



CyberTech

Systems and Software Ltd.

REGD. OFFICE : 'CyberTech House', Plot No. B-63/64/65, Road # 21/34, J.B.Sawant Marg, MIDC, Wagle Estate, Thane - 400 604
• Tel : 91-22-2583 4643 / 44 / 45 • Fax : 91-22-2583 2574
• CIN L72100MH1995PLC084788 • E-mail : cssi.investors@cybertech.com • Website : <http://India.cybertech.com>

April 13, 2015

General Manager,
Listing Department,
Bombay Stock Exchange Limited,
P.J. Tower, Dalal Street,
Mumbai 400 001
Fax Nos: 022- 22722037/39/41/61
022-22723121/37/91/27811557/3354
/3577

Vice President,
Listing Department,
National Stock Exchange of India Limited
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Fax Nos. 022-26598237138,
022-26598347148

Scrip Code No: 532173

Scrip Code No: CYBERTECH

Dear Sir,

Sub : Quarterly Compliance Report on Corporate Governance for the quarter ending March 31, 2015

We attach herewith Quarterly Compliance Report on Corporate Governance of our Company for the quarter ending March 31, 2015 as per Annexure XI to Clause 49 of the Listing Agreement.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For CyberTech Systems and Software Limited

Sateesh Wadagbalkar
GM & Company Secretary

Encl : ala

Annexure XI

Quarterly Compliance Report on Corporate Governance

Name of the Company: M/s. CyberTech Systems and Software Limited
Quarter ending on: March 31, 2015

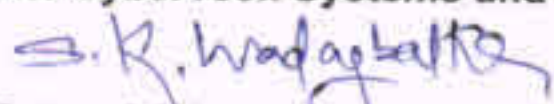
| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|------------------------------------|---------------------------------|--|
| I Board of Directors | 49 II | | |
| (A) Composition of Board | 49(IIA) | Yes | |
| (B) Independent Directors | 49(II B) | Yes | |
| (C) Non-executive Directors' compensation & disclosures | 49 (II C) | Yes | |
| (D) Other provisions as to Board and Committees | 49 (II D) | Yes | |
| (E) Code of Conduct | 49 (II E) | Yes | |
| (F) Whistle Blower Policy | 49 (II F) | Yes | |
| II. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (III A) | Yes | |
| (B) Meeting of Audit Committee | 49 (III B) | Yes | |
| (C) Powers of Audit Committee | 49 (III C) | Yes | |
| (D) Role of Audit Committee | 49 (III D) | Yes | |
| (E) Review of Information by Audit Committee | 49 (III E) | Yes | |
| III Nomination and Remuneration Committee | 49 (IV) | Yes | |
| III. Subsidiary Companies | 49 (V) | Yes | |
| IV Risk Management | 49 (VI) | Yes | |
| V. Related Party Transactions | 49 (VII) | Yes | |
| IV. Disclosures | 49 (VIII) | | |
| (A) Basis of related party transactions | 49 (VIII A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | Yes | This item will be considered at the time of preparation of Annual Report |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | This item will be considered at the time of preparing Annual Report |
| (D) Management | 49 (VIII D) | Yes | |

| | | | |
|--|-------------|-----|--|
| (C) Shareholders | 49 (VIII E) | Yes | This item will be considered at the time of preparation of Annual Report |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (VIII F) | Yes | |
| V. CEO/CFO Certification | 49 (IX) | Yes | This item will be considered at the time of preparing Annual Report |
| VI. Report on Corporate Governance | 49 (X) | Yes | This item will be complied in the next Annual Report |
| VII. Compliance | 49 (XI) | Yes | This item will be considered at the time of preparing Annual Report |

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (II).
- 3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated .

For CyberTech Systems and Software Limited



**Sateesh Wadagbalkar
GM & Company Secretary**

Place: Thane

Date :13.4.2015