

March 29, 2019

The Listing Dept.,
BSE 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Sub: Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Ref: Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Regulation 2 of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

We wish to inform you that the Board of Directors of the Company in their meeting held today has approved, inter-alia, amendments to the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" of the Company to align with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Accordingly, in terms of Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, please find enclosed a copy of the aforesaid code for your information and records.

You are requested to take note of the above.

Thanking you,

Yours faithfully,

For Cambridge Technology Enterprises Limited



Ashish Bhattad
(Company Secretary & Compliance Officer)

Encl: As above

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

*[Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as
amended]*

INTRODUCTION

1. Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations"), provides for the formulation of a "Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as "Code") and Regulation 2A as inserted by Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 w.e.f. April 01, 2019, states that the board of directors of a listed company shall make a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" formulated under regulation 8.
2. Cambridge Technology Enterprises Limited ("the Company") endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information. It also intends to determine legitimate purposes and to ensure timely and adequate disclosure of unpublished price sensitive information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, the Company notifies this Code.
3. The Board of Directors in their meeting held on 14th May, 2015 approved this Code effective from 15th May, 2015 and further amended the same on 29th March, 2019. The amended code shall become effective from 01st April, 2019.
4. Any subsequent modifications and/or amendments brought about by SEBI in the aforesaid regulations shall automatically apply to this code.
5. Any term which is used but not defined under this Code shall have the meaning assigned to it under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (modification and/or re-enactment included)

DEFINITIONS

1. "**Legitimate Purpose**" shall mean sharing of unpublished price sensitive information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
2. "**Unpublished Price Sensitive Information (UPS)**" means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company and shall, ordinarily include but not restricted to, information relating to the following:
 - (i) financial results (quarterly, half-yearly and annual);
 - (ii) dividends (interim or final);
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel
3. "**Generally available information**" means information that is accessible to the public on a non-discriminatory basis.

For Cambridge Technology Enterprises Ltd.



Dharani Raghuwama Swaroop
Whole-Time Director



4. Words and expressions used and not defined in the Code shall have the meanings respectively assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, from time to time.

PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Company shall adhere to the following practices and procedures for fair disclosure of unpublished price sensitive information in relation to the company and/or its securities.

1. To make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. To make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure and the same shall be ensured.
3. To make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise and to ensure that such information is made generally available.
4. To provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

The company would make a public announcement with respect to any matter only after it has taken a final or definitive decision. When there are rumours/ news reports and the company is queried by the regulatory authorities, company will provide an appropriate and fair response by accepting/denying/clarifying the same. Company will not be required to make disclosures in cases where the proposal is still in progress, or there are impending negotiations or incomplete proposals, the disclosure of which will not be appropriate and could prejudice company's legitimate interests.

5. To ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
6. To develop and follow best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
7. To handle all un-published price sensitive information on a need-to-know basis i.e., UPSI shall be disclosed only to those, where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse thereof.

For Cambridge Technology Enterprises Ltd.


Dharani Raghurama Swaroop
Whole-Time Director



Chief Investor Relations Officer:

Mr. Dharani Raghurama Swaroop, Whole – time Director of the Company shall act as the “Chief Investor Relations Officer” under this code to ensure compliance of this code and to deal with, oversee, monitor & coordinate dissemination of information and disclosure of unpublished price sensitive information.

“POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSE”

1. UPSI shall be provided only when needed for legitimate purposes, performance of duties or discharge of legal obligations. All insiders shall adhere to the conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.
2. Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered as “Insider” for purposes of the Regulations and the Code and due notice shall be given to such persons by the person sharing such information to maintain confidentiality of such UPSI in compliance with the Regulations and the Code.
3. The Designated Person who is sharing the UPSI with anyone shall ensure that the same is shared for legitimate purpose.
4. The Designated Person shall simultaneously provide details of the person [i.e. Name of the person/Entity, PAN, Medium of sharing, Purpose of sharing etc.] with whom such UPSI is shared to the Chief Investor Relations Officer.
5. A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number (PAN) or any other identifier authorised by law where PAN is not available.

Such database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

POWER OF BOARD OF DIRECTORS

The Board of Directors of the Company reserves the right to modify this code in whole or in part, at any time without assigning any reason whatsoever but within the framework of the aforementioned regulations.

Note: “Policy for Determination of Legitimate Purpose” and definition of “Legitimate Purpose” as covered above under this code is incorporated pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which shall come into effect from April 01, 2019.

For Cambridge Technology Enterprises Ltd.


Dharani Raghurama Swaroop
Whole-Time Director