

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2020**

*[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014]*

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L72200TG1999PLC030997
2	Registration Date	28 <sup>th</sup> January, 1999
3	Name of the Company	Cambridge Technology Enterprises Limited
4	Category/Sub-category of the Company	Public Company limited by Shares/ Non-Govt. company
5	Address of the Registered office & contact details	Unit No.04-03, Level 4, Block 1, Cyber Pearl, Hitec City, Madhapur, Hyderabad (TS) - 500081
6	Whether listed company	YES – National Stock Exchange of India Limited & BSE Limited
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Aarathi Consultants Private Limited, CIN: U74140TG1992PTC014044 1-2-285, Domalguda, Hyderabad – 500029. Telangana. Tel: +91-40-27638111 Fax: +91-40-27632184 Mail ID: <a href="mailto:info@aarathiconsultants.com">info@aarathiconsultants.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Computer programming, consultancy and related activities	620	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of Shares held	Applicable Section
1	Cambridge Technology Inc., 120 SE 6th Avenue, Suite 230, Topeka KS 66603 USA	Business entity number: 5517362	Wholly Owned Subsidiary	100	2(87)
2	Cambridge Technology Investments Pte. Ltd., 51 Goldhill Plaza #07-10/11 Singapore 308900	Registration number: 201508834K	Wholly Owned Subsidiary	100	2(87)
3*	Cambridge Innovation Capital LLC. 120 SE 6th Avenue, Suite 230, Topeka, KS 66603 USA	Business entity number: 6081900	Step Down Subsidiary	100	2(87)
4*	Cambridge Bizserve Inc., 2nd Floor, DCG Building, Crossing Bayabas, Toril, Davao City 8025 Philippines	SEC Registration number: CS201722826	Step Down Subsidiary	100	2(87)
5**	Cloud Computing Global Pte. Ltd., 51 Goldhill Plaza #07-10/11 Singapore 308900	Registration number: 201604110W	Step Down Subsidiary	100	2(87)

\* Wholly-owned subsidiary of Cambridge Technology Inc.,

\*\* Wholly-owned subsidiary of Cambridge Technology Investments Pte. Ltd and it ceased to be step down subsidiary w.e.f 28/04/2020.

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year (II-I)
	Demat	Physical	Total	% of Total Shares (I)	Demat	Physical	Total	% of Total Shares (II)	
<b>A. Promoters</b>									
(1) <b>Indian</b>	0	0	0	0	0	0	0	0	0
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub – total (A) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(2) <b>Foreign</b>	0	0	0	0	0	0	0	0	0
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	9209693	0	9209693	46.91	9209693	0	9209693	46.91	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub – total (A) (2)</b>	<b>9209693</b>	<b>0</b>	<b>9209693</b>	<b>46.91</b>	<b>9209693</b>	<b>0</b>	<b>9209693</b>	<b>46.91</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = A(1)+A(2)</b>	<b>9209693</b>	<b>0</b>	<b>9209693</b>	<b>46.91</b>	<b>9209693</b>	<b>0</b>	<b>9209693</b>	<b>46.91</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	1035	0	1035	0.01	0.01
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0

i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1035</b>	<b>0</b>	<b>1035</b>	<b>0.01</b>	<b>0.01</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	528475	0	528475	2.69	411704	0	411704	2.10	(0.59)
ii) Overseas	0	0	0	0	0	0	0	0.00	0.00
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2506945	310	2507255	12.77	2449208	310	2449518	12.48	(0.29)
ii) Individual shareholders holding nominal share capital in excess of Rs, 1 lakh	3704330	0	3704330	18.87	4034213	0	4034213	20.55	1.68
c) Others (specify)									
Corporate Bodies - Foreign Bodies	2006100	57381	2063481	10.51	2006100	57381	2063481	10.51	0.00
Clearing Members	73649	0	73649	0.38	9890	0	9890	0.05	(0.33)
NBFCs registered with RBI	2000	0	2000	0.01	0	0	0	0	(0.01)
Non Resident Indians	384756	510588	895344	4.56	301622	510588	812210	4.14	(0.42)
Trusts*	547244	0	547244	2.79	547244	0	547244	2.79	0.00
Qualified Foreign Investors	0	0	0	0	0	0	0	0	0
Foreign Nationals	5512	94032	99544	0.51	5512	86515	92027	0.47	(0.04)
<b>Sub-total (B)(2):-</b>	<b>9759011</b>	<b>662311</b>	<b>10421322</b>	<b>53.09</b>	<b>9766528</b>	<b>654794</b>	<b>10421322</b>	<b>53.09</b>	<b>0.00</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>9759011</b>	<b>662311</b>	<b>10421322</b>	<b>53.09</b>	<b>9766528</b>	<b>654794</b>	<b>10421322</b>	<b>53.09</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>18968704</b>	<b>662311</b>	<b>19631015</b>	<b>100.00</b>	<b>18976221</b>	<b>654794</b>	<b>19631015</b>	<b>100.00</b>	<b>0.00</b>

\*Shares held by Company's Employee Benefit Trusts as per SEBI (Share-based Employee Benefits) Regulations, 2014. This is a non-promoter, non-public shareholding.

(ii) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Cloud Computing LLC	9209693	46.91	0.00	9209693	46.91	0.00	Nil

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Cloud Computing LLC</b> At the beginning of the year	9209693	46.91	9209693	46.91
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	Nil	Nil	-	-
	At the end of the year*	<b>9209693</b>	<b>46.91</b>	<b>9209693</b>	<b>46.91</b>

Note: The Board of Directors of the Company on January 09, 2020 has allotted 33,60,000 Convertible Share Warrants ("Warrants") at an issue price of Rupees 31/- on preferential basis to Worldwide Technology Investments Pte. Ltd., a Promoter Group entity. Additional information in this regard is elsewhere provided in Directors Report.

(iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>SmartShift AG</b> At the beginning of the year	2006100	10.22	2006100	10.22
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	-	-
	At the end of the year	2006100	10.22	2006100	10.22
2	<b>Kersie M Waghmar</b> At the beginning of the year	940080	4.79	940080	4.79
	Sale: 24.05.2019 - 31.05.2019	(16983)	(0.09)	923097	4.70
	At the end of the year	923097	4.70	923097	4.70
3	<b>Raymond J Lane</b> At the beginning of the year	500000	2.55	500000	2.55
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	-	-
	At the end of the year	500000	2.55	500000	2.55

4	<b>Devinder Prakash Kalra</b> At the beginning of the year	393000	2.00	393000	2.00
	Purchase: 05.07.2019 – 12.07.2019	11442	0.06	404442	2.06
	Purchase: 04.10.2019 – 11.10.2019	52294	0.27	456736	2.33
	Purchase: 27.03.2020 – 31.03.2020	35893	0.18	492629	2.51
	At the end of the year	492629	2.51	492629	2.51
5	<b>Mukul Mahavirprasad Agrawal</b> At the beginning of the year	450000	2.29	450000	2.29
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	-	-
	At the end of the year	450000	2.29	450000	2.29
6	<b>Suresh Gadaley</b> At the beginning of the year	421974	2.15	421974	2.15
	Purchase: 21.06.2019 – 28.06.2019	1000	0.01	422974	2.15
	At the end of the year	422974	2.15	422974	2.15
7	<b>Kanchan Sunil Singhania</b> At the beginning of the year	270000	1.38	270000	1.38
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	-	-
	At the end of the year	270000	1.38	270000	1.38
8	<b>Kamal Gadaley</b> At the beginning of the year	206930	1.05	206930	1.05
	Purchase: 03.05.2019 – 10.05.2019	1359	0.01	208289	1.06
	Purchase: 10.05.2019 – 17.05.2019	748	0.00	209037	1.06
	Sale: 24.05.2019 - 31.05.2019	(1000)	(0.01)	208037	1.06
	Sale: 22.11.2019 – 29.11.2019	(1000)	(0.01)	207037	1.05
	At the end of the year	207037	1.05	207037	1.05
9	<b>Rajasthan Global Securities Pvt. Ltd.</b> At the beginning of the year	134565	0.69	134565	0.69
	Purchase: 30.03.2019 – 05.04.2019	1	0.00	134566	0.69
	Purchase: 05.04.2019 – 12.04.2019	929	0.00	135495	0.69
	Sale: 13.12.2019 – 20.12.2019	(215)	0.00	135280	0.69
	At the end of the year	135280	0.69	135280	0.69
10	<b>Anuradha Kalra</b> At the beginning of the year	126000	0.64	126000	0.64
	Purchase: 05.12.2019 – 12.07.2019	5990	0.03	131990	0.67
	Purchase: 16.09.2019 – 20.12.2019	10	0.00	132000	0.67
	At the end of the year	132000	0.67	132000	0.67
11	<b>DRR Swaroop – Trustee*</b> At the beginning of the year	320244	1.63	320244	1.63
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	-	-
	At the end of the year	320244	1.63	320244	1.63
12	<b>Purushothaman Vinayakam – Trustee*</b> At the beginning of the year	227000	1.16	227000	1.16
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	-	-
	At the end of the year	227000	1.16	227000	1.16

**Note:**

1. The names of above said top ten shareholders are based on 31.03.2020 Benpos Data.

\* DRR Swaroop – Trustee and Purushothaman Vinayakam - Trustee are Employees Benefit Trusts Under SEBI

(Share based Employee Benefit) Regulations, 2014 i.e., Non-Promoter-Non Public Shareholding.

2. The Shares of the Company are traded on a daily basis and hence the date wise increase/decrease in the shareholding is not indicated. The dates for purchase / sale indicated in the above table are as on the date of weekly benpos (i.e, purchase/sale registered during the mentioned benpos dates). The same may not match with the date on which trade was executed on stock exchanges.

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Shareholding of each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Dharani Raghurama Swaroop (Whole – Time Director)</b>				
	At the beginning of the year	9000	0.05	9000	0.05
	Purchase: 28.02.2020 – 06.03.2020	200	0.00	9200	0.05
	At the end of the year	9200	0.05	9200	0.05
2.	<b>Chirravuri Subrahmanya Leeladhar (Chief Financial Officer)</b>				
	At the beginning of the year	300	0.00	300	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	300	0.00	300	0.00

Note: Other Directors and Key Managerial Personnel does not hold any Shares in the Company.

The dates for purchase / sale indicated in the above table are as on the date of weekly benpos (i.e, purchase/sale registered during the mentioned benpos dates). The same may not match with the date on which trade was executed on stock exchanges.

**V) INDEBTEDNESS**

**(In Rupees)**

Indebtedness of the Company including interest outstanding/accrued but not due for payment:				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	46,377,703.12	3,535,613.00	Nil	49,913,316.12
ii) Interest due but not paid	0.00	0.00	Nil	-
iii) Interest accrued but not due	0.00	0.00	Nil	-
<b>Total (i+ii+iii)</b>	<b>46,377,703.12</b>	<b>3,535,613.00</b>	<b>Nil</b>	<b>49,913,316.12</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	46,13,31,299	40,46,816	Nil	46,53,78,115
Reduction	(46,61,00,512)	(75,82,430)	Nil	47,36,82,942
<b>Net Change</b>	<b>(47,69,213)</b>	<b>(35,35,614)</b>	<b>Nil</b>	<b>(83,04,827)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	4,16,08,415	-	-	4,16,08,415
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>4,16,08,415</b>	<b>-</b>	<b>-</b>	<b>4,16,08,415</b>

# VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In Rupees)

S. No.	Particulars of Remuneration	Name of Whole Time Director(s)		Total Amount
		Dharani Raghurama Swaroop	# Aashish Kalra Chairman & CEO	
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30,00,000	-	30,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	<b>Stock Option*</b>			
3	<b>Sweat Equity</b>			
4	<b>Commission</b> - as % of profit - Others, specify...			
5	<b>Others</b> , please specify Variable Pay	5,00,000	-	5,00,000
	<b>Total (A)</b>	<b>35,00,000</b>	-	<b>35,00,000</b>
	Ceiling as per the Act	Rupees 84,00,000/-. The remuneration to Mr. Dharani Raghurama Swaroop is paid as per Part II of Schedule V to the Companies Act, 2013.		

# Mr. Aashish Kalra ceased to be Whole-time Director, Chairman & Chief Executive Officer (CEO) of the Company with effect from close of working hours on May 13, 2020.

\* During FY 2015 – 16, Mr. Dharani Raghurama Swaroop has been granted 20,000 stock options at an exercise price of Rupees 38/- with a vesting period of three years from the date of grant.

Note: 1. Mr. Aashish Kalra, Chairman & CEO of the Company does not draw any remuneration from the company. During FY 2019-20, provision was made towards remuneration of Mr. Aashish Kalra, Chairman & CEO of the Company by Cambridge Technology Inc., USA, a wholly owned subsidiary company ("CT Inc") for an amount of USD 149,900 (Rupees 1,06,32,000/-). However, CT Inc. made no payment to him.

2. In accordance with the definition of perquisites under the Income-tax Act, 1961, the remuneration includes the value of stock incentives only on those shares that have been exercised during the period. Accordingly, the value of stock incentives granted during the period is not included. The number of stock incentives granted is mentioned above.

## B. Remuneration to other directors

(In Rupees)

S. No	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Venkat Motaparthy#	Mrs. K. Jayalakshmi Kumari	Mr. Sridhar Lalpet *	Ms. Usha Srikanth**	Mr. Stefan Hetges	
1	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	120,000	160,000	10,000	30,000	-	320,000
	Total (1)	120,000	160,000	10,000	30,000		320,000
2	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	-	-	-	-	20,000	-

Total (2)						20,000	
Total (B) = (1+2)		120,000	160,000	10,000	30,000	20,000	<b>340,000</b>
<b>Total Managerial Remuneration</b>	38,40,000						
<b>Overall Ceiling as per the Act</b>	The Remuneration to whole – time Director that can be paid is Rupees 84,00,000. This is pursuant to Schedule V to the Companies Act, 2013. Other Directors are paid only sitting fees.						

Note:

1. Other Directors are not paid any remuneration except sitting fees for attending board/committee meeting(s).

2. The Directors mentioned in the above table are Independent Directors except for Mr. Stefan Hetges who is a Non – Executive & Non – Independent Director.

\* Mr. Sridhar Lalpet is appointed w.e.f November 13, 2019

\*\* Mr. Usha Srikanth resigned w.e.f February 11, 2020.

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB**

**(in Rupees)**

SI No.	Particulars of Remuneration	Key Managerial Personnel				
		# Aashish Kalra, CEO (already stated above)	Chirravuri Subrahmanya Leeladhar, CFO	Ashish Bhattad, Company Secretary	Hanumant Bhansali, Head – Investor Relations - KMP	Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(already stated above)	2,996,000	791,800	31,96,000	6,983,800
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2	Stock Option**					
3	Sweat Equity					
4	Commission					
	- as % of profit					
	- others, specify...					
5	Others, please specify Bonus		400,000	100,000	4,00,000	900,000
	<b>Total</b>		<b>3,396,000</b>	<b>891,800</b>	<b>35,96,000</b>	<b>7,883,800</b>

# Mr. Aashish Kalra ceased to be Whole-time Director, Chairman & Chief Executive Officer (CEO) of the Company with effect from close of working hours on May 13, 2020.

\*\*During FY 2015 – 16,

- Mr. Ashish Bhattad, Company Secretary has been granted 1,000 stock options at an exercise price of Rupees 80/- with a vesting period of three years from the date of grant.
- Mr. Hanumant Bhansali, Head – Investor Relations has been granted 10,000 stock options at an exercise price of of Rupees 80/- with a vesting period of three years from the date of grant.

Note: In accordance with the definition of perquisites under the Income-tax Act, 1961, the remuneration includes the value of stock incentives only on those shares that have been exercised during the period. Accordingly, the value of stock incentives granted during the period is not included. The number of stock incentives granted in fiscal is mentioned above.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties / punishment / compounding of offences for breach of any section of the Companies Act against the Company or its Directors or other Officers in default, if any, during the financial year 2019-20.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / compounding fees imposed	Authority (RD / NCLT / Court)	Appeal made, if any (give details)
<b>A. Company</b>					
Penalty	Nil				
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty	Nil				
Punishment					
Compounding					
<b>C. Other officers in default</b>					
Penalty	Nil				
Punishment					
Compounding					

**For and on behalf of the Board of Directors**

Sd/-

**Dharani Raghurama Swaroop**  
Whole – time Director  
DIN: 00453250

Sd/-

**K Jayalakshmi Kumari**  
Independent Director  
DIN: 0342351

Hyderabad  
June 22, 2020