

Compliance Report on Corporate Governance

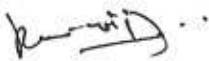
Name of the Company : SOFCOM SYSTEMS LIMITED

Quarter Ending On : 31st December 20012

PARTICULARS	CLAUSE OF LISTING AGREEME NT	COMPLIANCE STATUS YES/NO	REMARKS
I. Board of Directors	49 I	Yes	
(a) Composition of Board	49 (IA)	Yes	
(b) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(c) Other provision as to Board and Committees	49 (IC)	Yes	
(d) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)	Yes	
(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 (IID)	Yes	
(e) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 III	N.A.	There is no Subsidiary of this Company
IV. Disclosures	49 (IV)		
(a) Basis of related party transactions	49 (IV A)	Yes	
(b) Disclosure of Accounting Treatment	49 (IV B)	N.A.	There is no change in

			accounting policies in this Quarter
(c) Board Disclosures	49 (IV C)	Yes	
(c) Proceeds from initial Public issues rights issues, preferential issues etc.	49 (IV D)	N.A.	There has been no initial Public issues rights issues, preferential issues in this Quarter
(d) Remuneration of Directors	49 (IV E)	Yes	
(e) Management	49 (IV F)	Yes	
(f) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. IX. Report on Corporate Governance	49 (VI)	Yes	
VI. Compliance	49 (VII)	Yes	

For SOFCOM SYSTEMS LIMITED



(Compliance Officer)