



June 28, 2021

To,
Corporate Relationship Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 051

To,
The Listing Department,
National Stock Exchange of India Ltd
Exchange Plaza, Plot No/C/1, G Block
Bandra Kurla Complex , Bandra (East),
Mumbai – 400 001

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021
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, 2021.

This is for your information and records.

Thanking you,

Yours faithfully,
For Cambridge Technology Enterprises Ltd

Ashish Bhattad
(Company Secretary & Compliance Officer)
Membership No. A34781

Registered & Corporate Office:
Cambridge Technology Enterprises Limited
Unit No 04 - 03, Level 4, Block 1
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Chennai
AMARA SRI, situated at old No:
313, New No: 455, Block No: 75, 7th
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Chennai 600018, Tamilnadu, India
Tel: 040-40234400

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CIN: L72200TG1999PLC030997

**Secretarial compliance report of
Cambridge Technology Enterprises Limited
for the year ended March 31, 2021**

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, 2021("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;
- (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
1	Regulation 17(1)(c): The board of directors of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.	The number of Directors fell below the required number of 6 as the term of one Whole Time Director expired during the year and he was not re-appointed for the next term. Due to the said expiration, the number of the board member is less than six.	<p>As per the explanations given by the Company the said expiration of the term of Director happened during Covid-19 Pandemic conditions and due to such unavoidable circumstances, it was facing a great challenge in finding a suitable person to be appointed as Director. The Company also contended that since the position of Director is important, identifying and finding suitable person due to pandemic condition caused delay in appointment of new director. By considering the above fact, the Company requested stock exchange(s) to kindly condone the delay and grant company some time for appointment of new Director.</p> <p>The Company appointed Mr. Naveen Kumar Yelloji as an Additional Director of the Company w.e.f March 02, 2021 to comply with Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015 and is in compliance of the same as on March 31, 2021.</p> <p>BSE and NSE had levied monetary fine(s) of Rs. 5,42,800/- each for non-compliance with Regulation</p>



		<p>17(1)(c) of SEBI (LODR) Regulations, 2015 for the quarter ended December 31, 2020 and the Company has paid the same within time specified by the stock exchange(s).</p> <p>BSE and NSE had levied monetary fine(s) of Rs. 3,24,000/- each for non-compliance with Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015 for the quarter ended March 31, 2021 and the Company has paid the same within time specified by the stock exchange(s).</p>
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(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 Practising Company Secretary, if any.
1	BSE Limited & National Stock Exchange of India Limited	Regulation 17(1)(c) - For the quarter ended 31.12.2020 The board of directors of the Company, which is one of the top 2000 listed entity comprised of less than six directors.	BSE and NSE had levied monetary fine(s) for an amount of Rupees 5,42,800/- each as per SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020. Exchange(s) requested company to inform the Promoters about identified non-compliance/delayed compliance and to ensure compliance with respective regulation(s) and/or make the payment of fines within 15 days from the date of their notice.	The Company has paid the said fine within time specified by the stock exchange(s) and it informed its promoters about identified non-compliance/delayed compliance. The Company has also appointed Mr. Naveen Kumar Yelloji as an Additional Director of the Company w.e.f March 02, 2021 to comply with Regulation 17(1)(c) of SEBI (LODR)
2	BSE Limited & National Stock Exchange	Regulation 17(1)(c) - For the quarter ended 31.03.2021 The board of directors of the	BSE and NSE had levied monetary fine(s) for an amount of Rupees 3,24,000/- each as per SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020.	



of India Limited	Company, which is one of the top 2000 listed entity comprised of less than six directors.	Exchange(s) requested company to inform the Promoters about identified non-compliance/delayed compliance and to ensure compliance with respective regulation(s) and/or make the payment of fines within 15 days from the date of their notice.	Regulations, 2015 and is in compliance of the same as on March 31, 2021.
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(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: June 28, 2021



B. Krishnaveni
B. KRISHNAVENI
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