

**AVL: SEC: BSE : 2015**  
**Date: 9<sup>th</sup> January, 2015**

To,  
The Department of Corporate Services,  
BSE Ltd  
Phiroz Jejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Scrip: 532406

Dear Sir/Madam,

**Sub: Quarterly Report on Compliance of Corporate Governance.**

**Ref: Clause 49 of the Listing Agreement**

Pursuant to Clause 49 of the Listing Agreement, please find enclosed herewith Corporate Governance Report for the quarter ended 31<sup>st</sup> December, 2014.

This is for your information and records.

Thanking you.

Yours faithfully,  
For **Avantel Limited**

  
**Sona Rajora**  
Company Secretary



**Encl: as above**

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## Avantel Limited

### Registered Office

Plot No : 47/P, APIIC Industrial Park  
Gambheeram (V), Anandapuram (M)  
Visakhapatnam - 531 163. A.P.  
Tel : +91-891-6698000  
Fax : +91-891-6698004

### Corporate Office

Plot No. 16, Sector-III, HUDA Techno Enclave  
Opp. K. Raheja IT Park, Madhapur  
Hyderabad - 500 081. India  
Tel : +91-40-6630 5000  
Fax : +91-40-6630 5004

CIN - L72200AP1990PLC011334

[www.avantel.in](http://www.avantel.in)  
[info@avantel.in](mailto:info@avantel.in)

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

**Name of the Company: Avantel Limited**  
**Quarter ending on: 31<sup>st</sup> December, 2014**

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	Refer Note No.1
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	No remuneration was paid to Non- Executive directors and sitting fee being paid is disclosed in Annual Report.
(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	Refer Note No.2
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	N.A	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V.CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 (VII)	Yes	

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**Note 1: Composition of Board of Directors:**

Our Board consists of following Directors:

**Composition of the Board:**

- |  |                             |
|--|-----------------------------|
| ➤ Dr. A. Vidya Sagar                   | - Managing Director         |
| ➤ Mrs. A. Sarada                       | - Whole-Time Director (F&A) |
| ➤ Shri N. Naveen                       | - Independent Director      |
| ➤ Shri Y. Kishore                      | - Independent Director      |
| ➤ Maj. Gen S. Balakrishnan, VSM (Retd) | - Professional Director     |
| ➤ Shri Raghu Prasad Pidkiti            | - Additional Director       |

During the quarter ended 31<sup>st</sup> December, 2014, Maj. Gen Dr. R.K. Bagga, AVSM (Retd), Chairman and Independent Director has resigned from the Company w.e.f 9<sup>th</sup> December, 2014 and the Board has appointed Shri Raghu Prasad Pidkiti as Additional Director of the Company by way of circular resolution w.e.f 25<sup>th</sup> October, 2014

**Note 2: Composition of Audit Committee**

As on date, our Audit Committee consists of following directors:

- |                              |                        |
|------------------------------|------------------------|
| ➤ Shri N. Naveen             | - Chairman             |
| ➤ Shri Y. Kishore            | - Independent Director |
| ➤ Shri Raghu Prasad Pidikiti | - Independent Director |

An Audit Committee Meeting was held on 12<sup>th</sup> November, 2014 to consider the Un-Audited Financial Results for the Quarter and Half year ended 30<sup>th</sup> September, 2014.

Yours truly,

**For Avantel Limited**



**Sona Rajora**  
Company Secretary



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