

Compliance Report on Corporate Governance

Name of the Company : SOFCOM SYSTEMS LIMITED

Quarter Ending On : 31st December, 2014

| PARTICULARS | CLAUSE OF LISTING AGREEMENT | 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 |

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|---|-----------|------|--|
| 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


GAURAV KAUSHIK
(Compliance Officer)

