P., India.

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