

# SOFCOM



SOFCOM Systems Ltd.

D-36, Subhash Marg,

Flat No. 802,

Sheel Mohar Apartment,

C- Scheme, Jaipur – 302001

Tele:91-141-2340221/2346283

Fax: 91-141-2348019

<http://www.sofcomsystems.com>

Email – [sofcomsystemsltd@gmail.com](mailto:sofcomsystemsltd@gmail.com)

CIN-L72200RJ1995PLC10192

Date: 14th JULY, 2017

To,  
BSE Ltd.  
Corporate Relationship Department,  
"P.J. TOWERS" Dalal Street,  
Mumbai- 400 001  
Email ID: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Ref: BSE Scrip Code: 538923 & SCRIP ID: SOFCOM

Sub: Quarterly Statement of Corporate Governance Report under regulations 27(2) as per SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015

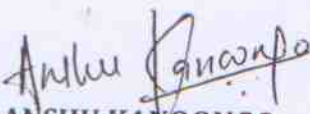
Dear Sir/Madam,

Please find enclosed herewith the Corporate Governance Report as per Regulation 27(2) as per Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 for the First Quarter ended on 30<sup>th</sup> June, 2017 for your necessary records and kind perusal.

Kindly acknowledge the receipt of the same.

Thanking You,

For SOFCOM SYSTEMS LIMITED  
CIN: L72200RJ1995PLC010192

  
ANSHU KANOONGO  
(Company Secretary)



Encl Corporate Governance Report for the Quarter ended on 30<sup>th</sup> June, 2017.

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## ANNEXURE I

### SOFCOM SYSTEMS LIMITED

For the quarter ended on 30<sup>th</sup> June 2017

#### I. Composition of Board of Directors

| Title (Mr./Ms) | Name of the Director       | PAN & DIN              | Category (Chairperson /Executive /Non-Executive/Independent/ Nominee) & | Date of Appointment in the current term /cessation | Tenure* | No of Directorship in listed entities including this listed entity<br><br>(Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity<br><br>(Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity<br><br>(Refer Regulation 26(1) of Listing Regulations) |
|----------------|----------------------------|------------------------|---|--|---------|---|--|---|
| Mr             | KISHORE MEHTA              | AEOPM4918H & 00043865  | Executive Director  | 19-03-2014   | -       | 1   | 0  | 0   |
| Mrs            | ASHA MEHTA                 | AEOPM4917J & 00043841  | Non-Executive - Non Independent Director                                | 24-09-2014   | -       | 1   | 0  | 0   |
| Mr             | ARNAB BANERJEE             | ADPPB7486H & 00858108  | Non-Executive - Independent Director                                    | 26-03-1999   | 219     | 1   | 2  | 0   |
| Mr             | NAWRATAN MALL MEHTA        | ADUPM4103B & 00858126  | Non-Executive - Non Independent Director                                | 15-09-2008   | -       | 1   | 2  | 0   |
| Mr             | KRISHNANAND PARMANAND PANT | AJSPP1357Q & 06844490  | Non-Executive - Independent Director                                    | 24-09-2014   | 33      | 1   | 2  | 2   |
| Mr             | SANJAY KUMAR VERMA         | ABLVPV4193P & 06844513 | Non-Executive - Independent Director                                    | 24-09-2014   | 33      | 1   | 0  | 0   |

#### Text Block

1. Mr. KISHORE MEHTA originally appointed as director on dated 09/06/1995 and redesignated as Managing Director on dated 19/03/2014
2. Mrs. ASHA MEHTA is a woman director & Non Executive Director Non Independent Director.
3. Mr. ARNAB BANERJEE is a Non Executive Independent Director & member of the Audit Committee and Nomination and Remuneration Committee & Shareholder / Investor Grievance Committee
4. Mr. NAWRATAN MALL MEHTA is Non Executive Director.
5. Mr. KRISHNANAND PARMANAND PANT is a Non Executive Independent Director & member of the Audit Committee and Nomination and Remuneration Committee & Shareholder / Investor Grievance Committee.
6. SANJAY KUMAR VERMA is a Non Executive Independent Director & member of the Audit Committee and Nomination and Remuneration Committee & Shareholder / Investor Grievance Committee.





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## II. Composition of Committees

| Name of Committee                            | Name of Committee members | Category (Chairperson/Executive/Non Executive/independent/Nominees) |
|--|---------------------------|---|
| 1. Audit Committee                           | Mr. Krishnanand Pant      | Chairperson and Non-Executive - Independent Director                |
| Audit Committee                              | Mr. Sanjay Kumar Verma    | Member and Non-Executive - Independent Director                     |
| Audit Committee                              | Mr. Arnab Banerjee        | Member and Non-Executive - Independent Director                     |
| 2. Nomination & Remuneration Committee       | Mr. Krishnanand Pant      | Chairperson and Non-Executive - Independent Director                |
| Nomination & Remuneration Committee          | Mr. Sanjay Kumar Verma    | Member and Non-Executive - Independent Director                     |
| Nomination & Remuneration Committee          | Mr. Arnab Banerjee        | Member and Non-Executive - Independent Director                     |
| 3. Risk Management Committee (if applicable) | NO                        | NO  |
| 4. Stakeholders Relationship Committee'      | Mr. Krishnanand Pant      | Chairperson and Non-Executive - Independent Director                |
| Stakeholders Relationship Committee'         | Mr. Sanjay Kumar Verma    | Member and Non-Executive - Independent Director                     |
| Stakeholders Relationship Committee'         | Mr. Arnab Banerjee        | Member and Non-Executive - Independent Director                     |

\*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 09/02/2017  | 29/05/2017  | 108   |

## IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|---|---|
| AUDIT COMMITTEE 27/05/2017                                  | YES   | 09/02/2017  | 106   |
| NOMINATION REMUNERATION COMMITTEE                           | -   | 15/03/2017  | -   |
| STAKE HOLDER RELATIONSHIP COMMITTEE 07/04/2017              | YES   | -   | -   |

### Text Block

- Audit Committee  
YES meeting was held during the quarter i.e. 27/05/2017 To consider and approve the audited Quarterly Financial Results for the Quarter and year ended on 31st March, 2017.
- Nomination and Remuneration Committee  
No Meeting was held during the quarter.
- Stakeholder Grievance Committee  
YES Meeting was held during the quarter i.e. 07.04.2017



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\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

## V. Related Party Transactions

| Subject  | Compliance status (Yes/No/NA) <sup>refer note below</sup> |
|--|---|
| 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 | YES   |

### Text Block

SOFCOM SYSTEMS LIMITED

DETAILS OF RELATED PARTY TRANSACTION DURING THE QUARTER APRIL 2017 TO JUNE 17

Abok Springs Pvt Ltd.

Details of Related Party Transactions during the Quarter 1-04-2017 to 30-06-2017:

31-05-2017 By Stank Bank of India Receipt of Rs. 2,56,000.00

22-06-2017 By Stank Bank of India Receipt of Rs. 13,50,000.00

Kishore Mehta

Details of Related Party Transactions during the Quarter 1-04-2017 to 30-06-2017:

29-05-2017 By Income Tax Deducted at Source Journal Rs. 7,964.00

## VI. Affirmations

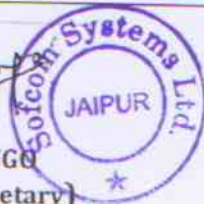
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Compliance status (Yes)**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee- **Compliance status (Yes)**
  - b. Nomination & remuneration committee- **Compliance status (Yes)**
  - c. Stakeholders relationship committee- **Compliance status (Yes)**
  - d. Risk management committee (applicable to the top 100 listed entities) **Compliance status (NA)**
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. **Compliance status (Yes)**
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. **Compliance status (Yes)**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Compliance status (Yes)**

Name :-

:- ANSHU KANOONGU

Designation

:- (Company Secretary)



DATE: 13.07.2017

PLACE: Jaipur