

# niranjan & narayan

Chartered Accountants

#103 - Surabhi Nest, 3-6-361/16

Street # 20, Himayatnagar

Hyderabad - 500 029

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To  
The Board of Directors,  
Frontier Informatics Limited  
HYDERABAD.

1. The accompanying undertaking approved by your Board in its meeting held on September 15, 2014 (the "Undertaking") stating the reasons for non-applicability of Paragraph 5.16(a) of Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities Exchange Board of India ("SEBI") ( hereinafter referred to as "Circular") has been prepared by the management of Frontier Informatics Limited (the Company) pursuant to the requirements of paragraph 5.16(a) of the Circular in connection with its proposed scheme of arrangement ("Scheme of Arrangement") between the Company and its Shareholders for the reduction of Capital of the Company (hereinafter referred to as the "Proposed Restructuring").

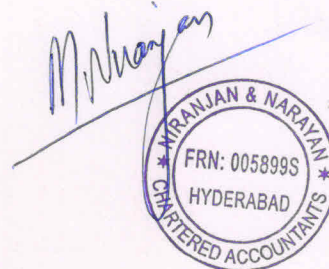
## **Management's Responsibility for the undertaking**

2. This responsibility includes the Design, Implementation and Maintenance of Internal control relevant to the preparation and presentation of the 'undertaking'.
3. The management is also responsible for ensuring that the Company complies with the requirements of the Circular and the Companies Act, 1956 / 2013 in relation to the Scheme of Arrangement and for providing all the information to the BSE Limited (referred to as "Stock Exchange")

## **Responsibility of certifying Authority:**

4. Pursuant to the Circular, it is our responsibility to examine the Scheme of Arrangement and certify whether the requirements in Paragraph 5.16 (a) as set out in the Undertaking are applicable to the scheme of Arrangement.
5. We conducted our examination in accordance with the "Guidance Note on Audit reports and Certificates for Special Purposes "issued by the Institute of Chartered Accountants of India".

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**Conclusion:**

6. Based on our examination as above and the information and explanations furnished to us, we certify that, to the best of our knowledge, the requirements in paragraph 5.16(a) of the Circular as set out in the Undertaking are not applicable to Scheme of Arrangement.

**Restrictions on Use**

7. Our work performed is solely to assist you in meeting your responsibilities in relation to your compliance with the circular, our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had).
8. This Certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed to enable the Company to make its application to the Stock Exchange and should not be used by any other person or for any other purpose. M/s Niranjana & Narayan, Chartered Accountants, neither accepts nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

For Niranjana & Narayan  
Chartered Accountants  
Firm No : 005899s

  
M. Niranjana  
Partner  
M.No : 029552



Place: Hyderabad  
Date: 12.11.2014



Address : H.No. 8-3-960, Flat No. 403,  
Siri Enclave, Srinagar Colony Main Road,  
Hyderabad - 500 073.  
Phone : 040-65178456

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON NOVEMBER 14, 2014 AT # 8-3-960, FLAT No 403, SIRI ENCLAVE, SRINAGAR COLONY MAIN ROAD, HYDERABAD – 500 073.**

**CONSIDER AUDITORS CERTIFICATE FOR NON-APPLICABILITY OF PARA 5.16(A).**

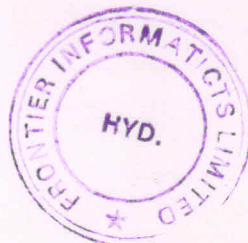
“RESOLVED THAT the Board be and hereby take on record the certificate issued by the Statutory Auditor dated November 12<sup>th</sup>, 2014 in connection with NON-APPLICABILITY OF cl. 5.16(a) SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 and in connection with the scheme of reduction of capital of the Company and inter alia matters pertaining to :

- a. No Additional shares have been allotted to Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(S) of Promoter/Promoter Group of the listed Company, or
- b. There were no arrangements involving the listed Company any other entity involving Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(S) of Promoter/Promoter Group ,or
- c. There were no parent listed company, who acquired the equity shares of the subsidiary, by passing consideration in cash or in kind in the past or to any of the shareholders of the subsidiary who may be Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, subsidiary (S) of Promoter/Promoter Group of the parent listed Company, and no instances of any subsidiary is being merged with the parent listed company under the above referred scheme.”

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//Certified True Copy//

For FRONTIER INFORMATICS LIMITED

*V.K. Premchand*  
V.K.Premchand  
Managing Director.



Hyderabad  
Date : 14.11.2014