

Date: 30th September, 2016

The Listing Dept.,
Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

The Listing Dept.,
The National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (East),
Mumbai – 400 051

Dear Sir,

Sub: Annual Report for the year ended March 31, 2016

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BSE Scrip Code: 532801, NSE Code CTE

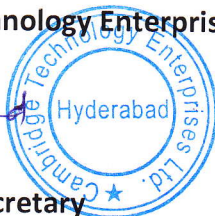
Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Annual Report for the year ended 31st March, 2016 which was approved and adopted in the 17th Annual General Meeting of the company held on Friday, 30th day of September, 2016 at 10.30 am at FTAPCCI Auditorium, Ground Floor, FTAPCCI, FAPCCI Marg, Red Hills, Hyderabad (TS) - 500 004.

Thanking you,

Yours faithfully,

For Cambridge Technology Enterprises Ltd


T V Siva Prasad
CFO & Company Secretary



Encl: As above

Registered & Corporate Office:

Cambridge Technology Enterprises Ltd.

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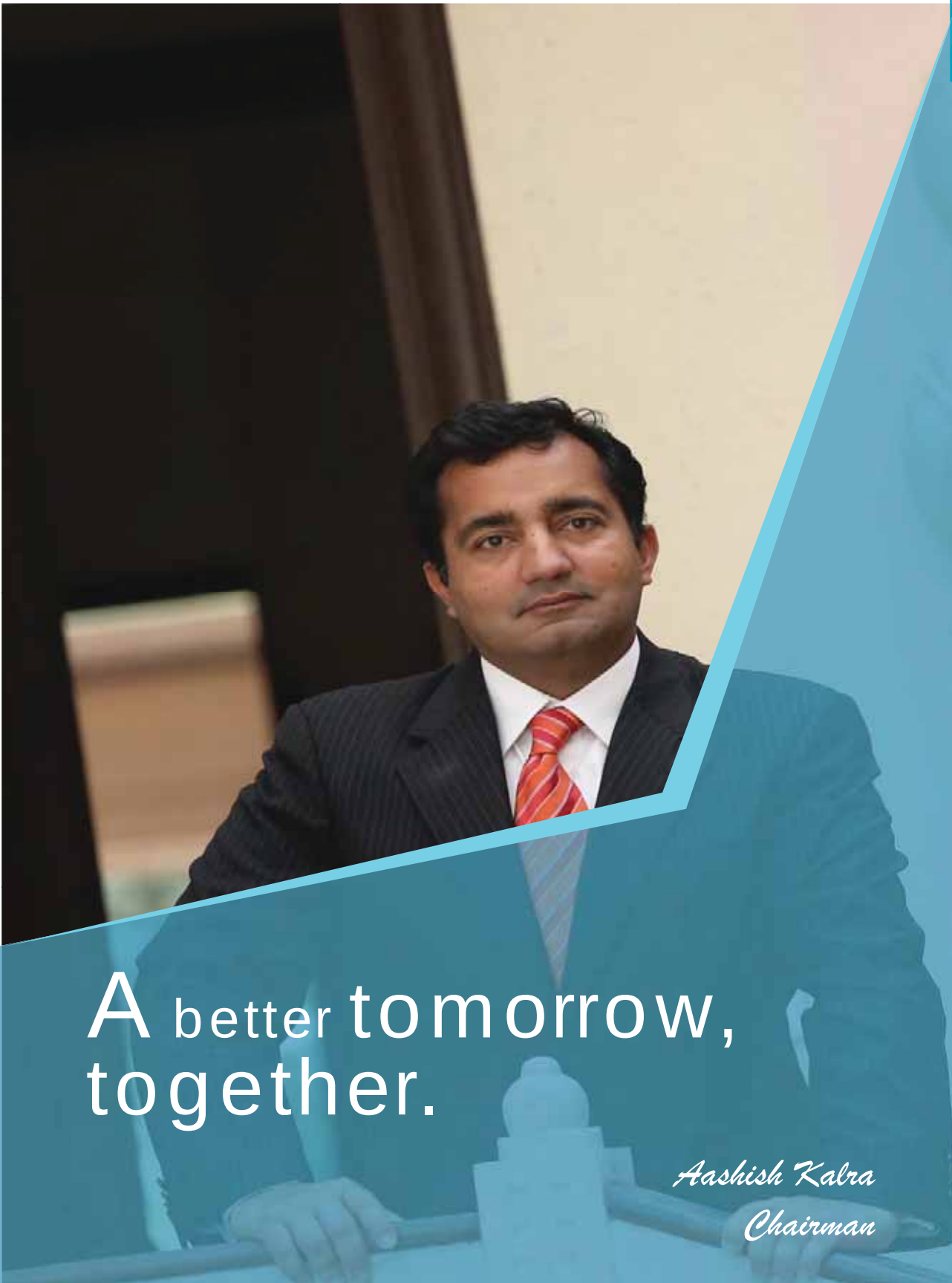


2016
Annual Report

| growth.

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A better tomorrow,
together.

Aashish Kalra
Chairman

Message to the shareholders

Dear Shareholders,

It is with pleasure that I present to you, our annual report for the year ended 31 March 2016. 2015-16 has been a year of resilience with many rewarding moments, as well as some challenges.

Market

Cloud and Big Data, fuelled by Artificial Intelligence and Machine Learning will define new and redefine existing industries, thereby transforming data into a valuable knowledge asset and a catalyst for disruption. Big Data will be the next natural resource, like air and water. Companies globally realize the potential of data science, Artificial Intelligence and machine learning. CT is at the forefront of offering end to end services to leading enterprises as well as most innovative tech-based startups in the US.

Targets

CT aims to achieve revenue run rate of two million dollars by March 2017, invest in 50 companies by March 2019 via CI and get to minimum scale. We have reached the halfway mark and our performance has been in line with our business plan. One year into the business plan, we are focused on achieving minimum scale and execution, and making CT a recognized leader in transformational business with a focus on the convergence of cloud and big data powered by Artificial Intelligence and Machine Learning.

Highlights

Performance: CT's performance is on track and consistent with the growth that it has delivered through FY16.

Focus on Verticals: CT is focused on building referenceable clients in its verticals: Energy and Utilities, Life Sciences and Pharmaceuticals, Industrials, BFSI, Data Infrastructure, Rapid Prototyping via Cambridge Innovations and Managed Services via Cambridge Bizserve.

Global Presence and Competency Centers: In line with providing its global clients access to 24/7 development cycle, CT reinforced its U.S. presence with six offices and expanding its offshore delivery centers in India across Hyderabad, Bangalore, and Chennai. Furthermore, the company realizes the significance of trained and skilled employees and has invested heavily into training employees via its competency centers in India and the U.S.

Partnerships: CT has strengthened its partner ecosystem achieving Platinum Partner status with Oracle, Premier Partner with Amazon Web Services while building partnerships with Pentaho, Apica Systems, ForgeRock, Rackspace, Tableau, and New Relic. Through its partner network, CT gains access to the best technology framework and solutions, strengthening its delivery capabilities.

Team: CT continues to invest in talent acquisition. Although hiring remains a challenge, the company has increased its team strength, adding over 100 employees to its existing global talent base.

Challenges

We are in a people business. Our mission is singular: to support great people. We are only as good as the people around us. We only recruit people who are better than us, people who are better than you, help improve you, and help improve the organization. Your company is a home for the best and the brightest in the world. That is your company's culture as we believe that the success of an enterprise is undeniably in great leadership. At CT, it is our constant effort to develop and nurture leaders. We invest in recruiting and training the future leaders of CT, which we don't amortise, but is an investment.

New launch

- Launched in Q4FY16, Cambridge Bizserve (CB) is a vertical focused to effectively manage business processes and provide business insights through analytics to our clients.
- Launched in Q3FY16, Cambridge Innovations (CI) is a fast growing vertical for CT, helping CT generate revenue, attract and upskill talent while providing financial upside through equity participation in the companies it helps.

Outlook

The outlook for the next year looks promising as we position ourselves firmly to drive profitable growth and deliver value to our clients and shareholders; we have made progress but are still at the halfway mark on our business plan. We are happy to have achieved results in line with our business plan. Our focus is to achieve our goals through internal accruals and deliver sustainable shareholder value. The progress we have been able to achieve is via the belief you share with us.



Board of Directors

Aashish Kalra, Chairman & CEO

Aashish Kalra is the Chairman & CEO of Cambridge Technology (CT). He is a pioneering equity investor in Technology, Infrastructure, Real Estate, Energy, Logistics and Hospitality. Initially, at CT LLC, Aashish Kalra was also one of the co-founders of Cambridge/Samsung Partners, one of the earliest independent venture capital firm in Boston in 1996 in partnership with Samsung of Korea with a vision to provide funding and assistance for seed and early stage IT companies. Being a co-founder of Cambridge Samsung Resources, a leading Systems Integrator, he also concluded successful partnerships and joint ventures with Hewlett-Packard, Marubeni, NEC and other global 1000 companies. CT LLC has been associated as founders and investors of several successful technology companies.

As the Chairman, he foresees the global operations of Cambridge Technology Enterprises Limited providing strategic vision and leadership to the company. He is responsible for the overall company growth and expansion. He has been consistently quoted in leading Indian and International media and was featured in the “Young Turks” program on CNBC. He is an international speaker and has participated in several industry events in America, Europe, India, China and the Middle East. In 2008, he was named one of the “Outstanding 50 Asian Americans in Business”.

Aashish attended The Doon School at Dehradun in India. He also holds a Master’s degree in International Finance from Brandeis University, Waltham, USA, and graduated from St. Stephens College, Delhi with a Bachelor’s degree in Economics (Honors). He did his thesis on the Japanese Financial System at Sophia University, Tokyo, Japan.

Dharani Raghurama Swaroop, Whole-time Director

Dharani Raghurama Swaroop heads the overall operations in India and is responsible for the corporate governance and statutory compliances-related aspects of CT. Prior to his association with CT, Swaroop co-founded a successful IT systems integration company comprising of more than 150 personnel. Swaroop holds an electrical engineering degree from Jawaharlal Nehru Technological University, India. He is a member of the following Committees of the board of the company viz., Audit Committee and Stakeholders Relationship Committee.

Venkat Motaparthi, Independent Director

Venkat Motaparthi, a graduate in Pharmacy with Post graduation in Management has varied experience of over 25 years. He is a serial entrepreneur and had set up companies to manufacture telecom & transmission towers, industrial fasteners, and industrial chemical equipment.

Currently, he is the President of VKR College and Chairman of VKR, VNR, and AGK Engineering College. He is also Chief Executive Officer of NTR Memorial Trust. He is actively associated with industries associations like FAPCCI, IALA and Non-Profit Organization – Anokhi Aasha. He is a member of the Stakeholders Relationship Committee of the board of the company. He occupies the Chairmanship in Audit Committee & Nomination and Remuneration Committee.

B. Muralidhar, Independent Director

B.Muralidhar is Director on Board of DS Unics Infotech Ltd, and is responsible for the finance and accounts of the company. He is a commerce graduate from Andhra University and MBA from Birla Institute of Technology and Science (BITS), Ranchi. He has played key role in setting up and scaling extensive IT hardware sales & services for the company and has all round exposure to software deployment, maintenance and support services for customers in India.

Prior to joining DS Unics, he worked with southern agencies, and established the dealer network for them in and across the states in South India. He is a member of the following committees of the board of the company viz., Audit Committee and Nomination and Remuneration Committee. He occupies the Chairmanship in Stakeholders Relationship Committee.

K. Jayalakshmi Kumari, Independent Director

Dr. Jayalakshmi Kumari holds Master's degree in Political Science from Andhra University, Master's Degree in Economics from Osmania University, Masters in Philosophy (Political Science) and Master's Degree in Education. She is an academician having extensive experience in teaching Political Science and Policy Administration.

She has worked with an NGO- Human Action for Rural Development, Hyderabad (HARD). Presently, she is working a Professor in Nalanda Educational Institutions, Hyderabad. She is a member of the Nomination and Remuneration Committee of the Board.

Stefan Hetges, Director

Stefan joined CT as a part of the acquisition of smartShift, the leading provider of tool-based modernization of complex IT systems. Stefan started his career as a consultant at Cambridge Technology Group. In 2001, Stefan acquired the assets of i-Cube from razorfish in a management buyout and formed smartShift. Stefan has a Masters in Computer from University of Constance.



Management Team



Aashish Kalra, Chairman & CEO

Aashish Kalra as the Chairman & CEO of Cambridge Technology, heads the Management of the Company. He is a pioneering equity investor in Technology, Infrastructure, Real Estate, Energy, Logistics and Hospitality. Initially, at CT LLC, Aashish Kalra was also one of the co-founders of Cambridge/Samsung Partners, one of the earliest independent venture capital firm in Boston in 1996 in partnership with Samsung of Korea with a vision to provide funding and assistance for seed and early stage IT companies. Being a co-founder of Cambridge Samsung Resources, a leading Systems Integrator, he also concluded successful partnerships and joint ventures with Hewlett-Packard, Marubeni, NEC and other global 1000 companies. CTE LLC has been associated as founders and investors of several successful technology companies.

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T V Siva Prasad – Chief Financial Officer & Company Secretary

T V Siva Prasad is the Chief Financial Officer, Company Secretary & Compliance Officer for Cambridge Technology. He has over 15 years of experience in accounting, finance and compliance. He has contributed extensively in reputed companies such as Tata Projects Ltd., Dr. Reddy's Laboratories, United Breweries and Tech Mahindra. Siva is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He is also an associate member of the Institute of Company Secretaries of India and holds an Executive PG Diploma in Management from Indian Institute of Foreign Trade.



Nitin Tyagi, Vice President – Enterprise Solutions

Nitin Tyagi is the Vice President Enterprise Solutions for Cambridge Technology, and heads the technical delivery in North America for Cloud Computing, Service-Oriented Architecture (SOA), Business Intelligence, and Data Warehousing, with a focus in delivery of enterprise products. Nitin oversees global delivery teams, works with global business teams, and the Client Partner of large strategic accounts. He has over 15 years of professional global experience in the software industry and successfully led multiple consulting, client services, sales and delivery roles across companies. Prior to joining CT, Nitin led engineering, development, and commercial production efforts of ZDK-7100 Series Irdeto set-top boxes for Zintech Holding, B.V., Netherlands, a consumer electronic solution provider. Tyagi holds Masters and Bachelors in Computer Sciences.



Sudip Kar, Vice President – Delivery

Sudip Kar joined CT in 2003 to lead and implement enterprise software and cloud development projects using global delivery model. He manages and nurtures the relationship of most of the large strategic clients of CT in the United States. He helped CT attain and maintain CMMi level 5, arguably the highest level in maturity framework in the world. He heads the delivery and client management from various CT locations in the world, servicing the Company's U.S, EU and India based customers. He also heads the PMO – the quality and delivery monitoring unit of CT. Prior to joining CT he was a founding member of a USA based start-up in San Francisco Bay Area, and successfully merged its technology with a French conglomerate. Over his 20 years of experience in IT industry, Sudip worked both in India and the USA for various companies like HCL, HP and Delsoft. Sudip holds a degree in Computer Science and Engineering from Jadavpur University.



Rajesh Krishnamoorthy – Head of Information Technology

Rajesh Krishnamoorthy (Raj) is the Head of Information Technology for CT. He has more than 20 years of experience spanning technology, account management, presales and product development. He specializes in integration, open source product architecture, development and solution architecture as well as managing Big Data engagements. Raj is an alumni of CT, having earlier worked in Cell Exchange. Raj's educational background includes a BE & an MBA.



Radha Raghupathy, Director – BPO

Radha is the Director BPO for CT. She has over 20 years of comprehensive experience in managing large scale BPO's. She also has entrepreneurial experience in setting up and managing a BPO for Standard Chartered Bank – Aran Associates. Her core expertise lies in setting up processes, business expansion and growth, and managing overall global operations. At Cambridge Bizserve she spearheads the entire BPO operations and is responsible for new customer acquisition while managing the global delivery. Radha has been managing IT and ITeS partners for The Home Depot, HD Supply and Tyco for about 7 years. This experience enables her to understand customer expectations and fine tune the delivery to suit customer needs. Prior to Cambridge Technology, she was associated with Azur, Tyco, HD Supply, The Home Depot and Optimus Global Services.



Hanumant Bhansali - Manager - Corporate Finance & Head - Investor Relations

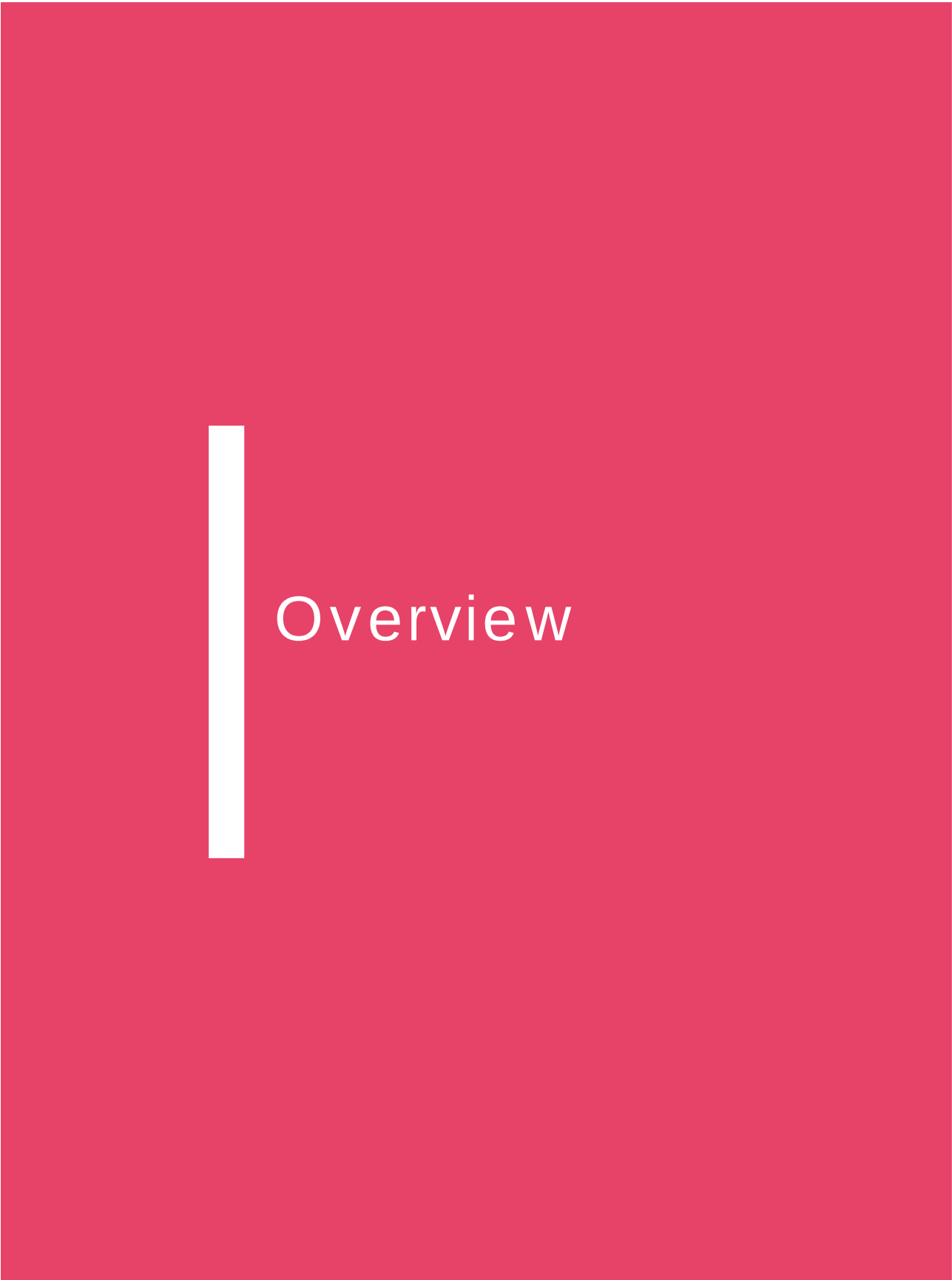
Hanumant Bhansali brings over 6 years of experience in Investment Banking and Corporate advisory. He brings in end-to-end transaction execution capabilities coupled with incisive business and financial analysis. He has successfully completed transactions across a range of sectors. Prior to CT, Hanumant has contributed in reputed companies such as TCS, Seagull and Nine Rivers Capital Advisors. He is a MBA in Finance from Welingkar Institute of Management and B.Tech from JNTU.



Alan Roth - General Counsel

Alan Roth's wide and deep experience with closely and publicly-held, well-established and start-up, for-profit and non-profit businesses in many industries has enabled him to consistently close deals for his clients on the best possible terms.

Alan graduated Amherst College magna cum laude. he holds a Master's in Journalism from Columbia University and took his JD at Stanford Law School.



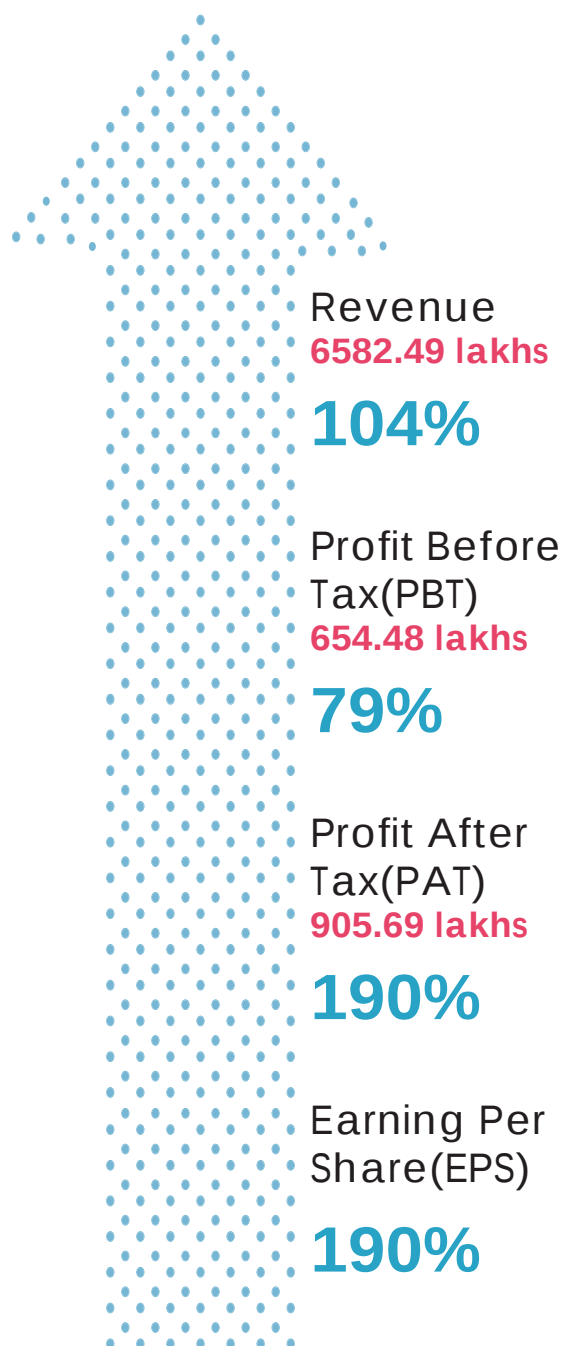
Overview

Cambridge Technology (CT) is an IT services leader focused on the convergence of big data and cloud. Recognized as a thought leader and innovator of enterprise solutions, CT focuses on cloud application development and management, data warehousing, business intelligence (BI) and analytics on the cloud. Through designing and implementing enterprise IT strategies that leverage the cloud's capabilities, CT's end-to-end services enable its customers to harness the data available to them. Its expertise across domains makes CT a preferred choice for IT Strategy and Implementation to its customers.

CT believes Artificial Intelligence and Machine Learning will define new and redefine existing industries, thereby transforming data into a valuable knowledge asset and a catalyst for disruption. It has been leveraging its partnership with Oracle, AWS, ForgeRock, Pentaho (A HDS Company), New Relic, and Tableau to offer quality solutions to its customers. Its customer-focused approach, expansion in partner ecosystem and investment in the right talent, positions it firmly to leverage the emerging opportunities. This is coupled with the ability to provide offerings in the domain of convergence of cloud and big data which is a major lever for the company's future growth.

Hiring the best of the talent and training them is a constant endeavour at CT. Competency centers have been setup for upgrading the skill set of the employees while developing the next set of leaders to assist the company in this period of 'growth'. Additionally, CT with its vertical focus launched two new verticals in 2015 – Cambridge Innovations (CI; c7e.io) and Cambridge Bizserve (CB; c7b.co). We are benefitting from Cambridge Innovations (CI), one of our fast moving verticals – where we are bringing CT's cutting edge technologies and best practices to help transformational early-stage companies seeking rapid growth.

The outlook for the next year looks promising as we position ourselves firmly to drive profitable growth and deliver value to our clients and shareholders. CT has made progress but are still at the halfway mark on the business plan.



Key Financial Highlights FY2016



C o m p e t e n c y

Big Data // AWS // Microsoft // Oracle

Our Partners

Oracle

Cambridge Technology an Oracle Platinum Partner, and as a Platinum partner, CT is eligible to develop, sell, and implement the full stack of Oracle products and solutions. With its focus on cloud and the full suite of data services, CT has partnered with Oracle to strengthen its product offering particularly with Oracle Cloud Solutions and Business Analytics.

Oracle Platinum Partners are measured on their superior product knowledge, technical expertise and commitment to Oracle. The Platinum level is for Oracle partners that have attained at least five qualifying specializations. OPN members at the Platinum level are recognized for their expertise across a broad range of products and technologies, and earn exclusive promotion and dedicated support.

Amazon Web Services (AWS)

Cambridge Technology has been an AWS partner since November 2009, since then CT has developed a deep relationship with AWS spanning all disciplines in the organization and has invested heavily in the AWS technology stack. Currently, CT has more than thirty AWS certified Solutions Architects and a large percentage of our technical, sales and administrative staff have achieved the AWS Business and Technical Professional accreditation.

We have successfully delivered 100's of projects on AWS technology. CT is committed to continue building AWS relationship and leveraging their technology for the benefit of our customers.

Rackspace

Cambridge Technology has joined the Rackspace Partner Network to provide a portfolio of Hybrid Cloud solutions. Rackspace is a leading provider of hybrid clouds, which enable businesses to run their workloads where they run most effectively – whether on the public cloud, a private cloud, dedicated servers, or a combination of these platforms.

Tableau

Cambridge Technology has obtained the status of Preferred Alliance Partner with Tableau and as a Preferred Alliance Partner, CT will integrate Tableau's software into its cloud and big data solutions that it deploys to help clients unlock the power of big data. The partnership will combine the global talent pool and client reach of CT with Tableau's breakthrough analytics technology.

New Relic

CT joined New Relic's partner program in 2014 and has been using New Relic technology since 2013. New Relic is an industry innovator that brings its leading application performance solutions to many markets currently served by CT. By incorporating New Relic's solutions, CT benefit from an increased top line and critical product differentiation.

CT as a global cloud service provider we includes New Relic's functionality in its offerings to provide monitoring capabilities to a large percentage of its customer base. This gives increased flexibility in utilizing New Relic's API's and makes integration even easier.

ForgeRock

Cambridge Technology joined ForgeRock's partner program to leverage ForgeRock's identity solutions. Partnering with ForgeRock gives our customers an experience that's not just secure but also personalized to their needs and tastes.

The partnership provides both existing and new customers with an added array of application migration, development and managed services offerings coupled with ForgeRock's Access Management, Identity Management, Identity Gateway and Directory Services.

CT has delivered a wide range of successful solutions to its customers. Our global presence and association with ForgeRock has positioned us to assist each of our customers to achieve its strategic cloud data initiatives effectively and efficiently, every time.

Pentaho/HDS

Cambridge Technology a leading cloud services and software firm has joined Pentaho/HDS partner program to leverage Pentaho's ETL and analytics solutions. Partnering with Pentaho/HDS gives our customers an experience encompasses the full gamut of ETL and Analytics, from Data Warehouses to Data Lakes and from Strategy to Support. The partnership provides both existing and new customers with an added array of analytics and managed services. This will help customers that are looking for end-to-end solutions to take advantage of our full suite of offerings; from cloud strategy and adoption to day-to-day operational support.

CT has delivered a wide range of successful solutions to our customers; our global presence and joining with Pentaho/HDS has positioned us to assist each of our customers to achieve its strategic cloud data initiatives effectively and efficiently, every time.



By leveraging partner network,
CT develops specializations that assists in business
growth, increase in expertise, reaching higher levels
of customer retention, and creating differentiation in
the marketplace.



Director's Report

REPORT OF THE DIRECTORS

Dear Members,

The Directors present their Report together with the Company's financial statements for the year ended March 31, 2016.

FINANCIAL SUMMARY**(In INR Lakhs)**

Particulars	Consolidated Results		Standalone Results	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015
Revenue from operations	6582.59	3225.57	2945.33	2589.77
Expenses	5439.60	2654.69	2463.16	2275.29
Depreciation & Amortization	578.28	308.67	309.85	308.67
Profit from operations	564.61	262.21	172.32	5.82
Finance Charges	49.27	-	3.19	-
Other Income	139.14	102.42	143.61	102.42
Profit from Ordinary Activities	654.48	364.63	312.73	108.23
Tax Expense / (Tax Benefit)	(251.21)	52.27	(245.77)	(20.39)
Net Profit	905.69	312.36	558.50	128.63
Reserves	1915.82	929.46	1309.20	750.70

REVIEW OF OPERATIONS FOR THE FY 2015 – 16

During the financial year under review, the revenue of your Company grew by 14% and increased by INR 355.56 Lakhs on a Standalone basis. Further, total revenue on a consolidated basis increased to INR 6582.59 Lakhs as compared to the previous year's total revenue of INR 3225.57 Lakhs, at an annual growth rate of 104%.

The Standalone PAT (Profit after Tax) increased to INR 558.50 Lakhs as from INR 128.63 Lakhs in the previous year, achieving a growth rate of 334% and the consolidated PAT increased to INR 905.69 Lakhs as from INR 312.36 Lakhs in the previous year, at a growth rate of 190%.

In the financial year 2015-16, overall the company's performance is satisfactory because of improved topline sales and considerable increase in profitability. Considerable investments have been made in the financial year 2015-16 through its subsidiaries to expand its operations. The outlook for the next year looks promising as we position ourselves firmly to drive profitable growth and deliver value to our clients and shareholders.

Detailed analysis of financial statements is given in Management Discussion and Analysis Report forming part of this Annual Report.

TRANSFER TO RESERVES

The Board of Directors did not propose to transfer any amount to reserves for the period under review.

DIVIDEND

Keeping in view the expected cash flow requirements and in order to conserve the resources for future business operations and for the future growth of the Company, the Board of Directors were not able to recommend any dividend for the financial year ended 31st March, 2016.

FIXED DEPOSITS

Your Company did not accept any public deposits and no amount on account of principal or interest on public deposits was outstanding on the date of balance sheet.

CAPITAL STRUCTURE

During the year, the authorized share capital and paid up capital of the Company remained unchanged at INR 300,000,000/- divided into 30,000,000 equity shares of INR 10/- each & INR 196,310,150/- divided into 196,310,15 equity shares of INR 10/- each respectively.

SCHEME OF REDUCTION OF CAPITAL

In order to present a true and factual financial position of the Company, the Board of Directors of the Company approved the draft Scheme of Reduction of Capital on 18th November, 2015 to utilize the balance lying in the Securities Premium Account amounting to INR 2252.16 Lakhs of the Company to write off the entire Goodwill amounting to INR 977.14 Lakhs and the balance against the accumulated losses to the extent of INR 1275.02 Lakhs of the Company. The Company has obtained member's approval for the same through EGM dated 06th April, 2016. The petition for the same has been filed with the Hon'ble High Court for its approval.

The Reduction of paid-up share capital of the Company by way of writing off of the losses and the goodwill of the Company against the amount lying in the securities premium account of the Company does not involve reduction in the issued, subscribed, paid up share capital of the Company, any payment of the paid up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability.

The detailed Scheme on the same and other related documents are available on the Company's website. (URL: <http://www.ctepl.com/investors/>)

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT

There were no material changes and commitments affecting financial position of the company between 31st March, 2016 and the date of this Board's Report.

REPORT ON SUBSIDIARIES

During the year under review two new companies were incorporated as subsidiaries to Cambridge Technology Enterprises Ltd viz., Cambridge Technology Investments Pte. Ltd., Singapore and Cambridge Bizserve Private Limited, India.

As on March 31, 2016, the Company has 3 (Three) wholly-owned subsidiaries viz., Cambridge Technology Inc USA, Cambridge Technology Investments Pte. Ltd., Singapore and Cambridge Bizserve Private Limited.

The consolidated financial statements of the Company including its subsidiaries have been prepared in accordance with Section 129(3) of the Companies Act, 2013. Further, a report on the performance and financial position of each of the subsidiaries in the prescribed format AOC-1 as per the Companies Act, 2013 is appended as **Annexure - 1** to the Board's Report. As required under Section 136 of the Companies Act, 2013 the audited financial statements including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries are available on the website www.ctepl.com. These documents will also be available for inspection during the business hours at the registered office of the Company and any member who wish to get copies of such financial statements, may write to the Company for such requirement.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals during the year impacting the going concern status and company's operations in future.

DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL

The Board of Directors of your Company comprises of 6 (six) Directors as on the date of this report representing the optimum blend of professionalism, knowledge and having varied experience in different disciplines of corporate functioning. Of these, 3 (three) Directors are Independent Directors.

Change in Designation

Mr. Stefan Hetges, Director had resigned as an Executive Director & CEO and has been re-designated as Non – Executive Director w.e.f. 14th May, 2015. The Board of Directors placed on record its appreciation for the services rendered by him during his tenure as an Executive Director & CEO and welcomed him on board as Non – Executive Director.

Retirement by rotation

Pursuant to provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Stefan Hetges (DIN: 03339784) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment to the office of directorship. Your Board of Directors recommend his re-appointment.

Appointments

Mr. Aashish Kalra (DIN: 01878010) was appointed as an Additional Director of the Company in Executive Capacity on 14th May, 2015 to hold office up to the date of 16th Annual General Meeting and was also designated as Chairman of the Board. The Board of Directors at its meeting held on July 24, 2015 recommended to Shareholders to appoint him as Whole – time Director of the Company for a period of 5 years w.e.f May 14, 2015. His appointment was approved as Director pursuant to resolution passed at the 16th Annual General Meeting of the Company dated September 07, 2015 and he was appointed as Whole – time Director of the Company. He was also designated as Chairman and Chief Executive Officer (CEO) of the Company w.e.f September 08, 2015.

BOARD AND COMMITTEE MEETINGS

The Board met 11 (eleven) times during the year. Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Section 173(1) of Companies Act, 2013 and Regulation 17(2) SEBI (LODR) Regulations, 2015.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given a declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 read with the rules made thereunder and Regulation 16(1)(b) of SEBI(LODR)Regulations, 2015.

FAMILIARIZATION PROGRAM

The Company at its various meetings held during the financial year 2015-16 had familiarized the Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company and future outlook, etc. They are made to interact with senior management personnel and are given all the documents, reports and internal policies sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part which enable the Directors to contribute significantly to the Company.

Periodic updates are made at the Board and Committee Meetings on business and performance of the Company, business strategy, relevant statutory changes and important amendments are provided to the Directors. Details of familiarization programs extended to the Independent Directors during the year are also disclosed on the Company website from time to time.

Web link: http://www.ctepl.com/pdfs/investors/Familiarisation_Programme_31032016.pdf.

PERFORMANCE EVALUATION, NOMINATION & REMUNERATION POLICY

Pursuant to the provisions of Companies Act, 2013 read with the rules made thereunder and SEBI (LODR) Regulations, 2015, the performance evaluation of individual Directors, Board and its Committees was carried out.

The requisite details as required by Section 134(3), Section 178(3) & (4) of Companies Act, 2013 and Regulation 34(2) of SEBI (LODR) Regulations, 2015 is provided in the Corporate Governance Report.

Performance evaluation, nomination and remuneration policy is attached as an annexure 2 to Corporate Governance Report and the same is available on the website of the Company at http://www.ctepl.com/pdfs/investors/Performance_evaluation_nomination_remuneration_policy.pdf.

EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance and that of its Committees and individual Directors.

The performance of the Board, Committees and individual Directors was evaluated by the Board seeking inputs from all the Directors and chairperson. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members and chairperson. The same was done through evaluation forms.

The criteria for performance evaluation of the Board include aspects like contribution of the board to the development strategy, contribution of the board to ensure robust and effective risk management, composition of the board and its committees, right balance of knowledge and skills to maximize performance, Board response to any problems or crisis that arose, matters specifically reserved for the board, Board communication with the management team, employees and others, updating to the Board with the latest developments in the regulatory environment and the market, Conduct of Board Meetings at suitable length, management response to the Board, receipt of timely information by the Board, etc.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

Accordingly, pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, and to the best of their knowledge and ability In terms of Section 134(3)(c) of the Companies Act 2013, Your Directors confirm as under:

- (i) In preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards have been followed and there were no material departures from prescribed accounting standards;
- (ii) We have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (iii) We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) We have prepared the annual accounts on a going concern basis;
- (v) We have laid down internal financial controls, which are adequate and are operating effectively; and
- (vi) We have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

STOCK EXCHANGE LISTING

Presently, the Equity Shares of the Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited. The Company confirms that it has paid the Annual Listing Fees to the Bombay Stock Exchange for the year 2016-17.

AUDITORS & AUDITORS' REPORT

M/s. P Murali & Co., Chartered Accountants, Hyderabad, statutory auditors of the company have conveyed their unwillingness to continue as Statutory Auditors of the Company. They tendered their resignation vacating office from the conclusion of the 16th Annual General Meeting of the Company held on September 7, 2015.

Pursuant to the provisions of the Section 139 of the Companies Act, 2013 and Rules framed thereunder and as per the recommendation of the Audit Committee, the Board of Directors at their meeting held on 24th July, 2015, filled the casual vacancy by appointing M. Anandam & Co, Chartered Accountants, Hyderabad (Firm Regn. No 000125S) with effect from the conclusion of the 16th Annual General Meeting held on September 7, 2015. Accordingly Shareholders appointed M. Anandam & Co, Chartered Accountants, Hyderabad (Firm Regn. No 000125S) as the Statutory Auditors of the Company to hold office from the conclusion of 16th Annual General Meeting held on September 7, 2015 until the conclusion of next AGM i.e., 17th Annual General meeting of the Company to be held in the year 2016.

The existing term of M/s. M Anandam & Co as a statutory auditor of the Company is going to expire on the conclusion of the forthcoming Annual General Meeting (AGM). Keeping the above stipulations in view and also the qualification and experience of the partners of the Firm i.e. M/s. M Anandam & Co which is also in commensurate with the size and requirements of the Company, it is proposed to re-appoint M/s. M Anandam & Co as statutory auditors of the Company at the forthcoming 17th annual general meeting to hold office upto the conclusion of the 22nd annual general meeting to be held in the year 2021 subject to recommendation by the Board and ratification by members in every annual general meeting till 22nd Annual General Meeting.

M/s. Anandam & Co. Chartered Accountants have furnished the Certificate of their eligibility for appointment in compliance with Section 141 of the Companies Act, 2013. The Board recommends their appointment.

There are no qualifications or adverse remarks in the Statutory Auditors Report, but the following emphasis of Matter was made in it:

Statutory Auditors drew attention to Note 10 to the consolidated financial statements which relates to the qualified opinion in the Independent Auditors' Report of the Company's Wholly Owned Subsidiary, "Cambridge Technology Investments Pte Ltd", Singapore regarding the unavailability of sufficient evidence to support the fair value of certain investments made by such subsidiary.

The Directors are confident that such investments are in a startup stage and will be able to yield the results in due course. These investments are permanent in nature and hence, temporary diminution, if any, in their value, has not been provided for.

Statutory Auditor's opinion was not modified in respect of the said matter.

SECRETARIAL AUDITOR

M/s. B. Krishnaveni, Company Secretary in Practice was appointed to conduct the audit of Secretarial and related records of the Company for the financial year 2015-16, pursuant to Section 204 of the Companies Act, 2013 read with Companies (Appointment and remuneration of Managerial personnel) Rules, 2014. The Secretarial Audit Report for financial year 2015-16 forms part of the Annual Report as **Annexure 2** of the Board's Report.

There are no qualifications/observations or adverse remarks in the Secretarial Auditors Report.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134 (3)(a) of the Companies Act, 2013, an extract of the Annual Return in the prescribed format is appended as **Annexure 3** of the Board's Report.

PARTICULARS OF EMPLOYEES

The information required under Section 197 (12) of the Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed as **Annexure 4** to this report.

The information required under Rule 5 (2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of the Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Particulars of loans, guarantees and investments, if any, made by the Company pursuant to Section 186 of the Companies Act, 2013 forms part of the notes to the financial statements provided in this Annual Report.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 125 of the Companies Act, 2013 or Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investor) Rules, 2001, during the financial year ended 31 March 2016, the Company has credited an aggregate amount of INR 84,046/- to the Investor Education and Protection Fund (IEPF).

Unclaimed or unpaid dividend relating to financial year 2007 - 08 amounting to INR 84,046/- which was due for transfer on 21st November, 2015 to Investor Education and Protection Fund established by the Central Government was transferred on 28th December, 2015.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

- A. CONSERVATION OF ENERGY:** The operations of the Company involve low energy consumption. However, adequate measures have been taken to conserve energy wherever practicable.
- B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:** The Company continues to use the latest technologies for improving the quality of its operations. Provision of state of the art communication facilities to all software development centers and total technology solutions to its clients contribute to technology absorption and innovation.
- C. FOREIGN EXCHANGE EARNINGS AND OUTGO:** The foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year in terms of actual outflows:

(in INRLakhs)		
Particulars	Current year 31.03.2016	Previous year 31.03.2015
Foreign exchange earnings	2541.41	2298.50
Foreign exchange outgo:	Nil	Nil
Travel related Expenses	35.07	23.08

ADEQUACY OF INTERNAL FINANCIAL CONTROL SYSTEM

The Company has in place adequate internal financial controls commensurate with the size and needs of the business. These controls ensures the orderly and efficient conduct of its Business, including adherence to the Company's policies, identification of areas of improvement, safeguarding of its assets from unauthorized use, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial statements and / or disclosures.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The requisite details as required by Section 177 of Companies Act, 2013 and Regulation 22 & 34 (3) of SEBI (LODR) Regulations, 2015 is provided in the Corporate Governance Report.

The Whistleblower policy is available on the website of the Company.

Weblink: http://www.ctepl.com/pdfs/investors/Whistle_Blower_Policy.pdf

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has set up an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment against women employees at workplace. There was no case of sexual harassment reported during the year under review.

CORPORATE SOCIAL RESPONSIBILITY

Your Company does not meet applicable requirements i.e. net worth of INR 500 Crore or more, or turnover of INR 1000 Crore or more, or a net profit of INR 5 Crore as specified in section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility. Hence the Company did not constitute Corporate Social Responsibility Committee and did not adopt any Corporate Social Responsibility Policy.

RISK MANAGEMENT

The Company process is in place to ensure that all the Current and Future Material Risks of the Company are identified, assessed/quantified and effective steps are taken to mitigate/ reduce the effects of the risks to ensure proper growth of the business. Shareholders are also requested to refer a separate section on Internal Control systems and their adequacy, which also deals with Risk Management, in Management Discussion and Analysis Report.

EMPLOYEE STOCK OPTION SCHEME

During the year, the Company has adopted Employee Stock Option Scheme 2015 (ESOS – 2015) pursuant to shareholders approval obtained through postal ballot process which closed on 29th May, 2016. Amendments to the schemes viz., CTEL ESOP Scheme 2011, CTEL ESOP Scheme 2008, CTEL ESOP 2006 were made vide Shareholders approval obtained in 16th Annual General Meeting of the Company dated September 7, 2015. The said amended schemes can be viewed on the website of the Company - <http://www.ctepl.com>

The details of employee stock options as on 31st March, 2016 are given as **Annexure-5** to this report.

Disclosures pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, and as per Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 for the financial year ended 31 March, 2016 are available on website of the Company at <http://www.ctepl.com>.

The Certificate from the Auditors of the Company under regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 stating compliance as per SEBI (Share Based Employee Benefits) Regulations, 2014/SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended, from time to time and resolution of the company passed in the general meeting, on implementation of scheme, will be available for inspection by the members at the AGM.

CEO/CFO CERTIFICATION

Mr. Aashish Kalra, Chairman & CEO and Mr. T V Siva Prasad, CFO & Company Secretary of the Company have provided Compliance Certificate (annexed as **Annexure 6**) to the Board in accordance with Regulation 17(8) read with Part B of Schedule II of the SEBI (LODR) Regulations, 2015 for the financial year ended 31 March 2016.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has formulated a Policy on dealing with Related Party Transactions. The Policy is disclosed on the website of the Company.

Web link: http://www.ctepl.com/pdfs/investors/Related_party_transactions_policy.pdf

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 during the year were in the ordinary course of business and on an arms' length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. However, pursuant to the provisions of Regulation 23 (2) of the SEBI (LODR) Regulations, 2015, prior approval of the Audit Committee was sought for entering into the Related Party Transactions.

During the year, the Company had not entered into any contract / arrangement / transactions with Related Parties (except with its subsidiaries) which could be considered as material in terms of Regulation 23 of the SEBI (LODR) Regulations, 2015. Disclosures on related party transactions have been made in the notes to the Financial Statements.

The information relating to particulars of contracts or arrangements with related parties referred to in sub Section (1) of section 188 of the Companies Act, 2013 in Form AOC-2 is annexed as **Annexure 7**, forming part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT AND CORPORATE GOVERNANCE

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under Regulation 34(2) of SEBI (LODR) Regulations, 2015, forms part of the Annual Report.

Your Company is committed to maintain the prescribed standards of Corporate Governance and has taken adequate steps to adhere to all the stipulations laid down Listing Agreement and SEBI (LODR) Regulations, 2015. A separate report on Corporate Governance and a Management Discussion and Analysis Report is being presented as part of the Annual Report.

Mrs. B. Krishnaveni, a Company Secretary in Practice has certified that conditions of Corporate Governance as stipulated under SEBI (LODR) Regulations, 2015 have been complied by your Company and her certificate is annexed as **Annexure 8** to this Report.

APPRECIATIONS & ACKNOWLEDGEMENTS

Your Directors look to the future with confidence. Your Directors wish to express their appreciation for the valuable support and co-operation received from customers, investors, lenders, business associates, bankers, various statutory authorities and society at large. The Directors also thank the State Governments, Government of India, Governments of various countries, other Government Departments and Governmental Agencies. Your Directors are especially indebted to employees of the Company and its subsidiaries at all levels, who through their dedication, co-operation, support and dynamic work, have enabled the company to achieve rapid growth. Your Directors seek, and look forward to the same support during the future years of growth.

For or on behalf of the Board of Directors

Sd/-

Dharani Raghurama Swaroop
Whole – time Director

Sd/-

Venkat Motaparthi
Independent Director

Hyderabad
29th August, 2016

Annexure – 1

Form AOC - 1

Statement containing the salient features of the financial statements of subsidiaries / Associate Companies / Joint Ventures

Part A - Subsidiaries

(in INRLakhs)

S. No	Name of the Subsidiary	Reporting Period	Reporting Currency & Exchange Rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for Taxation	Profit after taxation	Proposed Dividend	% of Share holding
1.	Cambridge Technology Inc., USA	31 st March, 2016	USD & 62.5908	595.52	596.80	2496.83	2496.83	0.00	6178.57	355.25	(5.44)	360.69	Nil	100
2.	Cambridge Technology Investments Pte. Ltd., Singapore	31 st March, 2016	SGD & 48.67	775.31	(7.66)	953.00	953.00	719.91	213.09	(7.66)	0.00	(7.66)	Nil	100
3	Cambridge Bizserve Private Limited	31 st March, 2016	INR	1.00	(0.36)	1.00	1.00	0.00	0.00	(0.36)	0.00	(0.36)	Nil	100

Note: 1. Names of Subsidiaries which are yet to commence operations: Cambridge Bizserve Private Limited.

2. Names of subsidiaries liquidated or sold or strike off during the year: NIL

Part B – Associates & Joint Ventures

The Company does not have any associates and joint venture.

Secretarial Audit Report [Pursuant to Section 204(1) of the Companies Act, 2013 and rules made thereunder]

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Cambridge Technology Enterprises Limited
CIN:L72200TG1999PLC030997
Unit No. 04-03, Level 4,
Block 1, Cyber Pearl,
Hi-Tec City,
Madhapur,
Hyderabad – 500 081

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Cambridge Technology Enterprises Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the Extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company during the year as there no relevant transactions during the audit period:

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I further report that the Company has complied with the following law specifically applicable to the Company as declared by the Management of the Company:

- (i) The Information Technology Act, 2000.

I have also examined compliance with the Listing Agreements entered into by the Company with BSE Limited & National Stock Exchange of India.

The Company has complied with Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) as issued by The Institute of Company Secretaries of India during the year under review.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Hyderabad
Date: 29.08.2016

Sd/-
B. Krishnaveni
ACS/FCS No. 9686
C P No.: 4286

Extract of Annual Return [pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2016****[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.]****I. REGISTRATION & OTHER DETAILS:**

1. CIN	L72200AP1999PLC030997
2. Registration Date	28 th January, 1999
3. Name of the Company	Cambridge Technology Enterprises Limited
4. Category/Sub-category of the Company	Public Company/ Limited by shares
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 – BSE and NSE
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Aarathi Consultants Private Limited, CIN: U74140TG1992PTC0140441-2-285, Domalguda, Hyderabad – 500029. Telangana.Tel: +91-40-27638111 Fax: +91-40-27632184 Mail ID: info@aarathiconsultants.com

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	Software Development, IT Related Activities	62020	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.	Business entity number: 5517362	Wholly Owned Subsidiary	100	2(87)
2	Cambridge Technology Investments Pte. Ltd	Registration number: 201508834K	Wholly Owned Subsidiary	100	2(87)
3	Cambridge Bizserve Private Limited	CIN: U72300TG2016 PTC102942	Wholly Owned Subsidiary	100	2(87)

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

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	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
Sub-total (A)(1)	0	0	0	0	0	0	0	0	0
(2) Foreign	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
Sub-total (A)(2)	9209693	0	9209693	46.91	9209693	0	9209693	46.91	0
Total shareholding of Promoter (A)	9209693	0	9209693	46.91	9209693	0	9209693	46.91	0
B. Public Shareholding									
1. Institutions	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	0	0	0	0	0
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
Sub-total (B)(1)-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	670730	0	670730	3.42	489768	0	489768	2.49	(0.92)
ii) Overseas	0	309920	309920	1.58	0	309920	309920	1.58	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2623557	1210	2624767	13.37	2548026	1210	2549236	12.99	(0.38)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2200838	0	2200838	11.21	2761814	0	2761814	14.07	2.86
c) Others (specify)									
Foreign Bodies	2056600	57381	2113981	10.77	2056600	57381	2113981	10.77	0
Clearing Members	54922	0	54922	0.28	55331	0	55331	0.28	0
Non Resident Indians	1294900	546976	1841876	9.38	894795	546976	1441771	7.34	(2.04)
Trusts	0	0	0	0	0	0	0	0	0
Qualified Foreign Investors	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	150257	150257	0.77	0	150257	150257	0.77	0
Sub-total (B)(2)-	8901547	1065744	9967291	50.77	8806334	1065744	9872078	50.28	(0.49)
Total Public Shareholding (B)=(B)(1)+(B)(2)	8901547	1065744	9967291	50.77	8806334	1008363	9872078	50.28	(0.49)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
D. Employee Benefit trust (Non promoter - Non public)	454031	0	454031	2.31	549244	0	549244	2.80	0.49
Grand Total (A+B+C+D)	18565271	1065744	19631015	100	18565271	1065744	19631015	100	0

*Shares have been categorized / re-grouped wherever necessary.

B) Shareholding of Promoter-

SN	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

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

SN	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	At the end of the year	9209693	46.91	9209693	46.91
2.	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	Nil	Nil
3	At the end of the year	9209693	46.91	9209693	46.91

**B) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	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	SmartShift AG				
	At the beginning of the year	2056600	10.48	2056600	10.48
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
	At the end of the year	2056600	10.48	2056600	10.48
2	SaroshKersieWaghmar				
	At the beginning of the year	630160	3.21	630160	3.21
	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	630160	3.21	630160	3.21
3	Raymond J Lane				
	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	0	0
	At the end of the year	500000	2.55	500000	2.55
4	Suresh Gadaley				
	At the beginning of the year	212243	1.08	212243	1.08
	Sold - 10.04.2015	(5000)	0.03	207243	1.06
	Sold - 01.05.2015	(3000)	0.02	204243	1.04
	Purchased:				

	19.06.2015	1025	0.01	205268	1.05
	26.06.2015	20000	0.10	225268	1.15
	30.06.2015	10000	0.05	235268	1.20
	03.07.2015	50000	0.25	285268	1.45
	10.07.2015	30101	0.15	315369	1.61
	17.07.2015	6087	0.03	321456	1.64
	24.07.2015	11250	0.06	332706	1.69
	07.08.2015	26268	0.13	358974	1.83
	14.08.2015	2000	0.01	360974	1.84
	11.09.2015	6000	0.03	366974	1.87
	28.09.2015	5000	0.03	371974	1.89
	25.09.2015	30861	0.16	402835	2.05
	02.10.2015	10000	0.05	412835	2.10
	09.10.2015	15000	0.08	427835	2.18
	23.10.2015	4999	0.03	432834	2.20
	At the end of the year	432834	2.20	432834	2.20
5	Devinder Prakash Kalra				
	At the beginning of the year	393000	2.00	393000	2.00
	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	393000	2.00	393000	2.00
6	DRR Swaroop - Trustee				
	At the beginning of the year	452431	2.30	452431	2.30
	Transfers of shares on account of ESOP Exercise:19.06.2015	(3724)	0.02	448707	2.29
	26.06.2015	(20000)	0.10	428707	2.18
	10.07.2015	(3500)	0.02	425207	2.17
	17.07.2015	(500)	0.00	424707	2.16
	31.07.2015	(1000)	0.01	423707	2.16
	21.08.2015	(1000)	0.01	422707	2.15
	28.08.2015	(7500)	0.04	415207	2.12
	18.09.2015	(1000)	0.01	414207	2.11
	25.09.2015	(56500)	0.29	357707	1.82
	30.09.2015	(20067)	0.10	337640	1.72
	09.10.2016	(1000)	0.01	336640	1.71
	25.03.2016	(14396)	0.07	322244	1.64
	At the end of the year	322244	1.64	322244	1.64
7	OurVox Holdings LLC				
	At the beginning of the year	309920	1.58	309920	1.58
	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	309920	1.58	309920	1.58
8	Mukul Mahavirprasad Agrawal				
	At the beginning of the year	0	0	0	0
	Purchased:				
	04.09.2016	50000	0.25	50000	0.25
	18.09.2016	40000	0.20	90000	0.46
	25.09.2015	60000	0.31	150000	0.76
	09.10.2015	18259	0.09	168259	0.86
	16.10.2015	65000	0.33	233259	1.19
	11.12.2015	20000	0.10	253259	1.29
	11.03.2016	50000	0.25	303259	1.54
	At the end of the year	303259	1.54	303259	1.54
9	Kanchan Sunil Singhania				
	At the beginning of the year	0	0	0	0
	Purchased (28.08.2016)	285000	1.45	285000	1.45
	At the end of the year	285000	1.45	285000	1.45

10	Purshothaman Vinayakam – Trustee				
	At the beginning of the year	0	0	0	0
	Purchased on following dates:				
	31.07.2015	16050	0.08	16050	0.08
	07.08.2015	2400	0.01	18450	0.09
	14.08.2015	15880	0.08	34330	0.17
	21.08.2015	52307	0.27	86637	0.44
	28.08.2015	56836	0.29	143473	0.73
	04.09.2015	23138	0.12	167011	0.85
	25.09.2015	400	0.00	166611	0.85
	09.10.2015	47989	0.24	215000	1.10
	16.10.2015	5000	0.03	220000	1.12
	20.11.2015	5000	0.03	225000	1.15
	27.11.2015	2000	0.01	227000	1.16
	At the end of the year	227000	1.16	227000	1.16
11	Bhaskar C Panigrahi				
	At the beginning of the year	454423	2.31	454423	2.31
	Change during the year – 31.07.2015	(454423)	2.31	(454423)	2.31
	At the end of the year	0	0	0	0
12	Master Capital Services Limited				
	At the beginning of the year	443300	2.26	443300	2.26
	Purchased - 01.05.2015	27	0.00	443327	2.26
	Purchased - 08.05.2015	94	0.00	443421	2.26
	Purchased - 15.05.2015	29	0.00	443450	2.26
	Sold - 22.05.2015	(150)	0.00	443300	2.26
	Purchased - 26.06.2015	600	0.00	443900	2.26
	Sold - 30.06.2015	(13273)	0.07	430627	2.19
	Purchased - 03.07.2015	420	0.00	431047	2.20
	Sold - 10.07.2015	(32405)	0.17	398642	2.03
	Sold - 17.07.2015	(750)	0.00	397892	2.03
	Sold - 24.07.2015	(600)	0.00	397292	2.02
	Purchased - 31.07.2015	850	0.00	398142	2.03
	Purchased - 07.08.2015	912	0.00	399054	2.03
	Purchased - 14.08.2015	600	0.00	399654	2.04
	Sold - 21.08.2015	(1112)	0.01	398542	2.03
	Sold - 28.08.2015	(3470)	0.02	395072	2.01
	Sold - 01.09.2015	(500)	0.00	394572	2.01
	Sold - 04.09.2015	(1144)	0.01	393428	2.00
	Sold - 11.09.2015	(29910)	0.15	363518	1.85
	Sold - 18.09.2015	(35500)	0.18	328018	1.67
	Sold - 25.09.2015	(26395)	0.13	301623	1.54
	Sold - 30.09.2015	(20000)	0.10	281623	1.43
	Sold - 02.10.2015	(100)	0.00	281523	1.43
	Sold - 09.10.2015	(24400)	0.12	257123	1.31
	Sold - 16.10.2015	(25194)	0.13	231929	1.18
	Sold - 23.10.2015	(6280)	0.03	225649	1.15
	Purchased - 30.10.2015	200	0.00	225849	1.15
	Sold - 06.11.2015	(18630)	0.09	207219	1.06
	Sold - 20.11.2015	(505)	0.00	206714	1.05
	Sold - 27.11.2015	(12256)	0.06	194458	0.99
	Sold - 04.12.2015	(3000)	0.02	191458	0.98
	Sold - 11.12.2015	(8960)	0.05	182498	0.93
	Sold - 18.12.2015	(21370)	0.11	161128	0.82
	Sold - 25.12.2015	(4180)	0.02	156948	0.80
	Sold - 31.12.2015	(400)	0.00	156548	0.80
	Sold - 01.01.2016	(500)	0.00	156048	0.79
	Purchased - 08.01.2016	3885	0.02	159933	0.81
	Sold - 15.01.2016	(884)	0.00	159049	0.81
	Sold - 29.01.2016	(218)	0.00	158831	0.81
	Sold - 05.02.2016	(10958)	0.06	147873	0.75
	Purchased - 04.03.2016	200	0.00	148073	0.75
	Sold - 11.03.2016	(3188)	0.02	144885	0.74
	Sold - 18.03.2016	(2750)	0.01	142135	0.72
	Sold - 25.03.2016	(2500)	0.01	139635	0.71
	At the end of the year	139635	0.71	139635	0.71

13	GirishRajeshwarChaitanya At the beginning of the year	331690	1.69	331690	1.69
	Sold:				
	17.04.2015	(10000)	0.05	321690	1.64
	12.06.2015	(10000)	0.05	311690	1.59
	19.06.2015	(20000)	0.10	291690	1.49
	26.06.2015	(29990)	0.15	261700	1.33
	03.07.2015	(39997)	0.20	221703	1.13
	17.07.2015	(20000)	0.10	201703	1.03
	24.07.2015	(41856)	0.21	159847	0.81
	31.07.2015	(39766)	0.20	120081	0.61
	07.08.2015	(10000)	0.05	110081	0.56
	28.08.2015	(20000)	0.10	90081	0.46
	04.09.2015	(10000)	0.05	80081	0.41
	18.09.2015	(5000)	0.03	75081	0.38
	16.10.2015	(10390)	0.05	64691	0.33
	23.10.2015	(10000)	0.05	54691	0.28
	06.11.2015	(309)	0.00	54382	0.28
	27.11.2015	(20000)	0.10	34382	0.18
	31.12.2015	(4382)	0.02	30000	0.15
	At the end of the year	30000	0.15	30000	0.15

Note:

1. M/s. Master Capital Services Limited, Mr. Girish Rajeshwar Chaitanya & Mr. Bhaskar C Panigrahi are not one of the top ten shareholders of the Company as on 31st March 2016. They were one of the top ten shareholders as on 31st March 2015.
2. Dates of Purchase and sale in the above table are the dates of the weekly Benpos, in which the change of shareholding is reflected.

E) Shareholding of Directors and Key Managerial Personnel:

SN	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	Dharani Raghurama Swaroop(Whole – Time Director) At the beginning of the year	180723	0.92	180723	0.92
	Sold –10.04.2015	3723	0.02	177000	0.90
	Sold –17.04.2015	8500	0.04	168500	0.86
	Sold –26.06.2015	8500	0.04	160000	0.82
	Sold –30.06.2015	10000	0.05	150000	0.76
	Sold –03.07.2015	50000	0.25	100000	0.51
	Purchased –21.08.2015	1127	0.01	101127	0.52
	Purchased –28.08.2015	680	0.00	101807	0.52
	Sold –18.09.2015	750	0.00	101057	0.51
	Sold –25.09.2015	850	0.00	100207	0.51
	Sold –09.10.2015	5800	0.03	94407	0.48
	Sold –16.10.2015	9000	0.05	85407	0.44
	Purchased –27.11.2015	1593	0.01	87000	0.44
	Purchased –26.02.2016	1000	0.01	88000	0.45
	At the end of the year	88000	0.45	88000	0.45
2	B Muralidhar (Independent Director) At the beginning of the year	288	0.001	288	0.001
	Increase/Decrease during the year	0	0	0	0
	At the end of the year	288	0.001	288	0.001
3	Mr. V. Ramana Reddy* At the beginning of the year	0	0	0	0
	Shares acquired on 23.09.2015 pursuant to exercise of ESOPs	25000	0.13	25000	0.13
	At the end of the year	Nil	Nil	Nil	Nil

Note:

1. Mr. V. Ramana Reddy resigned as CFO & Company Secretary w.e.f 02nd November 2015.
2. Dates of Purchase and sale in the above table are the dates of the weekly Benpos, in which the change of shareholding is reflected.

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment: NIL

	Secured Loans excluding deposits TotalIndebtedness	Unsecured Loans	Deposits	Indebtedness at the beginning of the financial year
i) Principal Amount	NIL			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Addition	NIL			
Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	NIL			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

S.No.	Particulars of Remuneration	Name of WTD Dharani Raghurama Swaroop	Total Amount
1	Gross salary	20,00,000	20,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3,33,334	3,33,334
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option*	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission- as % of profit- Others, specify...	NIL	NIL
5	Others , please specify Leave Encashment	1,66,667	1,66,667
	Total (A)	25,00,001	25,00,001
Ceiling as per the Act		INR 30,00,000 .The remuneration to Mr. Dharani Raghurama Swaroop is paid as per Schedule V to the Companies Act, 2013	

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

Note: Mr. Aashish Kalra, Chairman & CEO, a Whole – time Director of the Company does not draw any remuneration from the Company.

B. Remuneration to other directors

Other Directors are NOT paid remuneration except the Sitting Fees.

(INR)

S. No	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Venkat Motaparthi	Mrs. K. Jayalakshmi Kumari	Mr. B. Muralidhar	Mr. Stefan Hetges	
	Independent Directors	2,00,000	1,10,000	1,90,000	-	5,00,000
	• Fee for attending board / committee meetings					
	• Commission					
	• Others, please specify					
	Total (1)	2,00,000	1,10,000	1,90,000		5,00,000
	Other Non-Executive Directors					
	• Fee for attending board / committee meetings					
	• Commission					
	• Others, please specify	-	-	-	-	
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	2,00,000	1,10,000	1,90,000	-	5,00,000
Total Managerial Remuneration		30,00,001				
Overall Ceiling as per the Act		The remuneration to whole-time Director that can be paid is Rs. 30,00,000. This is pursuant to Schedule V to the Companies Act, 2013. Other Directors are paid only Sitting fees.				

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

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

(INR)

Sl. No.	Particulars of Remuneration	(i) Mr. Venna Ramana Reddy (CFO & CS)	(ii) Mr. T V Siva Prasad (CFO & CS)	Total
		01.04.2015 – 02.11.2015	03.11.2015 – 31.03.2016	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,92,809	12,55,797	29,48,606
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	15,66,875	-	15,66,875
	(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 Contribution to Provident fund	71,343	9,000	80,343
	Total	33,31,027	12,64,797	45,95,824

*Mr. Venna Ramana Reddy resigned as CFO & CS of the Company w.e.f closing hours of 02nd November, 2015 and Mr. T V Siva Prasad was appointed as CFO & CS w.e.f 03rd November, 2015.

** During FY 2015 – 16, Mr. Venna Ramana Reddy has exercised 25,000 stock options at an exercise price of Rs. 24.15.

During FY 2015 – 16, Mr. T V Siva Prasad has been granted 1,000 stock options at an exercise price of Rs. 38/- & 2,500 stock options at an exercise price of Rs. 80/- with a vesting period of three years from the date of grant.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offences for the year ending March 31, 2016.

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

Annexure 4**A.Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment & Remuneration) of Managerial Personnel) Rules, 2014**

- (i) Ratio of remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2015-16, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2015-16.

Sl No	Name of Director/KMP	Designation	Ratio of remuneration of each Director to median remuneration of employees	% increase in remuneration
1	Aashish Kalra	Chairman & CEO (Whole – time Director)	NA	NA
2	Dharani Raghurama Swaroop	Whole-Time Director	5.56:1	Nil
3	V Ramana Reddy*	CFO & Company Secretary	Not Applicable	Nil
4	T V Siva Prasad**	CFO & Company Secretary	Not Applicable	NA

* Mr. V Ramana Reddy resigned as CFO & Company Secretary with effect from close of business hours of November 2, 2015.

** Mr. T V Siva Prasad was appointed as CFO & Company Secretary effective November 3, 2015.

Note: The other Non – Executive / Independent Directors are paid only sitting fees.

- (ii) The percentage change in the Median remuneration of employees in the financial year 2015 – 16 was (5.3) %.

- (iii) The Company has 255 permanent employees on the rolls of the Company as on March 31, 2016.
- (iv) Average percentage increase made in the salaries of the employees other than the Managerial personnel in the financial year was 11.3% whereas increase in the remuneration of managerial personnel was Nil. Given the superior business performance and the performance of the employees, appropriate reward by way of increase in remuneration have been awarded to the employees for the current year.
- (v) Key parameters for any variable component of remuneration availed by the Directors: Not Applicable
- (vi) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy.

B. Information as per Rule 5(2) of Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Top Ten Employees in terms of remuneration drawn:

Name	Designation & Nature of Employment (contractual or otherwise)	Remuneration (INR)	Qualifications	Experience (in years)	Date of joining	Age (years)	Particulars of last employment
Riaz Mohammad	Director - Delivery	28,82,000	B.E.- Mechanical	16.80	28-Apr-03	42	Pipal Solutions Pvt Ltd
Radha Raghupathy	Director - BPO	27,51,537	B.Sc	16.27	5-May-15	46	Azurinfotech
Himakar Appidi	Architect - Technology	26,48,000	B E (Electronics & Telecommunication)	18.00	13-Aug-14	42	Adequare Pvt Ltd
Mr. Dharani Raghurama Swaroop	Whole – time Director	25,00,001	Degree in Electrical Engineering	30.00	29-Jan-1999	57	Not Applicable
Vamsi Mohan Rambabu Rampalli	Senior Manager - Cloud Services	21,28,000	MBA	21.71	26-Nov-07	45	Four Soft Limited
Nirmal Kumar Kosuru	Senior Architect - Technology	20,40,000	MCA	16.00	6-May-15	42	SeedTech
Arun Nayak	National Manager - Sales	19,59,000	MBA	16.62	1-Jan-00	38	Not Applicable
Padmanava Debnath	Senior Architect - Technology	17,92,446	M.Sc. Applied Geology	17.33	17-Apr-03	41	Cysphere.com
Pradip Rajput	Senior Technical - Lead - Technology	17,50,000	M Tech (Mechatronics)	15.11	11-Jul-11	34	Pramati Technologies (P) Ltd.
Md Shakeel Ahmed	Manager - Cloud Services	15,28,928	Diploma in electrical & electronics	13.32	19-Apr-07	35	Compugra

Note:

- There are no employees who were in receipt of remuneration in excess of INR 1 crore and 2 lakhs who were employed throughout the financial year.
- There are no employees who were in receipt of remuneration for any part of the year, at a rate which, in the aggregate, was in excess of INR 8,50,000 per month.

Annexure 5

Details of status of Employee Stock Option Scheme for the year 2015 - 16:

S. No.	Particulars	CTEL Employee Stock Option Scheme – 2006	CTEL Employee Stock Option Scheme - 2008	CTEL ESOP Scheme 2011	ESOS - 2015
1	Options Granted	Nil	Nil	2,38,100	2,18,500
2	Options vested	Nil	Nil	Nil	Nil
3	Options exercised	43,953	36,234	50,000	Nil
4	Total Number of shares arising as a result of exercise of options	43,953	36,234	50,000	Nil
The above shares resulting from the exercise of ESOPs are transferred to Employees from the ESOP Trust. The shares are already existing with the trust formed for ESOPs.					
5	Options lapsed	Nil	Nil	Nil	Nil
6	Exercise Price	Rs. 20/-	The Exercise Price shall mean Market Price less discount as may be decided by the Committee, subject to maximum discount of 20%. Subject to the condition that the exercise price will not be less than the face value of the share under any circumstances	The Exercise Price shall mean the latest available closing price, prior to the date of the meeting of the Committee, in which options are granted, on the stock exchange on which the shares of the company are listed less discount as may be decided by the Committee, subject to maximum discount of 20%.	The exercise price shall be market price as defined in the Scheme less discount as may be decided by the ESOP Committee/ Compensation Committee/ Nomination and Remuneration Committee from time to time at its own discretion subject to maximum discount of 20%.
7	Variation in terms of options / material change in the schemes	The Schemes were aligned in line with the SEBI (Share Based Employee Benefits) Regulations, 2014 and amendments / changes to the schemes viz., CTESOP Scheme 2011, CTESOP Scheme 2008, and CTESOP 2006 were made vide Shareholders approval obtained in 16th Annual General Meeting of the Company dated September 7, 2015. The amendments were explained in the Explanatory statement of 16th AGM Notice dated 24th July 2015 and can be viewed in the annual report at the following weblink: http://www.ctepl.com/pdfs/investors/Annual_report_2015.pdf . The said amended schemes can be viewed on the website of the Company. Weblink: http://www.ctepl.com/annual-report/ . This is to inform you that schemes are in compliance with the regulations.			Not Applicable
8	Money realized by exercise of options (Rs)	The money is not realized directly by the Company. The ESOP schemes are being implemented through trust formed for the same.			
9	Total number of options in force	Nil	2,000	2,38,100	2,18,500
10	Employee - wise details of options granted to:	Nil	Nil	1. Mr. Dharani Raghurama Swaroop, Whole – time Director – 20,000 options. 2. Mr. T V Siva Prasad, CFO & Company Secretary – 1,000 options.	1. Mr. T V Siva Prasad, CFO & Company Secretary – 2,500 options.
	ii. Any other employee who received a grant in any one year of options amounting to 5% or more options granted during the year	Not Applicable			
	iii. Identified employees who were granted options during any one year equal to or exceeding 1% of issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Not Applicable			

Annexure 6

COMPLIANCE CERTIFICATE

(Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

To

The Board of Directors
Cambridge Technology Enterprises Limited
Regd. Office: Unit No. 04-03, Block 1,
Cyber Pearl, Hitec City,
Madhapur, Hyderabad - 500081

We Aashish Kalra, Chairman & Chief Executive Officer and T V Siva Prasad, Chief Financial Officer & Company Secretary of the Company certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have been taken or proposed to take to rectify these deficiencies.
- (d) We have indicated to auditors and the audit committee that-
- (i) there are no significant changes in the internal control over financial reporting during the year;
 - (ii) there are no significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (iii) we are not aware of any instance of significant fraud and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

T V Siva Prasad
Chief Financial Officer &
Company Secretary

Aashish Kalra
Chairman & Chief Executive Officer
DIN: 01878010

Annexure 7**Disclosure of particulars of Contract / Arrangements entered into by the Company****Form No. AOC – 2****(Pursuant to Section 134(3) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014)**

1. There are no contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 which are not at arm's length basis.
2. Contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 which are at arm's length basis:

Details of material contracts or arrangement or transactions at arm's length basis:

S. No	Names of Related Party	Nature of Relationship	Nature of contract	Duration of the contract	Salient terms of the contract	Amount as on 31 st March, 2016
1.	Cambridge Technology Inc, USA	Wholly Owned Subsidiary	Services	06.02.2015 - ongoing	As per transfer pricing guidelines	25.41 Crores

For or on behalf of the Board of Directors

Hyderabad
29th August, 2016

Sd/-
Dharani Raghurama Swaroop
Whole – time Director

Sd/-
VenkatMotaparthi
Independent Director

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of M/s. Cambridge Technology Enterprises Limited

I have examined the compliance of conditions of Corporate Governance by Cambridge Technology Enterprises Limited ('the Company'), for the year ended 31 March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchange for the period 01 April 2015 to 30 November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Regulations') for the period 01 December 2015 to 31 March 2016.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and the SEBI Regulations, as applicable.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad

Date: 29.08.2016

Sd/-

B. Krishnaveni

Company Secretary in Practice

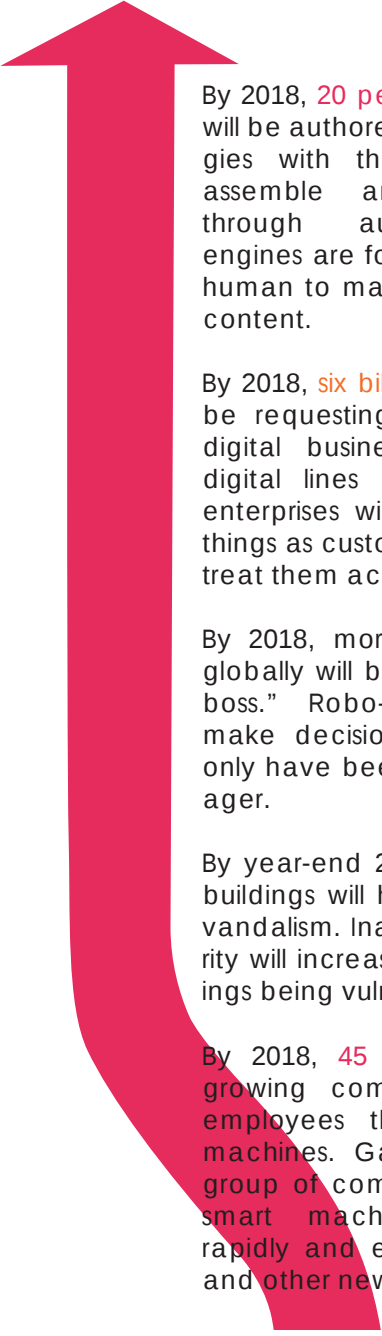
CP No. 4286



Management Discussion and Analysis Report

Industry trends and future predictions

Top Strategic IT Trends



By 2018, **20 percent** of business content will be authored by machines. Technologies with the ability to proactively assemble and deliver information through automated composition engines are fostering a movement from human to machine-generated business content.

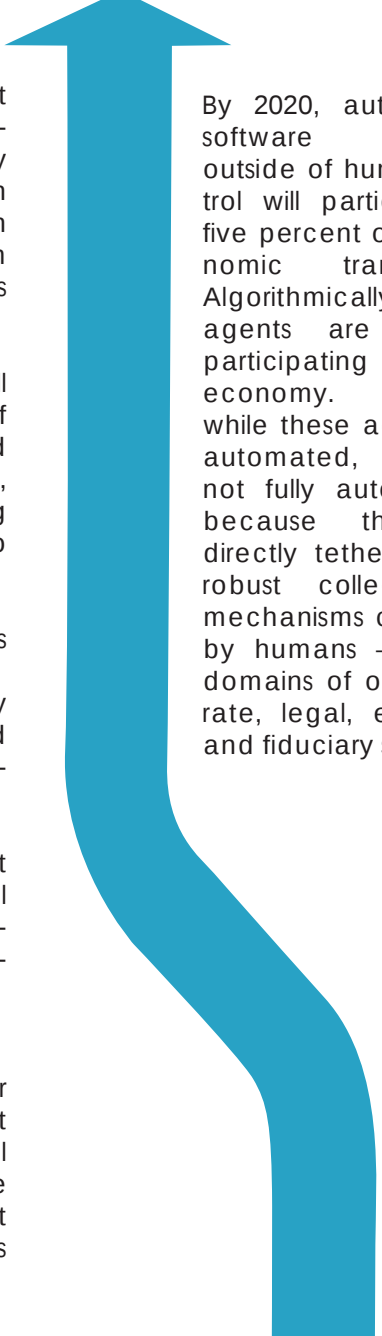
By 2018, **six billion** connected things will be requesting support. In the era of digital business, when physical and digital lines are increasingly blurred, enterprises will need to begin viewing things as customers of services — and to treat them accordingly.

By 2018, more than **3 million** workers globally will be supervised by a “robo-boss.” Robo-bosses will increasingly make decisions that previously could only have been made by human manager.

By year-end 2018, **20 percent** of smart buildings will have suffered from digital vandalism. Inadequate perimeter security will increasingly result in smart buildings being vulnerable to attack.

By 2018, **45 percent** of the fastest-growing companies will have fewer employees than instances of smart machines. Gartner believes the initial group of companies that will leverage smart machine technologies most rapidly and effectively will be startups and other newer companies.

By 2018



By 2020, autonomous software agents outside of human control will participate in five percent of all economic transactions. Algorithmically driven agents are already participating in our economy. However, while these agents are automated, they are not fully autonomous, because they are directly tethered to a robust collection of mechanisms controlled by humans — in the domains of our corporate, legal, economic and fiduciary systems.

By 2020



Internet of Things (IoT)

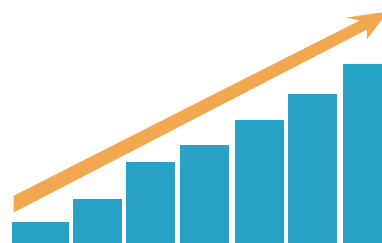
The market for IoT is growing at an incredible rate. GE's Industrial Internet Insights Report predicts that the "Internet of Things" will add \$10 to \$15 trillion to global GDP over the next 20 years. It is no surprise that employer competition for skills in this space is on the rise.

Both technology and non-technology companies are hiring for IoT. Fastest growing IoT job positions include systems software developers (215% growth in the past year), information security analysts (113% growth), and computer systems engineers (110% growth). Adding to this, GE has advertised 2,104 jobs looking for skills needed to support their industrial internet initiative in the last two years.

Global Market Outlook

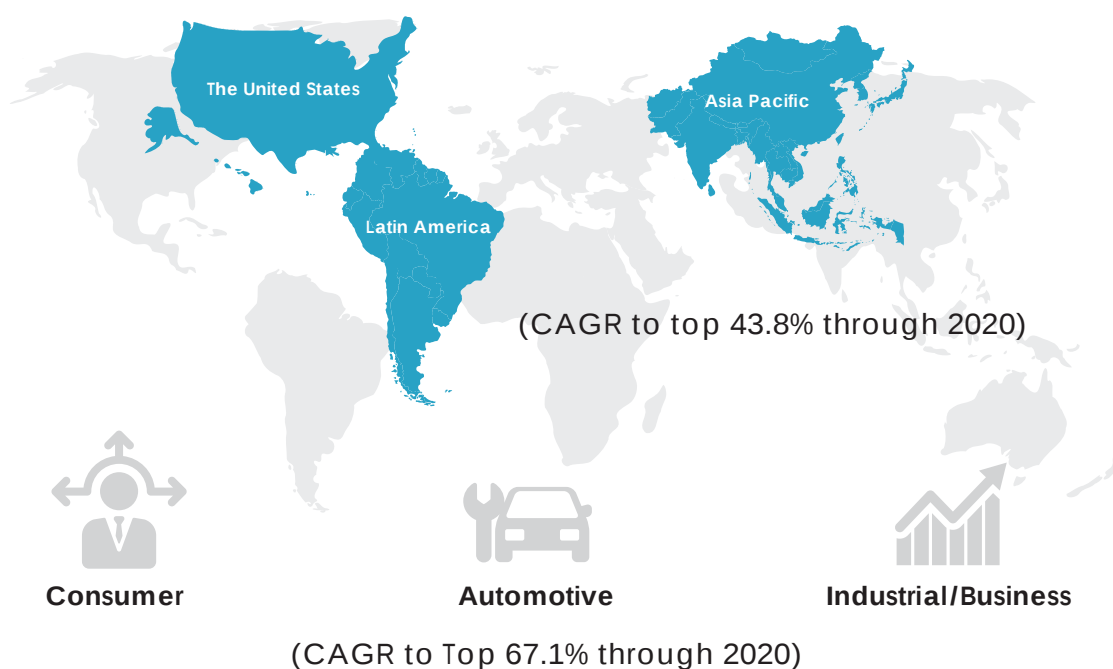


Europe: The Largest Market
Top Three High Growth Markets

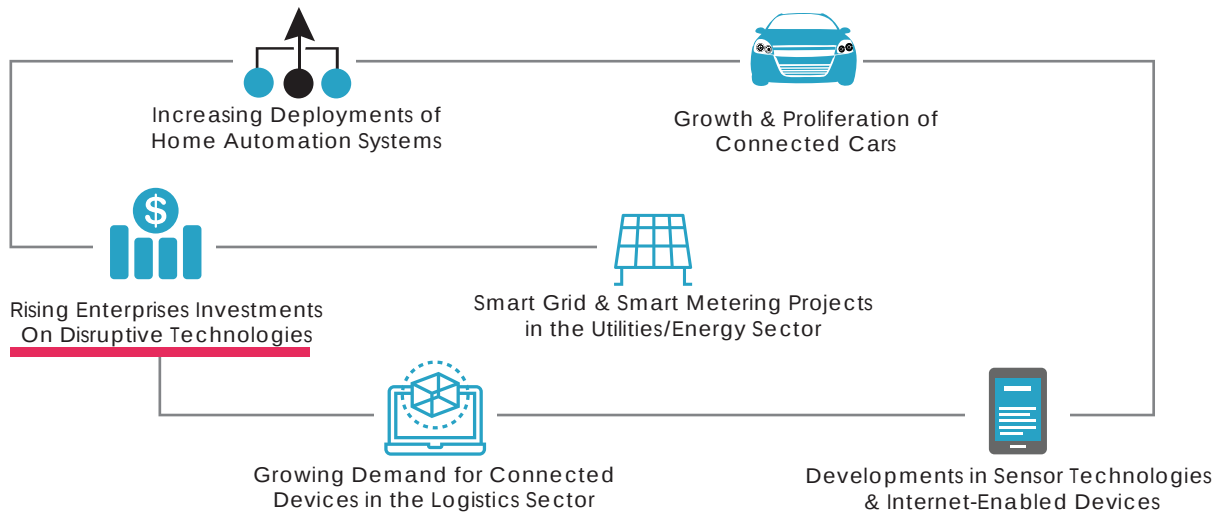


Market projected to reach 27.8 billion units by 2020 in terms of cumulative number of Internet Connected Devices

Growth Projections in Key End-Use Sectors



Market Drivers



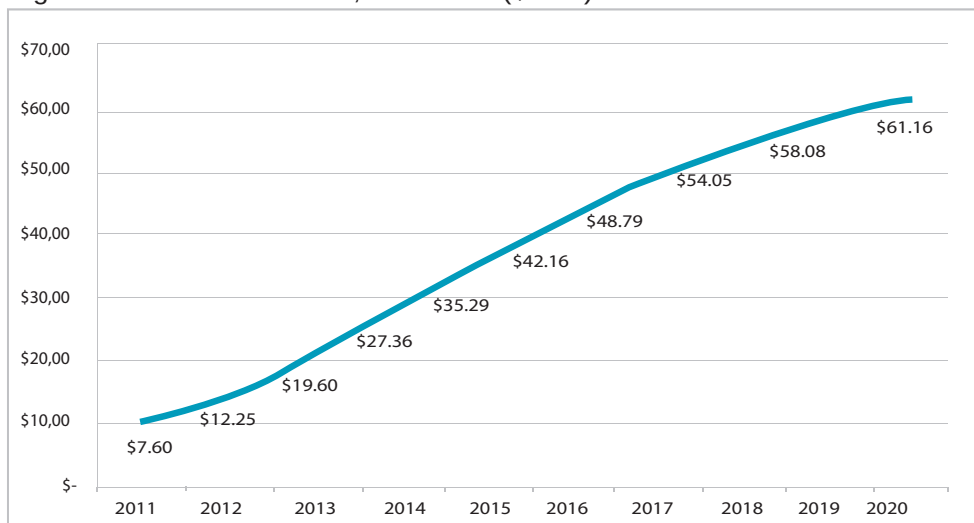
(Source: www.strategyr.com)

Big Data

According to a report from A.T. Kearney, the overall big data spend could grow at a 30% CAGR through 2018. The size of this market, inclusive of software, hardware and services, is projected to reach \$114 billion in 2018. "The average business expects to spend \$8 million on big data-related initiatives this year," according to the Kearney report, which also says each IT job created in the process of upgrading will create three additional jobs outside IT.

The global context of the big data and analytics opportunity is clearly a trillion dollar plus, as Michael Dell quotes. Where 90 percent of the data in the world today has been created in the last two years alone, North America and Europe drive the big data opportunity generating over 85 percent of it. While the data grows at 40 percent annually, there is a dearth of talent to support the analytics game. IDC estimates a potential shortage of 1.8 million analysts and 200,000 data scientists in US alone by 2018.

Big Data Market Forecast, 2011-2020 (\$US B)



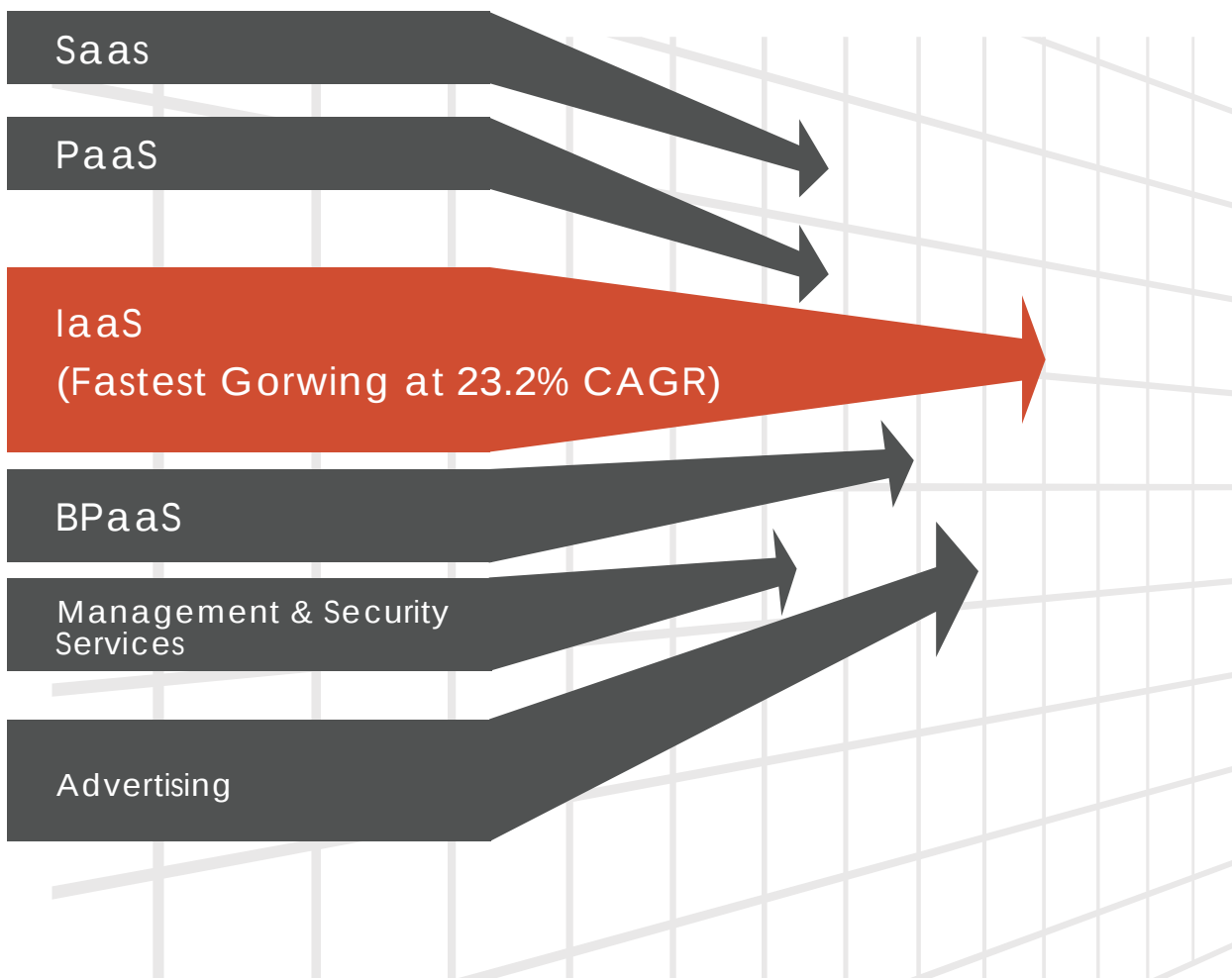
(Source: A.T. Kearney, as reported from DealFlow.com's blog)

Cloud

Gartner predicts worldwide public Cloud Services Market will reach \$204 Billion in 2016 and IaaS will remain the fastest-growing segment while SaaS will continue to have strong growth. Cloud advertising, the largest segment of the global cloud services market, is expected to grow 13.6 percent in 2016 to reach \$90.3 billion.

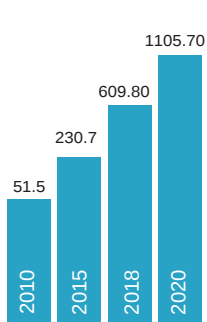
Cloud application services (SaaS) is forecast to grow 20.3 percent in 2016, to \$37.7 billion. As software vendors shift their business models from on-premises licensed software to public cloud-based offerings, this trend will continue. In addition, the entry of some major software vendors into the public cloud last year will fuel growth of the SaaS market moving forward.

GROWTH PROJECTIONS IN KEY CLOUD COMPUTING SERVICE MARKETS

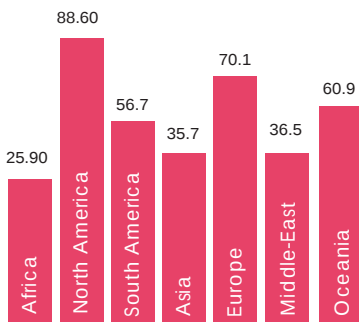


INTERNET INFRASTRUCTURE: THE FOUNDATION FOR THE GROWTH OF CLOUD COMPUTING SERVICES

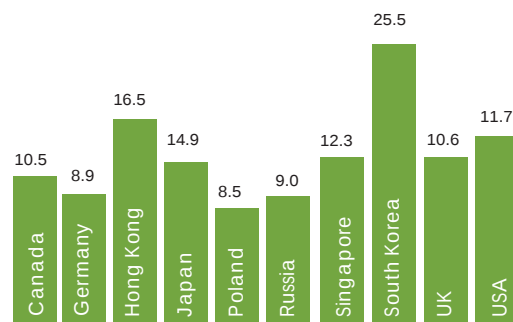
Global Bandwidth Usage in Terabytes per Second (Tbps) for Years 2010, 2015, 2018, 2020



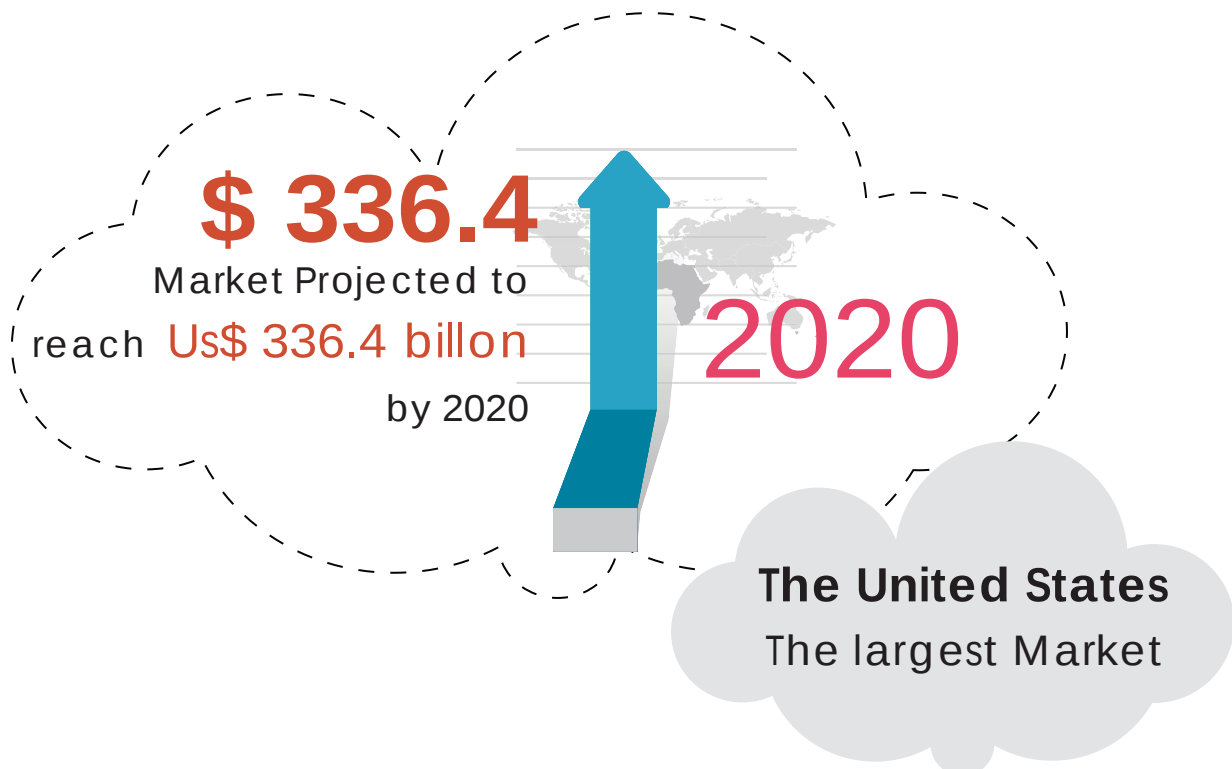
Global Internet Penetration by Region (2015)



Countries with Highest Internet Connectivity Speeds (In MBPS) for the Year 2015



GLOBAL MARKET SHARE, SIZE & DEMAND FORECASTS



(Source: www.strategyr.com)



Strengths

- Stable leadership team
- Our focus on partnership based revenue
- Geographical expansion
- Depth of offerings
- Investment in trainings
- Talent pool
- Quality of process execution



Opportunities

- Increased acceptance of new technologies
- Market demand of big data and cloud, AI, SaaS and IaaS
- Few companies operate in the domain of convergence of big data and cloud
- India as a mid - tapped market



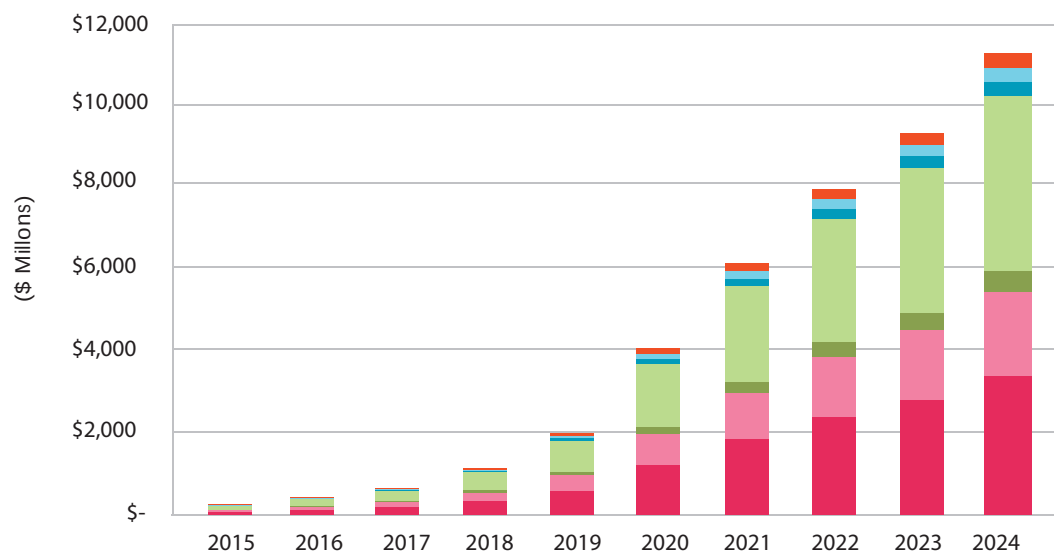
Threats

- Increase in number of IT companies
- Change in economic, political and legal frameworks
- Ability to keep pace with change in technology dynamics
- Volatility in currencies

AI and Machine Learning

According to reports, the market for enterprise AI systems will be \$11.1 billion by 2024 and is estimated to grow to USD 5.05 billion by 2020, at a CAGR of 53.65% from 2015 to 2020. This growth can be attributed to the factors such as diversified application areas, improved productivity, and increased customer satisfaction. (Source: Report from Tractica)

Artificial Intelligence Revenue by Region, World Markets :2015-2024



(Source: Wikibon research as covered by KDNuggets.com)



Segments

Cambridge Technology operates in one segment – “Information Technology Services”. In this segment, it caters to seven verticals mentioned below:

- Energy and Utilities
- Life Sciences/Pharma
- Industrials
- BFSI
- Data Infrastructure
- Rapid Prototyping via Cambridge Innovations
- Managed Services via Cambridge Bizserve

Outlook

The outlook looks promising and the new technologies and trends are here to stay. Every company is turning to being a software company in some or the other manner via the way it uses the emerging technologies such as Big Data, Cloud, AI, and Machine Learning. As companies realize the potential of the data, they are more inclined to mining the data to make sense of it and use it in their business decisions. These pave way for the usage of cloud and AI, powered by Machine Learning and Natural Language Processing (NLP).

Gone are the days when enterprises used to rely on huge servers and pay heavy costs to maintain it, now is the trend of pay-as-you-go with. The cloud trend is now beyond the awareness and acceptance phase, where companies are now trying not to finalize if they should accept cloud as the storage solution, but they are finding better ways to manage their cloud infrastructure while allocating a specific budget and agenda to it.

With all these dominating the technological economy, there is a huge potential in the services and scope for software vendors to offer services in these areas. All the more, the ever increasing data needs enough hands and brain to work on it, and hence, more is the opportunity in this space. With CT offering the solution at a stage where companies have just begun to realize the potential, invest heavily to set their new IT infrastructure and starting to use the huge volumes of data for making effective business decisions, the company is positioned firmly in the industry to provide value to its customers and shareholders.

Risks

The potential risks are usually aligned either to change in the external environment such as changes in the technology/customer preferences/business dynamics or finding the right talent and retaining them. CT is well positioned to reduce/minimize the potential identified risks and the way it does is detailed below:

Changing technological trends

With the moving pace of technology and the way these variables changes with time, it becomes imperative for the solution provider to keep up to the pace and adopt the learning curve. CT is aware of the emerging new technologies such as big data and cloud fueled by AI and Machine Learning, and is in an apt position to serve the market with these offerings. Additionally, it keeps an eye on how the market is shaping up and trains its resources on the new technologies.

Training

At CT, trainings are a must to have in the work regime for 'all' employees. All employees undergo relevant set of trainings imperative to serve the existing and future business needs. This helps greatly minimize the risk of change of technology.

Attracting and retaining talent

Hiring the best of the breed talent forms the core belief at CT. Emphasis is not only laid at attracting the best talent, but also in retaining the talent. This helps in customer service and in maintaining impeccable quality service, thereby assisting in customer acquisition and retention.

Financial Overview**Consolidated Financial Highlights****Snapshot****(In INR Lakhs)**

Year	2015 – 16	2014 – 15	Growth
Revenue	6582.49	3225.57	104%
Total Expenditure	5439.60	2654.69	
EBIDTA	1142.89	570.88	100%
Tax Expense / (Tax Benefit)	(251.21)	52.27	
Net Profit	905.69	312.36	190%
Fixed Assets	1900.45	1537.20	
Reserves & Surplus	1915.82	929.46	106%

- a. **Revenue**
Revenue increased by 104% to INR 6582.49 Lakhs for the year ended 31st March, 2016 as compared to INR 3225.57 Lakhs for the same period last year.
- b. **Net Profit & Reserves and Surplus**
Net Profit increased by 190% to INR 905.69 Lakhs for the year ended 31st March, 2016 as compared to INR 312.36 Lakhs for the same period last year. As a result of increase in the consolidated profit, Reserves and Surplus have increased from INR 929.46 Lakhs in FY 2014-15 to INR 1915.82 Lakhs in FY 2015-16.
- c. **Fixed Assets**
Net fixed assets stood at INR 1900.45 Lakhs as on 31st March, 2016 compared to INR 1537.20 Lakhs as on 31st March, 2015.
- d. **EBIDTA**
The EBITDA increased by 100% at INR 1142.89 Lakhs for the year ended 31st March, 2016 as compared to INR 570.88 Lakhs for the same period last year.
- e. **Expenditure**
Total Expenditure increased to INR 5439.60 Lakhs for the year ended 31st March, 2016 as compared to INR 2654.69 Lakhs for the same period last year. Out of the above, Employee cost stood at INR 3407.25 Lakhs in FY 2015-16 as compared to INR 1855.44 Lakhs for the same period last year.

Standalone Financial Highlights**Snapshot****(In INR Lakhs)**

Year	2015 – 16	2014 – 15	Growth
Revenue	2945.33	2589.77	14%
Total Expenditure	2463.16	2275.29	
EBIDTA	482.17	314.48	53%
Tax Expense / (Tax Benefit)	(245.77)	(20.39)	
Net Profit	558.50	128.63	334%
Fixed Assets	836.19	1070.35	
Reserves & Surplus	1309.20	750.70	74%

- a. **Revenue**
Revenue increased by 14% to INR 2945.33 Lakhs for the year ended 31st March, 2016 as compared to INR 2589.77 Lakhs for the same period last year.
- b. **Net Profit & Reserves and Surplus**
Net Profit increased by 334% to INR 558.50 Lakhs for the year ended 31st March, 2016 as compared to INR 128.63 Lakhs for the same period last year. Recognition of Deferred Tax Assets during the financial year 2015-16 resulted into tax benefit and consequently higher PAT for your company.

c. Fixed Assets

Net fixed assets stood at INR 836.19 Lakhs as on 31st March, 2016 compared to INR 1070.35 Lakhs as on 31st March, 2015.

d. EBITDA

The EBITDA increased by 53% at INR 482.17 Lakhs for the year ended 31st March, 2016 as compared to INR 314.48 Lakhs for the same period last year.

e. Expenditure

Total Expenditure increased to INR 2463.16 Lakhs for the year ended 31st March, 2016 as compared to INR 2275.29 Lakhs for the same period last year. Out of the above, Employee cost stood at INR 1613.70 Lakhs in FY 2015-16 as compared to INR 1618.27 Lakhs for the same period last year.

The details of the financial performance of your company are appearing in the Balance Sheet, Profit & Loss Account and other financial statements forming part of this Annual report.

Internal Control Systems and their Adequacy:

Your company's board and management team monitor and make enhancements to your company's systems for internal control and risk management on an ongoing basis. Your company's efforts towards this go beyond what is mandatorily required, with active monitoring and review to ensure adequacy of control systems and to identify potential risks as well as recommend or implement measures to mitigate them.

Your Company has a proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, reported and recorded correctly. Your company's internal control system is adequate considering the nature, size and complexity of its business. Your company's internal control systems provide, among other things, reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of company assets. These also enable your company to adhere to procedures, guidelines, and regulations as applicable in a transparent manner.

Your company's internal control systems are supplemented by an internal audit program and periodic reviews by the management. Your company has appointed an independent audit firm as its Internal Auditors and the Audit observations are periodically reviewed by the Audit Committee of the Board of Directors and necessary directions are issued, wherever required. The existing internal control systems and their adequacy have been reviewed extensively during the year by internal auditors and statutory auditors. They have expressed an opinion that the internal control system is adequate and functioning effectively.

Human Resources / Industrial Relations

Your company is committed to create an environment of learning and development, promote internal talent and build an appreciating culture. Your Company has created platforms for recognizing and motivating employees for the good work they do in the organization. Sound human resource development policies of your Company ensures that each employee grows as an individual and contributes to the performance of your Company. It also works towards building a work culture aimed at achieving higher performance orientation.

Our employees are our most important and valuable assets. All your Company's policies are focused towards a healthy, happy and prosperous work environment for its employees and thereby also fulfill the aspirations of the people at work. Your Company along with its subsidiaries ended the year with a headcount of 275. The key elements that define our culture include professional working environment, training and development, and compensation.

Disclaimer

Statements in the 'Management Discussion and Analysis' describing your company's objective, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable laws and regulations. The actual results could differ materially from those expressed or implied. The important factors that may effect your company's operations include demand & supply situation, input prices and their availability, change in Government policies/ regulations, tax laws and other statute. Therefore, all concerned should bear all above factors in mind.

REPORT ON CORPORATE GOVERNANCE REPORT**A. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Cambridge Technology Enterprises Limited ("CT" or "the Company") shall endeavor to adhere to values of good corporate governance and ethical business practices to maintain sound standards of Business Conduct and Corporate Governance.

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the organization. For Cambridge Technology Enterprises Limited, however, good corporate governance has been a cornerstone of the entire management process, the emphasis being on professional management with a decision making model based on decentralization, empowerment and meritocracy, to adopt the best practices in Corporate Governance, to consistently communicate and make timely disclosures, so as to ensure transparency, integrity and accountability to enhance the value of the stakeholders and achieve sustainable growth of the Company.

B. BOARD OF DIRECTORS**Composition and Category of Directors**

The Board consists of six directors comprising 2 (Two) Executive Directors, 1 (one) Non-Independent and Non-Executive Director and 3 (Three) Independent Directors as on March 31, 2016.

The Composition of the Board is in conformity with Section 149(4) of the Companies Act, 2013 and Regulation 17 of SEBI (LODR) Regulations, 2016.

None of the Directors is a member of more than 10 committees or chairman of more than 5 committees across all the companies in which they are directors.

Attendance of each Director at the meeting of the Board of Directors, Directorships, committee Memberships and the attendance at last Annual General meeting:

Name of the Director & Designation	Category	Number of Board Meetings attended during the year 2015-16	Whether attended last AGM held on 7 th September, 2016	No. of directorships in other companies		No. of committee positions in other companies	
				Chairman	Member	Chairman	Member
Aashish Kalra Chairman & CEO	Executive Director	1	Yes	-	2	-	-
Dharani Raghurama Swaroop, Whole-Time Director	Executive Director	11	Yes	-	2	-	-
Stefan Hetges, Director	Non-Executive Non-Independent Director	1	No	-	3	-	-
Venkat Motaparthy	Independent Director	11	Yes		1	-	-
B. Muralidhar	Independent Director	11	Yes	-	3	-	-
K Jayalakshmi Kumari	Independent Director	11	Yes	-	1	-	-

Note: In accordance with Regulation 26 of SEBI (LODR) Regulations, 2016, membership/chairmanship of only audit committee, shareholders/investors relationship committee of all companies has been considered.

Number of Board Meetings held during the year 2015-16:

The Board of Directors duly met 11 times during the financial year from 1st April, 2015 to 31st March, 2016. The dates on which the meetings were held are as follows:

27th April 2015, 29th April 2015, 14th May 2015, 29th May 2015, 24th July 2015, 10th August 2015, 2nd November 2015, 18th November 2015, 22nd December 2015, 3rd February 2016 and 9th March 2016.

Disclosure of relationships between directors inter-se

None of the Directors/Board members are related to the other.

Number of shares and convertible instruments held by Non-executive Directors

Name of the Director	No. of Equity Shares held
B Muralidhar	288

Web link where details of familiarization programmes imparted to Independent Directors is disclosed

In terms of Reg. 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016, the Company should conduct Familiarization Programs for Independent Directors about their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various initiatives. The details of familiarization program is available on the website of company at http://www.ctepl.com/pdfs/investors/Familiarisation_Programme_31032016.pdf.

C. COMMITTEES OF THE BOARD**I. Audit Committee****Powers and terms of reference**

The purpose of the Audit Committee is to assist the Board of Directors ('Board') in reviewing the financial information which will be provided to the Members and others, reviewing the systems of internal controls established in the Company, appointing, retaining and reviewing the performance of internal accountants/internal auditors and overseeing the Company's accounting and financial reporting process and the audit of the Company's financial statements.

The power and terms of reference of the Audit Committee are as mentioned in Regulation 18 and Part C of Schedule II of SEBI (LODR) Regulations, 2016, read with Section 177 of the Companies Act, 2013.

Composition and meeting

The Audit Committee comprises of two Non-Executive Independent Directors chaired by Mr. Venkat Motaparthy. The composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2016.

Six meetings of the Audit Committee were held during the financial year 2015-16. The dates on which the said meetings were held are as follows:

29th May 2015, 24th July 2015, 10th August 2015, 2nd November 2015, 18th November 2015 and 3rd February 2016.

The composition of Audit Committee and particulars of meeting attended by the members of the Audit Committee are given below:

Name & category	Designation	No of meetings attended during the year 2015-16
VenkatMotaparthi, Non-Executive & Independent Director	Chairman	6
B. Muralidhar, Non-Executive & Independent Director	Member	6
Dharani Raghurama Swaroop, Executive Director	Member	6

II. Nomination and Remuneration Committee

Terms of Reference

The power and terms of reference of the Nomination and Remuneration Committee are as mentioned in Regulation 19 and part D of Schedule II of SEBI (LODR) Regulations, 2016, read with Section 178 of the Companies Act, 2013, Nomination, Remuneration and Performance Evaluation Policy and as entrusted by Board of Directors from time to time **(Refer Annexure-2)**.

The terms of reference to the Nomination and Remuneration Committee also includes:

- Recommend employees stock option scheme
- Administer the employee stock option scheme.

Composition and meeting

The Nomination and Remuneration Committee of the Company consists of 3 Independent Directors including Chairman. The composition of the Nomination & Remuneration Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2016.

Number of Meeting(s) held during the year

During the year the Committee had 3 meetings i.e. 14th May 2015, 10th July, 2015 and 9th March, 2016.

Composition, name of Members and attendance during the year

Name of the Director	Position	No. of Meetings Attended
Venkat Motaparthi	Chairman	3
B Muralidhar	Member	2
K Jayalakshmi Kumari	Member	1

Performance Evaluation Criteria for Independent Directors

The Board is committed to assessing its own performance as a Board (including Committees) in order to identify its strengths and areas in which it may improve its functioning. To that end, the Committee shall establish the following processes for evaluation of performance of Independent Director and the Board.

- Once a year, the Board will conduct a self-evaluation. The Chairperson will meet with the directors either collectively or separately, as he may deem fit, seeking input in relation to the performance of the Board, each Board Committee, other Whole time Directors and his own performance.
- The Chairperson will collect the input and provide an overview to the Board for its discussion.
- The Board as a whole will discuss and analyze the performance collectively of each director individually and its own performance during the year including suggestions for change or improvement, as well as any skills, education or development required over the forthcoming year.

- iv. The Board / Independent Directors shall be asked to complete the evaluation forms (As designed by the Committee from time to time) and submit the same to the Chairman.

Separate Meeting of the Independent Directors

The Independent Directors Meeting was held on 9th March, 2016, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

- reviewed the performance of non-independent directors and the Board as a whole;
- reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Remuneration of Directors:

- There were no pecuniary transactions with any non-executive director of the Company.
- The Company has not paid any remuneration to its non-executive directors, except the sitting fees paid for attending the meetings of the Board and the Committees.
- Criteria of making payments to non – executive directors: The criteria of making payments to non – executive directors is mentioned in performance evaluation, nomination and remuneration policy, which is attached as an **Annexure 2** to Corporate Governance Report and the same is also available on the website of the Company at http://www.ctepl.com/pdfs/investors/Performance_evaluation_nomination_remuneration_policy.pdf.
- Details of the remuneration of Executive Directors and Non-Executive Directors for the year ended 31st March, 2016 are as follows:

(INR)

Name	Salary	Perquisites & other benefits	Performance Bonus/ Commission	Earned leave & gratuity	Others leave encashment	Sitting fees	Total
Dharani Raghurama Swaroop*, Whole – time Director	20,00,000	3,33,334	-	-	1,66,667	-	25,00,001
VenkatMotaparthi, Independent Director	-	-	-	-	-	2,00,000	2,00,000
B Muralidhar, Independent Director	-	-	-	-	-	1,90,000	1,90,000
K Jayalakshmi Kumar, Independent Director	-	-	-	-	-	1,10,000	1,10,000

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

Shareholding of the Directors of the Company as on 31st March, 2016

Name	No of shares	% of Total holding
Dharani Raghurama Swaroop	88,000	0.45
B Muralidhar	288	0.001

III. Stakeholders Relationship Committee**Terms of Reference**

The Committee focuses primarily on monitoring expeditious redressal of investors / stakeholders grievances and also function in an efficient manner so that all issues / concerns of stakeholders are addressed and resolved promptly.

Composition of the Committee

The Stakeholders Relationship Committee looks after the Investor Grievances. The Stakeholders Relationship Committee of the Company consists of 2 Independent Directors and one Executive Director including Chairman.

No. of meetings held and attendance during the year

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
B Muralidhar	Chairman	Nil	Nil
Venkat Motaparthi	Member	Nil	Nil
Dharani Raghurama Swaroop	Member	Nil	Nil

Name and Designation of Compliance Officer:

Mr. T V Siva Prasad is the CFO, Company Secretary and Compliance Officer of the Company.

Number of Shareholders' complaints received so far: Nil

Number of Complaints not resolved to the satisfaction of Shareholders: Nil

Number of Pending Complaints: Nil

D. GENERAL BODY MEETINGS

- a. The location and time of the Annual General Meetings held during the last three years and number of Special Resolutions passed at that meetings:

Year	Date and Time	Location	Number of Special Resolutions Passed
2014-15	7 th September, 2015 at 3.30 P.M.	Vega Hall, First Level, AVASA Hotel, Plot no.15,24,25&26, Sector-1, Survey No.64, HUDA Techno Enclave, Madhapur, Hyderabad – 500081.	5
2013-14	29 th December, 2014 at 10.30 A.M.	"Ruby Hall", 5 th floor, Hotel Pearl Inn, Plot #15 to 18, Lumbini Layout, Gachibowli, Hyderabad – 500032,	Nil
2012-13	30 th December, 2013 at 3.30 P.M.	Hotel Aditya Park Inn. Senate 1, Aditya Trade Centre, Ameerpet, Hyderabad – 500038.	Nil

The Company passed special resolutions, if any, as per the agenda given in the notice calling the general meetings.

- b. Special Resolutions passed through Postal Ballot and details of Voting Pattern:

The Company has passed 5 Special Resolutions relating to viz. i) To approve the Employee Stock Option Scheme 2015 (ESOS-2015) for Employees of the company, ii) To approve ESOS-2015 for the employees of the subsidiary company/ies, holding company and associate company/ies of the company, iii) To approve the Secondary Acquisition of equity shares for implementing ESOS-2015 through trust, iv) To approve the additional acquisition of equity shares through Trust v) To approve the provision of money by the company for purchase of its

own shares by trustees for the benefit of employees pursuant ESOS-2015, through Postal Ballot during the year 2015-16 and the voting pattern is as under:

Details of agenda	Resolution No.1 - To approve the Employee Stock Option Scheme – 2015 (ESOS-2015) for employees of the company.						
Resolution required	Special Resolution						
Mode of voting	Postal Ballot (including e-voting)						
Promoter/Public	No. of shares held	No. of votes Polled	% of votes polled on outstanding shares= $\{(2)/(1)\} * 100$	No. of votes in favor	No. of Votes Against	% of votes in favor on votes polled $= (4)/(2) * 100$	% of votes against on votes polled $= (5)/(2) * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and promoter group	9209693	9209693	100	9209693	0	100	0
Public-Institutional Holders	57381	0	0	0	0	0	0
Public others	10363941	220309	2.13	219909	400	99.82	0.18
Total	19631015	9430002		9429602	400		

Details of agenda	Resolution No.2 – To approve the Employee Stock Option Scheme – 2015 (ESOS-2015) for employees of the Subsidiary company/ies, holding company and associate company/ies of the company.						
Resolution required	Special Resolution						
Mode of voting	Postal Ballot (including e-voting)						
Promoter/Public	No. of shares held	No. of votes Polled	% of votes polled on outstanding shares= $\{(2)/(1)\} * 100$	No. of votes in favor	No. of Votes Against	% of votes in favor on votes polled $= (4)/(2) * 100$	% of votes against on votes polled $= (5)/(2) * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and promoter group	9209693	9209693	100	9209693	0	100	0
Public-Institutional Holders	57381	0	0	0	0	0	0
Public others	10363941	220309	2.13	219909	400	99.82	0.18
Total	19631015	9430002		9429602	400		

Details of agenda	Resolution No.3 – To approve the Secondary Acquisition of equity shares for implementing Employee Stock Option Scheme – 2015 (ESOS-2015) through Trust.						
Resolution required	Special Resolution						
Mode of voting	Postal Ballot (including e-voting)						
Promoter/Public	No. of shares held	No. of votes Polled	% of votes polled on outstanding shares= $\{(2)/(1)\} * 100$	No. of votes in favor	No. of Votes Against	% of votes in favor on votes polled $= (4)/(2) * 100$	% of votes against on votes polled $= (5)/(2) * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and promoter group	9209693	9209693	100	9209693	0	100	0
Public-Institutional Holders	57381	0	0	0	0	0	0
Public others	10363941	220309	2.13	219909	400	99.82	0.18
Total	19631015	9430002		9429602	400		

Details of agenda	Resolution No.4 – To approve the additional acquisition of the equity shares through Trust.						
Resolution required	Special Resolution						
Mode of voting	Postal Ballot (including e-voting)						
Promoter/Public	No. of shares held	No. of votes Polled	% of votes polled on outstanding shares= $\{(2)/(1)\} * 100$	No. of votes in favor	No. of Votes Against	% of votes in favor on votes polled $= (4)/(2) * 100$	% of votes against on votes polled $= (5)/(2) * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and promoter group	9209693	9209693	100	9209693	0	100	0
Public-Institutional Holders	57381	0	0	0	0	0	0
Public others	10363941	220309	2.13	219909	400	99.82	0.18
Total	19631015	9430002		9429602	400		

Details of agenda	Resolution No.5 – To approve the provision of money by company for purchase of its own shares by trustees for the benefit of employees pursuant to ESOS-2015						
Resolution required	Special Resolution						
Mode of voting	Postal Ballot (including e-voting)						
Promoter/Public	No. of shares held	No. of votes Polled	% of votes polled on outstanding shares= $\{(2)/(1)\} * 100$	No. of votes in favor	No. of Votes Against	% of votes in favor on votes polled $= (4)/(2) * 100$	% of votes against on votes polled $= (5)/(2) * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and promoter group	9209693	9209693	100	9209693	0	100	0
Public-Institutional Holders	57381	0	0	0	0	0	0
Public others	10363941	220309	2.13	219909	400	99.82	0.18
Total	19631015	9430002		9429602	400		

Mrs. B. Krishnaveni, Practicing Company Secretary [Membership No. ACS 9686] was appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner for the above mentioned Postal Ballot.

Passing of Special Resolutions through Postal Ballot during the year 2016-17.

There is no such proposal as of now. In case, any resolution needs to be passed through Postal Ballot during the year 2016-17, the procedure laid down under Section 110 of the Companies Act, 2013 and the Rules made thereunder will be complied.

E. MEANS OF COMMUNICATION

Quarterly results: The Company's quarterly results are published in 'Business Standard & Andhra Prabha' and are displayed on the website of the company at www.ctepl.com.

News releases, presentations, among others: Official news releases and official media releases are sent to Stock Exchanges and are displayed on website the website of the company at www.ctepl.com.

Presentations to institutional investors / analysts: The presentations made to investors or the analysts are posted on the website of the company.

Website: The Company's website contains a separate dedicated section 'Investors' where shareholder's information is available. All the information as specified under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are uploaded under Investor section of the website. The Company's Annual

Report is also available in a user friendly and downloadable form.

Annual Report:The annual report containing, inter alia, audited standalone financial statements, consolidated financial statements, Director's report, Auditor's report, Corporate Governance report, Management Discussion and Analysis Report and other important information is circulated to members and others entitled thereto.

Management Discussion and Analysis (MDA) Report:The report on MDA forms part of the annual report.

Disclosures to Stock Exchanges:The Company informs BSE and NSE all price sensitive matters or such other matters which in its opinion are material and of relevance to the members.

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre:BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

Dedicated e – mail ID:In terms of SEBI (LODR) Regulations, 2015 the company has designated e-mail exclusively for investor service: investors@ctepl.com

F. GENERAL SHAREHOLDERS INFORMATION.

- **Company Registration Details:** The Company is registered in the State of Telangana, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L72200AP1999PLC030997.

- **Correspondence Address**

Cambridge Technology Enterprises Limited
Unit No 04 – 03, Level 4, Block 1, Cyber Pearl,
HITEC – City, Madhapur, Hyderabad (TS) – 500 081.
Tel: 040 – 40234400; Fax: 040 – 40234600.

- **Date, Time and Venue of the Annual General Meeting**

Date : 30th September, 2016
Day : Friday
Time : 10.30 A.M.
Venue : FATPCCI Auditorium, Ground Floor, FTAPCCI, FAPCCI Marg, Red Hills,
Hyderabad – 500 004, Telangana State, India

- **Particulars of Financial Calendar:**

Financial year: April 1 to March 31

Quarterly Results: Tentative dates for declaration of financial results.

1 st Quarter	-	On or before 14th August, 2016
2 nd Quarter	-	On or before 14th November, 2016
3 rd Quarter	-	On or before 14th February, 2017
4 th Quarter & year ended	-	On or before 30th May, 2017

Book Closure Date: Monday, the 26th September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of Annual General Meeting of the Company.

- **Name and Address of Stock Exchanges where the Company's shares are listed and confirmation of payment of Annual Listing Fees:**

Equity Shares	Stock Code
The Bombay Stock Exchange Ltd, PhirozeJeejeebhoy Towers, 25 th Floor, Dalal Street, Fort, Mumbai – 400 001	532801
The National Stock Exchange of India Ltd.Exchange Plaza, BandraKurla Complex, Bandra (East), Mumbai – 400 051.	CTE

Note:Listing Fees have been paid to BSE & NSE for the financial year 2016-17.

- **Market Price Data**

The monthly high and low prices recorded in BSE during the financial year 2015-16 is as under:

Month	BSE			NSE		
	High	Low	No. of shares	High	Low	No. of shares
April-15	26.30	17.10	3,29,923	26.30	16.85	2,47,329
May-15	25.85	17.65	1,48,926	24.95	17.85	67,145
June-15	41.40	21.85	6,90,968	41.40	22.05	6,61,933
July-15	56.20	36.50	7,84,457	56.35	36.45	908371
Aug-15	61.15	45.85	8,05,187	61.20	45.75	674998
Sep-15	108.45	52.55	10,19,851	108.65	52.30	807715
Oct-15	148.90	111	6,52,827	149.00	108.65	985511
Nov-15	121.50	90.10	2,90,654	123.75	89.75	302522
Dec-15	144.45	101.25	3,02,122	145.70	100.95	363408
Jan-16	162.40	129.40	1,54,178	163.45	129.80	339877
Feb-16	148.30	99.60	52,467	149.00	99.95	70561
Mar-16	124.40	95.70	3,42,170	123.30	96.05	371595

- **Performance in comparison to BSE Sensex**

Month	BSE Sensex Close	BSE Close Price
15-Apr	27011.31	22.85
15-May	27828.44	20.85
15-Jun	27780.83	41.40
15-Jul	28114.56	56.20
15-Aug	26283.09	57.40
15-Sep	26154.83	108.45
15-Oct	26656.83	121.50
15-Nov	26145.67	99.30
15-Dec	26117.54	144.45
16-Jan	24870.69	142.60
16-Feb	23002	99.60
16-Mar	25341.86	115.80

Graphical Presentation



- **Suspension of Securities from Trading by Directors:** – Not applicable

- **Registrar to an issue and Share Transfer Agents:**

Aarathi Consultants Private Ltd
 CIN: U74140TG1992PTC014044
 1-2-285, Domalguda, Hyderabad – 500 029
 T+91-40-27638111
 F+91-40-27632184
info@aarathiconsultants.com

- **Share Transfer System**

The Registrar and Share Transfer Agents of the Company viz., M/s. Aarathi Consultants Private Ltd, handle share transfers. In compliance of SEBI requirement, Share Transfers are entertained, both under Demat Form and Physical Form. Share Transfers in respect of physical shares are normally effected within a maximum of 15 days from the date of receipt, if all the required documentation is complete and are in order.

Also the company has made arrangements for simultaneous dematerialization of share certificates lodged for transfer, subject to the regulations specified by SEBI in this regard.

As at 31st March, 2016, no equity shares were pending for transfer.

- **Distribution of shareholding as on 31st March, 2016.**

S.No	Category	Holders	Holders %	No. of Shares	Amount	Amount %
1	1 - 5000	5783	85.67	775299	7752990	3.95
2	5001 - 10000	430	6.37	359801	3598010	1.83
3	10001 - 20000	211	3.13	325296	3252960	1.66
4	20001 - 30000	104	1.54	266759	2667590	1.36
5	30001 - 40000	40	0.59	149401	1494010	0.76
6	40001 - 50000	39	0.58	183712	1837120	0.94
7	50001 - 100000	56	0.83	421630	4216300	2.15
8	100001 & above	87	1.29	1714917	17149170	87.36
	Total	6750	100.00	19631015	196310150	100.00

Category of Equity Shareholders as on 31st March, 2016.

Category	No. of Shares held	Percentage of Shareholding
Promoters	9209693	46.91
Bodies Corporate		
i. Indian	489768	2.49
ii. Overseas	309920	1.58
Individuals	5311050	27.05
Foreign Bodies	2113981	10.77
Clearing Members	55331	0.28
NRI's	1441771	7.34
Foreign Nationals	150257	0.77
Employee Benefit Trusts (Non – Promoter & Non – Public)	549244	2.80
Total	19631015	100

S.No.	Name	No. of shares held	% of paid up capital
I.	Promoters		
	1 Cloud Computing LLC	9,209,693	46.91
	SUB-TOTAL	9,209,693	46.91
II.	Public		
	Holding more than 1%		
	2 Smartshift AG	20,56,600	10.48
	3 SaroshKersieWaghmar	6,30,160	3.21
	4 Raymond J Lane	5,00,000	2.55
	5 Suresh Gadaley	4,32,834	2.20
	6 Devinder Prakash Kalra	3,93,000	2.00
	7 D R R Swaroop (Trustee-ESOP Trust)	3,22,244	1.64
	8 OurVox Holdings LLC	3,09,920	1.58
	9 Mukul Mahavirprasad Agrawal	3,03,259	1.54
	10 Kanchan Sunil Singhania	2,85,000	1.45
	11 Purushothaman Vinayakam-Trustee (ESOP Trust)	2,27,000	1.16
	12 Kamal Gadaley	2,11,068	1.08
	SUB-TOTAL	56,71,085	28.89
III.	Others	47,50,237	24.20
	GRAND TOTAL	19,631,015	100.00

• **Dematerialization of shares and Liquidity as on 31st March, 2016.**

S.No.	Mode	No. of shares	% of total paid up
1	Demat (NSDL)	1,52,55,266	77.71
2	Demat (CDSL)	33,10,005	16.86
3	Physical	10,65,744	05.43
	TOTAL	1,96,31,015	100.00

- **Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity:** The company has not issued any GDRs/ADRs or any convertible instrument.
- **Commodity price risk or foreign exchange risk and hedging activities:** During the year under review, the Company had managed the foreign exchange risk and hedged to the extent considered necessary.
- **Software Development Locations & correspondence address**
 - a. **North America**
 - USA**
Cambridge Technology Inc, 120 SE 6th Avenue, Suite 230, Topeka, Kansas 66603
 - b. **Singapore**
Cambridge Technology Investments Pte Ltd, 51, Goldhill Plaza, # 07-10/11, SINGAPORE (308900)
 - c. **India**
 - i. Unit No. 04-03, Level 4, Block I, "Cyber Pearl" Hitec City, Madhapur, Hyderabad – 500 081.
 - ii. Suraj Ganga Soft Park, Ground Floor, No.34, 1st Main Road, 3rd Phase, JP Nagar, Bangalore-560078.
 - iii. # 205, A Block, 2nd Floor, Delta Wing, Raheja Tower, No.177/8, Anna Salai, Chennai – 600002.
 - iv. SYMPHONY Towers CHS Ltd, A-Wing, Flat No. 1603, New Link Road, Shanthi Nagar, Kandivali West, Mumbai – 400067.

G. OTHER DISCLOSURES

Particulars of Directors seeking Appointment/Re-appointment

For particulars of Director seeking re – appointment, please refer annexure to 17th AGM Notice of the Company dated 29th August, 2016.

Related Party Disclosure

Disclosures on materially significant related party transactions that may have potential conflict with the interests of the company at large:

The requisite details as required by Sections 134 & 188 of Companies Act, 2013 and Regulation 23, 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Directors Report. During the year, the Company had not entered into any contract / arrangement / transactions with Related Parties (except with its subsidiaries) which could be considered as material in terms of Regulation 23 of the SEBI (LODR) Regulations, 2015. Disclosures on related party transactions have been made in the notes to the Financial Statements.

Related Party Transactions Policy

The Policy is available on the website of the Company.

Web link: http://www.ctepl.com/pdfs/investors/Related_party_transactions_policy.pdf

Non-Compliances by the Company

There were no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets during the last 3 years.

Establishment of Vigil Mechanism/Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also under Regulation 22 of SEBI (LODR) Regulation, 2015 your company has established a mechanism for Whistle Blower Policy to report concerns about unethical behavior, actual or suspected fraud. It also provides for adequate safeguards against the victimization of Directors and employees or any other person who avail the mechanism, and also provides for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. During the year under review, no personnel has been denied access to the Audit Committee. The Whistleblower policy is available on the website of the Company. Weblink: http://www.ctepl.com/pdfs/investors/Whistle_Blower_Policy.pdf

Compliance with mandatory requirements

The Company has complied with all the mandatory requirements of Corporate Governance as stated under Schedule II to the SEBI (LODR) Regulations, 2015.

Adoption of non-mandatory requirements

- Reporting of Internal Auditors to Audit Committee has been adopted from discretionary requirements.
- The Company sends Half-yearly Results to certain shareholders holding more than 1% of shares apart from publishing Half-yearly unaudited financials in 'Business Standard' and 'Andhra Prabha' newspapers and are also posted on the website of the Company www.ctepl.com.

Subsidiary Companies

The Company does not have any material non-listed Indian subsidiary company and hence, the requirement of inducting an Independent Director on the Board of Directors of the subsidiary company in terms of regulation 24(1) of the Listing Regulations does not arise. However, the Company has two foreign subsidiaries namely, Cambridge Technology Inc., USA, Cambridge Technology Investments Pte. Ltd.,

All subsidiary companies are Board managed with their Boards having the rights and to manage such companies in the best interest of their stakeholders. The Company monitors performance of subsidiary companies, inter alia, by means, as specified in Regulation 24 of the SEBI (LODR) Regulations, 2015

In terms of regulation 16 of the Listing Regulations, the Board of Directors has adopted a policy with regard to determination of Material Subsidiaries. The policy is available on the website of the Company at http://www.ctepl.com/pdfs/investors/Policy_on_material_subsidiaries.pdf.

Disclosure of Compliance:**Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) of SEBI (LODR) Regulations, 2015.**

Regulation	Particular of Regulations	Compliance Status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Not Applicable
22	Vigil Mechanism	Yes
23	Related party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	Yes
25	Obligations with respect to Independent Director	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
	46(2)(b) to (i)	Website Yes

Code of Conduct

The Company has its Code of Conduct for the Board of Directors & senior management personnel of the Company, as per the provisions of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The code is available on the website of the Company at http://www.ctepl.com/pdfs/investors/Code_of_Conduct.pdf.

The members of the Board including Independent Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as at March 31, 2016. A declaration to this effect signed by Mr. Aashish Kalra, Chairman and CEO is attached as an **Annexure 1** to this report.

Code of conduct for prohibition of insider trading

During the financial year 2014-15, the capital market regulator Securities and Exchange Board of India (SEBI) notified SEBI (Prohibition of Insider Trading) Regulations, 2015 on 15th January, 2015. Pursuant to the provisions of the said regulations, the Board of Directors approved and adopted 'Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders' which, inter alia, lays down the process of dealing in securities of the Company, along with the reporting and disclosure requirements by the employees and the connected persons and the same shall replace the existing code and become effective from 15th May, 2015. It provides for pre-clearance of trades above certain thresholds and trading restrictions on the designated employees and connected persons when in possession of unpublished price sensitive information and/or at the time of trading window closure.

The code is available on the website of the Company at: http://www.ctepl.com/pdfs/investors/Code_of_conduct_for_reporting_monitoring_regulating_of_trading_by_insiders.pdf

In terms of the said regulations, the Company has also formulated 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information', with an objective to have a standard and stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

Disclosure on Accounting Treatment

The Company has followed the accounting standards in the preparation of its financial statements.

Risk Management

The Company process is in place to ensure that all the Current and Future Material Risks of the Company are identified, assessed/quantified and effective steps are taken to mitigate/ reduce the effects of the risks to ensure proper growth of the business. Shareholders are also requested to refer a separate section on Internal Control systems and their adequacy, which also deals with Risk Management, in Management Discussion and Analysis Report.

Reconciliation of Share Capital Audit for reconciliation of share capital

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report there on is submitted to the stock exchanges and is placed before the board of directors of the Company. The audit, inter alia, confirms that the listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

Policy on Disclosure of Material Events and Information

The Company has adopted the Policy on Disclosure of Material Events and Information, in accordance with the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to determine the events and information which are material in nature and are required to be disclosed to the stock exchanges. The said policy is

available on the website of the Company at: <http://www.ctepl.com/pdfs/investors/CTELPolicyonDisclosureofMaterialEvents.pdf>

Corporate Social Responsibility

The Company does not meet applicable requirements i.e. net worth of INR 500 Crore or more, or turnover of INR 1000 Crore or more, or a net profit of INR 5 Crore as specified in section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility. Hence the Company did not constitute Corporate Social Responsibility Committee and did not adopt any Corporate Social Responsibility Policy.

Familiarization Program

Details of familiarization programs extended to the Independent Directors during the year are disclosed on the Company website from time to time. Web link: http://www.ctepl.com/pdfs/investors/Familiarisation_Programme_31032016.pdf.

CEO and CFO certification

The Chairman and CEO and the Chief Financial Officer have certified to the Board regarding compliance of matters specified in regulation 17(8) read with Part B of Schedule II of the Listing Regulations and the same forms part of the Directors Report, attached as an Annexure 6 to the same.

Compliance Certificate regarding compliance of conditions of Corporate Governance

Mrs. B. Krishnaveni, a Company Secretary in Practice has certified that conditions of Corporate Governance as stipulated under SEBI (LODR) Regulations, 2015 have been complied by your Company and her certificate is annexed as **Annexure 8** to the Directors Report.

Disclosure with respect to demat suspense account / unclaimed suspense account.

Your company does not have any Unclaimed shares issued in physical form pursuant Public issue/ Rights Issue etc.

Annexure 1

Declaration of Code of Conduct for Board of Directors and Senior Management of CTE

(Pursuant to Regulation 26(3) & Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.)

This is to confirm that the Company has adopted Code of Conduct for the Board of Directors and the Senior Management of the Company, which is available on the Company's website www.ctepl.com

I declare that the Board of Directors and the Senior Management Personnel of the Company have affirmed their compliance with the "Code of Conduct for Board of Directors and Senior Management of Cambridge Technology Enterprises Limited".

Place: Hyderabad
Date: 30.05.2016

Sd/-
Aashish Kalra
(Chairman & CEO)

Annexure 2**PERFORMANCE EVALUATION, NOMINATION & REMUNERATION POLICY****I. Title:**

This policy with regard to Performance Evaluation and Remuneration shall be called the Cambridge Technology Enterprises Limited – Performance Evaluation and Remuneration Policy (herein after referred to as the “Policy”).

II. Introduction

This Performance Evaluation, Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

III. DEFINITIONS

- a) Act** means the Companies Act, 2013 and the rules made thereunder.
- b) Board** means Board of Directors of the Company
- c) Committee** means Nomination and Remuneration Committee of the Company.
- d) Company** means Cambridge Technology Enterprises Limited
- e) Employee** means any employee of the Company (whether working in India or abroad)
- f) Independent Director** means a director who meets the criteria of Independence laid down under Section 149 of the Companies Act, 2013 read with the rules made there under and the Listing Agreement entered with the stock exchanges.
- g) Key Managerial Personnel** means:
 - i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
 - ii) Chief Financial Officer;
 - iii) Company Secretary; and
 - iv) Such other officer who is reporting to Managing Director/CEO.
- h) Nomination and Remuneration Committee**, by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the Clause 49 of the Listing Agreement.
- i) Senior Managerial Personnel** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management who are one level below the Executive Directors, including the functional heads.

IV. Objective

The Objective and purpose of this policy are:

- To carry out formal evaluation by the Board of its own performance and that of its committees and individual directors
- To establish a framework for the remuneration of directors, key managerial personnel and other employees.

- To lay down criteria for identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommending to the Board their appointment and removal.
- To attract, retain and motivate the Directors, KMPs and Senior Management Personnel.

V. Role of the Committee:

The Committee shall:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
- c) Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;
- d) Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
- e) To devise a Policy on Board diversity.
- f) The Committee shall, while formulating the policy under Section 178(3) ensure that—
 - i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- g) Any other responsibility as determined by the Board.
- h) To carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions.

VI. General:

This Policy is divided in three parts:

Part – A: Appointment & Remuneration

Part – B: Performance Evaluation

Part – C: Framework for Separate meeting of Independent Directors

Part – D: Familiarisation Programme for Independent Directors

Part – E: Policy on Board Diversity

PART - A

Appointment & Remuneration

1. Appointment criteria and qualification

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy. A proposed appointee shall fulfill all the requirements prescribed, from time to time, under the Companies Act 2013, Listing Agreement and other relevant laws

- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c. Appointment of Directors, KMP's and Senior Management Personnel are subject to compliance of provisions of the Companies Act, 2013 and compliance of clause 49 of the Listing Agreement. The Director/ Independent Director/Senior Management Personnel/KMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.
- d. While appointing Independent Directors, the Committee shall ensure that the person proposed to be appointed possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales & marketing, administration, research, corporate governance, technical operations, other disciplines related to the Company's business and such other criteria as may be specified by any law amended from time to time.
- e. It shall also ensure that Directors proposed to be appointed are not disqualified under any law. In case of Independent Director, it shall ensure that person proposed to be appointed meets the criteria of independence as laid down by the Companies Act, 2013 and Clause 49 of the Listing Agreement as amended from time to time.
- f. The appointment as recommended by the Nomination and Remuneration Committee further requires the approval of the Board.

2. Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013 and rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend to the Board with reasons to be recorded in writing, removal of a director, KMP or senior management personnel, subject to the provisions and compliance of the Act, rules and regulations.

3. Remuneration

The level and composition of remuneration to be paid to the CMD/ Managing Director, Whole-Time Director(s), KMPs, Senior Management Personnel and other employees shall be reasonable and sufficient to attract, retain and motivate directors, KMPs, Senior Management and other employees of the company. The relationship of remuneration to performance should be clear and should encourage meeting of appropriate performance benchmarks. The remuneration may also involve a balance between fixed and incentive / performance related pay reflecting achievement of short and long-term performance objectives appropriate to the working of the company and meeting its goals.

i. Remuneration to Executive Directors, KMP's and Senior Management Personnel.

- a. Besides the above Criteria, The Executive Directors, KMPs and Senior Management Personnel shall be eligible for a remuneration/Commission/Bonus/Performance Related Pay/Incentive/ Fees, etc., as may be approved by the Board on the recommendation of the Committee and shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force as also by Company policy. The breakup of the pay scale and quantum of perquisites shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- b. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Director/KMPs in accordance with the provisions of Schedule V to the Companies Act, 2013 or prior approval of the Central Government as the case may be.

- c. The Chairman/Executive Director of the Company shall, as the case may be, decide the remuneration of KMP (other than Chairman / Whole time Director) and Senior Management based on the experience, qualification, expertise, standard market practice and prevailing HR policies of the Company.
- d. The Incentive pay, if any, shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

ii. Non – Executive Directors / Independent Directors:

- a. The Non-Executive / Independent Directors may receive sitting fees, travelling, accommodation and other expenses incidental thereto for attending meetings of Board or Committee thereof. Provided that the amount of fees and expenses, if any, shall be such as determined by the Board of Directors from time to time subject to provisions of the Companies Act, 2013 and rules made thereof.
- b. Remuneration /Commission, if applicable, may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.
- c. An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the Clause 49, as amended from time to time.

PART – B

Performance Evaluation

4. Framework for Performance Evaluation of Board, Committees & Independent Directors

The Board is committed to assessing its own performance as a Board (including Committees) in order to identify its strengths and areas in which it may improve its functioning. To that end, the Committee shall establish the following processes for evaluation of performance of Independent Director and the Board:

- i. Once a year, the Board will conduct a self-evaluation. The Chairperson will meet with the directors either collectively or separately, as he may deem fit, seeking input in relation to the performance of the Board, each Board Committee, other Whole time Directors and his own performance.
 - ii. The Chairperson will collect the input and provide an overview report for discussion by the Board.
 - iii. The Board as a whole will discuss and analyze the performance collectively of each director individually and its own performance during the year including suggestions for change or improvement, as well as any skills, education or development required over the forthcoming year.
 - iv. The Board / Independent Directors shall be asked to complete the evaluation forms (As designed by the Committee from time to time) and submit the same to the Chairman.
4. In terms of Section 134 of the Act, the Directors' Report should include a statement indicating a manner in which the Board has done formal annual evaluation of its own performance, performance of Committees and individual Directors of the Company.

PART C

Framework for Separate meeting of Independent Directors

5. As required by the provisions of Schedule IV to the Act and the provisions of Clause 49, the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-independent Directors and members of the management.

The meeting shall:

- (a) Review the performance of Non-independent Directors and the Board as a whole;
- (b) Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors;
- (c) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

This meeting could be held prior or after the Board Meeting. The Independent Directors are free to call such meeting at any point of time, as desired.

PART D

6. Familiarisation Programme for Independent Directors

- i. As required by the provisions of Schedule IV to the Act and the provisions of Clause 49, the Company is required to develop a Familiarisation Programme for the Independent Directors of the Company.
- ii. The Company will impart Familiarisation Programmes for new Independent Directors inducted on the Board of the Company.
- iii. The Independent Directors are afforded every opportunity to familiarize themselves with the Company, its management and its operations and above all the Industry perspective & issues. They are made to interact with senior management personnel and are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part which enable the Directors to contribute significantly to the Company. The Familiarisation Programme of the Company will provide information relating to the Company, IT industry, business model of the Company, geographies in which Company operates, etc. The programme also intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company.
- iv. The Familiarisation Programme comprises a detailed overview of the business verticals of the Company and meetings with business heads / senior leadership team, and with the Chairman, at which time; the Independent Director is familiarized with various aspects of the Company's business verticals including the industries in which such businesses operate.
- v. The Program will be reviewed and changes made as and when deemed necessary.

PART E

7. Policy on Board Diversity

- a) This Policy on Board Diversity (the “Policy”) forms part of Performance Evaluation and Remuneration Policy and it sets out the Company’s approach to ensuring adequate diversity in its Board of Directors (the “Board”) and is devised by Nomination and Remuneration Committee (the “Committee”) of the Board.
- b) The Policy applies to the Board of Cambridge Technology Enterprises Limited (the “Company”). It does not apply to employees generally.
- c) The Company recognizes and embraces the benefits of having a diverse Board of Directors and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage in the complex business that it operates. It is recognized that a Board composed of appropriately qualified people with broad range of experience relevant to the business of the Company is important to achieve effective corporate governance and sustained commercial success of the Company. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions amongst Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. At a minimum, the Board of the Company shall consist of at least one woman Director. All Board appointments are made on merit, in the context of the skills, experience, independence, knowledge and integrity which the Board as a whole requires to be effective.
- d) The Board and the Committee will review this Policy on a regular basis to ensure its effectiveness and also in compliance with the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

An account of our performance

Independent Auditors' Report

To the Members of

Cambridge Technology Enterprises Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Cambridge Technology Enterprises Limited (hereinafter referred to as "the Holding Company") and its subsidiaries Cambridge Technology Inc., USA and Cambridge Technology Investments Pte Ltd., Singapore (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 11.1 to the financial statements regarding downstream investments made by Cambridge Technology Investments Pte Ltd (Wholly Owned Subsidiary Company), Singapore. The Auditors' Report of the subsidiary contains a qualification that they were unable to verify the impairment on such investments made by the subsidiary due to unavailability of sufficient evidence to support the investments fair value. As per the Management, these investments are in start-up stage and expected to yield results in due course. These investments are permanent in nature and hence, temporary diminution, if any, in their value, has not been provided for. Our opinion is not qualified in respect of this matter.

Other Matters

We did not audit the financial statements of the subsidiaries, Cambridge Technology Inc., USA and Cambridge Technology Investments Pte Ltd., Singapore, whose financial statements reflect total assets of Rs. 3449.83 Lakhs, as at 31st March, 2016, total revenues of Rs. 6,391.67 Lakhs, and net cash flows (decrease) amounting to Rs. 109.04 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The financial statements of Cambridge Technology Investments Pte Ltd., Singapore have been audited by other auditors whose reports have been furnished to us by the Management and the financial statements of Cambridge Technology Inc., USA have not been audited and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors/management of the company.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclosed the impact of pending litigations on the consolidated financial position of the Group – Refer Note 24 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For M. Anandam & Co.
Chartered Accountants
(Firm's Registration No. 000125S)

Place: Hyderabad
Date: 30th May, 2016

M.V.Ranganath
Partner
Membership No. 028031

Annexure - A to the Auditors' Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2016, we have audited the internal financial controls over financial reporting of Cambridge Technology Enterprises Limited ("the Holding Company") as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For M. Anandam & Co.
Chartered Accountants
(Firm's Registration No. 000125S)

Place: Hyderabad
Date: 30th May, 2016

M. V. Ranganath
Partner
Membership No. 028031

Consolidated Balance Sheet as at 31st March, 2016

(Amount in INR)

Particulars	Note No.	As at	
		31/03/2016	31-03-2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	1	196,310,150	196,310,150
(b) Reserves and surplus	2	191,581,913	92,945,867
(2) Non-Current Liabilities			
(a) Long term borrowings	3	2,763,139	-
(b) Other long term liabilities	4	4,659,370	4,659,370
(c) Long term provisions	5	9,297,848	6,840,817
(3) Current Liabilities			
(a) Short-term borrowings	6	62,087,736	-
(b) Trade payables			
(i) Total outstanding dues of micro enterprises and small enterprises	7	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		43,583,814	28,700,698
(c) Other current liabilities	8	21,100,859	10,475,818
(d) Short-term provisions	9	465,439	362,435
Total		531,850,268	340,295,155
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	9,876,421	6,911,167
(ii) Intangible assets		180,168,516	146,809,205
(b) Non-current investments	11	73,591,321	-
(c) Deferred tax assets (net)	12	18,385,011	242,503
(d) Long term loans & advances	13	18,418,631	14,772,472
(2) Amount recoverable from ESOP Trust		11,900,000	-
(3) Current assets			
(a) Trade receivables	14	88,592,022	73,020,223
(b) Cash and bank balances	15	36,012,402	39,619,827
(c) Short-term loans and advances	16	30,822,378	27,392,610
(d) Other current assets	17	64,083,566	31,527,148
Total		531,850,268	340,295,155
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For M. Anandam & Co.,
Chartered Accountants

For and on behalf of the Board

M.V. Ranganath
Partner
Membership No. 028031

D.R.R Swaroop
Wholetime Director

Venkat Motaparthi
Director

Place: Hyderabad
Date : 30-05-2016

T.V.Siva Prasad
CFO & Company Secretary

Consolidated Statement of Profit and Loss for the year ended 31st March, 2016

(Amount in INR)

Particulars	Note No.	Year ended	
		3/31/2016	3/31/2015
I. Revenue from operations	18	658,249,197	322,556,561
II. Other Income	19	13,914,091	10,241,807
III. Total Revenue (I +II)		672,163,288	332,798,367
IV. Expenses:			
Purchase of stock in trade		31,540,684	9,006,804
Employee benefits expense	20	340,725,252	185,544,322
Finance Cost	21	4,927,378	-
Depreciation and amortization expense	10	57,827,537	30,867,011
Other Expenses	22	171,694,317	70,917,639
Total Expenses		606,715,168	296,335,775
V. Profit before tax (III - IV)		65,448,120	36,462,592
VI. Tax expense:			
(1) Current tax (MAT)		(654,569)	7,266,435
Less: Mat Credit entitlement		(6,320,874)	-
Net Current tax		(6,975,443)	7,266,435
(2) Earlier year's tax		84,903	-
(3) Deferred tax		(18,230,807)	(2,039,464)
VII. Profit/(Loss) for the year (V - VI)		90,569,467	31,235,621
XVI. Earning per equity share:	23		
(1) Basic		4.61	1.59
(2) Diluted		4.61	1.59
Significant Accounting Policies	1		
The accompanying notes form an integral part of the financial statements.			

As per our report of even date
For M. Anandam & Co.,
Chartered Accountants

For and on behalf of the Board

M.V. Ranganath
Partner
Membership No. 028031

D.R.R Swaroop **Venkat Motaparthi**
Wholtime Director Director

Place: Hyderabad
Date : 30-05-2016

T.V.Siva Prasad
CFO & Company Secretary

Consolidated Cashflow Statement for the year ended 31st March, 2016

Particulars		Year ended	
		3/31/2016	3/31/2015
A. Cash Flow from Operating Activities			
Net Profit / (Loss) before tax		65,448,120	36,462,592
Adjustment for :			
Depreciation & Amortization		57,827,537	30,867,011
Interest Income		(3,008,255)	(1,980,103)
Loss on sale of Assets(Net)		4,750	-
Provision for gratuity and leave encashment		-	(2,024,240)
Foreign Exchange Translation		8,066,579	(497,396)
Operating profit before working capital changes		128,338,731	62,827,863
Adjustment for:			
Changes in Trade Payables		14,883,116	12,806,652
Changes in Other Liabilities		10,625,041	(19,256,402)
Change in Provisions		2,560,035	11,016,396
Change in borrowings		62,087,736	-
Change in other assets		(32,556,418)	(28,407,877)
Change in Trade receivables		(15,571,799)	32,038,452
Change in loans and advances		(14,702,049)	12,714,869
Change in Non Current asset			(759,608)
Cash generated from operations		155,664,393	82,980,345
Income tax (paid)/ refunded			(7,266,435)
Net cash from operating activities	A	155,664,393	75,713,910
B. Cash Flow from Investing Activities			
Sale of Fixed Assets		148,750	-
Purchase of Fixed Assets		(91,600,641)	(54,389,000)
Interest received		3,008,255	1,980,103
(Purchase) / Sale of Investments		(73,591,321)	-
Net cash from investing activities	B	(162,034,957)	(52,408,897)
C. Cash Flows from Financing Activities			
Increase (Decrease) in Loan		2,763,139	-
Change in Long Term Provisions			
Net cash used from financing activities	C	2,763,139	-
Net change in cash (A+B+C)		(3,607,425)	23,305,013
Cash and cash equivalents at beginning of year		39,619,827	16,314,816
Cash and cash equivalents at end of year		36,012,402	39,619,827

Notes :-

- 1) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 "Cash Flow Statements".

As per our report of even date

For M. Anandam & Co.,
Chartered Accountants

For and on behalf of the Board

M.V. Ranganath
Partner
Membership No. 028031

D.R.R Swaroop
Wholetime Director

Venkat Motaparthi
Director

Place: Hyderabad
Date : 30-05-2016

T.V.Siva Prasad
CFO & Company Secretary

Notes to the Consolidated Financial Statements**Note 1: Share Capital**

(Amount in INR)

Particulars	31-Mar-16	31-Mar-15
(a) Authorised Share Capital 3,00,00,000 equity shares of Rs.10 each (Previous year : 3,00,00,000 equity shares of Rs.10 each)	300,000,000	300,000,000
(b) Issued, Subscribed & Fully Paid Up Share Capital 1,96,31,015 equity shares of Rs.10 each, fully paid up (Previous year : 1,96,31,015 equity shares of Rs.10 each, fully paid up)	196,310,150	196,310,150
Total	196,310,150	196,310,150

Note 2.1: Reconciliation of the number of shares:	31-Mar-16	31-Mar-15
Balance at the beginning of the year	19,631,015	19,631,015
Add: Issued during the year	-	-
Balance at the end of the year	19,631,015	19,631,015

Note 2.2: Details of Shareholders holding more than 5% shares :

Name of the Shareholder	31-Mar-16		31-Mar-15	
	No. of shares	% Holding	No. of shares	% Holding
1. Cloud Computing LLC	9,209,693	46.91	9,209,693	46.91
2. SmartShift AG	2,056,600	10.48	2,056,600	10.48

Note 2.3: Rights attached to Equity shares:

The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.

Note 2 : Reserves And Surplus

Particulars	31-Mar-16	31-Mar-15
(a) Capital Redemption Reserve	499,000	499,000
(b) Securities Premium Account	225,215,578	225,215,578
(c) Surplus/(Deficit) in Statement of Profit and Loss		
Opening Balance	(132,271,315)	(163,506,936)
Add: Net Profit transferred from the Statement of Profit & Loss	90,569,467	31,235,621
Closing Balance	(41,701,848)	(132,271,315)
(d) Foreign Currency Translation Reserve		
Opening Balance	(497,396)	-
Additions / deletions	8,066,579	(497,396)
Closing Balance	7,569,183	(497,396)
Total	191,581,913	92,945,867

Note 3 : Long Term Borrowings

Particulars	31-Mar-16	31-Mar-15
Secured		
From Others		
Vehicle loan (Refer Note 8)	2,763,139	-
Total	2,763,139	-

Notes to the Consolidated Financial Statements**Note 4 : Other Long Term Liabilities**

Particulars	31-Mar-16	31-Mar-15
Others		
Rental deposit	4,659,370	4,659,370
Total	4,659,370	4,659,370

Note 5 : Long Term Provisions

Particulars	31-Mar-16	31-Mar-15
Provision for employee benefits		
(i) Gratuity	8,181,142	5,993,914
(ii) Leave encashment	1,116,706	846,903
Total	9,297,848	6,840,817

Note 6 : Short-Term Borrowings

Particulars	31-Mar-16	31-Mar-15
Unsecured		
Loans repayable on demand		
(i) From Other parties	62,087,736	-
Total	62,087,736	-

Note 6.1: Loan from other parties represent factoring arrangement from IDB Bank, New York, secured against Accounts receivables at an interest rate of 4.25% p.a.

Note 7 : Trade Payables

Particulars	31-Mar-16	31-Mar-15
a) Dues to Micro and Small Enterprises	-	-
b) Dues to Others		
(i) For services	41,231,466	27,402,315
(ii) For stock in trade	2,352,348	1,298,383
Total	43,583,814	28,700,698

Note.7.1: There are no transactions with Micro and Small enterprises, hence disclosures are not given as required under MSMED Act, 2006.

Note 8 : Other Current Liabilities

Particulars	31-Mar-16	31-Mar-15
a) Unpaid Dividend	-	83,286
b) Current maturities of long term debt	406,170	-
c) Other Payables		
(i) Advance from customers	552,005	281,752
(ii) Statutory dues	3,304,095	1,854,299
(iii) Employee benefits payable	16,354,902	8,256,482
(iv) Forward contract charges payable	483,687	
Total	21,100,859	10,475,818

Note 9 : Short Term Provisions

Particulars	31-Mar-16	31-Mar-15
Provision for employee benefits		
(i) Gratuity	282,159	214,137
(ii) Leave encashment	183,280	148,298
Total	465,439	362,435

Notes to the Consolidated Financial Statements

Note No: 10

FIXED ASSETS :

(Amount in INR)

S. No.	Name of Asset	Gross Block					Depreciation					Net Block	
		As at 01.04.2015	Additions	Dele- tions	Adjust- ments	As at 31.03.2016	Up to 01.04.2015	For the year	Dele- tions	Adjust- ments	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
i	Tangible Assets												
1	Plant & Equipment	850,001	3,813,931	-	-	4,663,932	396,100	960,973	-	10,997	1,368,069	3,295,863	453,901
2	Electrical Fittings	85,690	-	-	-	85,690	40,713	20,365	-	-	61,078	24,612	44,977
3	Furniture & Fixtures	1,864,138	126,450	-	-	1,990,588	1,106,638	244,040	-	208	1,350,886	639,702	757,500
4	Computers	20,441,685	1,569,970	166,659	-	21,844,996	19,550,914	742,907	13,158	362	20,281,025	1,563,971	890,771
5	Server & Networking	2,756,940	185,485	-	-	2,942,425	2,231,085	199,862	-	-	2,430,947	511,477	525,855
6	Office Equipment	4,437,231	468,009	87,852	-	4,817,388	3,113,131	848,573	87,852	155	3,874,007	943,381	1,324,100
7	Leasehold Improvement	3,815,419	847,345	255,227	-	4,407,537	901,355	875,714	255,227	-	1,521,842	2,885,695	2,914,064
	Total	34,251,104	7,011,190	509,738	-	40,752,556	27,339,936	3,892,434	356,237	11,721	30,887,854	9,864,700	6,911,167
ii	Intangible Assets												
1	Software Licenses	36,246,271	4,929,673	-	-	41,175,944	33,836,919	3,557,669	-	-	37,394,588	3,781,356	2,409,352
2	Goodwill(Purchase)	122,142,503	-	-	-	122,142,503	24,428,501	24,428,498	-	-	48,856,999	73,285,504	97,714,002
3	Assignment Rights	46,685,851	76,478,490	-	3,061,649	126,225,990	-	24,902,416	-	330,609	25,233,026	100,992,514	46,685,851
4	SOFTWARE-NFS Leasing	-	3,181,288	-	-	3,181,288	-	1,046,519	-	13,906	1,060,426	2,120,862	-
	Total	205,074,625	84,589,451	-	3,061,649	292,725,725	58,265,420	53,935,103	-	344,516	112,545,038	180,180,236	146,809,205
	Total	239,325,729	91,600,641	509,738	3,061,649	333,478,281	85,605,356	57,827,537	356,237	356,237	143,432,892	190,044,937	153,720,372
	Previous Year	63,172,791	177,806,813	1,653,875	-	239,325,729	54,867,989	30,867,014	378,568	248,922	85,605,357	153,720,372	7,397,144

Notes to the Consolidated Financial Statements

Note 11 : Non-Current Investments

Particulars	31-Mar-16	31-Mar-15
a) Investment in Equity Shares		
Unquoted Non Trade Investments:		
In Subsidiary*		
Cambridge Bizserve Pvt. Ltd. (100% Holding) (10,000 equity shares of Rs.10 each, fully paid up) (Previous year : Nil)	100,000	
Cambridge Innovations Pte Ltd. (100% Holding) (100 equity share of SGD 1 each, fully paid up) (Previous year : Nil)	4,867	-
Cloud Computing Global Pte Ltd. (100% Holding) (100 equity share of SGD 1 each, fully paid up) (Previous year : Nil)	4,867	-
India Energy Partners 21 Pte Ltd. (100% Holding) (100 equity share of SGD 1 each, fully paid up) (Previous year : Nil)	4,867	-
Kupfer Management Pte Ltd (100% Holding) (100 equity share of SGD 1 each, fully paid up) (Previous year : Nil)	4,867	-
Worldwide Technology Investments Pte Ltd. (100% Holding) (100 equity share of SGD 1 each, fully paid up) (Previous year : Nil)	4,867	-
b) Investment in Preference Shares		
Unquoted Non Trade Investments:		
Anthill Startups Advisory Pvt Ltd (250 preference shares of Rs.10 each, fully paid up) (Previous year : Nil)	1,500,000	-
c) Other Non current Investments		
Authess Inc (1 convertible promissory note for USD 1,00,000 with Interest rate of 4%) (Previous year :Nil)	6,570,414	
Causemo Inc (150,000 Series A - Preferred stock of USD 0.01 each par value) (Previous year :Nil)	10,227,024	
Roadzen Inc (44,400 Series A1- Convertible Preferred stock of USD 0.0001 each par value) (Previous year :Nil)	4,595,975	
Drivn Technologies (44,480 Series A - Convertible Preferred stock of USD 0.0001 each par value) (Previous year :Nil)	5,755,320	
MyCrowd (1 convertible promissory note for USD 2,50,000 with Interest rate of 6%) (Previous year :Nil)	17,527,528	
Photo Kharma Inc (1 convertible promissory note for USD 5,000 with Interest rate of 5%) (Previous year :Nil)	343,518	
Opprtuna Inc (1 convertible promissory note for USD 2,50,000 with Interest rate of 6%) (Previous year :Nil)	16,795,287	
Prometheus Labs, Inc (1 convertible promissory note for USD 1,50,000) (Previous year :Nil)	10,151,921	
Total	73,591,321	

Note 11.1: Downstream investments made by Cambridge Technology Investments Pte Ltd, a 100% subsidiary of the Company in Singapore are in a start up stage and expected to yield results in the future. These investments are permanent in nature and hence temporary diminution, if any, in their value has not been provided for.

* These subsidiaries have not been consolidated as they are yet to commence operations

Note 12 : Deferred tax assets (Net)

Particulars	31-Mar-16	31-Mar-15
a) Deferred Tax Liabilities		
Opening Balance	21,232,177	21,045,836
Add: On account of depreciation	6,732,053	186,341
Total deferred tax liabilities	27,964,230	21,232,177
b) Deferred Tax Assets		
Opening Balance	21,474,680	19,248,875
Add: On account of depreciation	72,387	-
On account of Income tax losses	23,955,750	-
On account of employee benefits	2,109,691	2,225,805
Less: Reversal on account of payment of employee benefits	(1,263,266)	-
Total Deferred tax Assets	46,349,241	21,474,680
Deferred tax Assets (Net)	18,385,011	242,503

Note 12.1: During the year, the Holding Company has calculated Deferred Tax Asset on Income tax losses available for set off.

Note 13 : Long Term Loans And Advances

Particulars	31-Mar-16	31-Mar-15
(Unsecured, Considered good)		
a) Rental Deposits	11,793,525	12,102,960
b) Deposit with statutory authorities	2,500,000	2,500,000
c) Others	4,125,106	169,512
Total	18,418,631	14,772,472

Note 13.1: Deposits with Statutory Authorities of Rs. 25 Lakhs (Previous year Rs.25 Lakhs) represents amount paid to Service Tax Authorities under protest.

Note 14 : Trade Receivables

Particulars	31-Mar-16	31-Mar-15
(Unsecured, Considered Good)		
a) Outstanding for a period exceeding six months from the date they are due for payment	13,566,517	836,481
b) Others	75,025,505	72,183,742
Total	88,592,022	73,020,223

Note 15 : Cash And Bank Balances

Particulars	31-Mar-16	31-Mar-15
a) Cash and Cash Equivalents		
(i) Cash on hand	25,804	28,685
(ii) Balances with Bank		
- Current Accounts	20,215,139	19,611,315
- Deposit Accounts	2,000,000	-
b) Other Bank balances		
(i) Fixed Deposits	1,247,641	135,952
(ii) Fixed Deposits against BG	12,523,819	19,843,876
Total	36,012,402	39,619,827

Note 15.1 During the year, the Holding Company has transferred unclaimed dividend of Rs.83,286/- (Previous Year Rs. Nil) to Investor Education and Protection Fund on expiry of 7 Years.

Note 16 : Short Term Loans And Advances

Particulars	31-Mar-16	31-Mar-15
a) Advances to Employees	339,135	998,315
b) Advances to Vendors	1,138,886	3,333,432
c) TDS Receivable (net of provision for tax)	8,009,440	10,327,186
d) Prepaid Expenses	6,574,874	3,538,587
e) MAT Credit Entitlement	8,768,133	2,447,259
f) CENVAT Credit and VAT Input Receivable	3,033,698	6,288,042
g) Others	2,958,212	459,789
Total	30,822,378	27,392,610

Note 17 : Other Current Assets

Particulars	31-Mar-16	31-Mar-15
a) Unbilled Revenue	53,458,033	25,173,377
b) Accrued interest on fixed deposits	715,107	1,789,955
c) Rent and other expenses receivable	9,910,427	4,563,817
Total	64,083,567	31,527,149

Notes to the Consolidated Financial Statements

(Amount in INR)

Note 18 : Revenue From Operations

Particulars	31-Mar-16	31-Mar-15
Revenue from operations		
(a) Sale of Services	625,266,010	322,556,561
(b) Sale of Products	32,983,187	-
Total	658,249,197	322,556,561

Note 19 : Other Income

Particulars	31-Mar-16	31-Mar-15
(a) Interest on Deposits	3,008,255	1,980,103
(b) Foreign Exchange gain (Net)	1,662,023	2,960,010
(c) Income from sublease	8,298,262	5,261,987
(d) Miscellaneous Income	945,551	39,707
Total	13,914,091	10,241,807

Particulars	31-Mar-16	31-Mar-15
(a) Purchase of software product	31,540,684	9,006,804
Total	31,540,684	9,006,804

Note 20 : Employee Benefits Expense

Particulars	31-Mar-16	31-Mar-15
(a) Salaries and bonus	294,244,492	166,363,476
(b) Contribution to Provident fund	6,978,413	5,164,472
(c) Gratuity and Leave encashment expenses	11,224,324	6,060,203
(d) Staff Welfare Expenses	28,278,023	7,956,171
Total	340,725,252	185,544,322

Note 21 : Finance Cost

Particulars	31-Mar-16	31-Mar-15
Interest expense	319,204	-
Interest on Factoring	1,276,955	-
Factoring Commission	3,331,219	-
Total	4,927,378	-

Note 22 : Other Expenses

Particulars	31-Mar-16	31-Mar-15
(a) Power & Fuel	2,455,381	3,461,906
(b) Rent of office premises	20,551,461	18,245,838
(c) Rent of computer equipment	10,450,211	8,733,566
(d) Insurance	2,485,075	614,579
(e) Subscriptions and Membership fee	5,316,200	810,865
(f) Communication Expense	4,870,664	3,013,720
(g) Office Maintenance	7,660,769	6,570,311
(h) Repairs and Maintenance	611,729	79,701
(i) Traveling and Conveyance	25,693,837	10,983,714
(j) Directors Sitting Fee	500,000	220,000
(k) Professional fees	83,002,135	15,590,028
(l) Auditor's Remuneration	1,467,911	781,860
(m) Rates and Taxes	330,706	356,093
(n) Loss on sale of assets (Net)	4,750	95,038
(o) Bad Debts	1,316,707	446,389
(p) Miscellaneous Expenses	4,976,780	914,031
Total	171,694,317	70,917,639

Note 23 : Basic and Diluted Earnings per share :

	31-Mar-16	31-Mar-15
Earnings per share has been computed as under:		
a) Net Profit after Tax attributable to shareholders	90,569,467	31,235,621
b) Weighted Average Number of Equity Shares	19,631,015	19,631,015
c) Basic and Diluted Earnings per share (a)/(b)	4.61	1.59
d) Face Value per equity share	10	10

Note 24 : Contingent Liabilities and Commitments

	31-Mar-16	31-Mar-15
(I) Contingent Liabilities		
(A) Claims against the company/ disputed liabilities not acknowledged as debts:		
- Service Tax	32,576,183	32,576,183
- Income Tax	35,782,694	73,854,455
(II) Commitments	-	-

Note 25 : Segment Reporting

The group has only one reportable segment viz., Information Technology Services. Hence, separate disclosures on segmental reporting as per AS-17 issued by ICAI is not made.

Note 26 : Employee Stock Option Scheme

The Holding Company has four stock option plans that are currently operational.

CTEL ESOP 2006

The 2006 Plan was approved by the Board of Directors on April 13, 2006 and by the shareholders on April 21, 2006, and further amended by the Shareholders on September 7, 2015 under which 1,236,542 options were granted upto 31st March, 2016.

2006 Scheme	2016		2015	
Particulars	Number of shares	Weighted Average Exercise price	Number of shares	Weighted Average Exercise price
Options outstanding at the beginning of the period	43,953	20.12	112,538	20.05
Granted during the year	Nil	-	Nil	-
Forfeited and Lapsed during the year	Nil	-	66,985	20.00
Exercised during the year	43,953	20.12	Nil	-
Expired during the year	Nil	-	Nil	-
Options Outstanding at the end of the year	Nil	-	43,953	20.12
Options exercisable at the end of the year	Nil	-	43,953	20.12
Range of Exercise price for stock options outstanding at the end of the year	Nil	-	43,953	20-23

Note: For Stock Options exercised during the year 2015-16, the weighted average share price is Rs. 82.35/-.

CTEL ESOP SCHEME 2008

The 2008 Plan was approved by the Board of Directors on March 20, 2008 and by the shareholders through postal ballot results of which was declared on March 5, 2008, and further amended by the Shareholders on September 7, 2015. 15,00,000 options granted under this scheme upto 31st March, 2016.

2008 Scheme	2016		2015	
Particulars	Number of shares	Weighted Average Exercise price	Number of shares	Weighted Average Exercise price
Options outstanding at the beginning of the period	38,234	24.61	69,620	24.19
Granted during the year	Nil	-	Nil	-
Forfeited and Lapsed during the year	Nil	-	29,786	23.69
Exercised during the year	36,234	24.53	Nil	-
Expired during the year	Nil	-	Nil	-
Options Outstanding at the end of the year	2,000	25.90	38,234	24.61
Options exercisable at the end of the year	2,000	25.90	38,234	24.61
Range of Exercise price for stock options outstanding at the end of the year	2,000	25.90	38,234	23-25.90

Note: For Stock Options exercised during the year 2015-16, the weighted average share price is Rs. 79.22/-.

CTEL ESOP SCHEME 2011

The 2011 Plan was approved by the Board of Directors on December 10, 2010 and by the shareholders through postal ballot results of which was declared on January 24, 2011 and further amended by the Shareholders on September 7, 2015. 8,82,100 options were granted under this scheme upto 31st March, 2016.

2011 Scheme	2016		2015	
Particulars	Number of shares	Weighted Average Exercise price	Number of shares	Weighted Average Exercise price
Options outstanding at the beginning of the period	50,000	17.00	159,100	13.64
Granted during the year	238,100	38.00	Nil	-
Forfeited and Lapsed during the year	Nil	-	107,900	12.20
Exercised during the year	50,000	17.00	1,600	6.05
Expired during the year	Nil	-	Nil	-
Options Outstanding at the end of the year	238,100	38.00	50,000	17.00
Options exercisable at the end of the year	Nil	-	50,000	17.00
Range of Exercise price for stock options outstanding at the end of the year	238,100	38.00	50,000	17.00

Note:

1. For Stock Options exercised during the year 2015-16, the weighted average share price is Rs. 54.42/- and for Stock Options exercised during the year 2014 - 15, the weighted average share price is Rs. 14.70/-.
2. For Stock Options outstanding as on 31.03.2016, the remaining contractual life is approximately 7 years & 3 Months.

ESOS – 2015

The Employee Stock Option Scheme – 2015 was approved by the Board of Directors on 29th April, 2015 and by the shareholders through postal ballot results of which was declared on June 1, 2015. 2,18,500 options were granted under this scheme upto 31st March, 2016.

20015 Scheme	2016		2015	
Particulars	Number of shares	Weighted Average Exercise price	Number of shares	Weighted Average Exercise price
Options outstanding at the beginning of the period	Nil	-	Nil	-
Granted during the year	218,500	80.00	Nil	-
Forfeited and Lapsed during the year	Nil	-	Nil	-
Exercised during the year	Nil	-	Nil	-
Expired during the year	Nil	-	Nil	-
Options Outstanding at the end of the year	218,500	80.00	Nil	-
Options exercisable at the end of the year	Nil	-	Nil	-
Range of Exercise price for stock options outstanding at the end of the year	218,500	80.00	Nil	-

Note: For Stock Options outstanding as on 31.03.2016, the remaining contractual life is approximately 8 years.

Note 27 : Additional information:

Name of the entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	2016		2016	
	As % of Consolidated	Amount	As % of Consolidated	Amount
1	2	3	4	5
Parent Cambridge Technology Enterprises Ltd	45.68	177,195,436	61.67	55,849,944
Subsidiaries				
Foreign				
1. Cambridge Technology Inc	39.87	154,655,534	39.15	35,459,902
2. Cambridge Technology Investments PTE Ltd	14.45	56,041,091	-0.82	(740,379)

Note 28 : Related Party disclosures as per AS-18 read with the Companies Act, 2013

(i) Names of related parties and description of their relationship:

1. Key Managerial Personnel (KMP)

Mr. D.R.R Swaroop	Whole Time Director
Mr. Stefan Hetges	CEO & Whole time Director (Upto 13.05.2015)
Mr. Aashish Kalra	CEO & Whole time Director (w.e.f 07.09.2015)
Mr. V. Ramana Reddy	CFO & Company Secretary (Upto 01.11.2015)
Mr. T. V. Siva Prasad	CFO & Company Secretary (w.e.f 02.11.2015)

2. Non-whole time Directors

Mr. Motaparthi Venkateswara Rao Kasi	Independent Director
Mr. B.Muralidhar	Independent Director
Mrs. K. Jaya Lakshmi Kumari	Independent Director
Mr. Stefan Hetges	Non Executive Director (w.e.f. 14.05.2015)

3. Subsidiary Companies

M/s Cambridge Bizserve Pvt. Ltd., India

4. Enterprises in which KMP has control/significant influence

Smartshift Technologies Inc.(Formerly Cambridge Technology Enterprises Inc)	Mr Stefan Hetges
D.S. Unics Infotech Ltd.,	Mr D.R.R.Swaroop

(ii) Details of the related party transactions

	31-Mar-16	31-Mar-15
a) Key managerial personnel Remuneration		
Mr. D.R.R Swaroop	2,500,000	2,000,000
Mr. V. Ramana Reddy	1,692,809	1,591,484
Mr. T. V. Siva Prasad	1,255,797	-
b) Non-whole time Directors Sitting Fee		
Mr. Motaparthi Venkateswara Rao Kasi	200,000	130,000
Mr. B.Muralidhar	190,000	90,000
Mrs. K. Jaya Lakshmi Kumari	110,000	-
c) Subsidiaries		
M/s Cambridge Bizserve Pvt. Ltd., India		
Investment in Equity	100,000	-
Expenses Reimbursement (net)	26,370	-
Expenses Receivable	26,370	-
4. Enterprises in which KMP has significant influence		
Smartshift Technologies Inc.(Formerly Cambridge Technology Enterprises Inc)		
Sale of Services	-	177,723,594
Expenses Reimbursement (net)	27,475	65,423
Trade Receivable	422,058	3,986,123
Other Receivables (Expenses)	487,264	459,789

Note 29 : The Holding Company has written-off the trade receivables amounting to Rs.21,48,81,750/- during the financial year 2012-13, due from erstwhile wholly owned step down subsidiary Cambridge Technology Enterprises Inc. The Company has made an application to RBI through an authorized dealer for the approval of the same which is pending.

Note 30 : In order to present a true and factual financial position of the Holding Company, the Board of Directors of the Holding Company approved the draft Scheme of Reduction of Capital on 18.11.2015 to utilize the balance lying in the Securities Premium Account amounting to INR 2252 crore of the Holding Company to write off the entire Goodwill amounting to INR 9.77 crore and the balance against the accumulated losses to the extent of INR 12.75 crore of the Holding Company. The Holding Company has obtained member's approval for the same through EGM dated 06.04.2016 and is in the process of obtaining Hon'ble High Court's approval. The reduction in capital will result in reflecting the actual Networth of the Holding Company.

Note 31 : Previous year's figures are not comparable since the financial statements of Cambridge Technology Inc, USA (wholly owned subsidiary) are prepared for 3 months only.

Note 32 : Previous year's figures are regrouped/rearranged wherever considered necessary to conform to the current year figures.

As per our report of even date

For M. Anandam & Co.,
Chartered Accountants

for and on behalf of the board

M. V. Ranganath
Partner
Membership No. 028031

D.R.R Swaroop **Venkat Motaparthi**
Wholetime Director Director

T. V. Siva Prasad
CFO & Company Secretary

Place: Hyderabad
Date: 30-05-2016

SIGNIFICANT ACCOUNTING POLICIES

(All amounts have been presented in Rupees unless otherwise specified)

Group overview

Cambridge Technology Enterprises Limited, “the Company” and its subsidiaries (collectively referred to as “the Group”) are primarily a global technology services and outsourcing Group dedicated to serving the midsize market enterprises and the midsize units of Global 2000 enterprises across the spectrum of business industries. The Group is recognised as a thought leader and innovator of comprehensive Service Oriented Architecture (SOA)–based enterprise transformation and integration solutions and services.

Basis of consolidation

The Consolidated Financial statements comprises the financial statements of Cambridge Technology Enterprises Limited (The company) and its Subsidiaries (collectively known as the ‘Group’). The consolidated financial statements have been prepared on the following basis in line with Accounting Standard-21, Consolidated Financial Statements issued by ICAI, as prescribed u/s 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

- a) The financial statements of the Company and its subsidiary companies are combined on a line by line basis by adding together book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and transactions and unrealized profit/losses resulting from the same.
- b) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.
- c) Minority Interest’s share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to the shareholders of the Company.
- d) Minority Interest’s share of net assets of consolidated subsidiaries is identified and presented in consolidated balance sheet separate from liabilities and the equity of the Company’s shareholders.
- e) In case of foreign subsidiaries, being non-integral foreign operations, the exchange adjustments have been carried out as per Accounting Standard 11– Accounting for effects of changes in Foreign Exchange Rates.
- f) The summarized revenue and expense transaction at the year end reflected in profit and loss account of the foreign subsidiaries which are stated in the currency of their domicile are translated into Indian Rupees at average exchange rate prevailing during the year.
- g) All monetary and non –monetary items reflected in the balance sheet of the foreign subsidiaries are translated into Indian Rupees at the year end closing exchange rate.
- h) The resultant exchange gain/loss are disclosed as Foreign Exchange Translation Reserve in Reserves & Surplus.

Enterprises included in Consolidation :

Name of the company	Share holding/ Controlling interest	Place of incorporation
M/s Cambridge Technology Inc.	100.00%	USA
M/s Cambridge Technology Investments Pte Limited	100.00%	Singapore

Enterprises not included in Consolidation :

Name of the company	Share holding/ Controlling interest	Place of incorporation
M/s Cambridge Bizserve Pvt. Limited	100.00%	India
M/s Cambridge Innovations Pte Limited	100.00%	Singapore
M/s Cloud Computing Global Pte Limited	100.00%	Singapore
M/s India Energy Partners 21 Pte Limited	100.00%	Singapore
M/s Kupfer Management Pte Limited	100.00%	Singapore
Worldwide Technology Investments Pte Limited	100.00%	Singapore

1. Significant accounting policies**1.1 Basis of preparation of financial statements**

The financial statements are prepared in accordance with Generally Accepted Accounting Principles ("GAAP") in India under the historical cost convention on the accrual basis to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, and the relevant provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The management evaluates all recently issued or revised accounting standards on an ongoing basis.

1.2 Use of estimates

The preparation of the financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Actual results could differ from those estimates. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes and intangible assets. Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated. Where no reliable estimate can be made, a disclosure is made as contingent liability. Actual results could differ from those estimates.

1.3 Revenue recognition*Income from Software services and products*

Revenue from professional services consist primarily of revenue earned from services performed on a "time and material" basis. The related revenue is recognized as and when the services are performed. The Company also performs time bound fixed-price engagements, under which revenue is recognized using the percentage of completion method of accounting. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the year in which the change becomes known. Provisions for estimated losses on such engagements are made during the year in which a loss becomes probable and can be reasonably estimated.

Amounts received or billed in advance of services performed are recorded as advance from customers/unearned revenue. Unbilled revenue, included in debtors, represents amounts

recognized based on services performed in advance of billing in accordance with contract terms. Unearned revenue is calculated on the basis of the unutilized period of time at the Balance Sheet and represents revenue which is expected to be earned in future periods in respect of internet, e-mail services, electronic data interchange and web hosting services.

Revenue from the sale of user licenses for software applications is recognized on transfer of the title in the user license, except in case of multiple element contracts requiring significant implementation services, where revenue is recognized as per the percentage of completion method.

Other income

Interest is recognized using the time-proportion method, based on rates implicit in the transaction.

1.4 Fixed Assets

Tangible assets

Tangible assets are stated at actual cost less accumulated depreciation. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, finance charges and other incidental expenses incurred during the construction/installation stage.

Intangible assets

Intangible assets are recorded at consideration paid for acquisition and other direct costs that can be directly attributed, or allocated on a reasonable and consistent basis, to creating, producing and making the asset ready for its intended use.

1.5 Depreciation and Amortization

Depreciation on tangible assets is provided on the written down value method and at the useful life and in the manner specified in Schedule II of the Companies Act, 2013. For assets acquired or disposed off during the year, depreciation is provided on prorata basis.

Software used in development for projects are amortized over the license period or estimated useful life of two years, whichever is lower. Cost of internally developed software including the incidental costs is amortized over a period of five years.

Individual assets acquired for less than Rs.5,000/-are entirely depreciated in the year of acquisition. Leasehold improvements are depreciated over the remaining primary period of lease.

The cost of and the accumulated depreciation for fixed assets sold, retired or otherwise disposed off are removed from the stated values and the resulting gains and losses are included in the profit and loss account. Lease payments under operating lease are recognized as an expense in the profit and loss account. An impairment loss is recognized wherever the carrying amount of the fixed assets exceeds its recoverable amount.

1.6 Investments

Investments are either classified as current or long-term, based on the Management's intention at the time of purchase. Current investments are carried at the lower of cost and fair value. Cost for overseas investments comprises the Indian Rupee value of the consideration paid for the investment. Long-term investments are carried at cost and provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

1.7 Foreign Currency transactions and translation

Transactions in foreign currency are recorded at exchange rate prevailing on the date of transaction (RBI rates). Monetary assets and liabilities denominated in foreign currency are translated at the rate of exchange at the balance sheet date and resultant gain or loss is recognized in the profit and loss account. Non-monetary assets and liabilities are translated at the rate prevailing on the date of transaction. The premium or discount arising at the inception

of forward contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit & loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such contract is recognized as income or as expense for the period.

1.8 Employee Stock Option Scheme

Stock options granted to the employees under the stock option schemes established after June 19, 1999 are evaluated as per the accounting treatment prescribed by SEBI (Share based Employee Benefits) Regulations, 2014 issued by Securities and Exchange Board of India and the Guidance Note on Accounting for employee share-based payments issued by the Institute of Chartered Accountants of India. Accordingly the Company measures the compensation cost relating to employee stock options using the intrinsic value method. The compensation cost is amortized on a straight line basis over the total vesting period of the stock options.

1.9 Taxes on Income

Tax expense for the year comprises of current tax and deferred tax.

Income taxes are computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable. Minimum alternate tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustments of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax after the tax holiday period. Accordingly, it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of the accounting period based on prevailing enacted or substantially enacted regulations. Deferred tax assets are recognized only if there is virtual certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

1.10 Earnings per share

In determining earnings per share, the Company considers the net profit after tax and includes the post-tax effect of any extra-ordinary / exceptional item is considered. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value (i.e. the average market value of the outstanding shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

1.11 Employee benefits

Gratuity

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees, based on actuarial valuation made by an independent actuary as at the balance sheet date. In accordance with the Payment of Gratuity Act, 1972, the gratuity plan provides a lump sum

payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees' salary and the tenure of employment.

Provident fund

Contributions to defined Schemes such as Provident Fund are charged as incurred on accrual basis. Eligible employees receive benefits from a provident fund, which is a defined contribution plan. Aggregate contributions along with interest thereon are paid at retirement, death, incapacitation or termination of employment. Both the employee and the Company make monthly contributions to the government administered authority.

Leave Encashment

Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method. The Company accounts for Leave Encashment liability of its employees on the basis of actuarial valuation carried out by an independent actuary.

1.12 Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Contingent Liabilities, are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

INDEPENDENT AUDITORS' REPORT

**To
The Members of
Cambridge Technology Enterprises Limited**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Cambridge Technology Enterprises Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the

aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 10.1 to the financial statements regarding downstream investments made by Cambridge Technology Investments Pte Ltd (Wholly Owned Subsidiary Company), Singapore. As per the Management, the investments are in a start-up stage and expected to yield results in due course. These investments are permanent in nature and hence temporary diminution, if any, in their value has not been provided for. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 23 to the financial statements;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For M.Anandam & Co.,
Chartered Accountants
(Firm's Registration No. 000125S)

M.V.Ranganath
Partner
Membership No.028031

Place: Hyderabad
Date: 30th May, 2016

Annexure - A to the Auditors' Report

The Annexure referred to in our report to the members of the Company for the year ended on 31st March, 2016. We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management in a periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its business. No material discrepancies were noticed on such physical verification.
- (c) The Company does not own any immovable properties. Accordingly, paragraph 3 (i) (c) of the Order is not applicable.
- (ii) The Company does not have any inventories at the year-end. Accordingly, paragraph 3 (ii) of the Order is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured, to the Companies, Firms, Limited Liability Partnerships or Other Parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3 (iii) (a) to (c) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has made investments which is in compliance with the provisions of Section 186 of the Act. The Company has not granted any loans or given guarantees and securities.
- (v) The company has not accepted deposits within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder. Accordingly, paragraph 3 (v) of the Order is not applicable.
- (vi) The company is not required to maintain cost records prescribed under sub-section (1) of section 148 of the Act, Accordingly, paragraph 3 (vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, value added tax, wealth tax, service tax, customs duty, excise duty, value added tax, cess and any other statutory dues as applicable with the appropriate authorities and there were no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and records of the Company examined by us, the particulars of income tax, sales tax, valued added tax, wealth tax, service tax, customs duty, excise duty or cess as at 31st March, 2016 which have not been deposited on account of any dispute pending, are as under:

Name of the Statute	Nature of dues	Financial Year	Amount (Rs.in Lakhs)	Forum where dispute is pending
The Finance Act, 1994	Service Tax	2006-07 to 2008-09	325.76	CESTAT, Hyderabad Bench
Income Tax Act, 1961	Income Tax	2009-10	109.27	ITAT, Hyderabad
Income Tax Act, 1961	Income Tax	2010-11	248.55	ITAT, Hyderabad

- (viii) The Company has not taken any loans or borrowings from financial institutions, banks and government and has not issued any debentures. Accordingly, paragraph 3 (viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer during the year. Further, the Company has not availed any term loans and hence paragraph 3 (ix) of the Order is not applicable.

- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M.Anandam& Co.
Chartered Accountants
(Firm's Registration No. 000125S)

M.V.Ranganath
Partner
Membership No.028031

Place: Hyderabad
Date: 30th May, 2016

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Cambridge Technology Enterprises Limited ("the Company") as of 31st March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M.Anandam & Co.
Chartered Accountants
(Firm's Registration No. 000125S)

Place: Hyderabad
Date: 30th May, 2016

M.V.Ranganath
Partner
Membership No.028031

Standalone Balance Sheet as at 31st March, 2016

Amount in INR

Particulars	Note No.	As at 31st March	
		2016	2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	2	196,310,150	196,310,150
(b) Reserves and surplus	3	130,920,394	75,070,450
(2) Non-Current Liabilities			
(a) Other long term liabilities	4	4,659,370	4,659,370
(b) Long term provisions	5	9,297,848	6,840,817
(3) Current Liabilities			
(a) Trade payables	6	13,754,551	10,719,772
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b) Other current liabilities	7	9,233,784	7,156,170
(c) Short-term provisions	8	465,439	362,435
Total		364,641,535	301,119,164
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	9		
(i) Tangible assets		6,551,902	9,320,519
(ii) Intangible assets		77,066,861	97,714,002
(b) Non-current investments	10	137,437,900	59,921,995
(c) Deferred tax assets (net)	11	25,117,064	242,503
(d) Long term loans & advances	12	14,773,862	14,772,472
(2) Amount recoverable from ESOP Trust		11,900,000	-
(3) Current assets			
(a) Trade receivables	13	25,337,135	57,438,502
(b) Cash and bank balances	14	31,386,008	24,088,900
(c) Short-term loans and advances	15	24,445,269	30,986,360
(d) Other current assets	16	10,625,534	6,633,911
Total		364,641,535	301,119,164
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For M. Anandam & Co.,

Firm Regn. No: 007257S

Chartered Accountants

For and on behalf of the Board**M.V. Ranganath**

Partner

Membership No. 028031

D.R.R Swaroop
Wholetime Director**Venkat Motaparthi**
Director**T.V. Siva Prasad**
CFO & Company Secretary

Place: Hyderabad

Date : 30-05-2016

Standalone Profit and Loss Statement for the Year ended 31st March, 2016

(Amount in INR)

Particulars	Note No.	Year Ended 31-03-2016	Year Ended 31-03-2015
I. Revenue from operations	17	294,532,790	258,977,462
II. Other Income	18	14,360,627	10,241,807
III. Total Revenue (I +II)		308,893,417	269,219,268
IV. Expenses:			
Purchase of stock in trade		16,170,207	7,336,500
Employee benefits expense	19	161,369,874	161,827,006
Finance Cost	20	319,204	-
Depreciation and amortization expense	9	30,984,811	30,867,011
Other Expenses	21	68,776,396	58,365,407
Total Expenses		277,620,492	258,395,924
V. Profit before tax (III - IV)		31,272,925	10,823,344
VI. Tax expense:			
(1) Current tax (MAT)		6,533,513	-
Less: Mat Credit entitlement		(6,320,874)	-
Net Current tax		212,639	-
(2) Earlier year's tax		84,903	-
(3) Deferred tax		(24,874,561)	(2,039,464)
VII. Profit/(Loss) for the year (V - VI)		55,849,944	12,862,808
XVI. Earning per equity share:	22		
(1)Basic		2.84	0.66
(2)Diluted		2.84	0.66
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For M. Anandam & Co.,

Firm Regn. No: 007257S

Chartered Accountants

For and on behalf of the Board**M.V. Ranganath**

Partner

Membership No. 028031

D.R.R Swaroop
Wholetime Director**Venkat Motaparthi**
Director

Place: Hyderabad

Date : 30-05-2016

T.V. Siva Prasad
CFO & Company Secretary

Standalone Cashflow for the period ended 31st March, 2016

(Amount in INR)

	Year ended	
	31-03-2016	31-03-2015
A. Cash Flow from Operating Activities		
Net Profit / (Loss) before tax	31,272,925	10,823,344
Adjustment for :		
Depreciation & Amortization	30,984,811	30,867,011
Interest Income	(3,008,255)	(1,980,103)
Loss on sale of fixed assets(Net)	4,750	-
Operating profit before working capital changes	59,254,231	39,710,252
Adjustment for:		
Changes in trade payables	3,034,778	1,424,681
Changes in other liabilities	2,077,614	(105,944,093)
Change in provisions	2,560,035	342,772
Change in other assets	(3,991,623)	(7,886,409)
Change in trade receivables	32,101,366	39,253,621
Change in loans and advances	(5,657,841)	(4,497,024)
Change in non current asset		
Cash generated from operations	89,378,560	(37,596,200)
Income tax (paid)/ refunded	-	-
Net cash from operating activities A	89,378,560	(37,596,200)
B. Cash Flow from Investing Activities		
Sale of Fixed Assets	148,750	-
Purchase of Fixed Assets	(7,722,550)	(130,950,065)
Interest received	3,008,255	1,980,103
(Purchase) / Sale of Investments	(77,515,905)	75,563,551
Reserves of CTIPL	-	104,622,229
deferred tax Asset of CTIPL	-	(3,932,820)
Net cash from investing activities B	(82,081,450)	47,282,998
C. Cash Flows from Financing Activities		
Net cash used from financing activities C	-	-
Net change in cash and cash equivalents (A+B+C)	7,297,110	9,686,799
Cash and cash equivalents at beginning of year	24,088,900	14,402,104
Cash and cash equivalents at end of year	31,386,008	24,088,900

Notes :-

- 1) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 "Cash Flow Statements".

As per our report of even date

For M. Anandam & Co.,

Firm Regn. No: 007257S

Chartered Accountants

For and on behalf of the Board**M.V. Ranganath**

Partner

Membership No. 028031

D.R.R Swaroop
Wholetime Director**Venkat Motaparthi**
Director**T.V. Siva Prasad**
CFO & Company Secretary

Place: Hyderabad

Date : 30-05-2016

Notes to the Standalone Financial Statements

(Amount in INR)

Note 2: Share Capital

Particulars	31-Mar-16	31-Mar-15
(a) Authorised Share Capital 3,00,00,000 equity shares of Rs.10 each (Previous year : 3,00,00,000 equity shares of Rs.10 each)	300,000,000	300,000,000
(b) Issued, Subscribed & Fully Paid Up Share Capital 1,96,31,015 equity shares of Rs.10 each, fully paid up (Previous year : 1,96,31,015 equity shares of Rs.10 each, fully paid up)	196,310,150	196,310,150
Total	196,310,150	196,310,150

Note 2.1: Reconciliation of the number of shares:	31-Mar-16	31-Mar-15
Balance at the beginning of the year	19,631,015	19,631,015
Add: Issued during the year	-	-
Balance at the end of the year	19,631,015	19,631,015

Note 2.2: Details of Shareholders holding more than 5% shares :

Name of the Shareholder	31-Mar-16		31-Mar-15	
	No. of shares	% Holding	No. of shares	% Holding
1. Cloud Computing LLC	9,209,693	46.91	9,209,693	46.91
2. SmartShift AG	2,056,600	10.48	2,056,600	10.48

Note 2.3: Rights attached to Equity shares:

The company has only one class of shares referred to as equity shares having a par value of Rs.10/- . Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.

Note 3: Reserves And Surplus

Particulars	31-Mar-16	31-Mar-15
(a) Capital Redemption Reserve	499,000	499,000
(b) Securities Premium Account	225,215,578	225,215,578
(c) Surplus/(Deficit) in Statement of Profit and Loss		
Opening Balance	(150,644,128)	(163,506,936)
Add: Net Profit transferred from the Statement of Profit & Loss	55,849,944	12,862,808
Closing Balance	(94,794,184)	(150,644,128)
Total	130,920,394	75,070,450

Note 4: Other Long Term Liabilities

Particulars	31-Mar-16	31-Mar-15
Others		
Rental deposit	4,659,370	4,659,370
Total	4,659,370	4,659,370

Notes to the Standalone Financial Statements

(Amount in INR)

Note 5: Long Term Provisions

Particulars	31-Mar-16	31-Mar-15
Provision for employee benefits		
(i) Gratuity	8,181,142	5,993,914
(ii) Leave encashment	1,116,706	846,903
Total	9,297,848	6,840,817

Note 6: Trade Payables

Particulars	31-Mar-16	31-Mar-15
a) Dues to Micro and Small Enterprises	-	-
b) Dues to Others		
(i) For services	11,402,202	9,421,389
(ii) For stock in trade	2,352,348	1,298,383
Total	13,754,550	10,719,772

Note.6.1: There are no transactions with Micro and Small enterprises, hence disclosures are not given as required under MSMED Act, 2006.

Note 7: Other Current Liabilities

Particulars	31-Mar-16	31-Mar-15
a) Unpaid Dividend	-	83,286
b) Other Payables		
(i) Advance from customers	552,005	281,752
(ii) Statutory dues	2,596,216	1,636,597
(iii) Employee benefits payable	5,601,876	5,154,535
(iv) Forward contract charges payable	483,687	-
Total	9,233,783	7,156,169

Note 8: Short Term Provisions

Particulars	31-Mar-16	31-Mar-15
Provision for employee benefits		
(i) Gratuity	282,159	214,137
(ii) Leave encashment	183,280	148,298
Total	465,439	362,435

Notes to Standalone Financial Statements

Note No: 9

FIXED ASSETS :

(Amount in INR)

S. No.	Name of Asset	Gross Block				Depreciation					Net Block	
		Cost as at 01.04.2015	Additions	Deletions	as at 31.03.2016	Up to 01.04.2015	For the Period	Deletions	Adjustments	upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
i)	Tangible Assets											
1	Plant & Equipment	850,001	40,533	-	890,534	396,100	122,439	-	-	518,540	371,994	453,901
2	Electrical Fittings	85,690	-	-	85,690	40,713	20,365	-	-	61,078	24,612	44,977
3	Furniture & Fixtures	1,864,138	44,900	-	1,909,038	1,106,638	228,183	-	-	1,334,821	574,217	757,500
4	Computers	20,441,685	1,267,461	166,659	21,542,487	19,550,914	715,338	13,158	-	20,253,094	1,289,393	890,771
5	Server & Networking	2,756,940	185,485	-	2,942,425	2,231,085	199,862	-	-	2,430,947	511,478	525,855
6	Office Equipment	4,437,231	407,153	87,852	4,756,532	3,113,131	836,739	87,852	-	3,862,019	894,513	1,324,100
7	Leasehold Improvement	3,815,419	847,345	255,227	4,407,537	901,355	875,714	255,227	-	1,521,842	2,885,695	2,914,064
	Total	34,251,104	2,792,877	509,738	36,534,244	27,339,937	2,998,640	356,237	-	29,982,341	6,551,902	6,911,167
ii)	Intangible Assets											
1	Software Licenses	36,246,271	4,929,673	-	41,175,944	33,836,919	3,557,669	-	-	37,394,588	3,781,356	2,409,352
2	Goodwill (Purchase)	122,142,503	-	-	122,142,503	24,428,501	24,428,498	-	-	48,856,999	73,285,504	97,714,002
	Total	158,388,774	4,929,673	-	163,318,447	58,265,420	27,986,167	-	-	86,251,586	77,066,861	100,123,354
	Total	192,639,878	7,722,550	509,738	199,852,691	85,605,357	30,984,807	356,237	-	116,233,927	83,618,762	107,034,521
	Previous Year	63,172,791	131,120,962	1,653,875	192,639,878	54,867,989	30,867,014	378,568	248,922	85,605,357	107,034,521	7,200,389

Notes to the Standalone Financial Statements

(Amount in INR)

Note 10: Non-Current Investments

Particulars	31-Mar-16	31-Mar-15
a) Investment in Equity Shares		
Unquoted Non Trade Investments:		
Cambridge Technology Inc (100% Holding)		
(9,56,700 equity shares of US\$ 1 each, fully paid up)	59,921,995	59,921,995
(Previous Year: 100 equity shares of US\$ 1 each, fully paid up)		
Cambridge Technology Investments Pte Ltd. (100% Holding)		
(10,00,000 equity shares of SGD 1 each, fully paid up)	4,69,59,315	-
(Previous year : Nil)		
Advance against share capital *	2,89,56,590	-
(Previous year : Nil)		
Cambridge Bizserve Pvt. Ltd. (100% Holding)		
(10,000 equity shares of Rs.10 each, fully paid up)	100,000	-
(Previous year : Nil)		
b) Investment in Preference Shares		
Unquoted Non Trade Investments:		
AntHill Startups Advisory Pvt Ltd		
(250 preference shares of Rs.10 each, fully paid up)	1,500,000	-
(Previous year : Nil)		
Total	137,437,900	59,921,995

Note 10.1: Downstream investments made by Cambridge Technology Investments Pte Ltd, a 100% subsidiary of the Company in Singapore are in a start up stage and expected to yield results in the future. These investments are permanent in nature and hence temporary diminution, if any, in their value has not been provided for.

* 5,93,000 shares have been allotted at face value of SGD 1 on 05/04/2016.

Note 11: Deferred Tax Assets (Net)

Particulars	31-Mar-16	31-Mar-15
a) Deferred Tax Liabilities		
Opening Balance	21,232,177	21,045,836
Add: On account of depreciation	-	186,341
Total Deferred tax Liabilities	21,232,177	21,232,177
b) Deferred Tax Assets		
Opening Balance	21,474,680	19,248,875
Add: On account of depreciation	72,387	-
On account of Income tax losses	23,955,750	-
On account of employee benefits	2,109,691	2,225,805
Less: Reversal on account of payment of employee benefits	(1,263,266)	-
Total Deferred tax Assets	46,349,241	21,474,680
Deferred tax Assets (Net)	25,117,064	242,503

Note 11.1: During the year, the Company has calculated Deferred Tax Asset on Income tax losses available for set off. **Note 12: Long Term Loans and Advances**

Particulars	31-Mar-16	31-Mar-15
(Unsecured, Considered good)		
a) Rental Deposits	11,760,360	12,102,960
b) Deposit with statutory authorities	2,500,000	2,500,000
c) Others	513,502	169,512
Total	14,773,862	14,772,472

Note 12.1 Deposits with Statutory Authorities of Rs. 25 Lakhs (Previous year Rs.25 Lakhs) represents amount paid to Service Tax Authorities under protest.

Notes to the Standalone Financial Statements

(Amount in INR)

Note 13: Trade Receivables

	Particulars	31-Mar-16	31-Mar-15
	(Unsecured, Considered Good)		
a)	Outstanding for a period exceeding six months from the date they are due for payment	898,085	836,481
b)	Others	24,439,050	56,602,021
	Total	25,337,135	57,438,502

Note 14: Cash and Bank Balances

	Particulars	31-Mar-16	31-Mar-15
a)	Cash and Cash Equivalents		
(i)	Cash on hand	25,804	28,685
(ii)	Balances with Bank		
-	Current Accounts	15,588,744	4,080,388
-	Deposit Accounts	2,000,000	-
b)	Other Bank balances		
(i)	Fixed Deposits	1,247,641	135,952
(ii)	Fixed Deposit against BG	12,523,819	19,843,876
	Total	31,386,008	24,088,900

Note 14.1 During the year, the company has transferred unclaimed dividend of Rs.83,286/- (Previous Year Rs. Nil) to Investor Education and Protection Fund on expiry of 7 Years.

Note 15: Short Term Loans and Advances

	Particulars	31-Mar-16	31-Mar-15
a)	Advances to Employees	123,562	911,413
b)	TDS Receivable (Net of provision for tax)	8,292,735	17,593,621
c)	Prepaid Expenses	3,776,160	3,249,446
d)	MAT Credit Entitlement	8,768,133	2,447,259
e)	CENVAT Credit and VAT Input Receivable	3,033,698	6,288,042
f)	Others	450,981	496,579
	Total	24,445,269	30,986,360

Note 16: Other Current Assets

	Particulars	31-Mar-16	31-Mar-15
a)	Unbilled Revenue	-	280,139
b)	Accrued interest on Fixed Deposits	715,107	1,789,955
c)	Rent and other expenses receivable	9,910,427	4,563,817
	Total	10,625,534	6,633,911

Notes to the Standalone Financial Statements

(Amount in INR)

Note 17: Revenue From Operations

	Particulars	31-Mar-16	31-Mar-15
	Revenue from operations		
	(a) Sale of Services	276,920,080	256,741,060
	(b) Sale of Products	17,612,710	2,236,402
	Total	294,532,790	258,977,462

Note 18: Other Income

	Particulars	31-Mar-16	31-Mar-15
(a)	Interest on Deposits	3,008,255	1,980,103
(b)	Foreign Exchange gain (Net)	2,109,132	2,960,010
(c)	Income from sub-lease	8,298,262	5,261,987
(d)	Miscellaneous Income	944,978	39,707
	Total	14,360,627	10,241,807

Note 19: Employee Benefits Expense

	Particulars	31-Mar-16	31-Mar-15
(a)	Salaries and bonus	144,650,875	146,467,398
(b)	Contribution to Provident fund	5,214,315	4,752,336
(c)	Gratuity and Leave encashment expenses	6,380,821	5,838,476
(d)	Staff Welfare Expenses	5,123,863	4,768,796
	Total	161,369,874	161,827,006

Note 20: Finance Cost

	Particulars	31-Mar-16	31-Mar-15
	Interest expense	319,204	-
	Total Finance Cost	319,204	-

Note 21: Other Expenses

	Particulars	31-Mar-16	31-Mar-15
(a)	Power & Fuel	2,455,381	3,461,906
(b)	Rent of office premises	19,831,936	18,245,838
(c)	Rent of computer equipment	10,450,211	8,733,566
(d)	Insurance	455,062	614,579
(e)	Subscriptions and Membership fee	1,843,046	785,331
(f)	Communication Expense	3,935,702	2,953,191
(g)	Office Maintenance	7,412,808	6,568,203
(h)	Repairs and Maintenance	611,729	79,701
(i)	Traveling and Conveyance	8,198,925	7,340,397
(j)	Directors Sitting Fee	500,000	220,000
(k)	Professional fees	6,825,236	6,911,831
(l)	Auditor's Remuneration	989,589	781,860
(m)	Rates and Taxes	330,706	356,093
(n)	Loss on sale of assets (Net)	4,750	95,038
(o)	Bad Debts	1,316,707	446,389
(p)	Miscellaneous Expenses	3,614,607	771,484
	Total	68,776,396	58,365,407

Notes to the Standalone Financial Statements

(Amount in INR)

Note 21.1 : Payment to Auditors

	Particulars	31-Mar-16	31-Mar-15
(a)	Payment to Auditors :		
	As Auditor		
	(i) Statutory Audit	675,000	675,000
	(ii) Tax Audit	75,000	75,000
	(iii) Transfer Pricing	150,000	-
	(iv) Certification Fees	60,000	25,000
	(v) Reimbursement of expenses	29,589	6,860
	Total	989,589	781,860

Note 22 : Basic and Diluted Earnings per share :

		31-Mar-16	31-Mar-15
	Earnings per share has been computed as under:		
a)	Net Profit after Tax attributable to shareholders	55,849,944	12,862,808
b)	Weighted Average Number of Equity Shares	19,631,015	19,631,015
c)	Basic and Diluted Earnings per share (a)/(b)	2.84	0.66
d)	Face Value per equity share	10	10

Note 23 : Contingent Liabilities and Commitments

		31-Mar-16	31-Mar-15
(I)	Contingent Liabilities		
	(A) Claims against the company/ disputed liabilities not acknowledged as debts :		
	- Service Tax	32,576,183	32,576,183
	- Income Tax	3,57,82,694	73,854,455
(II)	Commitments	-	-

Note 24 : Employee Benefits-Disclosures as per AS-15**a) Gratuity****Principal actuarial assumptions:**

		31-Mar-16	31-Mar-15
1.	Discount Rate	8.00%	8.00%
2.	Salary Escalation	7.00%	7.00%
	Reconciliation of Opening and Closing Balances of the present value of the obligations :		
	Present value of obligation as at beginning of year	6,208,051	5,661,039
	Interest Cost	496,644	452,883
	Current Service Cost	652,778	440,529
	Benefits paid	(2,689,945)	(4,782,898)
	Actuarial Gain/Loss on obligations	3,795,773	4,436,498
	Present value of obligation as at end of year	8,463,301	6,208,051
	Amounts recognized in the Profit and loss :		
	Current Service Cost	652,778	440,529
	Interest Cost	496,644	452,883
	Expected return on plan assets		
	Net Actuarial (gain)/Loss recognized in the year	3,795,773	4,436,498
	Expenses recognized in statement of Profit & Loss	4,945,195	5,329,910

Notes to the Standalone Financial Statements

(Amount in INR)

b) Leave encashment

Principal actuarial assumptions:

	31-Mar-16	31-Mar-15
1. Discount Rate	8.00%	8.00%
2. Salary Escalation	7.00%	7.00%
Reconciliation of Opening and Closing Balances of the present value of the obligations :		
Present value of obligation as at beginning of year	995,201	922,327
Interest Cost	79,616	73,786
Current Service Cost	90,826	21,716
Benefits Paid	(1,130,841)	(2,795,372)
Actuarial Gain/Loss on obligations	1,265,184	2,772,744
Present value of obligation as at end of year	1,299,986	995,201
Amounts recognized in the Profit and loss :		
Current Service Cost	90,826	21,716
Interest Cost	79,616	73,786
Expected return on plan assets		
Net Actuarial (gain)/Loss recognized in the year	1,265,184	2,772,744
Expenses recognized in statement of Profit & Loss	1,435,626	2,868,246

Note 25: Expenditure in foreign currency :

	31-Mar-16	31-Mar-15
Travel Expenses	3,506,943	2,308,574

Note 26: Earnings in foreign currency :

	31-Mar-16	31-Mar-15
Income from software services and products	254,140,936	229,849,679

Note 27: Segment Reporting

The company has only one reportable segment viz., Income Technology Services. Hence, separate disclosures on segmental reporting as per AS-17 issued by ICAI is not made.

Note 28: Employee Stock Option Scheme

The Company has four stock option plans that are currently operational.

CTEL ESOP 2006

The 2006 Plan was approved by the Board of Directors on April 13, 2006 and by the shareholders on April 21, 2006, and further amended by the Shareholders on September 7, 2015 under which 1,236,542 options were granted upto 31st March, 2016.

2006 Scheme Particulars	2016		2015	
	Number of shares	Weighted Average Exercise price	Number of shares	Weighted Average Exercise price
Options outstanding at the beginning of the period	43,953	20.12	112,538	20.05
Granted during the year	Nil	-	Nil	-
Forfeited and Lapsed during the year	Nil	-	66,985	20.00
Exercised during the year	43,953	20.12	Nil	-
Expired during the year	Nil	-	Nil	-
Options Outstanding at the end of the year	Nil	-	43,953	20.12
Options exercisable at the end of the year	Nil	-	43,953	20.12
Range of Exercise price for stock options outstanding at the end of the year	Nil	-	43,953	20-23

Note: For Stock Options exercised during the year 2015-16, the weighted average share price is Rs. 82.35/-.

CTEL ESOP SCHEME 2008

The 2008 Plan was approved by the Board of Directors on March 20, 2008 and by the shareholders through postal ballot results of which was declared on March 5, 2008, and further amended by the Shareholders on September 7, 2015. 15,00,000 options granted under this scheme upto 31st March, 2016.

2008 Scheme	2016		2015	
Particulars	Number of shares	Weighted Average Exercise price	Number of shares	Weighted Average Exercise price
Options outstanding at the beginning of the period	38,234	24.61	69,620	24.19
Granted during the year	Nil	-	Nil	-
Forfeited and Lapsed during the year	Nil	-	29,786	23.69
Exercised during the year	36,234	24.53	Nil	-
Expired during the year	Nil	-	Nil	-
Options Outstanding at the end of the year	2,000	25.90	38,234	24.61
Options exercisable at the end of the year	2,000	25.90	38,234	24.61
Range of Exercise price for stock options outstanding at the end of the year	2,000	25.90	38,234	23-25.90

Note: For Stock Options exercised during the year 2015-16, the weighted average share price is Rs. 79.22/-.

CTEL ESOP SCHEME 2011

The 2011 Plan was approved by the Board of Directors on December 10, 2010 and by the shareholders through postal ballot results of which was declared on January 24, 2011 and further amended by the Shareholders on September 7, 2015. 8,82,100 options were granted under this scheme upto 31st March, 2016.

2011 Scheme	2016		2015	
Particulars	Number of shares	Weighted Average Exercise price	Number of shares	Weighted Average Exercise price
Options outstanding at the beginning of the period	50,000	17.00	159,100	13.64
Granted during the year	238,100	38.00	Nil	-
Forfeited and Lapsed during the year	Nil	-	107,900	12.20
Exercised during the year	50,000	17.00	1,600	6.05
Expired during the year	Nil	-	Nil	-
Options Outstanding at the end of the year	238,100	38.00	50,000	17.00
Options exercisable at the end of the year	Nil	-	50,000	17.00
Range of Exercise price for stock options outstanding at the end of the year	238,100	38.00	50,000	17.00

Note:

1. For Stock Options exercised during the year 2015-16, the weighted average share price is Rs. 54.42/- and for Stock Options exercised during the year 2014 - 15, the weighted average share price is Rs. 14.70/-.
2. For Stock Options outstanding as on 31.03.2016, the remaining contractual life is approximately 7 years & 3 Months.

ESOS – 2015

The Employee Stock Option Scheme – 2015 was approved by the Board of Directors on 29th April, 2015 and by the shareholders through postal ballot results of which was declared on June 1, 2015. 2,18,500 options were granted under this scheme upto 31st March,2016.

2015 Scheme	2016		2015	
Particulars	Number of shares	Weighted Average Exercise price	Number of shares	Weighted Average Exercise price
Options outstanding at the beginning of the period	Nil	-	Nil	-
Granted during the year	218,500	80.00	Nil	-
Forfeited and Lapsed during the year	Nil	-	Nil	-
Exercised during the year	Nil	-	Nil	-
Expired during the year	Nil	-	Nil	-
Options Outstanding at the end of the year	218,500	80.00	Nil	-
Options exercisable at the end of the year	Nil	-	Nil	-
Range of Exercise price for stock options outstanding at the end of the year	218,500	80.00	Nil	-

Note: For Stock Options outstanding as on 31.03.2016, the remaining contractual life is approximately 8 years.

Note 29: Related Party disclosures as per AS-18 read with the Companies Act, 2013

(i) Names of related parties and description of their relationship:

1. Key Managerial Personnel (KMP)

Mr. D.R.R Swaroop	Whole Time Director
Mr. Stefan Hetges	CEO & Whole time Director (Upto 13.05.2015)
Mr. Aashish Kalra	CEO & Whole time Director (w.e.f 07.09.2015)
Mr. V. Ramana Reddy	CFO & Company Secretary (Upto 01.11.2015)
Mr. T. V. Siva Prasad	CFO & Company Secretary (w.e.f 02.11.2015)

2. Non-whole time Directors

Mr. Motaparthi Venkateswara Rao Kasi	Independent Director
Mr. B.Muralidhar	Independent Director
Mrs. K. Jaya Lakshmi Kumari	Independent Director
Mr. Stefan Hetges	Non Executive Director (w.e.f. 14.05.2015)

3. Subsidiary Companies

M/s Cambridge Technology Inc., USA
M/s Cambridge Technology Investments Pte Ltd., Singapore
M/s Cambridge Bizserve Pvt. Ltd., India

4. Enterprises in which KMP has control / significant influence

Smartshift Technologies Inc.(Formerly Cambridge Technology Enterprises Inc)	Mr Stefan Hetges
D.S. Unics Infotech Ltd.,	Mr D.R.R.Swaroop

(ii) Details of the related party transactions

	31-Mar-16	31-Mar-15
a) Key managerial personnel		
Remuneration		
Mr. D.R.R Swaroop	2,500,001	2,000,000
Mr. V. Ramana Reddy	1,692,809	1,591,484
Mr. T. V. Siva Prasad	1,255,797	-
b) Non-whole time Directors		
Sitting Fee		
Mr. Motaparthi Venkateswara Rao Kasi	200,000	130,000
Mr. B.Muralidhar	190,000	90,000
Mrs. K. Jaya Lakshmi Kumari	110,000	-
c) Subsidiaries		
M/s Cambridge Technology Inc., USA		
Sale of Services	254,140,936	44,951,740
Expenses Reimbursement (net)	32,455	36,790
Trade Receivable	14,197,207	45,395,951
Expenses Receivable/(Payable)	(62,653)	36,790
Investment in Equity	-	59,921,995
M/s Cambridge Technology Investments Pte Ltd., Singapore Investment in Equity	75,915,905	-
M/s Cambridge Bizserve Pvt. Ltd., India		
Equity Investment	100,000	-
Expenses Reimbursement (net)	26,370	-
Expenses Receivable	26,370	-
4. Enterprises in which KMP has significant influence		
Smartshift Technologies Inc.(Formerly Cambridge T echnology Enterprises Inc)		
Sale of Services	-	177,723,594
Expenses Reimbursement (net)	27,475	65,423
Trade Receivable	422,058	3,986,123
Expenses Receivable	487,264	459,789

Note 30:

The Company has written-off the trade receivables amounting to Rs.21, 48, 81,750/- during the financial year 2012-13, due from erstwhile wholly owned step down subsidiary Cambridge Technology Enterprises Inc. The Company has made an application to RBI through an authorized dealer for the approval of the same which is pending.

Note 31:

In order to present a true and factual financial position of the Company, the Board of Directors of the Company approved the draft Scheme of Reduction of Capital on 18.11.2015 to utilize the balance lying in the Securities Premium Account amounting to INR 2252 cr of the Company to write off the entire Goodwill amounting to INR 9.77 cr and the balance against the accumulated losses to the extent of INR 12.75 cr of the Company. The Company has obtained member's approval for the same through EGM dated 06.04.2016 and is in the process of obtaining Hon'ble High Court's approval. The reduction in capital will result in reflecting the actual Networth of the Company

Note 32 :

Previous year's figures are regrouped/rearranged wherever considered necessary to conform to the current year figures.

As per our report of even date

For M. Anandam & Co.,
Chartered Accountants

M. V. Ranganath

Partner
Membership No. 028031

For and on behalf of the Board

D.R.R Swaroop	Venkat Motaparthi
Wholetime Director	Director

T.V. Siva Prasad
CFO & Company Secretary

Place: Hyderabad

Date: 30-05-2016

SIGNIFICANT ACCOUNTING POLICIES

(All amounts have been presented in Rupees unless otherwise specified)

Company overview

Cambridge Technology Enterprises Limited (CT), “the Company” is an information technology services provider dedicated to serving the midsize market enterprises and the midsize units of Global 2000 enterprises across the spectrum of business industries. The Company was incorporated on January 28, 1999 in Hyderabad, India.

1. Significant accounting policies**1.1 Basis of preparation of financial statements**

The financial statements are prepared in accordance with Generally Accepted Accounting Principles (“GAAP”) in India under the historical cost convention on the accrual basis to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, and the relevant provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The management evaluates all recently issued or revised accounting standards on an ongoing basis.

1.2 Use of estimates

The preparation of the financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Actual results could differ from those estimates. Examples of such estimates include provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes and intangible assets. Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated. Where no reliable estimate can be made, a disclosure is made as contingent liability. Actual results could differ from those estimates.

1.3 Revenue recognition*Income from Software services and products*

Revenue from professional services consist primarily of revenue earned from services performed on a “time and material” basis. The related revenue is recognized as and when the services are performed. The Company also performs time bound fixed-price engagements, under which revenue is recognized using the percentage of completion method of accounting. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the year in which the change becomes known. Provisions for estimated losses on such engagements are made during the year in which a loss becomes probable and can be reasonably estimated.

Amounts received or billed in advance of services performed are recorded as advance from customers/unearned revenue. Unbilled revenue, included in debtors, represents amounts recognized based on services performed in advance of billing in accordance with contract terms. Unearned revenue is calculated on the basis of the unutilized period of time at the Balance Sheet and represents revenue which is expected to be earned in future periods in respect of internet, e-mail services, electronic data interchange and web hosting services.

Revenue from the sale of user licenses for software applications is recognized on transfer of the title in the user license, except in case of multiple element contracts requiring significant implementation services, where revenue is recognized as per the percentage of completion method.

Other income

Interest is recognized using the time-proportion method, based on rates implicit in the transaction.

1.4 Fixed Assets*Tangible assets*

Tangible assets are stated at actual cost less accumulated depreciation. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, finance charges and other incidental expenses incurred during the construction/installation stage.

Intangible assets

Intangible assets are recorded at consideration paid for acquisition and other direct costs that can be directly attributed, or allocated on a reasonable and consistent basis, to creating, producing and making the asset ready for its intended use.

1.5 Depreciation and Amortization

Depreciation on tangible assets is provided on the written down value method and at the useful life and in the manner specified in Schedule II of the Companies Act, 2013. For assets acquired or disposed off during the year, depreciation is provided on prorata basis.

Software used in development for projects are amortized over the license period or estimated useful life of two years, whichever is lower. Cost of internally developed software including the incidental costs is amortized over a period of five years.

Individual assets acquired for less than Rs.5,000/-are entirely depreciated in the year of acquisition. Leasehold improvements are depreciated over the remaining primary period of lease.

The cost of and the accumulated depreciation for fixed assets sold, retired or otherwise disposed off are removed from the stated values and the resulting gains and losses are included in the profit and loss account. Lease payments under operating lease are recognized as an expense in the profit and loss account. An impairment loss is recognized wherever the carrying amount of the fixed assets exceeds its recoverable amount.

1.6 Investments

Investments are either classified as current or long-term, based on the Management's intention at the time of purchase. Current investments are carried at the lower of cost and fair value. Cost for overseas investments comprises the Indian Rupee value of the consideration paid for the investment. Long-term investments are carried at cost and provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

1.7 Foreign Currency transactions and translation

Transactions in foreign currency are recorded at exchange rate prevailing on the date of transaction (RBI rates). Monetary assets and liabilities denominated in foreign currency are translated at the rate of exchange at the balance sheet date and resultant gain or loss is recognized in the profit and loss account. Non-monetary assets and liabilities are translated at the rate prevailing on the date of transaction. The premium or discount arising at the inception of forward contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit & loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such contract is recognized as income or as expense for the period.

1.8 Employee Stock Option Scheme

Stock options granted to the employees under the stock option schemes established after June 19, 1999 are evaluated as per the accounting treatment prescribed by SEBI (Share based Employee Benefits) Regulations, 2014 issued by Securities and Exchange Board of India and the Guidance Note on Accounting for employee share-based payments issued by the Institute of Chartered Accountants of India. Accordingly the Company measures the compensation cost relating to employee stock options using the intrinsic value method. The compensation cost is amortized on a straight line basis over the total vesting period of the stock options.

1.9 Taxes on Income

Tax expense for the year comprises of current tax and deferred tax.

Income taxes are computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable. Minimum alternate tax (MAT) paid in accordance with the tax laws, which gives rise to future

economic benefits in the form of adjustments of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax after the tax holiday period. Accordingly, it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of the accounting period based on prevailing enacted or substantially enacted regulations. Deferred tax assets are recognized only if there is virtual certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

1.10 Earnings per share

In determining earnings per share, the Company considers the net profit after tax and includes the post-tax effect of any extra-ordinary / exceptional item is considered. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value (i.e. the average market value of the outstanding shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

1.11 Employee benefits

Gratuity

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees, based on actuarial valuation made by an independent actuary as at the balance sheet date. In accordance with the Payment of Gratuity Act, 1972, the gratuity plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees' salary and the tenure of employment.

Provident fund

Contributions to defined Schemes such as Provident Fund are charged as incurred on accrual basis. Eligible employees receive benefits from a provident fund, which is a defined contribution plan. Aggregate contributions along with interest thereon are paid at retirement, death, incapacitation or termination of employment. Both the employee and the Company make monthly contributions to the government administered authority.

Leave Encashment

Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method. The Company accounts for Leave Encashment liability of its employees on the basis of actuarial valuation carried out by an independent actuary.

1.12 Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Contingent Liabilities, are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

Notice

NOTICE is hereby given that the 17th Annual General Meeting of the Members of Cambridge Technology Enterprises Limited will be held on **Friday, 30th September, 2016, at 10.30 A.M. at FATPCCI Auditorium, Ground Floor, FATPCCI, FAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana State, India** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Stefan Hetges, Director (DIN:03339784) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, the re - appointment of M Anandam & Co, Chartered Accountants (Firm's Regn. No. 000125S), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2021, be and is hereby approved subject to recommendation by the Board and ratification of appointment by the Members at every Annual General Meeting till 22nd Annual General Meeting, on such remuneration, as may be agreed upon by the Board of Directors and the Auditors.”

By the order of the Board
For Cambridge Technology Enterprises Limited

Hyderabad
29th August, 2016

Sd/-
Tumuluri Venkata Siva Prasad
CFO & Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
3. In terms Articles of Association of the Company and pursuant to Companies Act, 2013, Mr. Stefan Hetges, Director (DIN: 03339784) of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Information about such Directors as

stipulated under SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2, is contained in the statement annexed hereto. The Board of Directors of the Company recommends the re-appointment of Mr. Stefan Hetges, Director (DIN: 03339784).

4. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with the copy of the Annual Report. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.
6. Members are requested to notify change of address, if any, with pincode to the Company or to its Registrar and Share Transfer Agent quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
7. The Company has designated an exclusive email ID investors@ctepl.com, which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives. Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Investor Relations Department so as to reach the Company at least 7 days in advance before the date of the Annual General Meeting, specifying the point(s).
8. Securities and Exchange Board of India (SEBI) has issued a circular clarifying that it shall be mandatory for the transferee(s) to furnish copy of Permanent Account Number (PAN) card to the Company/Registrar and Transfer Agent of the Company for registration of transfer of shares in the physical mode. Members may please take a note of the same.
9. All relevant documents referred in the Notice shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10.00 A.M to 6.00 P.M) on all working days (except Saturdays) upto the date of AGM of the Company and shall also be available at the meeting.
10. A Route Map showing direction to reach the venue of 17th Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meeting.
11. The Certificate from the Auditors of the Company under regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 stating compliance as per SEBI (Share Based Employee Benefits) Regulations, 2014/SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended, from time to time and resolution of the company passed in the general meeting, on implementation of scheme, will be available for inspection by the members at the AGM.
12. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. Further pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, companies can serve Annual Report and other communications through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. **Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. Aarathi Consultants Private Limited.** However, in case, a Member wishes to receive a physical copy of the said documents, such Member is requested to send an e-mail duly quoting his DP ID and Client ID or

the Folio number, as the case may be, to investors@ctepl.com. The Members may also note that the said notice & Reports are also being uploaded on the website of the Company at www.ctepl.com.

13. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company/Registrar and Transfer Agent.
15. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 26th September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of Annual General Meeting of the Company.

Voting through electronic means:

1. In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote at the 17th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.
2. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice.
3. The e-voting period commences on **27th September, 2016 at 9.00 A.M** and ends on **29th September, 2016 at 5:00 P.M.** During this period, Members holding shares either in physical form or demat form, as on **24th September, 2016, i.e. cut-off date**, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
4. The facility for voting through poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e – voting shall be able to exercise their right at the meeting.
5. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.
6. Mrs. B. Krishnaveni, Practicing Company Secretary [Membership No. ACS9686] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
7. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
8. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e., **24th September, 2016**, only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
9. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting, then you can use your existing User ID and password for casting your vote.

10. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ctepl.com and on the website of CDSL www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India, where the equity shares of the Company are listed.
12. The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

The instructions for members for voting electronically are as under:

- (i) The voting period begins on **27th September, 2016 at 9.00 A.M** and ends on **29th September, 2016 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **24th September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation'

menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company name<CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Contact details for queries relating to e-voting:

Mr. Mehboob Lakhani, Assistant Manager
Address: 16th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400001.
Email ID: helpdesk.evoting@cdslindia.com
Phone number: 18002005533

By the order of the Board
For Cambridge Technology Enterprises Limited

Sd/-
Tumuluri Venkata Siva Prasad
CFO & Company Secretary

Hyderabad
29th August, 2016

Annexure

Additional Information on Directors seeking appointment/re-appointment in the Annual General Meeting (under sub regulation 3 of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard -2

Name of the Director	Stefan Hetges
DIN	03339784
Date of Birth	19 th July, 1963
Age	53 Years
Qualification	Masters in Computers from University of Constance, Germany
Date of first Appointment on the Board	15 th November, 2010
Experience	More than 20 years' of experience
Terms & Conditions of Re-appointment along with Remuneration sought to be paid	Only sitting fees is sought to be paid as he is a Non – Executive Director w.e.f 14 th May 2015.
Remuneration last drawn	INR 65,26,800 as at March 31, 2013 as an Executive Director & CEO of the Company
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Expertise in Specific Functional Area	Information Technology. Leading companies to lower IT cost by optimizing, migrating or transforming IT systems
Number of Meetings of the Board attended during the year	1 meeting attended during the financial year 2015-16.
Names of Companies in which he holds the directorship	Cambridge Technology Enterprises Limited, smartShift Technologies Private Limited, smartShift GMBH and smartShift AG
Names of Companies in which he holds the membership of Committees of the Board	Nil
No of Shares held in the Company as on 31st March 2016	Nil

Stefan Hetges joined CTE as a part of the recent acquisition of smartShift, the leading provider of tool-based modernization of complex IT systems. Stefan started his career as a consultant at Cambridge Technology Group. In 1993, he joined i-Cube as the first employee and was instrumental in the company's growth and later became responsible for i-Cube's European business. The company grew to over \$100 million in revenue and went public in 1998. In 1999, i-Cube was acquired by razorfish. In 2001, Stefan acquired the assets of i-Cube from razorfish in a management buyout and formed smartShift. Stefan has a Masters in Computer from University of Constance, Germany.

CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED

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Madhapur, Hyderabad, 500081

Tel: +91-40-4023 4400, Fax: +91-40-4023 4600

CIN: L72200AP1999PLC030997

Email: pvinayakam@ctepl.com

Website: www.ctepl.com

FORM OF PROXY

[Pursuant to section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Cambridge Technology Enterprises Limited
Registered Office : Unit No. 04-03, Level 4, Block 1, Cyber Pearl, Hitec-City, Madhapur, Hyderabad-81.
Venue of the Meeting : FATPCCI Auditorium, Ground Floor, FTAPCCI, FAPCCI Marg, Red Hills,
Hyderabad – 500 004, Telangana State, India.
Date and Time : Friday, the 30th day of September, 2016 at 10.30 A.M.

Name of the member(s)	
Registered address	
E-mail	
Folio no. / Client ID*	
DP ID*	
No. of shares held	

*Applicable for investors holding shares in Electronic form

I / We, being the member(s) of shares of the above named company, hereby appoint:

1. Name: , residing at..... having
E-mail: or failing him / her
2. Name: , residing at.....
having E-mail: or failing him / her
3. Name: , residing at..... having
E-mail: or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Friday, the 30th day of September, 2016 at 10.30 A.M. at FATPCCI Auditorium, Ground Floor, FTAPCCI, FAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana State, India and at any adjournment thereof in respect of resolution as indicated below:

Resolution No.	Resolution	(Please mention no. of shares)	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements		
2.	To appoint a Director in place of Mr. Stefan Hetges, Director (DIN: 03339784) who retires by rotation and being eligible, offers himself for re-appointment		
3.	Re – appointment of Statutory Auditors		

Please put a tick mark (✓) in the appropriate column against the resolution indicated in the box. If a member leaves the “For” or “Against” column blank against the Resolution, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signed this day of 2016.

Affix
revenue
stamp of
rupee
One

Signature of the member

Signature of the proxy holder(s)

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns “For” or “Against” as appropriate.

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CIN: L72200AP1999PLC030997

Email: pvinayakam@ctepl.com

Website: www.ctepl.com

ATTENDANCE SLIP

Name of the Company : Cambridge Technology Enterprises Limited
Registered Office : Unit No. 04-03, Level 4, Block 1, Cyber Pearl, Hitec-City,
Madhapur, Hyderabad-81.
Venue of the Meeting : FATPCCI Auditorium, Ground Floor, FTAPCCI, FAPCCI Marg,
Red Hills, Hyderabad – 500 004, Telangana State, India.
Date and Time : Friday, the 30th day of September, 2016 at 10.30 A.M.

Name of the member(s) / Proxy	
Registered address	
E-mail	
Folio no. / Client ID*	
DP ID*	
No. of shares held	

*Applicable for investors holding shares in Electronic form

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Annual General Meeting of the Company at FATPCCI Auditorium,
Ground Floor, FTAPCCI, FAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana State, India, on
Friday, the 30th day of September, 2016 at 10.30 A.M.

Name of the member / proxy
(in BLOCK letters)

Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | |
|-----------------------------------|------------------------|
| 1. Mr. Aashish Kalra, | Chairman & CEO |
| 2. Mr. Dharani Raghurama Swaroop, | Whole – Time Director |
| 3. Mr. Venkat Motaparthi, | Independent Director |
| 4. Mr. B. Muralidhar, | Independent Director |
| 5. Mrs. K. Jayalakshmi Kumari, | Independent Director |
| 6. Mr. Stefan Hetges | Non-Executive Director |

CFO & COMPANY SECRETARY

T V Siva Prasad

BANKERS

Kotak Mahindra Bank Limited, IDBI Bank Limited & Axis Bank Limited

STATUTORY AUDITORS:

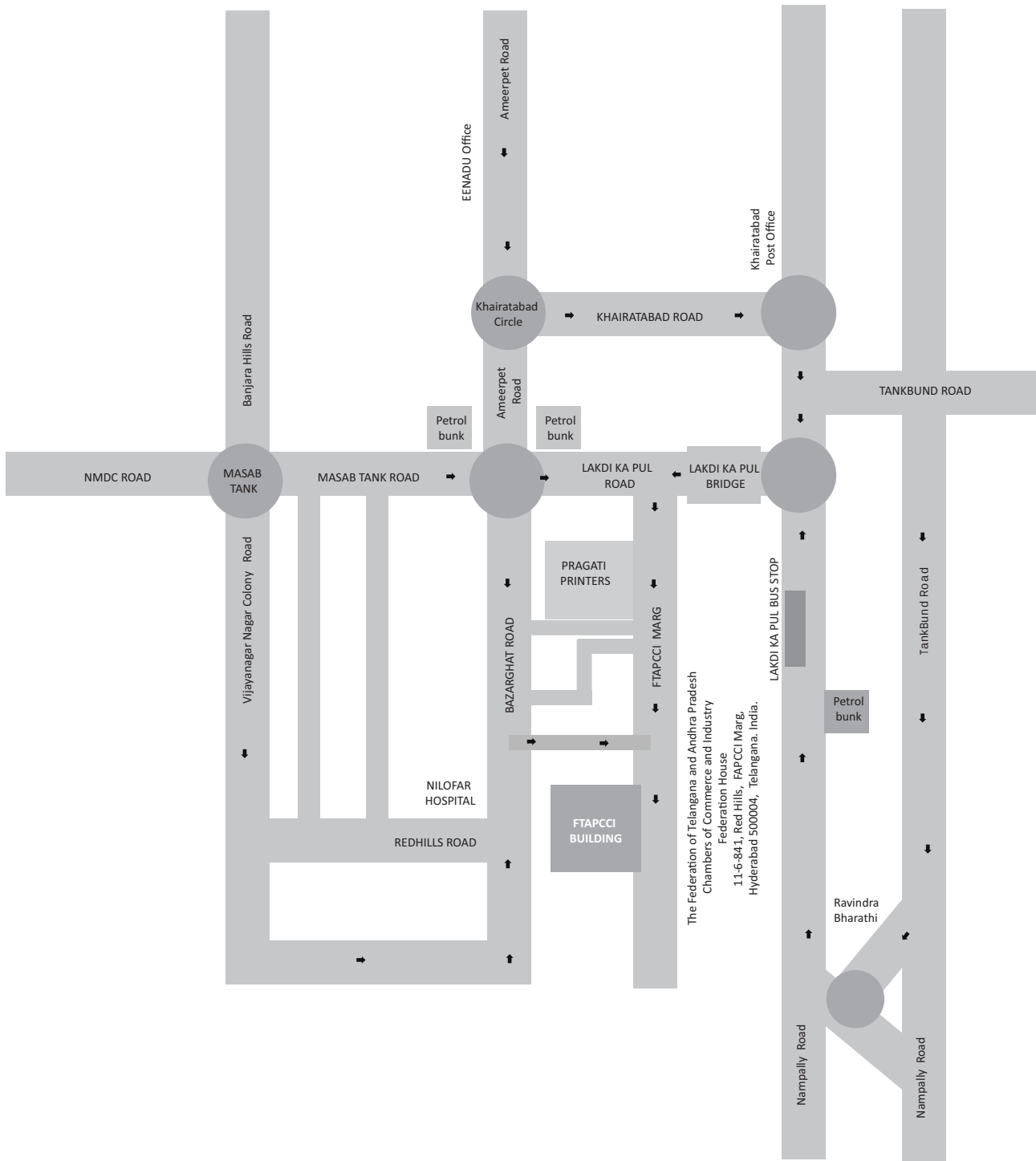
M. Anandam & Co.,
Chartered Accountants
7 'A' Surya Towers, Sardar Patel Road,
Secunderabad - 500 003
Telangana State, India

REGISTERED & CORPORATE OFFICE:

Cambridge Technology Enterprises Limited
Unit No. 04-03, Level 4, Block I, Cyber Pearl, Hitec City, Madhapur,
Hyderabad – 500081
Telangana State, India.
Tel: +91-40-40234400
Fax: +91-40-40234600
URL :www.ctepl.com,
E-mail ID : investors@ctepl.com
CIN: L72200AP1999PLC030997

REGISTRAR AND SHARE TRANSFER AGENTS:

Aarathi Consultants Private Ltd.,
1-2-285, Domalguda, Hyderabad - 500 029
Telangana State, India
Tel: +91-40-27638111,
Fax: +91-40-27632184
info@aarathiconsultants.com
CIN: U74140TG1992PTC014044



NOTES

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If undelivered, please return to:

2016 Annual Report



Cambridge Technology Enterprises Ltd.

Unit No 04 -03, Cyber Pearl,
Level 4, Block 1, Hitec City,
Madhapur, Hyderabad - 500 081, Telangana.