

May 29, 2019

The Listing Dept.,
Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

The Listing Dept.,
The National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (East),
Mumbai – 400 051

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019
Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company issued by Ms. B. Krishnaveni, Practicing Company Secretary for the year ended March 31, 2019.

This is for your information and records.

Thanking you,

Yours faithfully,

For Cambridge Technology Enterprises Ltd



Ashish Bhattad
(Company Secretary & Compliance Officer)



Registered & Corporate Office:

Cambridge Technology Enterprises Limited

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**Secretarial compliance report of Cambridge Technology Enterprises Limited
for the year ended March 31, 2019**

I have examined:

(a) all the documents and records made available to me and explanation provided by **CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED**("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable during review period)**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not applicable during review period)**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable during review period)**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(not applicable during review period)**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(j) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2015; and circulars/guidelines issued thereunder;

Based on the above examination and explanations provided to me, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

| Sr.No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|-------|--|------------|--|
| | Nil | Nil | Nil |

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|----------------|-----------------|----------------------|---|--|
| Not Applicable | | | | |

There were 2 Observations made by BSE(Bombay Stock Exchange)& 1 observation by NSE(National Stock Exchange) during the review period, which are not violations and against which satisfactory explanations have been given by the Listed Entity.

Please refer **Annexure**, as attached, in this regard.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|--|--|--|
| Not Applicable | | | | |

Place: Hyderabad
Date: 29.05.2019



Signature:

B. KRISHNAVENI
ACS No.: 9686
C P No.: 4286

ANNEXURE

OBSERVATIONS MADE BY NSE & BSE

1. The listed entity received a Letter from National Stock Exchange vide Letter NSE/LISTCOMP/46771 dt 13th July 2018 for Non Compliance observed in Corporate Governance Report for Quarter ended June 2018 submitted u/r 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") stating that the Number of Members in Nomination & Remuneration Committee is less than 3.

Company's Response: The listed entity in its reply vide letter dt 23.07.18 has affirmed that as per the provisions of Regulation 25(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 When an Independent Director resigns, the Company shall appoint a new Independent Director at the earliest but not later than the immediate next board meeting or 3 months from the date of vacancy, whichever is later. Since Mr. Bendapudi Muralidhar, Independent Director resigned on 21.05.18, the Company should appoint another Director on or before 3 months i.e on or before 21.08.18.

My Opinion: As on 30.06.18, there were 2 Members in Nomination & Remuneration Committee as Mr. B.Muralidhar, Independent Director, who was a Member of the Nomination & Remuneration Committee, resigned on 21.05.18. Appointment of a new Independent Director in place of Resigned Director is covered under Regulation 25(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It has been noted that the Company has complied with the said provisions and at its Board Meeting held on Aug 7, 2018 appointed Ms. Usha Srikanth as Independent Director and also as Member of Nomination & Remuneration Committee.

It may be noted that there was no Meeting of Nomination & Remuneration Committee from 21.05.18(date of resignation) till 07.08.18(date of appointment of Member of the Nomination & Remuneration Committee).

2. Bombay Stock Exchange vide their email dt17th July 2018 observed Non Compliance in Corporate Governance Report for Quarter ended June 2018 submitted u/r 27(2) of LODR stating that details of Chairperson In the Composition of Stakeholders Relationship Committee has not been submitted.

Company's Response:Mr. B.Muralidhar, Independent Director of the company has resigned with effect from May 21, 2018. He was also Chairperson of Stakeholders Relationship Committee. Hence the position of Chairperson of Stakeholders Relationship Committee is vacant.

Pursuant to Regulation 25(6) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, an independent director who resigns from the Board of Directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than the immediate next meeting of the board of directors or three months from the date of such vacancy, whichever is later. The Board may appoint a new Independent Director on or before August 21, 2018.

My opinion: As on 30.06.18, there were 2 Members in Stakeholders Relationship Committee as the Chairperson B.Muralidhar resigned on May 21, 2018. Following the provisions of Regulation 25(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors at its Meeting held on Aug 7, 2018 appointed Ms. Usha Srikanth as Independent



Director within the required period of 3 months from the date of resignation. On Aug 7, 2018 Mrs. K. Jayalakshmi Kumari, Independent Director of the Company was appointed as Member and Chairperson of Stakeholders Relationship Committee.

It may be noted that there was no Meeting of Stakeholders Relationship Committee from 21.05.18(date of resignation) till 07.08.18(date of appointment of Member and Chairperson of the Stakeholders Relationship Committee).

3. Bombay Stock Exchange vide their email dt17thOctober 2018 observed Non Compliance in Corporate Governance Report for Quarter ended September 2018 submitted u/r 27(2) stating that PAN of Stefan Hetges ZZZZ9999Z as mentioned in Corporate Governance Report for Quarter ended September 2018 is not valid.

Company's Response: Stefan Hetges, Non-Executive - Non Independent Director of the Company is a citizen of Germany i.e., he is a Foreign National. Hence, his PAN is not furnished in the Corporate Governance Report submitted for the Quarter ended September 30, 2018. In absence of PAN, as per instruction, default PAN i.e., "ZZZZ9999Z" is furnished.

A clarification is also furnished in the said Corporate Governance Report in the column "Notes for not providing PAN" as follows:

"Mr. Stefan Hetges is a German national, hence PAN is not furnished."

My Opinion: Since PAN is not applicable for Foreign Nationals, the Company has followed the instructions by mentioning default PAN ZZZZ9999Z and has also mentioned about the same in the column "Notes for not providing PAN".

Place: Hyderabad

Date: 29.05.19



Signature:

A handwritten signature in blue ink, appearing to read "B. Krishnaveni".

B. KRISHNAVENI

ACS No.: 9686

C P No.: 4286