



May 29, 2023

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, 2023
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, 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 financial year ended March 31, 2023.

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
Capital Park, 4th Floor, Unit No. 403B & 404,
Plot No. 1-98/4/1-13, 28 & 29, Survey No.72,
Image Gardens Road, Madhapur,
Hyderabad - 500 081, Telangana, India.
Tel:+91-40-6723-4400
Fax:+91-40-6723-4800
Email id: cte_secretarial@ctepl.com
CIN: L72200TG1999PLC030997

Bengaluru
91 Springboard Business Hub Pvt Ltd, 4th
Floor, #175 & #176, Dollars Colony, Phase 4,
JP Nagar, Bannerghatta Main Road,
Bengaluru - 560 076, Karnataka, India.
Tel: +91-80-4633-4400
Fax:+91-80-4299-5779

Mumbai
Level 4, A Wing, Dynasty Business
Park Andheri Kurla Road, Andheri
(E) Mumbai - 400 059,
Maharashtra, India.
Tel:+91-22-6786-9410
Fax:+91-22-6786-9199

Chennai
AMARA SRI, situated at old No:
313, New No: 455, Block No: 75,
7th floor, Anna Salai Teynampet,
Chennai 600018, Tamilnadu,
India
Tel: +91-40-6723-4400
Fax:+91-40-6723-4800

RAJORA & CO.
PRACTICING COMPANY SECRETARIES
G-2, Kochar Apartments, Prakash Nagar, Begumpet,
Hyderabad-500016, Telangana, India
Email: priyanka@rajoraandco.com || Contact No. +91 8712827961

Secretarial Compliance Report of Cambridge Technology Enterprises Limited for the year ended March 31, 2023

To,

The Board of Directors,
Cambridge Technology Enterprises Limited
CIN of Company: L72200TG1999PLC030997
Capital Park, 4th Floor, Unit No. 403B & 404,
Plot No. 1-98/4/1-13, 28 & 29, Survey No.72,
Image Gardens Road, Madhapur,
Hyderabad - 500 081, Telangana, India

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at Capital Park, 4thFloor, Unit No. 403B & 404, Survey No.72, PlotNo.1-98/4/1-13,28&29,Image Gardens Rd, Madhapur Hyderabad - 500081, Telangana, India Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

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, 2023 ("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");

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For **PRIYANKA RAJORA**

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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 Non-Convertible Securities) Regulations, 2021; *(not applicable during review period)*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;

and circulars/guidelines issued thereunder;

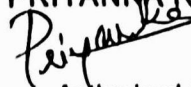
and based on the above examination and explanations provided to me, I hereby report that, during the Review Period:

- I. (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)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					
Not Applicable										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: March 31, 2022

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PRACTICING COMPANY SECRETARIES

Sr. No	Compliance Requirement (Regulation / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					
1	<p>Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements), 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), 2015: (2) The listed entity shall conduct the meetings of the audit committee in the following</p>	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	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), 2015	BSE & NSE	Clarification w.r.t Corporate Governance Report submitted for the quarter ended June 30, 2021	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	Not Applicable	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.	The Board understands that Due to MCA Circular No. 08/2021 on May 03, 2021, SEBI Circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated April 29, 2021, ICSI representation to SEBI on May 17, 2021, Covid cases at home of Compliance Officer and Compliance Officer himself being Covid positive during May-June and due to oversight, the company was unable to adhere to regulation 17(2) & 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board takes note that the same was not intentional and advice management to exercise caution while filing any document with the Exchange and strictly comply with the various circulars of SEBI and the Exchange notices	Not Applicable

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For P. YANKA RAJORA

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<p>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>In this regard, the Company submitted its explanation to stock exchange(s).</p>	<p>on timely basis. The Board herewith apologize to stock exchange(s) and shareholders for the said non-compliance and emphasized that going forward, the time-gap between Board/Committee meetings shall be strictly adhered to as far as practically possible.</p>
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	

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Priyanka Rajora
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2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>	NA	
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate</p>		

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	disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards. (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	Yes	

4	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11	<p><u>Actions taken by SEBI or Stock Exchange(s) if any:</u></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under</p>	Yes	

	SEBI Regulations and circulars/ guidelines issued thereunder.		
12	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad
 Signature:
 Date: 26th May 2023

For Rajora & Co
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 For **PRIYANKA RAJORA**

Priyanka Rajora
 Practicing Company Secretary
 ACS No.: 38168 C P No.: 22886
 UDIN: A038168E000366606