

**CYBERMATE  
INFOTEK LIMITED**

We win, when you win!  
An ISO 9001 : 2008 Company  
CIN : L72200TG1994PLC017485

Department of Corporate Services  
BSE Limited  
P.J.Towers  
Dalal Street, Fort  
MUMBAI. 400001

17<sup>th</sup> July 2015

Dear Sir

Sub : Submission of Corporate Governance Report -Clause 49

Ref : Scrip Code 532271.

With reference to the above we are herewith submitting the Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2015 in accordance with clause 49 of the Listing Agreement.

Kindly take the same on record and oblige.

Thanking You

Yours faithfully

For CYBERMATE INFOTEK LIMITED

*P. Chandra Sekhar.*

P.CHANDRA SEKHAR  
DIRECTOR.



Encl :a/a

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : CYBERMATE INFOTEK LIMITED

Quarter ending on : 30<sup>th</sup> June 2015

	Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
II	Board of Directors			
(A)	Composition of Board	49(IIA)	Yes	The Board has an optimum combination of Executive & Non-Executive Directors. Total Strength of the Board is 8, No of Independent Directors-5 , out of which one is a woman director(clause 49 IIB) .No of Non-Independent Directors-3
(B)	Independent Directors	49(IIB)	Yes	
	Independent Directors	49(IIB)(1)		The Independent Directors, presently on the Board of the Company, fulfill the criteria laid down in the clause
	Limit of Number of Directorships	49(IIB)(2)		The Independent Directors are also in compliance with limits relating to no of directorships in listed companies
	Maximum Tenure of Independent Directors	49(IIB)(3)		Resolutions appointing the Independent Directors for a term of five years are being proposed in the ensuing Annual General Meeting to be in line with the applicable clauses
	Formal Letter of Appointment to Independent Directors	49(IIB)(4)		Formal Letter of appointment to Independent Directors will be issued after the resolutions are adopted at the Annual General Meeting
	Performance Evaluation of Independent Directors	49(IIB)(5)		The Company has laid down the criteria for performance evaluation of independent directors which has been disclosed in the annual report.
	Separate Meeting of Independent Directors	49(IIB)(6)		Separate meeting of the Independent Directors shall be arranged from the current year 2015-16
	Familiarization Programme for Independent Directors	49(IIB)(7)		The Company has taken appropriate measures to familiarize its Independent Directors on its business, financials and compliances.
(C)	Non Executive Directors' compensation & disclosure	49(IIC)	Yes	Apart from receiving sitting fee, Independent Directors do not have any material pecuniary relationships or transactions with the company, subsidiaries or associated companies. No commission has been paid during the quarter ended 30.06.2015.No Stock Options has been granted to any of the directors during the quarter ended 30.06.2015



(D)	Other Provisions as to Board and Committees	49(IID)	Yes	The Board has reviewed the compliance reports each quarter and has constituted a risk management committee.
	Frequency of Board meetings	49(IID)(1)		The board met once in the quarter ended 30th June 2015
	Committee Positions	49(IID)(2)		The Board is constituted into 4 committees presently. None of the directors are members in more than 2 committees
	Compliance Report	49(IID)(3)		The Board reviews the compliance status at every board meeting
	Resignation/Removal of Independent Directors	49(IID)(4 & 5)		None of the Directors have resigned or were removed during the period
	Succession Plan for appointment of Board & Senior Management	49(IID)(6)		The Company is in the process of finalizing a succession plan for appointment of Board and Senior Management
(E)	Code of Conduct	49(IIE)	Yes	Displayed on the company's website.
(F)	Whistle Blower Policy	49(IIF)	Yes	Whistle blower Policy is in place
III.	Audit Committee	49(III)	Yes	Total Strength of the Committee is 3 and all are independent directors
(A)	Qualified & Independent Audit Committee	49(IIIA)	Yes	All the members of the audit committee are financially literate and one of them is a finance professional
(B)	Meeting of Audit Committee	49(IIIB)	Yes	Committee met every quarter to approve unaudited Financial Results
(C)	Powers of Audit Committee	49(IIIC)	Yes	The Committee has adequate powers to investigate, to seek information, to obtain outside legal or professional advice and to secure attendance of outsiders with relevant expertise.
(D)	Role of Audit Committee	49(IIID)	Yes	In line with the stipulation mentioned above
(E)	Review of information by Audit Committee	49(IIIE)	Yes	Audit Committee review all the information as per the guidelines spelt out in the Annual Report.
IV	Nomination and Remuneration Committee	49(IV)	Yes	Total Strength of the Committee is 3 and of which 2 are independent directors



V	Subsidiary Companies	49(V)	N.A.	The Wholly Owned Subsidiaries of the company are incorporated outside India and hence this clause is not applicable
VI	Risk Management	49(VI)	No	The Company has constituted a risk management policy. The policy is displayed on the website.
VII	Related Part Transactions	49(VII)	Yes	There are no transactions with related parties during the quarter
VIII	Disclosures	49(VIII)	Yes	
(A)	Related Party Disclosures	49(VIII-A)	Yes	Summarized statement of transactions with related parties is submitted on a quarterly basis to the audit committee & in the Annual Report
(B)	Disclosure of Accounting Treatment	49(VIII-B)	Yes	Applicable accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report
(C)	Remuneration to Directors	49(VIII-C)	Yes	Remuneration to Executive Directors is disclosed in Annual Report
(D)	Management	49(VIII-D)	Yes	Management Discussion & Analysis Report is a part of Directors Report which is annually published in the Annual Report
(E)	Shareholders	49(VIII-E)	Yes	All statutory information is uploaded on the company's website
(I)	Proceeds from Public Issues, Rights Issues, Preferential Issues etc	49(VIII-I)	N.A.	No such proceeds are generated in the quarter ended 31.03.2015
IX	CEO/CFO Certification	49(IX)	Yes	CEO/CFO Certification is disclosed in Annual Report
X	Report on Corporate Governance	49(X)	Yes	Report on Corporate Governance is disclosed in Annual Report
XI	Compliance	49(XI)	Yes	A certificate has been issued by the Statutory auditors M/s P. Murali & Co confirming compliance with the mandatory requirements, which forms part of the Annual Report 2014-15

Date : 17<sup>th</sup> July 2015

Place : Hyderabad



FOR CYBERMATE INFOTEK LIMITED

P. Chandra Sekhar.

P.CHANDRA SEKHAR  
DIRECTOR