

CORPORATE GOVERNANCE REPORT

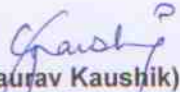
1. Name of Listed Entity- SOFCOM SYSTEMS LIMITED
2. Quarter ending-31/12/2015

Composition of Board of Directors								
Title	Name	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/independent/ Nominee) &	Date of Appointment in the current term /cessation	Term	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	ASHA MEHTA	AEOPM4917J & 00043841	Non-Executive: Non-Independent	19/03/2014		1	0	0
Mr.	KISHORE MEHTA	AEOPM4918H & 00043865	Managing Director: Executive	09/06/1995		1	0	0
Mr.	ARNAB BANERJEE	ADPPB7486H & 00858108	Non-Executive Independent Director	26/03/1999	16 years approx.	1	2	2
Mr.	NAWRATAN MALL MEHTA	ADUPM4103B & 00858126	Non-Executive: Non-Independent	15/09/2008		1	0	0
Mr.	KRISHNANAND PARMANAND PANT	AJSPP1357Q & 06844490	Non-Executive Independent Director	19/03/2014	2 years to be completed.	1	2	2
Mr.	SANJAY KUMAR VERMA	ABLPV4193P & 06844513	Non-Executive Independent Director	19/03/2014	2 years to be completed	1	2	2



II. Composition of Committees			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i>	
1. Audit Committee	Mr. Krishnanand Parmanand Pant, Mr. Sanjay Kumar Verma & Mr. Arnab Banerjee	All are non-executive independent directors.	
2. Nomination & Remuneration Committee	Mr. Krishnanand Parmanand Pant, Mr. Sanjay Kumar Verma & Mr. Arnab Banerjee	All are non-executive independent directors.	
3. Risk Management Committee(if applicable)	N.A.		
4. Stakeholders Relationship Committee ¹	Mr. Krishnanand Parmanand Pant, Mr. Sanjay Kumar Verma & Mr. Arnab Banerjee	All are non-executive independent directors.	
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
13-08-2015 & 08-09-2015	10-11-2015	62	
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
*Audit committee-09-11-2015 *No meetings of other committees was held.	Yes all the members were present.	12-08-2015 & 08-09-2015	61 ¹



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <small>(refer note below)</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
VI. Affirmations	
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. 	
<p> (Gaurav Kaushik) Name & Designation</p> <p>Company Secretary</p>	

