

M. ANANDAM & CO.,
CHARTERED ACCOUNTANTS

CERTIFICATE

To
The Board of Directors,
Cambridge Technology Enterprises Limited
Unit No. 04-03, Level 4, Block 1, Cyber Pearl,
HITEC-City, Madhapur, Hyderabad-500081

CERTIFICATE FOR NON-APPLICABILITY OF REQUIREMENTS PRESCRIBED IN 5.16 OF SEBI CIRCULAR NO. CIR/CFD/DIL/5/2013 DATED FEBRUARY 4, 2013 AS REPLACED WITH PARA 7 POINT NUMBER 5.16 (A) OF SEBI CIRCULAR NO. CIR/CFD/DIL/8/2013 DATED MAY 21, 2013, IN RESPECT OF PROPOSED SCHEME OF REDUCTION OF CAPITAL

This to inform that we, M/s. M. Anandam & Co., Chartered Accountants, having our office situated at 7 A, Surya Towers, Sardar Patel Road, Secunderabad, Telangana 500003, have been provided with the Undertaking in relation to non-applicability of requirements prescribed in para 5.16 of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 as replaced with para 7 point number 5.16 (a) of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, the Scheme of Reduction of Capital, Audited financial statements for the financial year 2014-15 and other material papers of the Company.

We further inform that we have perused, examined and verified the Undertaking given by the Company and the Scheme of Reduction of Capital.

Based on our verification of the Undertaking given by the Company and the proposed Scheme and according to the information and explanations given to us and specific representations received by us from the management, we do hereby certify that the conditions as prescribed in para 5.16 of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013, as replaced with para 7 point number 5.16 (a) of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (in relation to the voting by Public Shareholders) are not applicable to the proposed Scheme based on the following grounds:

- a) The Scheme does not provide for issue of any shares to the Promoter/ Promoter Group, Related parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the Company. The Scheme does not provide for issue of any shares to any person or entity.
- b) The Scheme does not involve any other entity involving Promoter/ Promoter Group, Related parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group. And
- c) The Scheme does not provide for the merger of the Subsidiary Company with the Company but for Reduction of Capital of the Company.



M. ANANDAM & CO.,
CHARTERED ACCOUNTANTS

This certificate is being issued at the request of the Company and is intended solely for the purpose of submission to the Stock Exchanges in connection with the proposed Scheme of Reduction of Capital of the Company and this certificate should not be used for any other purpose or distributed or given to any other person or entity without our prior written consent.

For M.Anandam & Co.,
Chartered Accountants,
(Firm Registration No.0001255)

B.V.S.Kumar

B.V.Suresh Kumar
Partner
M.No.212187



Place: Hyderabad
Date: 18/11/2015

To
M/s. M. Anandam & Co.,
Chartered Accountants,
7 A, Surya Towers, Sardar Patel Road,
Secunderabad, Telangana 500003

UNDERTAKING IN RELATION TO NON APPLICABILITY OF PARAGRAPH 5.16 (a) OF SEBI CIRCULAR NO. CIR/CFD/DIU5/2013 DATED 4TH FEBRUARY, 2013 (AS MODIFIED BY PARAGRAPH 7 OF SEBI CIRCULAR NO. CIR/CFD/DIU8/2013 DATED 21 MAY 2013)

Whereas the Company is proposing for a Scheme of Reduction of Capital between Cambridge Technology Enterprises Limited and its shareholders and creditors which provides for writing off the goodwill amounting to Rs. 9,77,14,002/- (Rupee Nine Crores Seventy Seven Lakhs Fourteen Thousand and Two only) and the accumulated losses to the extent of Rs. 12,75,01,576/- (Rupees Twelve Crores Seventy Five Lakhs One Thousand Five Hundred and Seventy Six only) against the balance lying in the Securities Premium Account of the Company.

Whereas the Company is required to file a petition along with the Scheme of Reduction of Capital with the Hon'ble High Court at Hyderabad for the purpose of obtaining its sanction in terms of section 101 (1) of the Companies Act, 1956.

Whereas the Company is required to file the petition/scheme proposed to be filed before any court under section 101 of the Companies Act, 1956, with the Stock Exchange by making an application in terms of clause 24 (f) of the Listing Agreement for obtaining the observation letter of stock exchange on the same.

Whereas in terms of provisions of para 5.16 of the SEBI Circular No. CIR/CFD/DIL/5/2013 dated 04th February, 2013, as replaced with para 7 point number 5.16 (a) of the SEBI Circular No. CIR/CFD/DIL/8/2013, dated 21st May, 2013, all the listed Companies shall ensure that the scheme submitted with the Hon'ble High Court for sanction, provides for voting by Public Shareholders through postal ballot and e-voting in certain cases.

Whereas in terms of provisions of para 7 point number 5.16 (b) of the SEBI Circular No. CIR/CFD/DIL/8/2013, dated 21st May, 2013, para 7 point number 5.16 (a) of the SEBI Circular No. CIR/CFD/DIL/8/2013, dated 21st May, 2013, is not applicable in certain cases and in such cases the listed companies shall furnish an undertaking certified by the auditor and duly approved by the Board of the Company, clearly stating the reasons for non-applicability of para 7 point number 5.16 (a) of the SEBI Circular No. CIR/CFD/DIL/8/2013, dated 21st May, 2013.

In terms of para 7 point number 5.16 (b) of the SEBI Circular No. CIR/CFD/DIL/8/2013, dated 21st May, 2013, the Company do hereby confirms, affirms, states and undertakes that the requirements of para 7 point number 5.16 (a) of the SEBI Circulars pertaining to voting by Public Shareholders through postal ballot and e-voting are not applicable to the Company for the following reasons:

- a) **Para 7 point number 5.16 (a) i:** The Scheme does not involve issue and allotment of any additional shares to the Promoters/Promoter Group, Related Parties of the Promoter/Promoter Group,

Registered & Corporate Office:
Cambridge Technology Enterprises Ltd.
Unit No 04 - 03, Level 4, Block 1
Cyber Pearl, Hitec City, Madhapur
Hyderabad - 500 081, Telangana, India
Tel:+91-40-4023 4400
Fax:+91-40-4023 4600

Bangalore
Sagar Complex, 2nd Floor, No 6/1
Banerghatta Main Road
Bangalore - 560 029, Karnataka
Tel:+91-80-4299 5777/2552 1044
Fax:+91-80-40995779

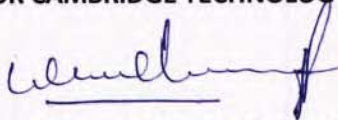
Mumbai
Level 4, A-Wing, Dynasty Business Park
Andheri-Kurla Road Andheri (E)
Mumbai - 400 059, Maharashtra
Tel:+91-22-6786 7410
Fax:+91-22-6786 9199

Chennai
No 136, 3rd Floor, Shyamala Tower
Arcot Road Saligramam
Chennai - 600 093, Tamil Nadu
Tel:+91-44-6686 4469/4470

Associates of Promoters/Promoter Group, and Subsidiary of the Promoter or Promoter Group of the Company.

- b) **Para 7 point number 5.16 (a) ii:** The Scheme does not involve any other entity involving Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group.
- c) **Para 7 point number 5.16 (a) iii:** The Scheme does not involve the merger of the Subsidiary Company with the Company.

FOR CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED



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

Place: Hyderabad

Date: 18.11.2015