

**May 30, 2022**

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, 2022**  
**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 M/s. Rajora & Co, Practicing Company Secretaries (Ms. Priyanka Rajora, Practicing Company Secretary) for the year ended March 31, 2022.

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**

Secretarial compliance report of Cambridge Technology Enterprises Limited for the year ended March 31, 2022

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, 2022 ("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;

RAJORA & CO.

PRACTICING COMPANY SECRETARIES

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Hyderabad – 500016, Telangana, India

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*Priyanka*



(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	<p>Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: The board of directors shall meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings.</p> <p>Regulation 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: (2) The listed entity shall conduct the meetings of the audit committee in the following manner: (a)The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.</p>	<p>The time-gap between two Board/Audit Committee meetings of the Company during the quarter ended June 30, 2021 does not comply with Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e., the Gap between two consecutive Board/Audit Committee Meetings is more than 120 days for quarter ended June 30, 2021</p>	<p>The intervening gap between the Board/Audit Committee Meetings was within the period prescribed under the Section 173(1) of Companies Act, 2013 read with MCA Circular No. 08/21 dated May 03, 2021. However time-gap between two Board/Audit Committee meetings during the quarter ended June 30, 2021 does not comply with Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e., the Gap between two consecutive Board/Audit Committee Meetings is more than 120 days for quarter ended June 30, 2021. In this regard, the Company submitted its explanation to stock exchange(s).</p>

(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:

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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.
1	BSE Limited & National Stock Exchange of India Limited	Regulation 17(1)(c) - For the quarter ended 31.03.2021 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 3,54,000/- each as per SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 on May 17, 2021 for the quarter ended March 31, 2021. 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 this 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) Regulations, 2015 and is in compliance of the same as on March 31, 2021.

(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
1	After expiration of term of one of the Director during financial year, 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 non-compliance with Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015 for the quarters ended December 31, 2020 & and the Company has paid the same within time specified by the stock exchange(s). The Company has also appointed Mr. Naveen	March 31, 2021	The Company paid the fine within the time prescribed by stock exchange(s) It 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) Regulations, 2015	The Company is in compliance with Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015

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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.		and is in compliance of the same as on March 31, 2021.	
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Place: Hyderabad  
Date: 27<sup>th</sup> May 2022



Signature: *Priyanka*

Priyanka Rajora  
ACS No.: 138168  
C P No.: 22886  
UDIN: A038168D000398220

**RAJORA & CO.**  
**PRACTISING COMPANY SECRETARIES**  
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