

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 31.03.2018

[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: U74140TG1992PTC014044 1-2-285, 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	Computer programming and related activities (Software Development Services)	6201	58%
2	Other Information Technology and computer service activities (Software Licenses)	62099	42%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
1	Cambridge Technology Inc., 120 SE 6th Avenue, Suite 230 Topeka KS 66603	Business entity number: 5517362	Wholly Owned Subsidiary	100	2(87)
2	Cambridge Technology Investments Pte. Ltd, 51 GOLDHILL PLAZA #07-10/11 SINGAPORE 308900	Registration number: 201508834K	Wholly Owned Subsidiary	100	2(87)
3	Cambridge Bizserve Private Limited, Unit No.04-03, Level 4, Block 1, Cyber Pearl Hitec-city, Madhapur Hyderabad (TS)- 500081	CIN: U72300TG2016P TC102942	Wholly Owned Subsidiary	100	2(87)

Sl.No.	Name& Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
4	Cambridge Innovations Private Limited,Unit No.04-03, Level 4, Block 1, Cyber Pearl Hitec-city, Madhapur Hyderabad (TS)- 500081	CIN: U72200TG2016P TC110628	Wholly Owned Subsidiary	100	2(87)
5	Cambridge Innovations Capital LLC.120 SE 6th Avenue, Suite 230, Topeka, KS 66603	Business entity number: 6081900	Step Down Subsidiary	100 % by Cambridge Technology Inc.,	-
6	Cambridge Bizserve Inc., Philippines. 2nd Floor, DCG Building, Crossing Bayabas, Toril, Davao City 8025	SEC Registration number: CS201722826	Step Down Subsidiary	100 % by Cambridge Technology Inc.,	-
7	Cloud Computing Global Pte Ltd., Singapore. 51 Goldhill Plaza #07-10/11 Singapore-308900	Registration number: 201604110W	Step Down Subsidiary	100 % by Cambridge Technology Investments Pte Ltd.	-
8	Kupfer Management Pte Ltd., Singapore. 51 Goldhill Plaza #07-10/11 Singapore-308900	Registration number: 201600745M	Step Down Subsidiary	100 % by Cambridge Technology Investments Pte Ltd.	-

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year (II-I)
	Demat	Physical	Total	% of Total Shares (I)	Demat	Physical	Total	% of Total Shares (II)	
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) = A(1)+A(2)	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	511378	0	511378	2.60	442725	0	442725	2.26	(0.35)
ii) Overseas	0	309920	309920	1.58	0	0	0	0	(1.58)
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2348466	610	2349076	11.97	2570707	610	2571317	13.10	1.13
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2947322	0	2947322	15.01	2829495	0	2829495	14.41	(0.60)
c) Others (specify)									
Foreign Bodies	2030600	57381	2087981	10.64	2006100	57381	2063481	10.51	(0.12)
Clearing Members	45902	0	45902	0.23	68075	0	68075	0.35	0.12
Non Resident Indians	1011367	510588	1521955	7.75	1287853	510588	1798411	9.16	1.41
Trusts	0	0	0	0	0	0	0	0	0
Qualified Foreign Investors	0	0	0	0	0	0	0	0	0
Foreign Nationals	5512	94032	99544	0.51	5512	94032	99544	0.51	0
Sub-total (B)(2):-	8900547	972531	9873078	50.29	9210467	662611	9873078	50.29	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	8900547	972531	9873078	50.29	9210467	662611	9873078	50.29	0
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)	548244	0	548244	2.79	548244	0	548244	2.79	0
Grand Total (A+B+C+D)	18658484	972531	19631015	100	18968404	662611	19631015	100	0

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

ii) 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

iii) 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 beginning 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	-	-
3	At the end of the year*	9209693	46.91	9209693	46.91

(iv) 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	2030600	10.34	2030600	10.34
	Sale – 07.04.2017-14.04.2017	(20000)	(0.10)	2010600	10.24
	Sale – 14.04.2017-21.04.2017	(4500)	(0.02)	2006100	10.22
	At the end of the year	2006100	10.00	2006100	10.22
2	SaroshKersieWaghmar : At the beginning of the year	630160	3.21	630160	3.21
	Purchase – 12.01.2018-19.01.2018	309920	1.58	940080	4.79
	At the end of the year	940080	4.79	940080	4.79
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	-	-
	At the end of the year	500000	2.55	500000	2.55
4	MukulMahavirprasad Agrawal:				
	At the beginning of the year	450000	2.29	450000	2.29
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	-	-
	At the end of the year	450000	2.29	450000	2.29
5	Suresh Gadaley : At the beginning of the year	438834	2.24	438834	2.24
	Sale–21.04.2017-28.04.2017	(411)	(0.00)	438423	2.23
	Sale–30.06.2017-07.07.2017	(2000)	(0.01)	436423	2.22
	Sale–14.07.2017-21.07.2017	(1000)	(0.01)	435423	2.22

	Purchase – 19.01.2018-26.01.2018	500	0.00	435923	2.22
	At the end of the year	435923	2.22	435923	2.22
6	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	-	-
	At the end of the year	393000	2.00	393000	2.00
7	Kanchan Sunil Singhania : At the beginning of the year	285000	1.45	285000	1.45
	Sale – 30.12.2017-05.01.2018	(10000)	(0.05)	275000	1.40
	Sale – 12.01.2018-19.01.2018	(5000)	(0.03)	270000	1.38
	At the end of the year	270000	1.38	270000	1.38
8	Kamal Gadabay: At the beginning of the year	206967	1.05	206967	1.05
	Purchase – 04.08.2017-11.08.2017	7659	0.04	214626	1.09
	Purchase – 18.08.2017-25.08.2017	658	0.00	215284	1.10
	Sale – 08.09.2017-15.09.2017	(1486)	(0.01)	213798	1.09
	Purchase – 06.10.2017-13.10.2017	2000	0.01	215798	1.10
	Sale – 13.10.2017-20.10.2017	(2000)	(0.01)	213798	1.09
	Sale –30.12.2017-05.01.2018	(400)	(0.00)	213398	1.09
	Sale – 02.03.2018-19.02.2018	(2000)	(0.01)	211398	1.08
	At the end of the year	211398	1.08	211398	1.08
9	Anuradha Kalra : At the beginning of the year	126000	0.64	126000	0.64
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	-	-
	At the end of the year	126000	0.64	126000	0.64
10	A Palanisamy : At the beginning of the year	102005	0.52	102005	0.52
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	-	-
	At the end of the year	102005	0.52	102005	0.52
11	DRR Swaroop – Trustee*: At the beginning of the year	321244	1.64	321244	1.64
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	-	-
	At the end of the year	321244	1.64	321244	1.64
12	Purushothaman Vinayakam – Trustee*:				
	At the beginning of the year	227000	1.16	227000	1.16
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	-	-
	At the end of the year	227000	1.16	227000	1.16
13	OurVox Holdings LLC** : At the beginning of the year	309920	1.58	309920	1.58
	Sale – 12.01.2018-19.01.2018	(309920)	(1.58)	0	0
	At the end of the year	0	0	0	0

Note:

- # Thenames of above said top ten shareholders are based on 31.03.2018 Benpos Data.
* DRR Swaroop – Trustee and Purushothaman Vinayakam - Trusteeare Employees Benefit Trusts Under SEBI (Share based Employee Benefit) Regulations, 2014i.e.,Non-Promoter-Non Public Shareholding.
** OurVox Holdings LLC is amongst the top shareholders as on 31.03.2017 Benpos Data.
- The Shares of the Company are traded on a daily basis and hence the date wise increase/decrease in the shareholding is not indicated. The dates for purchase / sale indicated in the above table are the dates for shares bought/sold during mentioned benpos and next benpos.

(v) 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 Sale – 31.03.2017-07.04.2017 Sale – 08.12.2017-15.12.2017 Sale – 15.12.2017-22.12.2017 Sale – 22.12.2017-29.12.2017 Sale – 30.12.2017-05.01.2018 Sale – 05.01.2018-12.01.2018 Sale – 12.01.2018-19.01.2018	22926 (2426) (1000) (3255) (1000) (2245) (3000) (1000)	0.12 (0.01) (0.01) (0.02) (0.01) (0.01) (0.02) (0.01)	22926 20500 19500 16245 15245 13000 10000 9000	0.12 0.10 0.10 0.08 0.08 0.07 0.05 0.05
	At the end of the year	9000	0.05	9000	0.05
2	Bendapudi Muralidhar (Independent Director) At the beginning of the year Increase/Decrease during the year	288 0	0.001 0	288 -	0.001 -
	At the end of the year	288	0.001	288	0.001
3	T V Siva Prasad : At the beginning of the year Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil Nil	Nil Nil	Nil -	Nil -
	At the end of the year	Nil	Nil	Nil	Nil

Note:

- The Shares of the Company are traded on a daily basis and hence the date wise increase/decrease in the shareholding is not indicated. The dates for purchase / sale indicated in the above table are the dates for shares bought/sold during mentioned benpos and next benpos.
- Other Directors and Key Managerial Personnel are not holding any Shares in the Company.

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	14,401,167	2,604,651	Nil	17,005,818
ii) Interest due but not paid	0.00	0.00	Nil	-
iii) Interest accrued but not due	0.00	0.00	Nil	-
Total (i+ii+iii)	14,401,167	2,604,651	Nil	17,005,818
Change in Indebtedness during the financial year				
Addition	274,448,863	9,606,227	Nil	284,055,090
Reduction	(260,530,168)	(7,306,312)	Nil	(267,836,480)
Net Change	13,918,696	2,299,915	Nil	16,218,611
Indebtedness at the end of the financial year				
i) Principal Amount	28,319,863	4,904,566	Nil	33,224,429
ii) Interest due but not paid	-	-	Nil	-
iii) Interest accrued but not due	-	-	Nil	-
Total (i+ii+iii)	28,319,863	4,904,566	Nil	33,224,429

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	NIL	NIL
	- Others, specify...		
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 60,00,000 .The remuneration to Mr. Dharani Raghurama Swaroop is paid as per Part II of 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 INR 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. However during FY 2017-18, INR 72,50,625/- was provided and out of that payment of INR 7,46,625/- was made towards remuneration by Cambridge Technology Inc., USA, a wholly owned subsidiary company.

B. Remuneration to other directors

(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					
	• Fee for attending board / committee meetings	1,30,000	70,000	1,10,000	-	3,10,000
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	1,30,000	70,000	1,10,000	-	3,10,000
	Other Non-Executive Directors					
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	0	0	0	0	0
	Total (B) = (1+2)	1,30,000	70,000	1,10,000	-	3,10,000
	Total Managerial Remuneration	28,10,001				
	Overall Ceiling as per the Act	The remuneration to whole – time Director that can be paid is Rs. 60,00,000. This is pursuant to Schedule V to the Companies Act, 2013. Other Directors are paid only Sitting fees.				

Note:

- Other Directors are NOT paid remuneration except the Sitting Fees
- 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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		# (Aashish Kalra) CEO	(Tumuluri Venkata Siva Prasad) Company Secretary & CFO	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	-		
2	Stock Option**	-		
3	Sweat Equity	-	Nil	Nil
4	Commission	-	Nil	Nil
	- as % of profit	-	Nil	Nil
	others, specify...	-	Nil	Nil
5	Others, please specify-leave encashment	-	1,66,667	1,66,667
	Total	0.00	25,00,001	25,00,001

* Mr. Tumuluri Venkata Siva Prasad was appointed as Company Secretary & CFO of the Company.

**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.

Mr. Aashish Kalra, Chairman & CEO, a Whole – time Director of the Company does not draw any remuneration from the parent company. However during FY 2017-18, INR 72,50,625/- was provided and out of that payment of INR 7,46,625/- was made towards remuneration by Cambridge Technology Inc., USA, a wholly owned subsidiary company.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for breach of any section of the Companies Act against the Company or its Directors or other Officers in default, if any, during the financial year 2017-18.

For and on behalf of the Board of Directors

Sd/-

Sd/-

Hyderabad
August 07, 2018

Dharani Raghurama Swaroop
Whole – time Director
DIN: 00453250

K Jayalakshmi Kumari
Independent Director
DIN: 0342351