

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED
 BSE Scrip Code : 532406
 Date : as on 30th September, 2015

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (IIA) | YES | |
| (B) Independent Directors | 49 (IIB) | YES | |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC) | YES | No remuneration was paid to Non-Executive directors and the sitting fee paid was disclosed in Annual Report of 2014-15. |
| (D) Other provisions as to Board and Committees | 49 (IID) | YES | |
| (E) Code of Conduct | 49 (IIE) | YES | A declaration with respect to compliance has been made in the Annual Report of 2014-15. |
| (F) Whistle Blower Policy | 49 (IIF) | YES | The details of policy have been disclosed in Board's Report forming part of the Annual Report 2014-15. |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | YES | |
| (B) Meeting of Audit Committee | 49 (IIIB) | YES | |
| (C) Powers of Audit Committee | 49 (IIIC) | YES | |
| (D) Role of Audit Committee | 49 (IIID) | YES | |
| (E) Review of Information by Audit Committee | 49 (IIIE) | YES | |
| IV. Nomination and Remuneration Committee | 49 (IV) | YES | |
| V. Subsidiary Companies | 49 (V) | YES | |
| VI. Risk Management | 49 (VI) | YES | |
| VII. Related Party Transactions | 49 (VII) | YES | |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIII A) | YES | |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | YES | |
| (C) Remuneration of Directors | 49 (VIII C) | YES | Complied in the Annual Report of 2014-15. |

Registered & Corporate Office:
Cambridge Technology Enterprises Ltd.
 Unit No 04 - 03, Level 4, Block 1
 Cyber Pearl, Hitec City, Madhapur
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 Fax: +91-40-4023 4600

Bangalore
 Sagar Complex, 2nd Floor, No 6/1
 Banerghatta Main Road
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 Tel: +91-80-4299 5777/2552 1044
 Fax: +91-80-40995779

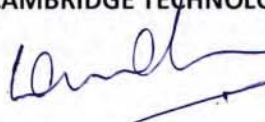
Mumbai
 Level 4, A-Wing, Dynasty Business Park
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 Mumbai - 400 059, Maharashtra
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Chennai
 No 136, 3rd Floor, Shyamala Tower
 Arcot Road Saligramam
 Chennai - 600 093, Tamil Nadu
 Tel: +91-44-6686 4469/4470



| | | | |
|---|-------------|-----|--|
| (D) Management | 49 (VIII D) | YES | Sub-clause (1) has been complied in the Annual Report 2014-15. |
| (E) Shareholders | 49 (VIII E) | YES | Sub-clause (1) and (2) has been complied in the Annual Report 2014-15. |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII F) | NA | --- |
| IX. CEO/CFO Certification | 49 (IX) | YES | Complied in the Annual Report for the F.Y 2014-15 |
| X. Report on Corporate Governance | 49 (X) | YES | Sub-clause A has been complied in the Annual Report of 2014- |
| XI. Compliance | 49 (XI) | YES | Complied in the Annual Report of 2014-15 |

FOR CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED



DHARANI RAGHURAMA SWAROOP
WHOLE-TIME DIRECTOR
(DIN: 00453250)



Place: Hyderabad

Date: 25.11.2015