



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 : cssl.investors@cybertech.com • Website : <http://India.cybertech.com>

January 15, 2015

**The Secretary,
National Stock Exchange of India Limited,
Exchange Plaza,
B.K.C.,
Mumbai-400 051**

Dear Sir,

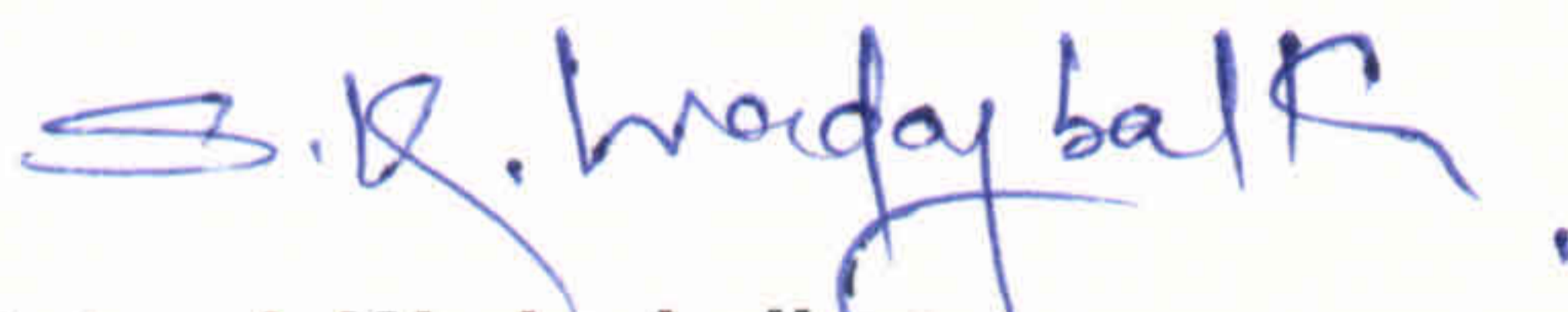
Sub : Quarterly Compliance Report on Corporate Governance for the quarter ending December 31, 2014

We attach herewith Quarterly Compliance Report on Corporate Governance of our Company for the quarter ending December 31, 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

✓ CC: The Bombay Stock Exchange Limited

Encl : a\A

Annexure - XI to the Listing Agreement
Format of Quarterly Compliance Report on Corporate Governance
 Name of the Company: **CYBERTECH SYSTEMS AND SOFTWARE LIMITED**
 Quarter ending on: **DECEMBER 31, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	Points 5 6 and 7 will be completed in next quarter
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	
(D) Other provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
IV. Nomination and Remuneration Committee	49 (IV)	YES	
V. Subsidiary Companies	49 (V)	N.A.	COMPANY IS HAVING ONLY ONE WHOLLY OWNED FOREIGN SUBSIDIARY
VI. Risk Management	49 (VI)	YES	
VII. Related Party Transactions	49 (VII)	YES	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	N.A.	WILL BE DISCLOSED IN NEXT ANNUAL REPORT
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	WILL BE DISCLOSED IN NEXT ANNUAL REPORT
(C) Remuneration of Directors	49 (VIII C)	N.A.	WILL BE DISCLOSED IN NEXT ANNUAL REPORT
(D) Management	49 (VIII D)	N.A.	WILL BE DISCLOSED IN NEXT ANNUAL REPORT
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N/A	
IX. CEO/CFO Certification	49 (IX)	NO	WILL BE COMPLETED AT THE TIME OF CONSIDERING DRAFT ACCOUNTS
X. Report on Corporate Governance	49 (X)	NO	WILL BE COMPLETED AT THE TIME OF CONSIDERING DRAFT ACCOUNTS
XI. Compliance	49 (XI)	NO	WILL BE COMPLETED AT THE TIME OF CONSIDERING DRAFT ACCOUNTS

Note:

- 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.
- 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(VII).
- 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.

