

Quarterly Compliance Report on Corporate Governance

Name of the Company: Midpoint Software & Electro Systems Limited

Quarter ending on: 30th June '2010

<u>Particulars</u>	Clause of Listing agreement	Compliance Status Yes/No	Remarks
1	2	3	4
I. Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	NIL
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	NIL
(C) Other provisions as to Board and Committees	49 (IC)	Yes	NIL
(D) Code of Conduct	(49 (ID)	Yes	NIL
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	NIL
(B) Meeting of Audit Committee	49 (IIB)	Yes	NIL
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	Yes	NIL
(D) Role of Audit Committee	49 II(D)	Yes	NIL
(E) Review of Information by Audit Committee	49 (IIE)	Yes	NIL
III. Subsidiary Companies	49 (III)	N.A.	NIL
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	NIL
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	NIL
(C) Board Disclosures	49 (IV C)	Yes	NIL
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	NIL
(E) Remuneration of Directors	49 (IV E)	Yes	Will be complied in the next Annual Report.
(F) Management	49 (IV F)	Yes	Will be complied in the next Annual Report.
(G) Shareholders	49 (IV G)	Yes	Will be complied in the next Annual Report.

V.CEO/CFO Certification	49 (V)	Yes	Will be complied in the next Annual Report.
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in the next Annual Report.
VII. Compliance	49 (VII)	Yes	Will be complied with the AGM.

For Midpoint Software & Electro Systems Limited

x *A.A. Shah*
(Director)

Place: Mumbai

Date: 13.07.2010