



CyberTech

Systems and Software Ltd.

CIN L72100MH1995PLC084788

Email cssl.investors@cybertech.com

Website : <http://india.cybertech.com>

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

October 9, 2014

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 September 30, 2014

We attach herewith Quarterly Compliance Report on Corporate Governance of our Company for the quarter ending September 30, 2014 as per Annexure I B 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 : a/a

Annexure I B

Quarterly Compliance Report on Corporate Governance

Name of the Company: M/s. CyberTech Systems and Software Limited
Quarter ending on: September 30, 2014

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|--|
| I Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | Yes | |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB) | Yes | |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | |
| D) Code of Conduct | 49 (ID) | Yes | |
| II. Audit Committee | 49 (II) | | |
| (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 II(D) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | |
| III. Subsidiary Companies | 49 (III) | Yes | |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | will be considered at the time of preparation of Annual Report |
| (C) Board Disclosures | 49 (IV C) | Yes | will be considered at the time of preparation of Annual Report |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D) | Yes | |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Will be considered at the time of preparing Annual Report |
| (F) Management | 49 (IV F) | Yes | Will be considered at the time of preparing Annual Report |



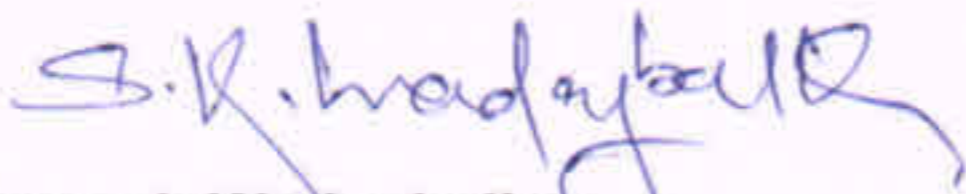
| | | | |
|------------------------------------|-----------|-----|---|
| (G) Shareholders | 49 (IV G) | Yes | Will be complied at the AGM |
| V.CEO/CFO Certification | | Yes | |
| VI. Report on Corporate Governance | 49 (V) | Yes | This item will be considered at the time of preparing Annual Report |
| VII. Compliance | 49 (VII) | Yes | This item will be considered at the time pf 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 (IV A).

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 :08.10.2014