

**Report on Corporate Governance (Clause 49)**

Name of the Company: Infronics Systems Limited  
 Quarter ending on: 30.09.2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(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	49 II(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	"Complied in Annual Report 2012-13"
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	-Do-
(C) Board Disclosures	49 (IV C)	YES	-Do-
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	YES	"Complied in Annual Report 2012-13"
(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	
<b>VII. Compliance</b>	49 (VII)	YES	-Do-

Place: Hyderabad  
 Date: 12.10.2013

For Infronics Systems Limited

  
 K. Sambasiva 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.

Phone: 040 - 40038888 Fax: 040 - 40038901, Website: www.infronics.com

To,

Date: 12.10.2013

BSE Limited  
P. J. Towers, Dalal Street  
Mumbai-400 001

Dear Sir/Madam,

Sub: Compliance with listing agreement for the quarter ended 30.09.2013

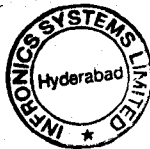
With reference to the subject cited, please find attached the Clause 49 (Corporate Governance Report) for the quarter ended 30.09.2013.

Thanking you.

Yours faithfully,  
For Infronics Systems Limited

  
K. S. Rao

Vice Chairman and Managing Director



Encl: as above

**Infronics Systems Limited**

Regd. Off: 2<sup>nd</sup> Floor, Elitza Towers, Plot No 28&3, White Fields, Kondapur, Hyderabad-500 084, A.P., India.

Phone: 040 - 40038888 Fax: 040 - 30038901, Website: www.infronics.com