CAMBRIDGE
TECHNOLOGY

Date: 12th October, 2018

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 Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai – 400 051

Dear Sir/Madam,

Sub: Annual Report.
Ref: Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
Scrip Code: BSE – 532801; NSE – CTE

We wish to inform you that the 19th Annual General Meeting of the Company was held on September 28, 2018. In this regard, we enclose herewith the Annual Report of the company as required under Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We request you to take the above information on record.

Thanking you,
Yours faithfully,

For Cambridge Technology Enterprises Limited

Cambridge Technology Enterprises Limited Hyderabad

Ashish Bhattad
(Company Secretary &
Compliance Officer)

Encl: As above

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

Bengaluru
No.56/3, Vakil Square, 05th Floor
Bannerghatta Main Road, Opp. to
Jayadeva Hospital, Bangalore -
560 078, Karnataka, India.
Tel: +91-80-4633-4400

Mumbai
Level 4, A Wing, Dynasty Business Park
Andheri Kurla Road, Andheri (E)
Mumbai - 400 059, Maharashtra, India.
Tel:+91-22-6786-9410
Fax:+91-22-6786-9199

Chennai
Unit No.205, A Block, 2nd Floor,
Delta Wing, Raheja Tower,
No. 177/8, Anna Salai,
Chennai- 600 002, Tamilnadu, India.
Tel: +91-44-6659-8000,

CAMBRIDGE
TECHNOLOGY

CREATING AI-FIRST BUSINESSES

ANNUAL REPORT
2018

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Chairman's Letter to Stakeholders

Dear Stakeholders,

The world is transforming. While the last generation of traditional Indian technology businesses were focused on cost arbitrage, Cambridge Technology (CT) is a front end innovation driven technology Company focused on value.

In our three year journey to create transformative AI-First businesses, we have made significant progress by bringing changes in management and affairs, financials and business aspects and building the foundation of the Company.

Building Infrastructure & Competency Centers

- Employee strength is 352 today as compared to 184 in March 2015, marking a 200 percent increase in workforce. Our cloud-managed services on AWS are supported by a 100 percent AWS certified team.
- Expanded our presence across USA, India and Philippines to tap great potentials and access the international market. Our Philippines office celebrated its first work anniversary with 100 plus professionals recently.
- We realize the significance of trained and skilled employees and have invested heavily into training employees through our competency centers in USA, India and Philippines.
- CT is one of only 30 companies in India to be appraised at Level 5 of the CMMI Institute's Capability Maturity Model Integration (CMMI)® v1.3 for its services.

Growth in Revenues and Profitability

- Consolidated Revenues have grown by 300 percent in the last three years from INR 32 cr in FY15 to INR 99 cr in FY18.
- Consolidated PAT in FY18 was INR 12 cr as compared to INR 3 cr in FY15, demonstrating a growth of 400 percent approximately.

Domain Expertise

- Since 2015, we have entered into partnerships with leading technology enterprises like Amazon Web Services, Microsoft Azure, CA Technologies, Oracle, Pentaho, ForgeRock, Rackspace, New Relic, Atlassian. This has resulted in gaining access to international businesses.
- Our Company is differentiated from more than 10,000 AWS partners globally by achieving competencies in Big Data (one of 31 partners), DevOps (one of 73 partners), Oracle (one of 16 partners) and a Managed Services Provider (one of 114).

Reputed clientele

- We have added a referenceable client in each of our focus verticals: Energy and Utilities, Life Sciences and Pharmaceuticals, Industrials, BFSI, Data Infrastructure, and Rapid Prototyping.
- In Life Sciences, we are working with a global leader in nutrigenomics.
- Our clients in Energy sector include one of the world's largest energy management and automation specialists.
- In Data Infrastructure, we serve a client which is a global leader in information management solutions.
- We signed our first client in AIaaS in FY18.

Such developments demonstrate the efforts and active steps taken by us to build a strong base of an organization that focuses on transforming businesses into AI-first leaders. If the market opportunity and our capabilities do not intersect in time, then we will consider providing ancillary and complementary services to our dozen plus enterprise clients for whom we have built applications and strengthened our relationships over the years. Given the market developments and its progress, we feel confident of achieving our vision.

I would like to take this opportunity to thank our clients, employees, partners and shareholders for reposing their trust and confidence on us in this journey.

Aashish Kalra
Chairman & CEO

Board of Directors

Aashish Kalra, Chairman & CEO

Aashish Kalra is the Chairman & CEO of Cambridge Technology Enterprises Limited (CT). He has dedicated his career to creating and investing in successful and socially conscious ventures in technology, real estate, energy, logistics and hospitality on a global basis. As the Chairman of CT, he foresees the global operations of the company, providing vision and leadership to the company.

Earlier as a Co-founder of Cambridge Samsung Resources, a leading systems integrator, he concluded successful partnerships with Hewlett-Packard, Marubeni, NEC and other global 1000 companies. He has been consistently quoted in leading Indian and International media and was featured in the "Young Turks" program on CNBC. In 2008, he was named one of the "Outstanding 50 Asian Americans in Business".

Aashish holds a Master's degree in International Finance from Brandeis University, Waltham, USA. 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. He is a member of the following Committees of the board of the company viz., Audit Committee and Stakeholders Relationship Committee and CSR Committee. Swaroop holds an Electrical Engineering degree from Jawaharlal Nehru Technological University, India.

Dr. Usha Srikanth, Independent Director

Dr. Usha Srikanth brings over 30 years of technological and management experience from some of the world's largest and most respected software enterprises like Hewlett Packard, Persistent Systems, Agilent, Approva Systems, EDS. She sits on the advisory board of IIT, BBSR, IOT Based Entrepreneur Partnership for NASSCOM 10K, T-HUB Start-ups with IIT/IIIT. Dr. Usha Srikanth also holds a U.S. patent for a knowledge acquisition system that deciphers photolithography defects. She is a Masters in Physics from IIT, New Delhi and a Masters in Electrical and Computer Engineering from University of Illinois. She holds a PhD in Electrical Engineering from Cornell University, USA.

Venkat Motaparthy, Independent Director

Venkat Motaparthy has over 30 years experience in the Indian and international markets. Venkat was the former CEO of NTR Memorial Trust and is presently the President of VKR College, Gannavaram. He is the President of General and Technical Education Society, Gudivada. He is actively associated with industry associations like FAPCCI, IALA and Non-Profit Organization – Anokhi Aasha. He is a member of the Stakeholders Relationship Committee, Nomination & Remuneration Committee and CSR Committee of the board of the company. He occupies the Chairmanship in Audit Committee . He is a Post Graduate in management.

K. Jayalakshmi Kumari, Independent Director

With a deep passion for teaching, Dr. Jayalakshmi Kumari brings 15 years of experience from the educational sector having worked for leading schools and colleges in Hyderabad. Presently, she is working with the Nalanda Educational Society as a faculty in the field of social sciences. With proven ability to constantly challenge and improve existing processes and systems, she has been participating and rendering voluntary services to many social organizations. Dr. Jayalakshmi Kumari has a Ph.D. in social sciences, an M.A in Economics, M.A in Political Science, M.Phil. and M.Ed. She is a member of the Nomination and Remuneration Committee, Stakeholders Relationship Committee, Audit Committee and CSR 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

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Dr. Rajan Lukose, CTO & Chief Data Scientist

Dr. Rajan Lukose is the CTO & Chief Data Scientist at CT. He brings over 10 years of experience as a Senior Research Scientist at Hewlett Packard Laboratories and Xerox Palo Alto Research Center. He has over 25 patents registered in his nameand has several laurels including an IBM award in Computational Finance. He has over 20 publications like 'Learning User Purchase Intent from User-Centric Data', 'Local Search in Unstructured Networks', 'An Economic Approach to Hard Computational Problems'. He received a PhD in Physics from Stanford University and had done his thesis on 'Internet Dynamics'.

C S Leeladhar – Chief Financial Officer

Leeladhar is a qualified Chartered Accountant (CA) and Cost & Works Accountant (CWA) with over 25 years of experience in logistics, petroleum, EPC, IT, ITES, manufacturing and trading sectors. His areas of expertise are corporate finance, IPO, Mergers & acquisitions, MIS, US GAAP, and taxation. He worked with companies like M/s. Central India Polysters Ltd, LGS global, Shell petroleum, Sujana Towers, Gold Stone Group, Seaways Shipping & Logistics Ltd and Tenny Jose Ltd in the past.

Nitin Tyagi, Vice President – Enterprise Solutions

Nitin Tyagi has over 16 years of professional global experience in the software industry and successfully led multiple consulting, client services, sales and delivery roles across companies. He heads the technical delivery in USA for Cloud Computing, Service-Oriented Architecture (SOA), Business Intelligence and Data Warehousing, with a focus on delivery of enterprise products. Nitin oversees global delivery teams, works with global business teams and is the client partner of large strategic accounts. 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. Nitin holds a Masters 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 22 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.

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

Hanumant Bhansali has 8 plus years of experience of working in Investment Banking, Corporate Finance & Investor Relations. He brings in end-to-end transaction execution capabilities coupled with incisive business and financial analysis. Prior to CT, Hanumant has contributed in Tata Consultancy Services, Seagull and Nine Rivers Capital. He has executed transactions across a range of sectors like Textiles, Healthcare, Automotive Components, Specialty Chemicals, Education, Theme Park, Powder Metallurgy, Solar in Fund Raising, M&A advisory & Strategy. 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.

Director's Report

REPORT OF THE DIRECTORS

DEAR MEMBERS,

Your Directors present their Report together with the audited financial statements for the year ended March 31, 2018.

FINANCIAL PERFORMANCE

(INR Crores)

Particulars	Standalone		Consolidated	
	31 March 2018	31 March 2017	31 March 2018	31 March 2017
Revenue from operations	63.05	38.66	99.10	100.60
Total Expenses	59.05	34.91	87.42	83.99
Profit Before Tax	4.53	7.31	12.22	20.90
Tax Expense / (Tax Benefit)	1.08	2.76	(0.69)	4.60
Net Profit after Tax	**3.45**	**4.55**	**12.91**	**16.30**
Reserves & Surplus	**12.11**	**8.62**	**37.35**	**25.56**

REVIEW OF OPERATIONS / STATE OF COMPANY'S AFFAIRS FOR THE FY 2017 - 18

During the financial year under review, your Company achieved revenue growth of 63% on a Standalone basis. On standalone basis, revenue from operations of your company for the financial year ended March 31, 2018 is INR 63.05 cr as compared to INR 38.66 cr for the financial year ended March 31, 2017. Similarly, net profit after tax decreased by 24% to INR 3.45 crores for the year ended 31st March, 2018 as compared to INR 4.55 crores for the same period last year. Reserves and Surplus have increased from INR 8.62 crores in FY 2016-17 to INR 12.11 crores in FY 2017-18.

Further, on consolidated basis, total revenue from operations of your company decreased by 1.5% to INR 99.10 cr as compared to the previous year's total revenue of INR 100.60 cr. Net Profit after tax decreased by 21% to INR 12.91 crores for the year ended 31st March, 2018 as compared to INR 16.30 crores for the same period last year. Reserves and Surplus have increased from INR 25.56 crores in FY 2016-17 to INR 37.36 crores in FY 2017-18.

The audited financial results have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act 2013 read with the relevant rules made thereunder and other applicable accounting principles generally accepted in India. The financial statements for the year ended March 31, 2018 are the Company's first Ind AS financial statements and accordingly the financial results for the twelve months ended 31st March, 2017 have been restated as per Ind AS. The date of transition to Ind AS is April 1, 2016. The Company has prepared an Opening Ind AS Balance Sheet as on April 1, 2016 and comparative figures for the year ended March 31, 2017 are also in compliance with Ind AS.

REPORT ON SUBSIDIARIES

During the year under review a new entity was incorporated as a step-down subsidiary to Cambridge Technology Enterprises Ltd viz., Cambridge Bizserve Inc., Philippines, a subsidiary of Cambridge Technology Inc., USA, a wholly – owned subsidiary to your company.

As on March 31, 2018, the Company has 4 wholly-owned subsidiaries viz., Cambridge Technology Inc., USA, Cambridge Technology Investments Pte. Ltd., Singapore, Cambridge Bizserve Private Limited & Cambridge Innovations Private Limited and 4 step-down subsidiaries viz., M/s Cambridge Innovations Capital LLC, USA, M/s Cambridge Bizserve Inc. Phillipines, M/s Cloud Computing Global Pte Ltd and M/s Kupfer Management Pte Limited, Singapore.

The consolidated financial statements of the Company including its subsidiaries prepared in accordance with Section 129(3) and 133 of the Companies Act, 2013 read with the rules made thereunder and applicable Indian Accounting Standards (Ind AS)along with the Auditor's Report forms part of this Annual 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 whose accounts are consolidated are available on the website of the company i.e., 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.

Highlights of Performance

Cambridge Technology Inc., USA, had net revenue of INR 65.92 cr during the year as compared to INR 94.37 cr revenue during the previous financial year. The net profit is INR 4.15 cr in FY 2017-18 as compared to INR 13.79 cr in FY2016-17. The contribution of Cambridge Technology Inc., USA to the overall performance of the company is in the form of revenue, earned by the company by rendering its services amounting to INR 32.27 cr.

Cambridge Bizserve Private Limited & Cambridge Innovations Private Limited, wholly – owned subsidiary companies, Kupfer Management Pte Ltd & Cloud Computing Global Pte Ltd, step – down subsidiary companies has not commenced its operations . Cambridge Technology Investments Pte. Ltd, Singapore, wholly – owned subsidiary company & Cambridge Innovation Capital LLC, USA, a step – down subsidiary company, has no revenue from its operations as on March 31, 2018.

Further, a statement containing the salient features of financial statement of our subsidiaries i.e., a report on the financial performance and financial position of each of the Subsidiaries included in the Consolidated Financial Statements is provided in the prescribed format AOC-1 appended as **Annexure - 1** to the Board's Report and forms 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, 2018.

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 300,000,00 equity shares of INR 10/- each & INR 196,310,150/- divided into 196,310,15 equity shares of INR 10/- each respectively.

DIRECTORS

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.

Appointments / Re-appointments

Pursuant to provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Dharani Raghurama Swaroop (DIN: 00453250) 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.

There are no appointments or re-appointments during the year 2017-18.

The Board of Directors at their Meeting held on August 07, 2018 appointed Ms. Usha Srikanth having DIN 08184237 as an Additional and Independent Director for a consecutive term of five years subject to approval of the Members.

The present term of Mr. Dharani Raghurama Swaroop, Whole – time Director is upto March 01, 2019. The Board of Directors at their meeting held on August 07, 2018 has passed a resolution for re-appointment of Mr. Dharani Raghurama Swaroop (DIN: 0453250) as a Whole-time Director for a further period of 5 (five) years from the expiry of his present term, that is, March 01, 2019 subject to members approval.

Further, the present term of Mr. Venkat Motaparthy, Independent Director expires on March 31, 2019. The Board of Directors at their meeting held on August 07, 2018 has passed a resolution for re-appointment of Mr. Venkat Motaparthy (DIN: 01001056) as an Independent Director for a further period of 5 (five) years from the expiry of his present term, that is, March 31, 2019 subject to members approval.

A Brief profile of Ms. Usha Srikanth, Mr. Dharani Raghurama Swaroop & Mr. Venkat Motaparthy, Directors of the Company along with the nature of their expertise and the number of companies in which they hold directorship and membership / chairmanship of committees of the Board, as stipulated under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report or annexed to the notice of the Annual General Meeting, as the case may be.

Your Board of Directors recommend their appointment / re-appointments.

Resignations

There are no resignation of Directors during the year 2017-18. However, Mr. Bendapudi Muralidhar (DIN: 0385208) has resigned as an Independent Director of the Company w.e.f May 21, 2018.The Board while accepting the resignation of Mr. Bendapudi Muralidhar, appreciated and placed on record the valuable contribution made by him during his tenure as an Independent Director as well as Chairman of Stakeholders Committee and member of Audit Committee and Nomination and Remuneration Committee.

KEY MANAGERIAL PERSONNEL

During the year under review, there are no appointments or resignations of KMP. At Board Meeting held on May 28, 2018, Mr. Hanumant Bhansali holding position in the Company as Manager Corporate Finance & Head Investor Relations was designated as a Whole – time Key Managerial Personnel.

Mr. Tumuluri Venkata Siva Prasad - CFO, Company Secretary & Compliance Officer of the Company has tendered his resignation w.e.f August 08, 2018. The Board of Directors at their meeting held on August 07, 2018 has accepted his resignation and placed on record its appreciation for the services rendered by him across different roles in the organization during his tenure as CFO, Company Secretary & Compliance Officer of the company.

Mr. CS Leeladhar, a qualified Chartered Accountant is joining the team, as CFO w.e.f August 09, 2018. The Board of Directors at their meeting held on August 07, 2018 has considered and approved his appointment as Chief Financial Officer of the Company.

Further, Mr. Ashish Bhattad, qualified Company secretary is joining the team as Company Secretary & Compliance Officer w.e.f August 09, 2018. The Board of Directors at their meeting held on August 07, 2018 has considered and approved his appointment as Company Secretary & Compliance Officer of the Company.

BOARD AND COMMITTEE MEETINGS

The Board met 07 (seven) 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 2017-18 had familiarized the Independent Directors.The Independent Directors of the company have been briefed at the meetings of the Board / Committees thereof on the matters such as their roles, rights, functions, duties, responsibilities and liabilities in the Company, nature of the industry in which the Company operates, the business models and operations of the Company, geographies in which company operates, financial results of the Company and that of its subsidiary companies, updates on statutory and regulatory changes and impact thereof, updates on development of business of the company, risk management and overview of board evaluation and procedures. 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.

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-CTEL-2018.pdf

PERFORMANCE EVALUATION, NOMINATION & REMUNERATION POLICY

The Company has adopted the Performance Evaluation, Nomination & Remuneration Policy as required under the provisions of the Companies Act,2013 and Regulation 19 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015. Brief features of the policy inter-alia includes objective and purpose of the policy which is 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, etc., and to perform its roles as defined underSection 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the Listing Regulations, 2015.

Performance evaluation, nomination and remuneration policy is available on the website of the Company. Weblink:

http://www.ctepl.com/pdfs/investors/Performance_evaluation_nomination_remuneration_policy.pdf

Pursuant to the provisions of Companies Act,2013 read with the rules made thereunder andSEBI (LODR) Regulations, 2015, the performanceevaluation 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 elsewhere in this report and/ or Corporate Governance Report.

EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND DIRECTORS

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

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 Board as a whole discussed and analyzed the performance collectively of each director individually and its own performance during the year including suggestions for change or improvement over the forthcoming year.

The criteria for performance evaluation of the Board include aspects like experience and competencies to conduct its affairs effectively, its roles and responsibilities, evaluation of risks, Board, setting up of corporate culture and values, Conduct of Board Meetings, corporate strategy, business plans, corporate performance, etc. The criteria for performance evaluation of the individual Directors include aspects like qualifications, experience, competency, sufficient understanding and knowledge of the entity, fulfilling of functions, active initiation with respect to various areas, attendance at the meetings, contribution to the company and board meetings, commitment to the Board, integrity, etc. In addition, the performance of the Chairman is also evaluated on key aspects of his leadership, decisiveness, commitment to the Board, etc.

Separate Meeting of the Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and Listing Regulations, a separate meeting of the Company's Independent Directors was held on February 12, 2018. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

i. reviewed the performance of non-independent directors and the Board as a whole;

ii. reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;

iii. 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.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, and to the best of their knowledge and ability, confirm that:

a) In preparation of the annual accounts for the financial year ended March 31, 2018, the applicable accounting standards have been followed and there were no material departures;

b) They have selected such accounting policies and applied them consistently and made judgments 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 i.e., March 31, 2018 and of the profit and loss of the company for that period;

c) They 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;

d) They have prepared the annual accounts on a going concern basis;

e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that 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 Limited & National Stock Exchange of India Limited for the year 2017-18.

AUDITORS & AUDITORS' REPORT

Statutory Auditor

M/s. Anandam & Co., Chartered Accountants were appointed as Statutory Auditors of the Company by the members at the 17th Annual General Meeting held on September 30, 2016 for a term of 5 consecutive years subject to ratification by the Members at every Annual General Meeting. In this regard, M/s. Anandam & Co., Chartered Accountants have submitted their written consent that they are eligible and qualified to be re-appointed as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 and also satisfy the criteria provided in Section 141 of the Companies Act, 2013.

Accordingly, the Board recommends ratification of the appointment of M/s. Anandam & Co., Chartered Accountants as the Statutory Auditors of the Company at the ensuing Annual General Meeting.

The Company has received audit report with unmodified opinion for both standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2018 from the statutory auditors, M/s. Anandam & Co., Chartered Accountants and forms part of this Annual Report. There are no qualifications, reservation, adverse remarks or disclaimer made by the Statutory Auditors in their Report.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014. M/s. B. Krishnaveni, a Company Secretary in Practice was appointed to undertake the Secretarial Audit of the Company for the financial year 2017-18. The Secretarial Audit Report for financial year 2017-18 forms part of the Annual Report as **Annexure 2** to the Board's Report.

There are no qualifications, reservation, adverse remarks or disclaimer made by the Secretarial Auditor in her Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has complied with all the applicable SecretarialStandards.

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 4 forming part of the Report.

Remuneration / fees to Director from wholly owned subsidiary

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.

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). There is no outstanding amount to be transferred to Investor Education and Protection Fund as no dividend was declared for financial year 2009-10.

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 INR)**		
	Particulars	**Current year 31.03.2018**	**Previous year 31.03.2017**
	Foreign exchange earnings	322,716,273	32,35,57,132
	Foreign exchange outgo:	Nil	Nil
	Travel related Expenses	13,49,375	15,26,739

ADEQUACY OF INTERNAL FINANCIAL CONTROL SYSTEM

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 2017-18.

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. The details of adequacy of Internal Financial Controls are given in the Management Discussion and Analysis Report.

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 OF WOMEN AT WORKPLACE

The Company is committed to maintaining a productive environment for all its employees at various levels in the organization, free of sexual harassment and discrimination on the basis of gender. The Company has framed a policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has also set up an Internal Complaints Committee (ICC) for providing a redressal mechanism pertaining to sexual harassment against women employees at workplace.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2017-18, the Company has not received any complaints pertaining to Sexual Harassment.

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.Your Company has a well-defined risk management framework in place and a robust organizational structure for managing and reporting risks. The Board is of the view that there are no elements of risk as on today's date that may threaten the existence of the Company. 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

The details of employee stock options for the financial year ended 31 March, 2018 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 are given as **Annexure 5** to this report.

There is no material change in the employee stock option scheme(s) during the year and the scheme(s) are in compliance with the regulations.Further, the 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, 2018 are available on website of the Company. Web-link: http://www.ctepl.com/investors/

The Certificate from the Auditors of the Company under regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 stating that the scheme(s) has been implemented in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014, as amended, from time to timeand in accordance with the resolution of the company in the general meeting, will be available for inspection by the members at the ensuing 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 2018.

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. Approval of the Board and / or Audit Committee is obtained, as required from time to time. The transactions are also reviewed by audit committee from time to time. However, there were no such transactions requiring approval of the Audit Committee/Board/Shareholders as per the Listing Regulations.

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. In accordance with Ind AS, disclosures on related party transactions have been made in the notes to the Financial Statements.

During the year, your Company had not entered into any contract / arrangement / transactions with Related Parties that attract the provisions of Section 188(1) of the Companies Act, 2013 read with the rules made thereunder. But, the information relating to particulars of contracts or arrangements with related parties in Form AOC-2 is annexed as **Annexure 7**, forming part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT & CORPORATE GOVERNANCE

The Management Discussion and Analysis Report and the Report on Corporate Governance for the financial year ended March 31, 2018 along with the Auditor's Certificate on compliance with the provisions of corporate governance under SEBI (LODR) Regulations, 2015 is forming 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 in SEBI (LODR) Regulations, 2015.

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

CORPORATE SOCIAL RESPONSIBILITY

Your Company does not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, but it has a net profit of more than Rs. 5 Crores as at the end of the 31st March, 2017. Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is applicable to your Company from the financial year 2017 - 18. Hence the Board of Directors of the Company has constituted a Corporate Social Responsibility Committee comprising of following Directors:

1. Mr. Dharani Raghurama Swaroop, Whole – time Director – Chairman of the Committee
2. Mr. Venkat Motaparthy, Independent Director – Member of the Committee
3. Mrs. K Jayalakshmi Kumari - Member of the Committee

The CSR Policy of the Company as recommended by CSR Committee and approved by the Board of Directors of the Company is available on website of the company i.e., www.ctepl.com.

The Report on Corporate Social Responsibility containing particulars as per the provisions of Section 135 read with the Companies (Corporate Social Responsibility) Rules, 2014 is enclosed as **Annexure '9'** forming part of this Report.

The company is required to spend INR 8.06 Lakhs for the financial year 2017-18 and the same will be expended in future years.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

a. The Company has neither accepted nor renewed any deposits from the public or otherwise in terms of Section 73 of the Companies Act, 2013 read with the rules made thereunder and as such no amount on account of principal or interest thereon on deposits from public was outstanding as on the date of Balance Sheet.

b. There is no issue equity shares with differential rights as to dividend, voting or otherwise.

c. There were no significant or material orders passed by the Regulators, Courts or Tribunals which impact the going concern status and Company's operations in future.

d. There were no material changes and commitments affecting financial position of the company between 31st March, 2018 and the date of this Board's Report.

e. The Auditors have not reported any matter under Section 143(12) of the Companies Act, 2013 and therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

f. Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act 2013 is not required by the Company and accordingly such accounts and records are neither made nor maintained.

g. Pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014 and the Company's Employee Stock Option Scheme 2011 & Employee Stock Option Scheme 2015, the Company, during the year 2015 – 16, has granted employee stock options through a trust set up for the same. The shares purchased by the trust for the said schemes are held by the trustee(s)for the benefit of the employees and the said shares are not yet vested with the employees as on March 31, 2018. Further, as the said trust is a non – promoter and non – public shareholder, it is herewith not exercising its voting rights. Hence, pursuant to Section 67(3) read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014, the disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates to be made in the Board's report is not applicable.

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 and on behalf of the Board of Directors

	Sd/-	Sd/-
Hyderabad	**Dharani Raghurama Swaroop**	**K Jayalakshmi Kumari**
August 07, 2018	Whole – time Director	Independent Director
	DIN: 00453250	DIN: 03423518

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	Date of Acquisition*	Reporting Period	Reporting Currency & Exchange Rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Invest-ments	Turnover	Profit before taxation	Provision for Taxation	Profit after taxation	Proposed Dividend	% of Share holding
1	Cambridge Technology Inc., USA	23/12/2014	31st March, 2018	USD & 65.04	1272.63	227.44	5663.48	5663.48	2262.09	6592.81	193.41	(221.53)	414.95	NIL	100
2	Cambridge Technology Investments Pte. Ltd., Singapore	13/05/2015	31st March, 2018	USD & 65.04	970.90	(89.94)	1404.57	1404.57	0.00	0.00	4.95	0.00	4.95	Nil	100
3	Cambridge Bizserve Private Limited	28/01/2016	31st March, 2018	INR & 1.00	1.00	(8.58)	101.00	101.00	0.00	0.00	(8.26)	0.00	(8.26)	Nil	100
4	Cambridge Innovation Capital LLC, USA	15/02/2017	31st March, 2018	USD & 65.04	2261.44	(348.67)	3688.69	3688.69	3633.71	0.00	(59.24)	(54.45)	(4.79)	Nil	100% shareholding by Cambridge Technology Inc., USA, wholly–owned subsidiary company
5	Cambridge Innovations Private Limited	30/06/2016	31st March, 2018	INR & 1.00	1.00	(0.80)	1.00	1.00	0.00	0.00	(0.30)	0.00	(0.30)	Nil	100
6	Cambridge Bizserve Inc., Philippines	12/07/2017	31st March, 2018	Phi & 1.24	0.62	36.98	34.76	34.76	0.00	45.93	(52.89)	(15.17)	(37.71)	Nil	100% shareholding by Cambridge Technology Inc., USA, wholly–owned subsidiary company

Notes:

1. Names of Subsidiaries which are yet to commence operations: Cambridge Bizserve Private Limited & Cambridge Innovations Private Limited, wholly – owned subsidiary companies, Kupfer Management Pte Ltd & Cloud Computing Global Pte Ltd, step – down subsidiary companies has not commenced its operations. Cambridge Technology Investments Pte Ltd, Singapore, a wholly-owned subsidiary company andCambridge Innovation Capital LLC, USA, a step – down subsidiary company, has no revenue from its operations during the year ended March 31, 2018.
2. Names of subsidiaries liquidated or sold or strike off during the year: NIL
3. *The said subsidiaries were not acquired by the company from any party. They were incorporated by the company as wholly – owned subsidiaries/SDS. Hence the date since when subsidiary acquired is not specified, but the date of incorporation is provided as above.

Part B – Associates& Joint Ventures

The Company does not have any associates and joint venture.

For or on behalf of the Board of Directors

Hyderabad

AashishKalra
Chairman & CEO
DIN : 01878010

Dharani Raghurama Swaroop
Whole – time Director
DIN : 00453250

T V Siva Prasad
CFO & Company Secretary

<u>Annexure – 2</u>

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, 2018

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

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

To,
The Members,
Cambridge Technology Enterprises Limited
CIN: L72200TG1999PLC030997
Unit No. 04-03, Level 4,
Block 1, Cyber Pearl,
Hi-Tec City, Madhapur,
Hyderabad (TS) – 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 2018 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, 2018 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 applicable clauses of the following:

(i) 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.

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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. There was no change in the composition of the Board of Directors during the period under review.

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. In respect of One Board Meeting called at shorter notice, the company has complied with the requisite provisions of the Act.

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.

I further report that during the audit period, the members of the Company has passed the following special resolutions, the details of which are stated in the notice of 18th Annual General Meeting of the Company held on September 25, 2017:

1. Increase in borrowing limits pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.
2. Creation of Security on the properties of the Company in favor of lenders pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.
3. Raising of funds through FCCB's/other permissible securities for an amount not exceeding USD 50 Million.

Place: Hyderabad
Date: 07.08.2018

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

Annexure 3

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	28th 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@aarthiconsultants.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: U72300TG2016PTC102942	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) FIIs	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 share-holding 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 Share-holding 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 beginningof the year		Cumulative Shareholding during theyear	
		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 Gadalay:** 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:

1. # 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.

2. The Shares of the Company are traded on a daily basis and hence the date wise increase/decrease in the shareholding is not indicated. The dates for purchase / sale indicated in the above table are 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	22926	0.12	22926	0.12
	Sale – 31.03.2017-07.04.2017	(2426)	(0.01)	20500	0.10
	Sale – 08.12.2017-15.12.2017	(1000)	(0.01)	19500	0.10
	Sale – 15.12.2017-22.12.2017	(3255)	(0.02)	16245	0.08
	Sale – 22.12.2017-29.12.2017	(1000)	(0.01)	15245	0.08
	Sale – 30.12.2017-05.01.2018	(2245)	(0.01)	13000	0.07
	Sale – 05.01.2018-12.01.2018	(3000)	(0.02)	10000	0.05
	Sale – 12.01.2018-19.01.2018	(1000)	(0.01)	9000	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	288	0.001	288	0.001
	Increase/Decrease during the year	0	0	-	-
	At the end of the year	288	0.001	288	0.001
3	**T V Siva Prasad :** At the beginning of the year	Nil	Nil	Nil	Nil
	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	-	-
	At the end of the year	Nil	Nil	Nil	Nil

Note:

1. 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.
2. 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** (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,00,000	20,00,000
	(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 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.

B. Remuneration to other directors

(INR)

S. No	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Venkat Motaparthy	Mrs. K. Jayalakshmi Kumari	Mr. B. Muralidhar	Mr. Stefan Hetges	
	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	1,30,000 - -	70,000 - -	1,10,000 - -	- - -	**3,10,000** - -
	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 Siting fees.				

Note:
1. Other Directors are NOT paid remuneration except the Sitting Fees
2. 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	Key Managerial Personnel		
		# (Aashish Kalra) CEO	(Tumuluri Venkata Siva Prasad) Company Secretary & CFO	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	20,00,000	20,00,000
	(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 - as % of profit others, specify…	- - -	Nil Nil Nil	Nil 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 Actagainst 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	**Dharani Raghurama Swaroop**	**K Jayalakshmi Kumari**
August 07, 2018	Whole – time Director	Independent Director
	DIN: 00453250	DIN: 0342351

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 Director to the median remuneration of the Employees of the Company for the financial year 2017-18, the percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year 2017-18.

Sl No	Name of Director/KMP	Designation	Ratio of remuneration of each Director to median remuneration of employees	% increase in remuneration
1	Mr. Aashish Kalra	Chairman & CEO (Whole – time Director)	Nil	Nil
2	Mr. Dharani Raghurama Swaroop	Whole-Time Director	4.59:1	Nil
3	Mr. Venkat Motaparthy	Independent Director	0.24:1	18%
4	Mr. B. Muralidhar	Independent Director	0.20:1	Nil
5	Mrs. K. Jayalakshmi Kumari	Independent Director	0.13:1	17 %
6	Stefan Hetges	Non – Executive Director	Nil	Nil
4	T V Siva Prasad	CFO & Company Secretary	Not Applicable	13%

Note:

1. The Non – Executive / Independent Directors are paid only sitting fees for attending meetings of Board and / or Committees.

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

(ii) The percentage increase in the Median remuneration of employees in the financial year 2017 – 18 was 33 %.

(iii) The Company has 274 permanent employees on the rolls of the Company as on March 31, 2018.

(iv) Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial year was 8.81% whereas there is no increase in the remuneration of managerial personnel in the last financial year.

There are no other exceptional circumstances for increase in the remuneration of key managerial personnel and increase in remuneration has been in accordance with the Company's policies. The increment given to each individual employee is based on the employees' potential, their performance, their contribution to the Company's progress over a period of time, superior business performance, etc.

(v) It is hereby affirmed that the remuneration is as per the remuneration policy of the company.

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 received (in INR)	Qualifica-tions	Experience (in years)	Date of commence-ment of employ-ment	Age (years)	Particulars of last employment
Padmanava Debnath	Senior Architect – Technology& permanent	37,57,600	M.Sc. Applied Geology	19.31	17-Apr-03	42	Cysphere.com
Riaz Mohammad	Director – Delivery & permanent	35,17,200	B.E.-Mechanical	18.78	28-Apr-03	43	Pipal Solutions I Pvt Ltd
Mr. Dharani Raghurama Swaroop	Whole – time Director & permanent	25,00,001	Degree in Electronical Engineering	32.00	29-Jan-1999	59	Not Applicable
Venkata Siva Prasad Tumuluri	Chief Financial Officer and Company Secretary & permanent	25,00,000	CA, CS & Executive PG Diploma in Management	17.09	1-Jul-15	39	Wealth Tree Advisors Pvt.Ltd
Hanumant Bhansali	Manager Corporate Finance & Investor Relations &Permanent	25,00,000	MBA	9.01	7-Sep-15	32	Nine Rivers Capital
Vamsi Mohan Rambabu Rampalli	Senior Manager - Cloud Services & permanent	25,00,000	MBA	20.55	12-Jan-18	47	Four Soft Limited
MdShakeel Ahmed	Head CLOC Operations & permanent	24,10,400	Diploma in electrical & electronics	15.30	19-Apr-07	37	Compugra
Arun Nayak	National Manager - Sales& permanent	23,09,100	MBA	18.60	1-Jan-00	40	Not Applicable
Suresh Kotian	Architect - Cloud Operations & Permanent	22,47,000	MSC in IT	12.92	3-Sep-15	44	Tech Mahindra
Adil Basha	Architect - Cloud Operations & permanent	22,47,000	Bachelor of Commerce	17.08	5-Oct-15	42	CAlpion Software Technologies Pvt Ltd
Md. Abdul Qavi	Senior Data Scientist & Permanent	22,00,000	Masters	7.14	12-Jun-17	29	JDA Software

Note:

1. 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.
2. 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.
3. None of the employee who is in receipt of remuneration in the year, which in aggregate, is in excess of that drawn by whole – time director holds by himself or along with spouse and dependent children more than 2% of the equity shares of the company.
4. No employee as stated above is a relative of any director of the company.

For and on behalf of the Board of Directors

	Sd/-	Sd/-
Hyderabad	**Dharani Raghurama Swaroop**	**K Jayalakshmi Kumari**
August 07, 2018	Whole – time Director	Independent Director
	DIN: 00453250	DIN: 03423518

Annexure 5

Disclosure under Section 62(1)(b)of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital & Debentures), Rules, 2014

Details of status of Employee Stock Option Scheme for the year 2017 - 18:

S. No.	Particulars	CTEL Employee Stock Option Scheme – 2006	CTEL Employee Stock Option Scheme - 2008	CTEL ESOP Scheme 2011	ESOS - 2015
1	Options Granted during the year	Nil	Nil	Nil	Nil
2	Options vested during the year	Nil	Nil	Nil	Nil
3	Options exercised during the year	Nil	Nil	Nil	Nil
4	Total Number of shares arising as a result of exercise of options	Nil	Nil	Nil	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 during the year	Nil	Nil	Nil	Nil
6	Exercise Price	Rs. 20/-	Rs. 25.90/-	Rs. 38/-	Rs. 80/-
7	Variation in terms of options / material change in the schemes	There were no variations in terms of options / material changes during the year 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	1,000	2,29,600	1,07,600
10	Employee - wise details of options granted to:				
	i. Key Managerial Personnel	Nil	Nil	1. Mr. Dharani Raghurama Swaroop, Whole – time Director – 20,000 options granted during the year 2015 - 16 2. Mr. T V Siva Prasad, CFO & Company Secretary – 1,000 options granted during the year 2015 - 16	1. Mr. T V Siva Prasad, CFO & Company Secretary – 2,500 options granted during the year 2015 - 16
	ii. Any other employee who received a grant in any one year of options amounting to 5% or more options granted during the year	The following employees of subsidiary companies received a grant during the year 2015-16 amounting to 5% or more of options granted during the year: **CTEL ESOP Scheme 2011** 1. Mr. Nitin Tyagi – 75,000 options 2. Mr. Sudip Kar –50,000 options **ESOS – 2015** 1. Mr. Alexis - 50,000 options 2. Mr. Rajesh Krishnamurthy – 25,000 options. Mr. Alexis & Mr. Rajesh Krishnamurthy resigned from the office of the company during FY 2016-17 & 2017-18 respectively.			
	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			

For and on behalf of the Board of Directors

	Sd/-	Sd/-
Hyderabad	**Dharani Raghurama Swaroop**	**K Jayalakshmi Kumari**
August 07, 2018	Whole – time Director	Independent Director
	DIN: 00453250	DIN: 03423518

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 Office and T V Siva Prasad, Chief Financial Officer & Company Secretary ofthe Company certify that:

A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2018 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-

   (1) there are no significant changes in the internal control over financial reporting during the year;

   (2) there are no significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and

   (3) 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.

Sd/-	Sd/-
T V Siva Prasad	**Aashish Kalra**
Chief Financial Officer &	Chairman & Chief Executive Officer
Company Secretary	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 contracts/ arrangements/ transactions	Duration of the contracts or arrangements or transaction including the value, if any:	Salient terms of the contracts or arrangements or transaction including the value, if any:	Amount As on 31st March, 2018	Date(s) of Approval by the Board, if any	Amount paid as advances, if any:	Justification for entering in to contracts
1.	Cambridge Technology Inc.,USA	Wholly Owned Subsidiary	Service	01.01.2017 Ongoing	As per Transfer Pricing guidelines	The Export Revenue from Cambridge Technology Inc, USA for the FY 2017-18 is INR 322,716,273/-	Not Applicable. But the approval for the transaction with the said party is obtained, as required from time to time.	**No**	The transaction is at arm's length price

*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.

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: 03423518

Annexure 8

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 2018, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Regulations').

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 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: August 07, 2018

Sd/-
B. Krishnaveni
Company Secretary in Practice
CP No. 4286

Annexure – 9

ANNUAL REPORT ON CSR ACTIVITIES

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programmes.**

   The document outlines the Policy of Cambridge Technology Enterprises Limited towards Corporate Social Responsibility, in accordance with section 135 of the Companies Act 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 including all statutory modifications / amendments made thereof.

   The Company believes in looking beyond business and strives to create a positive impact on the communities it serves and on the environment. The Company is committed not just to profits, but also towards leaving a deeper imprint on the society as whole. The Management understands that there is a need to strike a balance between the overall objectives of achieving corporate excellence vis-à-vis the company's responsibilities towards the community.

   The objective of framing the CSR Policy of the Company is to ensure that the Company operate its business in an economically, socially & environmentally sustainable manner by enhancing the quality of life & economic wellbeing of the society in fulfillment of its role as a Socially Responsible Corporate.

   The Company shall undertake the activities as recommended by the CSR committee and approved by the Board from time to time in accordance with the provisions of Section 135 of the Companies Act, 2013 read with Schedule VII and Companies (CSR Policy) Rules, 2014.

   The CSR Policy is available on the Company's website www.ctepl.com.

2. **The Composition of the CSR Committee.**

   Corporate Social Responsibility Committee

Mr. Dharani Raghurama Swaroop, Whole – time Director	Chairman
Mr. Venkat Motaparthy, Independent Director	Member
Mrs. K Jayalakshmi Kumari - Member of the Committee	Member

3. **Average net profit/loss of the company for last three financial years:** INR 40,286,590/-

4. **Prescribed CSR Expenditure (2 percent of the amount as in item 3 above):** INR 805,731/-

5. **Details of CSR spent during the financial year:**

   (a) Total amount to be spent for the financial year: Nil

   (b) Amount unspent, if any: Nil

   (c) Manner in which the amount spent during the financial year is detailed below: **N.A.**

(1) S. No	(2) CSR project or activity identified	(3) Sector in which the project is covered	(4) Projects or programme(1) Local area or other (2) Specify the state and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programme wise	(6) Amount spent on the project or programme Sub Heads; (1) Direct expenditure on projects or programmes (2) Overheads	(7) Cumulative expenditure up to the reporting period	(8) Amount Spent direct or through implementing agency
1	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	TOTAL	Nil	Nil	Nil	Nil	Nil	Nil

· Give details of implementing agency: Not Applicable

6. **In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.**

   The Committee had discussions with a few number of NGO's to actively support and channelize the CSR activities/ projects/programs to be undertaken by the Company in line with its CSR objectives. However, the CSR committee could not identify any suitable partner to channelize any CSR activities/projects/programs to be undertaken by the company in line with its CSR objectives and it require more time to identify and meet partners and channelize CSR activities/projects/programs to achieve its CSR objectives.

   Hence due to paucity of time and due to non-identification of suitable channel / partner / project to undertake CSR activities of the Company, the CSR Committee could not make any recommendation to the Board for the Financial Year 2017-18, for the CSR activities to be undertaken by the Company and the amount of expenditure to be incurred on such activities.

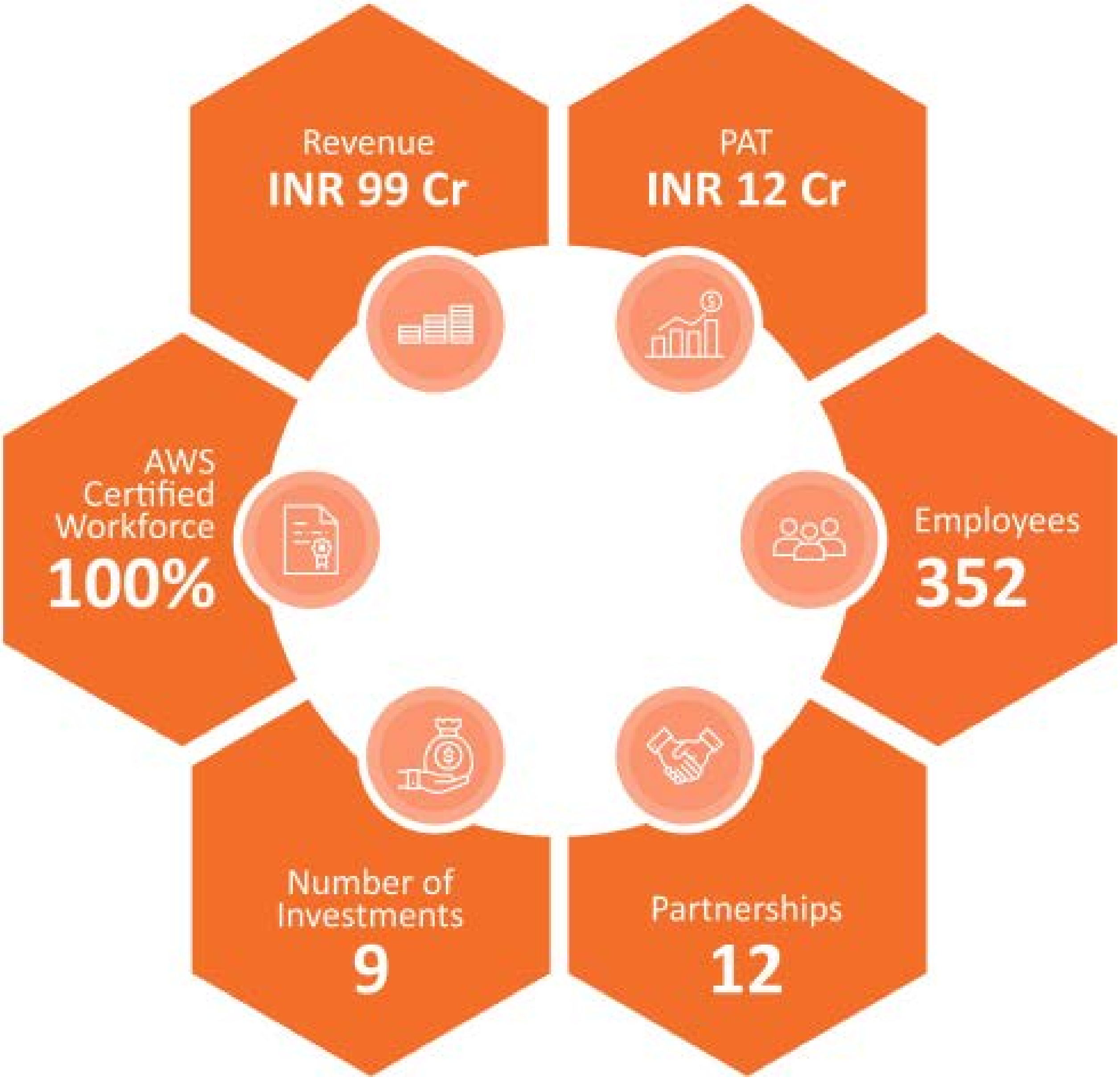
7. **The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company.**

Sd/-
K Jayalakshmi Kumari
(Director)
(DIN: 03423518)

Sd/-
Dharani Raghurama Swaroop
(Whole – time Director &
Chairman of CSR Committee)
(DIN: 00453250)

Management Discussion & Analysis Report

Key Highlights



Industry Structure and Developments

Opportunity
AI is the future

The world is transforming and we are in the middle of the single largest transformation the world has ever seen since the Industrial Revolution nearly 250 years ago. Data is the next natural resource, like air, oil, water and the convergence of Big Data and Cloud powered by AI and ML is a potential multi-trillion dollar opportunity.

AI will define industries both new ones and old, by leveraging Big Data, Cloud and ML to transform data into a valuable knowledge asset and a catalyst for disruption. Every human life and business in this world will be transformed with this disruption and millions of transformative businesses will be created.

Early signs of
AI transformation

The company believes that the convergence of Big Data and Cloud powered by AI and ML is going to transform businesses faster than ever and the following developments reinforce this belief:

- The world's leading cloud vendors like AWS, Microsoft Azure are on track to record USD 100 bn approximately in combined enterprise-cloud revenue in calendar year 2018. Therefore, it is evident that the industry has done the fundamental exercise of gathering, storing data and running applications on the cloud.

Cloud vendor	Annual revenue run rate
Microsoft commercial cloud	USD 21 bn
Amazon Web Services	USD 20 bn
IBM	USD 10 bn
Oracle	USD 6 bn
Google Cloud Platform/ G Suite	USD 4 bn
Alibaba	USD 2 bn

Source: Company filings, earnings report

- As per CB Insights Research, over 1,100 AI companies have raised equity financing for the first time since 2016.

- According to Stanford University's AI Index 2017 Report, the number of Computer Science academic papers published and tagged with the term "Artificial Intelligence" has risen by more than 9 times since 1996.

- The share of jobs requiring AI skills has risen by more than 4 times since 2013.

AI-a game changer across industries

AI solutions and technologies are the top priority of enterprises investing aggressively in cognitive of the change. According to Stanford University's AI Index 2017 report, global revenues from AI for enterprise applications is forecasted to grow from USD 1.62 bn in 2018 to USD 31.2 bn in 2025 at a CAGR of 52.59%. Discovering the power of AI for every business will be the new normal and the first signs of this transformation will be seen in sectors like:

Data Infrastructure

According to CISCO, Global Internet traffic in 2021 will be equivalent to 127 times the volume of the entire global Internet in 2005 and annual global IP traffic will reach 3.3 ZB by 2021. This presents a huge opportunity to collaborate Information Management with AI in the areas like data storage, fraud detection and prevention, compliance reporting, risk management to name a few.
In this vertical, your Company is working with one of the world's largest companies in storage and information management solutions.

Energy

AI can revolutionize the way energy is produced, transmitted and consumed. For instance, in 2016 about 40% of total US energy consumption was consumed by the residential and commercial sectors. Advances in AI and smart grid infrastructure will see potential challenges in Energy sector getting resolved.

Since 2010, the U.S. Department of Energy has invested nearly USD 4.5 bn in smart grid infrastructure and has installed over 15 million smart meters that monitor energy usage per device. Powerful computation models can help reduce dependency on energy, availability, costs and consumption.

In this vertical, your Company serves one of the world's largest energy management and automation specialists.

Life Sciences

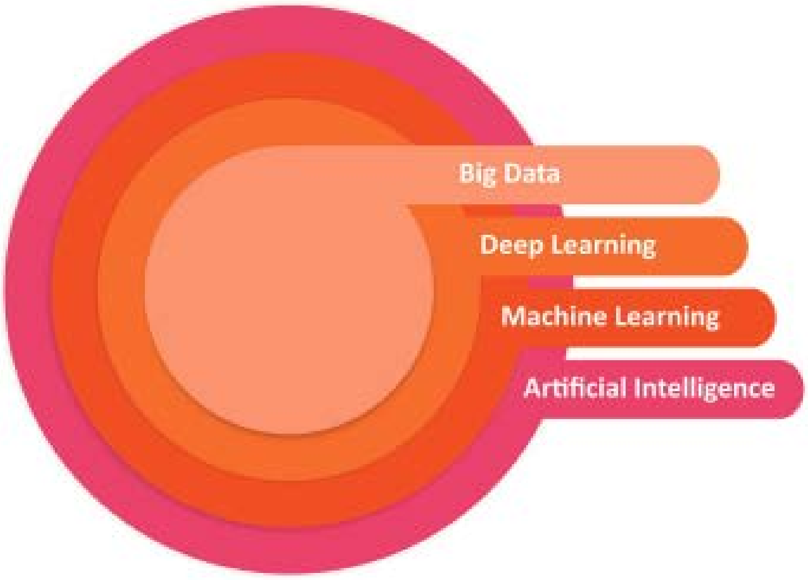
The use of transformative technologies to understand the complexities that arise from the combination of a variety of data from areas like clinical research, plants and animal genomics could reveal completely innovative approaches to treatment of diseases. With the use of AI, the time spent to make a drug discovery can be brought down significantly by migrating to virtual trials to detect patterns and anomalies.

In Life Sciences vertical, your Company serves a global leader in pet nutrition and nutrigenomics.

Big Data, Cloud and AI
A revolutionary relationship

Increase in adoption of Big Data and Cloud Technologies are acting as a catalyst for AI adoption. Enterprises that are at the forefront of Big Data, Digitalization and Cloud adoption are the ones that are going to have a competitive advantage because of the innate capabilities of AI to create measurable impact from data insights.

AI and ML- Poised to become **the largest revolutions**



AI is a broad term that encompasses a lot of technologies with different capabilities to support decision making. One such technology is ML. The data rich organizations have a clear advantage because of ML's ability to learn and improve continuously. AI and ML have been discussed for decades but the convergence of Big Data and Cloud with AI and ML is real now for three reasons:

i. **Computing Power:** Computing resources available today are exceptional. With access to cloud technologies like AWS, Google Cloud and Microsoft Azure, computing power is no longer a constraint.
ii. **Bandwidth:** Better availability of high bandwidth has positively impacted accessibility.
iii. **Big Data:** Access to large volumes of unstructured and structured data is changing the information landscape at our disposal.

According to a report by Accenture, business revenues can be up by 38 percent by investing in AI and human-machine collaboration. AI and ML are poised to become the largest revolutions because of the versatility they bring to decision making in every sector.

Big Data
Precursor for AI Initiatives

Big Data is transforming the ways in which businesses function – from transactional to relationship basis. Exponential data growth in terms of unstructured data and real-time data from IoT networks, and economics of digital storage and cloud computing are growth drivers for ML across industries. According to Gartner, 80 percent of enterprise data is unstructured and critical for strategic business decisions, further adding to an inevitable need for AI and ML implementation.

Cloud
Equalizer for all

Cloud is a strategic technology investment for all advanced technological expansions. It has proven success in bringing down the infrastructure and maintenance costs while improving availability time and scalability for future growth and expansion.

According to a report by IBM, cognitive cloud technologies will enable AI. Similar report further suggest that 90 percent early cloud adopters claim that cloud technology will play an important role in their AI initiatives in coming years.

The Technological
Disruption

According to Gartner, by 2020, customers will be able to manage 85 percent of the interactions with an enterprise without human intervention. AI and ML are transforming the way businesses are defined, designed and delivered and enterprise value is captured. Enterprises need to take smart advantage of this and move in the direction of offering personalized solutions and services to customers.

As AI becomes more prominent, enterprises are going to end up with 'haves and have-nots' in the AI space. There will be businesses with capital and resources to implement AI solutions and get to decisions, and there will be businesses standing still in the 'have-not' space. As we approach this future, we will see startups and enterprises alike take advantage of AI to re-invent and innovate.

The Future
The paradigm shift

The last generation of trillion dollars were created out of traditional Indian IT businesses that were focused on back end and costs. The next trillions of dollars will be created by front end innovation driven technology companies focused on value.

About CT

Plan, Build and Scale
AI-First Business

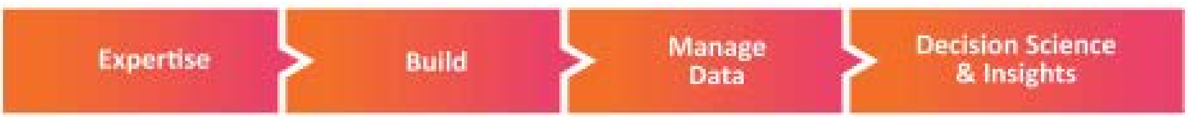
For years, experts have spoken about the future of AI in making a tangible difference to businesses and your Company believes that future is now. Over three quarters of executives from around the world believe that they would like to incorporate AI into their business practices over the next 3 years, but now there is no reason to wait as technology is already transforming every aspect of the way an organization operates. No matter what the size of a business is, your Company's AI services and solutions can be integrated into any business model to improve the way they do everything from advertise to interact with their customers utilizing their datasets.

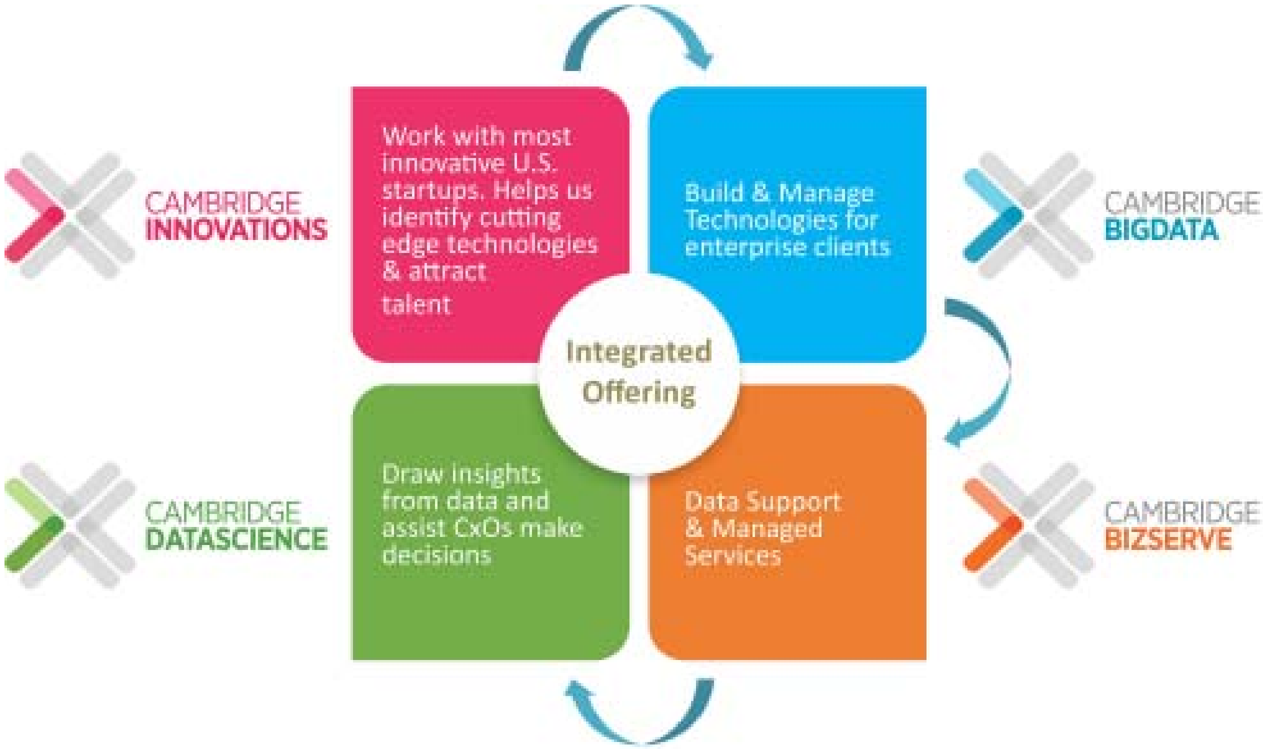
How can becoming an
AI-First Business Benefit

Becoming an AI-First business means embracing AI to work in collaboration with human workforce and be the foremost in adopting data-driven culture in industry to get ahead of the competition and becoming a leader in one's industry. It means offering a more personalized and seamless experience for one's customers, from the moment they hear about your product or service to the moment they complete their transactions and beyond. It means more productivity from one's staff. AI-First businesses adopt technologies to free employees from monotonous daily tasks so that they can tap into their creativity and focus more on the aspects of business that still require a human touch.

Integrated Offerings

Businesses need a lot of elements to implement AI. They need an element of Big Data and Cloud which is provided by Cambridge Big Data where your Company serves enterprise clients, they need the elements of Cambridge BizServe that allows to manage data, then they need elements of innovation offered by Cambridge Innovations that help businesses leapfrog and most importantly, draw insights to take the decisions, offered by Cambridge DataScience. Your Company's offerings fit together because of its understanding towards the entire lifecycle of a business.





CT's Full
Spectrum of Services

AI is not a one-size-fits-all solution. It incorporates numerous aspects of technologies, platforms, and services tailored to meet the specific business needs. Your Company offers solutions ranging from strategic workshops to AlaaS implementation and elements that are required to put all of these things together.

Service offerings in AI Space

- **AI Advisory:** If a business or organization is new to AI, but it still wants to make AI an essential part of its strategy, your Company's AI Advisory workshop is the best place to start. Here, the client will finish the process with a better understanding of exactly what is artificial intelligence, how it is currently improving its industry, and readiness for incorporating it into its business model.

- **AI Solutions:** Your Company's AI solutions are for businesses that know the potential of AI. If a client is ready to begin implementation but does not want to go through the trouble of putting together its own internal AI team, your Company offers innovative solutions by combining world class elements.

- **AIaaS:** AI can make immediate contributions towards critical business decisions leading to increased profitability for the organizations. Through the AIaaS model, your Company enables businesses unlock the value of their data by bringing together unparalleled access to cutting-edge technology and expertise in building solutions for some of the world's largest and most innovative enterprises. Your Company is excited to partner with enterprises on cutting edge technologies to provide superior value and more effective service on revenue generating IPs.

If a business has already recognized AI as the way of the future and are ready to make a complete investment, AIaaS is the best option. Your Company's expert team builds AI technology for the client's existing platforms by integrating customized AI solutions via web programs and an API. Your Company's team also hosts and manage the client's AI applications without them required to put together an internal team.

AIaaS elements potentially include:

- Joint and/or customer-owned IP development.
- Identification of business opportunities for AI application.
- Revenue share business model.
- Development of API to leverage AI power.
- Management and continuous support for your infrastructure as it relates to your AI solutions.

Working with clients in AIaaS model leads to potential upside in profitability based on performance unlike the standard time and material pricing model.

Progress so Far: From starting point in 2015 to where we are in 2018

Journey to Transform

- Mr. Aashish Kalra was appointed as the new Chairman of your Company in 2015. Based in USA, Mr. Kalra has dedicated his career to creating and investing in successful and socially conscious ventures in technology, real estate, energy, logistics and hospitality on a global basis. Having Mr. Kalra on board has given your Company access to various new customers and changes in the business approach.

- **Business Plan to achieve minimum scale:** In 2015, your Company proposed a business plan to achieve minimum scale. Since then your Company has focused on 1) Building the right team and strengthening its partner ecosystem 2) Acquiring referenceable clients in its chosen verticals and 3) Acquiring relevant expertise in technologies.

Journey to Build Infrastructure

- **Presence:** In line with providing its global clients access to 24/7 development cycle, your Company has expanded its presence across USA, India and Philippines.
- **200 percent increase in workforce:** The workforce has grown from ~150 in January 2015 to 352.
- **100 percent AWS certified:** Your Company's cloud managed services on AWS are supported by a 100 percent AWS certified team of IT professionals. Your Company is differentiated from more than 10,000 AWS partners globally by achieving competencies in Big Data (one of 31 partners), DevOps (one of 73 partners), Oracle (one of 16 partners) and a Managed Services Provider (one of 114).
- **Attract and retain talent:** Your Company launched Cambridge Innovations (CI) in Q3FY16 to work with U.S. based innovative growth companies which helps the Company identify cutting edge technologies and attract the best talent to work with it. This has enabled our employees to work with the best minds in the industry and build our own future clientele.

Journey to INR 100 cr of base revenues

- In FY15, the base revenues were INR 32.2 cr and your Company believed that it will take two years to get to a minimum scale.
- Based on market feedback, your Company initiated a consolidation exercise in Q4FY17 to retain the right pieces and put them all together in a thoughtful manner to improve profitability and scalability.
- In Q2FY18, your Company reset its base revenues and retained only 80-90 percent of its old base.
- On a consolidated basis in FY18, your Company's revenues have grown from its new base set in Q2FY18.

Journey to Build Referenceability

- Your Company has added a referenceable client in each of its focus verticals: Energy and Utilities, Life Sciences and Pharmaceuticals, Industrials, BFSI, Data Infrastructure and Rapid Prototyping.
- Your Company has strengthened its partner ecosystem to provide access to cutting edge solution to its clients and build referenceability in client acquisition.

CLOUD COMPUTING	amazon web services	Microsoft Azure	rackspace
BIG DATA/ ANALYTICS	IBM Watson	pentaho	tableau PARTNER
ENTERPRISE SOLUTIONS	ORACLE Platinum Partner	Microsoft	open source
LOAD TEST/ MONITORING	Apica	New Relic.	
DEV OPS/ AUTOMATION	ATLASSIAN	puppet	ANSIBLE
IDENTITY MANAGEMENT	ca technologies	FORGEROCK	ORACLE IDENTITY MANAGEMENT

Journey to AIaaS

- Your Company signed its first client in AIaaS in FY18.
- The solution employs a number of state of the art algorithmic techniques such as contextual multi-armed bandits, and using techniques in the emerging subfield of counterfactual machine learning.
- Under this engagement, your Company owns additional IP along with the rights to resell and adapt the IP in Australia, Europe and Asia-Pacific regions.
- Your Company benefits from receiving a share in the incremental revenues of its client's business by deploying its proprietary algorithms.

Journey to Engage

In the next phase, your Company is focused on building a body of work to demonstrate the value of AI to new clients. With referenceable clients in place, your Company has conducted events to engage with a broader set of new clients. Your Company is primarily focused on USA as it is home to the largest companies in the world.

Key select **events conducted**

Date & Country	Title	Theme
May 2017, USA	Cambridge Envision event with AWS	Conducted in Alabama and Kansas, the event was focused on data driven decision making.
December 2017, USA	Beyond Prediction: Using AWS AI/ML platform for Data driven Decision Making	The event demonstrated limitations of pure predictive models and outlining solutions for enterprises to start building their capabilities in AI and ML.
February 2018, India	Beyond Prediction: Using Microsoft Azure's AI/ML platform for Data Driven Decision Making	The event demonstrated limitations of pure predictive models and outlining solutions for enterprises to start building their capabilities in AI and ML.
March 2018, India	Beyond Prediction: Building Data Lake for Machine Learning with AWS	Your Company successfully hosted a series of events with AWS from 8 - 22 March 2018 covering seven cities in USA. The event was themed on building a Data Lake for organizations to store massive amounts of data in its original form.

Vision 2020

Your Company is on track to achieve its Vision 2020 by December 2020 by focusing on:

- **Organic Growth:** Your Company expects to deliver an average annual revenue of USD 10 mn approximately from each of its four growth drivers i.e. Cambridge Big Data, Cambridge BizServe, Cambridge DataScience, and Cambridge Innovations by December 2020.
- **Upside from equity:** Your Company will take 3-5 years to generate liquidity from its investments.
- **Inorganic Growth:** Your Company is open to explore inorganic growth opportunities.

Outlook

Your Company gives organizations unparalleled access to cutting-edge technology by bringing together the best-in-industry leveraging years of expertise in building solutions for some of the world's largest and most innovative enterprises. Your Company's expertise across multiple domains makes it the preferred choice for organizations seeking an AI partner to innovate and leapfrog the market.

Threats, Risks & Concerns

The potential threats and 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. Your Company is well positioned to minimize the potential identified threats and risks, and the way it does is detailed below:

Changing Technological Trends

With the rapid advancements in technology in this day and age it becomes imperative for the service provider to keep pace and adopt the learning curve. Your Company constantly endeavors to stay ahead of the curve by building capabilities that meet the current and future needs of its customers.

Training

At CT, 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

Finding the right kind of talent and retaining them could pose a challenge for a business like ours. The dynamic nature of technology, increasing demand from clients, etc., warrants your Company to focus on finding the right kind of talent and their retention for its existence and delivering sustainable growth. Hiring the best of the breed talent forms the core belief at CT.

Exchange rate risk

A substantial part of the your Company's revenues accrues in US dollars, therefore inevitably exposed to fluctuations in exchange rates of foreign currency. Any major change in foreign currency exchange rates will have an impact on the Company's earnings.

Competition

The IT services industry is intensely competitive with local and MNC players, each with a sizable presence in the market. Competitive pressure could adversely affect pricing strategy for services, impacting growth and profitability. To remain competitive over the years, your Company has developed deep domain knowledge and delivery capabilities with skilled workforce.

Consolidated performance

In INR Crores

Year	2017-18	2016-17	Change
Revenue from operations	99.10	100.60	-1.49%
Total Expenses	87.42	83.99	
PBT	12.22	20.90	-41.53%
Tax Expense / (Tax Benefit)	(0.69)	4.60	
Profit after tax	12.91	16.30	-20.80%
Reserves & Surplus	37.36	25.56	46.16%

- **Revenue**
  Revenue decreased by 1.5% to INR 99.10 cr for the year ended 31st March, 2018 as compared to INR 100.60 cr for the same period last year.

- **Profit After Tax**
  Profit after tax decreased by 21% to INR 12.91 cr for the year ended 31st March, 2018 as compared to INR 16.30 cr for the same period last year. Reserves and Surplus have increased from INR 25.56 cr in FY 2016-17 to INR 37.36 cr in FY 2017-18.

- **PBT**
  The PBT decreased by 41% at INR 12.22 cr for the year ended 31st March, 2018 as compared to INR 20.90 cr for the same period last year.

- **Expenditure**
  Total Expenditure increased to INR 87.11 cr for the year ended 31st March, 2018 as compared to INR 83.99 cr for the same period last year. Out of the above, Employee benefits expense stood at INR 35.98 cr in FY 2017-18 as compared to INR 42.12 cr for the same period last year.

Standalone performance

In INR Crores

Year	2017-18	2016-17	Change
Revenue from operations	63.05	38.66	63.01%
Total Expenses	59.06	34.91	
PBT	4.53	7.31	-38.03%
Tax Expense	1.08	2.76	
Profit after tax	3.45	4.55	-24.18%
Reserves & Surplus	12.11	8.62	40.49%

- **Revenue**
  Revenue increased by 63% to INR 63.05 cr for the year ended 31st March, 2018 as compared to INR 38.66 cr for the same period last year.

- **Profit After Tax**
  profit after tax decreased by 24% to INR 3.45 cr for the year ended 31st March, 2018 as compared to INR 4.55 cr for the same period last year. Reserves and Surplus have increased from INR 8.62 cr in FY 2016-17 to INR 12.11 cr in FY 2017-18.

- **PBT**
  The PBT decreased by 38% at INR 4.53 cr for the year ended 31st March, 2018 as compared to INR 7.31 cr for the same period last year.

- **Expenditure**
  Total Expenditure increased to INR 59.06 cr for the year ended 31st March, 2018 as compared to INR 34.91 cr for the same period last year. Out of the above, employee benefits expense stood at INR 21.81 cr in FY 2017-18 as compared to INR 20.89 cr 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.

SEGMENT – WISE PERFORMANCE

The Company has identified two reportable segments i.e., Software Development Services and Software Licenses for the financial year ended March 31, 2018. The segment-wise performance i.e. segment revenue, segment profit and other details are provided in the notes to financial statements which are a 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 reviewing 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 Auditor and the Audit observations are periodically reviewed by the Audit Committee of the Board of Directors and necessary directions are issued, whenever 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, openness, promote internal talent and build an appreciating culture and transparent communication. Employees are our most important and valuable assets and your Company's sound human resource development policies, focused towards a healthy, happy and prosperous work environment, ensure that each employee grows as an individual and contributes to the performance of your Company.

Recognition and Appreciation culture in the Company has been further strengthened and continues to build on the engagement level of employees. Key elements that define our culture include professional working environment, training and development, and compensation.

As of 31 March 2018, your Company has 272 employees on its payroll. The headcount of the Company along with its subsidiaries is 352.

Cautionary statement

Certain statements in this report or elsewhere in the Annual Report may contain statements concerning Cambridge Technology Enterprises Limited and its growth prospects, expected financial position, business strategy, future development of the Company's operations, general economy, industry structure and other developments that are individually and collectively forward-looking statements. Such forward-looking statements are not guarantees of actual results, future performance or achievements and are subject to known and unknown risks, uncertainties and assumptions that are difficult to predict. These risks and uncertainties include, but are not limited to, the performance of the Indian economy and of the economies of various international markets, the performance of the industry in India and world-wide, competition, changes in government policies or regulations of India, changes relating to the administration of the Company, the Company's ability to successfully implement its strategy, the Company's future levels of growth and expansion, technological implementation, changes and advancements, changes in revenue, income or cash flows, the Company's market preferences and its exposure to market risks, as well as other risks. The Company's actual results, levels of activity, performance or achievements could differ materially and adversely from results expressed in or implied by this report. The Company assumes no obligation to update any forward-looking information contained in this report.

CORPORATE GOVERNANCE REPORT

A. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Cambridge Technology Enterprises Limited ("CTEL" 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 and share accurate information regarding financials and performance, to ensure that the Directors of the Company are subject to their duties, obligations, accountability and responsibilities, so as to ensure transparency, integrity and accountability to enhance the value of the stakeholders and achieve sustainable growth of the Company.

B. BOARD DIRECTORS

Composition and Category of Directors

The Board consists of Six directors comprising 2 (Two) Executive Directors (Whole-time Directors), 1 (one) Non-Independent and Non-Executive Director and 3 (Three) Independent non-executive Directors as on March 31, 2018 and as on the date of this report. Mr. Bendapudi Muralidhar (DIN: 0385208) has resigned as an Independent Director of the Company w.e.f May 21, 2018 and the Board has appointed Ms. Usha Srikanth as an Additional and Independent Director w.e.f August 07, 2018 for a consecutive term of five years subject to approval of the Members.

The Composition of the Board is in conformity with Section 149(4) of the Companies Act, 2013 and Regulation 17 of SEBI (LODR) Regulations, 2015. The composition of the Board represents the finest blend of professionals from various backgrounds which enables the Board to discharge its responsibilities more efficiently and provide effective leadership which enables it to ensure long term value creation for all stakeholders.

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Listing Regulations and the Companies Act, 2013. All the Directors have made necessary disclosures regarding Committee positions and Directorships held by them in other companies. 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.

Number of Board Meetings held during the year 2017-18:

The Board of Directors duly met 7 times during the financial year from 1st April, 2017 to 31st March, 2018. The dates on which the meetings were held are as follows:

24th May 2017, 24th August 2017, 12th September 2017, 28th October 2017, 30th November 2017, 7th December, 2017 and 12th February, 2018. The necessary quorum was present for all the Board Meetings and the 18th Annual General Meeting. The maximum time-gap between any two consecutive meetings did not exceed one hundred and twenty days. As required by Part A of Schedule II to the Listing Regulations, all the necessary information was placed before the Board from time to time. The board of directors periodically reviewed compliance reports pertaining to all laws applicable to the listed entity, prepared by the listed entity as also steps taken to remediate instances of non-compliances, if any. The Board is satisfied that the succession plan is in place for appointment to the board of directors and senior management.

Details of Directors, their Attendance and other Directorships/Committee Memberships as on 31 March 2018:

Name of the Director & Designation	Designation Category	Number of Board Meetings attended during the year 2017-18	Whether attended last AGM held on 25th September, 2017	No. of directorships in other companies**		No. of committee* positions in other companies	
				Chairman	Member	Chairman	Member
Aashish Kalra DIN:01878010	Chairman & CEO	3	No	-	3	-	-
Dharani Raghurama Swaroop, DIN:0045350	Whole-Time Director- Executive Director	7	Yes	-	2	-	-
Stefan Hetges, DIN:03339784	Director- Non-Executive Non-Independent Director	1	No	-	1	-	-
Motaparthy Venkateswara Rao Kasi DIN : 01001056	Independent Director- Independent Non-executive Director	7	Yes		1	-	-
Bendapudi Muralidhar DIN : 00385208	Independent Director- Independent Non-executive Director	7	No	-	3	-	-
Jayalakshmi Kumari Kanukollu DIN : 03423518	Independent Director- Independent Non-executive Director	7	Yes	-	1	-	-
Usha Srikanth*** DIN : 08184237	Additional & Independent Director- Independent Non-executive Director	NA	NA	-	Nil	-	-

*In accordance with Regulation 26 of SEBI (LODR) Regulations, 2015, membership/chairmanship of only audit committee and stakeholders relationship committee of public limited companies has been considered.

** Excludes directorship in Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

** Appointed as Additional and Independent Director by the Board w.e.f 7th August 2018 subject to approval of Members at AGM.

Note: Mr. Bendapudi Muralidhar resigned w.e.f May 21, 2018.

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 as on 31.03.2018
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, 2017, 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 imparted to Independent Directors are disclosed on the website of company.

Weblink: http://www.ctepl.com/pdfs/investors/Familiarisation-Programme-CTEL-2018.pdf

Web link where terms and conditions of appointment of Independent Directors is disclosed

The terms and conditions of appointment of Independent Directors is also disseminated on the website of the Company. Web link: http://www.ctepl.com/pdfs/investors/Terms_of_appointment_of_independent_Directors.pdf

C. COMMITTEES OF THE BOARD

I. Audit Committee

Brief Description of terms of reference

The Brief terms of reference of the committee inter-aliaincludes oversight of the listed entity‘s financial reporting process and the disclosure of its financial information, recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity, reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the board for approval, reviewing with the management, the quarterly financial statements before submission to the board for approval, reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process, approval or any subsequent modification of transactions of the listed entity with related parties, scrutiny of inter-corporate loans and investments, reviewing the adequacy of internal audit function, evaluation of internal financial controls, approval of appointment of chief financial officer, etc., and other roles in accordance with Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 and 21 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 18and 21 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (hereinafter referred to as Listing Regulations, 2015’). Apart from the above, the Committee also carries outsuch functions/responsibilities entrusted on it by the Board of Directors from time to time.

Composition,meetings & attendance during the year

The Audit Committee comprises of two Non-Executive Independent Directors and one Executive Director.

It is chaired by Mr. Venkat Motaparthy. Five meetings of the Audit Committee were held during the financial year 2017-18. The dates on which the said meetings were held are as follows:

24th May 2017, 24th August 2017, 12th September, 2017, 7th December, 2017 and 12th February, 2018. The maximum gap between any two Meetings of the Committee held during the year was not more than 120 days.

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 2017-18
Mr. Venkat Motaparthy, Non-Executive & Independent Director	Chairman	5
Mr. B. Muralidhar, Non-Executive & Independent Director *	Member	5
Mr. Dharani Raghurama Swaroop, Executive Director	Member	5
Mrs. K Jayalakshmi Kumari, Non-Executive & Independent Director **	Member	NA

*Mr. Bendapudi Muralidhar ceased to be a member of the committee on his resignation from the Board with effect from May 21, 2018.

** Mrs. K Jayalakshmi Kumari was appointed as a member of the committee w.e.f May 22, 2018.

The Company Secretary of the Company acts as the Secretary to the Audit Committee.The meetings are usually attended by the members of the Committee, Chief Financial Officer, Company Secretary and representatives of Statutory Auditors & Internal Auditors.

Internal Audit:

M/s. Narven & Associates, Internal Auditors of the Company have carried out the internal audit for theFY 2017-18. The reports and findings of the Internal Auditor are periodically reviewed by the Committee.

II. Nomination and Remuneration Committee

Terms of Reference

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of theListing Regulations, 2015. Apart from the above, the Committee also carries out such functions/responsibilities entrusted on it by the Board of Directors from time to time.

Nomination, Remuneration and Performance Evaluation Policy is available on the website of the Company. Web-link: http://www.ctepl.com/pdfs/investors/Performance_evaluation_nomination_remuneration_policy.pdf

The Brief terms of reference of the committee inter-alia includes formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees; formulation of criteria for evaluation of performance of independent directors and the board of directors; devising a policy on diversity of board of directors; identifying persons who are qualified to become directors and who may be appointed in senior management andrecommend to the board of directors their appointment and removal, recommending and administering employee stock option scheme and other roles in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the Listing Regulations, 2015.

Composition and meeting

The Nomination and Remuneration Committee of the Company consists of 3Independent Non-Executive 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, 2015.

Number of Meeting(s) held during the year

During the year there were no meetings held by the Nomination and Remuneration Committee.

Composition, name of Members and attendance during the year

Name of the Director	Position	No. of Meetings Attended
Mr. Venkat Motaparthy*	Chairman	Nil
Mr. B Muralidhar**	Member	Nil
Ms. K Jayalakshmi Kumari***	Member	Nil
Ms. Usha Srikanth#	Member	NA

*Mr. Venkat Motaparthy ceased to be Chairman of the committee w.e.f August 07, 2018 and he is continuing as a member of the committee.

** Mr. Bendapudi Muralidhar ceased to be a member of the committee on his resignation from the Board with effect from May 21, 2018.

*** Ms. K Jayalakshmi Kumari, member of the committee is appointed as chairman of the committee w.e.f August 07, 2018.

#Ms. Usha Srikanth is appointed as a member of the committee w.e.f August 07, 2018.

The Company Secretary of the Company acts as the Secretary to the Nomination & Remuneration Committee.

Performance Evaluation of Board, Committees & Independent Directors

An annual evaluation of performance of the Board, its Committees and of individual Directors including Chairman has been carried out.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 established the processes for evaluation of performance of Directors including Independent Directors, the Board and its committees.

Performance evaluation criteria for Independent Directors

The criteria for performance evaluation of the individual Directors including Independent Directors inter-alia include aspects like qualifications, experience, competency, sufficient understanding and knowledge of the entity, fulfilling of functions, roles and responsibilities, active initiation with respect to various areas, attendance at the meetings, contribution to the company and board meetings, commitment to the Board, integrity and other measures.

Board Diversity

The Company has adopted the Policy on Board Diversity as required under Regulation 19 read with Part D ofSchedule II of SEBI (LODR) Regulations, 2015.

Succession Planning

The Nomination and Remuneration Committee works with the Board for succession planning for its Directors,KMPs and senior management.

Remuneration of Directors:

a. There were no pecuniary relationship or transactions with any non-executive director of the Company.

b. The Company has not paid any remuneration to its non-executive directors during the year, except the sitting fees paid for attending the meetings of the Board and the Committees. The nomination and remuneration policy which includes criteria of making payments, if any, to non-executive directors is available on the Company's website. Web link: http://www.ctepl.com/investors/

Details of sitting fees paid to non-executive Directors are as follows:

NAME OF THE DIRECTOR	AMOUNT (IN RUPEES)
Mr. Venkat Motaparthy	130,000
Mrs. K. Jayalakshmi Kumari	70,000
Mr. Bendapudi Muralidhar	110,000
Mr. Stefan Hetges	Nil

c. Details of the remuneration of Executive Directors and Non-Executive Directors for the year ended 31st March, 2018 are as follows:

(in INR)

Name	Salary	Perquisites & other benefits	Performance Bonus / Commission / pension	Others - leave encashment	Sitting fees	Stock Options*	Total
Dharani Raghurama Swaroop*, Whole – time Director	20,00,000	3,33,334	-	1,66,667	-	20,000 stock options granted on July 10, 2015.	25,00,001
Venkat Motaparthy, Independent Director	-	-	-	-	1,30,000	-	1,30,000
B Muralidhar, Independent Director	-	-	-	-	1,10,000	-	1,10,000
K Jayalakshmi Kumar, Independent Director	-	-	-	-	70,000	-	70,000

- Stock Option details: During FY 2015 – 16, Mr. Dharani Raghurama Swaroop, has been granted 20,000 stock options at an exercise price of Rs. 38/- and the same have not been issued at discount.The vesting of Options takes place at the expiry of Three (3) years from the date of granting of options i.e., on 11th July, 2018. However in no case the exercise period shall be extended beyond five years from the date of first vesting.
- Details of fixed component and performance linked incentives along with performance criteria: The same is governed by resolutions passed by the Committees / Board and/or the Shareholders of the Company, Performance evaluation, nomination and remuneration policy of the company, and any other policy or rules of the Company.
- Service contracts, notice period and Severance fees: The appointment of Whole - time Directors is governed by resolutions passed by the Board and the Shareholders of the Company, which cover the terms and conditions of such appointment read with the policy of the Company. Letters of appointment have been issued by the Company to the Independent Directors, incorporating their roles, duties, responsibilities, etc., which have been accepted by them. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Whole - time Directors. With respect to notice period of Directors, the Directors have option to resign from office at any time during the term of appointment by giving notice in writing. However the statutory provisions will also apply.

Shareholding of the Directors of the Company as on 31st March, 2018

Name	No of shares	% of Total holding
Dharani Raghurama Swaroop	9,000	0.04
B Muralidhar	288	0.001

III. Stakeholders Relationship Committee

Terms of Reference

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II ofSEBI (LODR) Regulations, 2015.

Broad Terms of Reference of the Committee inter-alia include approval of transfer of shares, to consider and resolve the grievances of the security holders including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

Composition of the Committee

The Stakeholders Relationship Committee of the Company consists of 2 Independent Non-Executive Directors and one Executive Director including Chairman.

No. of meetings held and attendance during the year

During the year, one meeting of the committee was held on January 18, 2018.

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
B Muralidhar*	Chairman	1	1
Venkat Motaparthy	Member	1	1
Dharani Raghurama Swaroop	Member	1	1
Ms. K Jayalakshmi Kumari**	Member	NA	NA

*Mr. Bendapudi Muralidhar ceased to be a member& chairman of the committee on his resignation from the Board with effect from May 21, 2018.

**Ms. K Jayalakshmi Kumari is appointed as member & chairman of the committee w.e.f August 07, 2018.

The Company Secretary of the Company acts as the Secretary to the Stakeholders' Relationship Committee.

Name and Designation of Compliance Officer:

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

Mr. T V Siva Prasad, has tendered his resignation as CFO, Company Secretary & Compliance Officer of the Company and the board of Directors at its meeting held on August 07, 2018 has accepted his resignation w.e.f August 08, 2018. At the same meeting, Mr. Ashish Bhattad is appointed as Company Secretary w.e.f August 09, 2018. Mr. Ashish Bhattad, Company Secretary has been appointed as Compliance Officer w.e.f August 09, 2018 at the said meeting of the board.

Number of Shareholders' complaints received so far: 2

Number of Shareholders' disposed: 2

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

Number of Pending Complaints at the end of the year: Nil

IV. Risk Management Committee

The provisions of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company and hence, the Company did not constitute Risk Management Committee.

Note: The composition of various committees of the board of directors is disseminated on the website of the Company.

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

V. Corporate Social Responsibility Committee

Your Company does not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, but it has a net profit of more than Rs. 5 Crores as at the end of the 31st March, 2017. Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is applicable to your Company from the financial year 2017 - 18. Hence the Board of Directors of the Company at its meeting held on December 07, 2017 have constituted a Corporate Social Responsibility Committee. The CSR Policy of the Company as recommended by CSR Committee and approved by the Board of Directors of the Company is available on website of the company i.e., www.ctepl.com. The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 135 of the Companies Act, 2013.

The Report on Corporate Social Responsibility containing particulars as per the provisions of Section 135 read with the Companies (Corporate Social Responsibility) Rules, 2014 is enclosed as **Annexure '9'** tothe Directors Report.

During the year under review, one (1) Meeting of the Committee was held on February 12, 2018.

Broad Terms of Reference of the Committee inter-alia include:

- Formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- Recommendation of the amount of expenditure to be incurred on CSR activities; and
- Monitoring compliance to the CSR Policy of the Company.

Composition of the Committee

The Corporate Social Responsibility Committee of the Company consists of 2 Independent Non-Executive Directors and one Executive Director.

No. of meetings held and attendance during the year

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Dharani Raghurama Swaroop	Chairman	1	1
Venkat Motaparthy	Member	1	1
K Jayalakshmi Kumari	Member	1	1

The Company Secretary of the Company acts as the Secretary to the Stakeholders' Relationship Committee.

VI. Finance Committee

The Board of Directors at its meeting held on December 07, 2017 have constituted Finance Committee pursuant to Section 179 of the Companies Act, 2013. The broad terms of reference of the Committee areto exercise powers specified in clauses (d) to (f) of Section 179 of the Companies Act, 2013 i.e., to approve investments of funds / borrowings / loans / guarantee within the limits prescribed by the Board from time to time and subject to the general supervision and ultimate control by the Board of Directors.

Composition of the Committee

Sl. No.	Name of the Member	Designation	Position
1.	Mr. Dharani Raghurama Swaroop	Whole-time Director	Chairman
2.	Mr. Venkat Motaparthy	Independent Director	Member
3.	Mrs. K Jayalakshmi Kumari	Independent Director	Member

No. of meetings held and attendance during the year: 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
2016-17	25th September, 2017 at 10.30 A.M.	"Ruby Hall", 5th floor, Hotel Pearl Inn, Plot #15 to 18, Lumbini Layout, Gachibowli, Hyderabad – 500032,	3(Three) Special Resolutions were passed as follows: i. Increase in borrowing limits ii. Creation of Security on the properties of the company in favor of the Lenders. iii. Raising of funds through issue of FCCB's / other permissible Securities for an amount not exceeding USD 50 million.
2015-16	30th September, 2016 at 10.30 A.M.	FATPCCI Auditorium, Ground Floor, FTAPCCI, FAPCCI Marg, Red Hills, Hyderabad – 500004, Telangana State.	Nil
2014-15	7th 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 (five) Special Resolutions were passed as follows: i. Amendment to Articles of Association of the company ii. Appointment of Mr. Aashish Kalra as Chairman & Whole – time Director iii. Amendment to CTEL ESOP Scheme 2011 iv. Amendment to CTEL ESOP Scheme 2 – 2008 v. Amendment to CTEL ESOP Scheme 1 - 2006

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:

No Special Resolutions were passed through Postal Ballot during the year 2017-18.

Proposal for Passing of Special Resolutions through Postal Ballot during the year 2018-19.

There is no such proposal as of now. In case, any resolution needs to be passed through Postal Ballot during the year 2018-19, 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: Quarterly, half-yearly and yearly financial results of the Company are published as per the requirements of Regulation 33 & 47 of the SEBI (LODR) Regulations, 2015 normally in the below newspapers. The financial results and other reports/intimations required under the SEBI (LODR) Regulations, 2015 are filed electronically with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and also posted on the Company's website- www.ctepl.com.

Newspapers wherein results normally published: Financial Express & Andhra Prabha.

Website: The Company's functional website i.e., www.ctepl.com 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.The contents of the said website are updated regularly as per Regulation 46 of the SEBI (LODR) Regulations, 2015.

News releases, presentations, among others: Official news releases and official media releases are sent to Stock Exchanges and are displayed on 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.

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: Your Company has a designated e-mail ID i.e., investors@ctepl.com exclusively for the purpose of registering complaints and grievances of Shareholders.Your Company has also displayed the said email ID and other relevant details prominently under the investors section in its website, http://www.ctepl.comfor creating investor awareness.

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: 28th September, 2018
  Day: Friday
  Time: 10.30 A.M.
  Venue:Ruby Hall, 5th Floor, Hotel Peerless Inn, Plot #15 to 18, Lumbini Layout, GachiBowli, Hyderabad – 500 032, Telangana State, India

- **Particulars of Financial Calendar**:

  Financial year: April 1 to March 31

Quarterly Results: Tentative dates for declaration of financial results.

1st Quarter	-	On or before 14th August, 2018
2nd Quarter	-	On or before 14th November, 2018
3rd Quarter	-	On or before 14th February, 2019
4th Quarter & year ended	-	On or before 30th May, 2019

Book Closure Date: Saturday, the 22nd September, 2018 to Friday, 28th September, 2018 (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, 25th 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: The Annual Listing Fees have been paidto the Stock Exchanges for the financial year 2017-18.

The payment of Annual Listing Fees for the financial year 2018-19 by the company is under process.

- **Market Price Data**

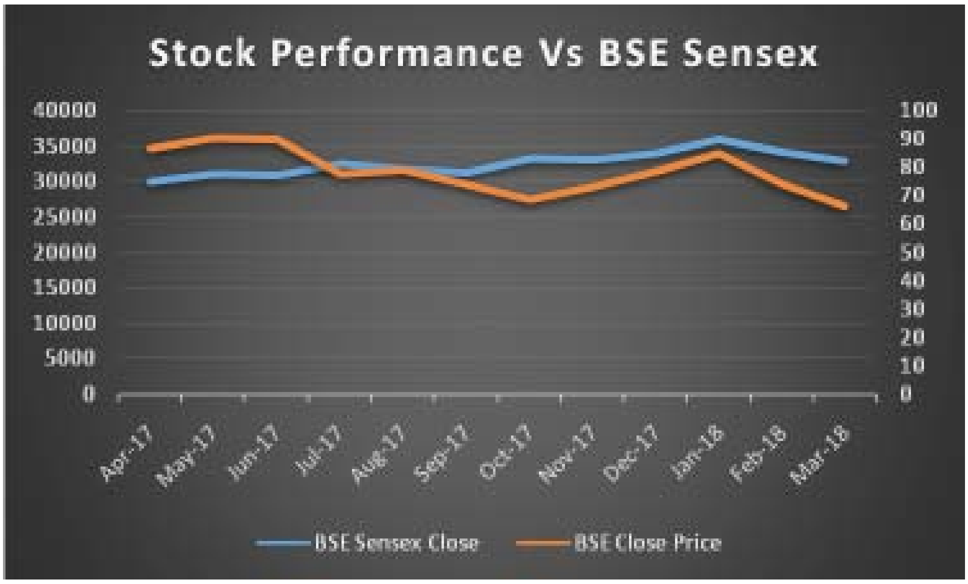
The monthly high and low prices recorded in BSE and NSE during the financial year 2017-18 is as under:

	BSE			NSE		
Month	**High**	**Low**	**No. of shares**	**High**	**Low**	**No. of shares**
April-17	100.05	86.70	1,04,487	99.95	87.90	3,04,817
May-17	93.25	83.75	1,43,208	92.90	84.05	1,82,202
June-17	96.55	85.10	53,661	96.95	85.90	1,55,122
July-17	94.20	77.35	1,05,951	93.45	76.85	2,39,036
Aug-17	80.90	64.65	1,56,099	80.00	65.20	96,265
Sep-17	93.75	73.75	1,32,773	93.10	73.05	160,216
Oct-17	75.35	67.10	73,235	75.00	66.00	1,80,183
Nov-17	75.45	59.75	46,134	76.00	59.30	2,78,578
Dec-17	78.30	71.00	92,992	78.85	71.10	3,80,467
Jan-18	102.90	79.40	1,72,906	103.65	79.15	4,97,687
Feb-18	86.35	71.00	70,600	86.30	70.50	1,87,424
Mar-18	78.00	63.70	85,857	78.25	63.30	1,73,316

- **Performance in comparison to BSE Sensex**

Month	BSE Sensex Close	BSE Close Price
April-17	29918.40	86.70
May-17	31145.80	90.10
June-17	30921.61	89.65
July-17	32514.94	77.40
Aug-17	31730.49	79.00
Sep-17	31283.72	73.90
Oct-17	33213.13	68.25
Nov-17	33149.35	72.95
Dec-17	34056.83	78.30
Jan-18	35965.02	84.80
Feb-18	34184.04	73.75
Mar-18	32968.68	66.25

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@aarthiconsultants.com

- **Share Transfer System**

  Shareholders' requests for transfer / transmission of equity shares and other related matters are handled by Registrar and Transfer Agent and are effected within 15 days from the date of receipt, if all the documents are valid and in order.

  The Company obtains half-yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of SEBI (LODR) Regulations, 2015. Further, the Compliance Certificate under Regulation 7(3) of the SEBI (LODR) Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Board is also submitted to the Stock Exchanges on a half yearly basis.

  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, 2018, no equity shares were pending for transfer.

- **Distribution of shareholding as on 31st March, 2018.**

S.No	Category	Holders	Holders %	No. of Shares	Amount	Amount %
1	1 - 5000	5,688	82.83	7,65,715	76,57,150	3.90
2	5001 - 10000	519	7.56	4,23,834	42,38,340	2.16
3	10001 - 20000	300	4.37	4,57,671	45,76,710	2.33
4	20001 - 30000	121	1.76	3,09,622	30,96,220	1.58
5	30001 - 40000	56	0.82	2,01,035	20,10,350	1.02
6	40001- 50000	49	0.71	2,27,869	22,78,690	1.16
7	50001 - 100000	65	0.95	4,83,188	48,31,880	2.46
8	100001 & above	69	1.00	1,67,62,081	16,76,20,810	85.39
	Total	**6,867**	**100.00**	**1,96,31,015**	**19,63,10,150**	**100.00**

Category of Equity Shareholders as on 31st March, 2018.

Category	No. of Shares held	Percentage of Shareholding
Promoter & Promoter Group	**9209693**	**46.91**
Public		
Individual Shareholders	5400812	27.51
Corporate Bodies		
i. Indian	442725	2.26
ii. Overseas	0.00	0.00
Foreign Bodies Corporate	2063481	10.51
Clearing Members	68075	0.35
NRI's (Repatriable and Non-Repatriable)	1798441	9.17
Foreign Nationals	99544	0.50
Total Public Shareholding	**9873078**	**50.30**
Employee Benefit Trusts (Non – Promoter & Non – Public)	**548244**	**2.79**
Total	**19631015**	**100.00**

S.No.	Name	No. ofshares held	% ofpaid 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	20,06,100	10.22
3	SaroshKersieWaghmar	9,40,080	4.79
4	Raymond J Lane	5,00,000	2.55
5	MukulMahavirprasad Agrawal	4,50,000	2.29
6	Suresh Gadaley	4,35,923	2.22
7	Devinder Prakash Kalra	3,93,000	2.00
8	Kanchan Sunil Singhania	2,70,000	1.38
9	Kamal Gadalay	2,11,398	1.08
SUB-TOTAL		**52,06,501**	**26.52**
III.	**Non - Promoter & Non - Public**		
10	D R R Swaroop(Trustee-ESOP Trust)	3,21,244	1.64
11	Purushothaman Vinayakam-Trustee (ESOP Trust)	2,27,000	1.16
SUB-TOTAL		**5,48,244**	**2.79**
III.	**OTHERS (Public)**	**46,66,577**	**23.77**
GRAND TOTAL		**1,96,31,015**	**100.00**

- **Dematerialization of shares and Liquidity as on 31st March, 2018.**

S.No.	Mode	No. of shares	% of total paid up
1	Demat (NSDL)	1,49,87,563	76.34
2	Demat (CDSL)	39,80,841	20.28
3	Physical	6,62,611	03.38
	TOTAL	**1,96,31,015**	**100.00**

- **Outstanding GDRs/ADRs/warrants or any convertible instruments, conversiondate and likely impact on equity:** The company has not issued any GDRs/ADRs or any commercial 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.
- **Plant locations (Software Development Locations& correspondence address)**

a. **North America**

USA

Cambridge Technology Inc, 120 SE 6th Avenue, Topeka, Kansas 66603

b. **Singapore**

Cambridge Technology Investments Pte Ltd, 51, Goldhill Plaza, # 07-10/11, SINGAPORE (308900)

c. **Philippines**

2F DCG Bldg, Crossing Bayabas Toril, Davao City, Philippines 8000

d. **India**

i. Unit No. 04-03, Level 4, Block I, "Cyber Pearl" Hitec City, Madhapur, Hyderabad – 500 081.

ii. Vakil Square Unit # 5, Rear Wing Fifth Floor, Near to Jayadeva Hospital, Bannerghatta Road, Bangalore-560029.

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.

- **Address for correspondence**

Registered Office: Unit No. 04-03, Level 4, Block I, "Cyber Pearl", Hitec City, Madhapur, Hyderabad (TS)– 500 081, India.

Phone : +91 40 40234400

Fax : +91 40 40234600

E-mail Id : investors@ctepl.com

G. OTHER DISCLOSURES

Particulars of Directors seeking Appointment/Re-appointment

For particulars of Director seeking re – appointment, please refer Directors Report and / or 19th AGM Notice of the Company dated 7th August, 2018.

Related Party Disclosure

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

During FY 2017-18, all related party transactions were in the ordinary course of business and on arm's length basis. Approval of the Board and / or Audit Committee is obtained, as required from time to time. The transactions are also reviewed by audit committee from time to time. However, there were no such transactions requiring approval of the Audit Committee/Board/Shareholders as per the Listing Regulations.During the year, the Company had not entered into any contract / arrangement / transactions with Related Parties (except with its subsidiaries as follows) which could be considered as material in terms of Regulation 23 of the SEBI (LODR) Regulations, 2015. In accordance with Ind AS, disclosures on related party transactions have been made in the notes to the Financial Statements.

Names of Related Party	Nature of Relationship	Nature of Transaction	Salient terms of the contract or transactions including the value, if any
Cambridge Technology Inc., USA	Wholly Owned Subsidiary	Services Rendered	At arm's length basis and in the ordinary course of business. As per transfer pricing guidelines. The Export Revenue from Cambridge Technology Inc, USA for the FY 2017-18 is INR 322,716,273/-

Related Party Transactions Policy

The Company has adopted a policy on dealing with Related Party Transactions and the same is disclosed on the website of the Company.

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

Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock

Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None

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 adopted a Whistle Blower Policy to provide vigil mechanism for Directors/Employees to voice their 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. The Company affirms that during FY 2017-18, no personnel have been denied access to the Audit Committee.The Whistle Blower 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 specified in Regulation 17 to 27 andclauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, 2015.

Adoption of non-mandatory requirements

- The Internal Auditors report directly to the Audit Committee.
- There is no qualification or adverse remark in the Independent Auditor's Report on the Standalone and Consolidatedfinancial statements for FY 2017-18.
- The Company's quarterly and half yearly results are published in the newspapers and also uploaded on its website. The Company provides the copy of the quarterly and half-yearly results only on receipt of a specific request from the Shareholders.

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.

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 audit committee of the company has reviewed the financial statements, in particular, investments made by the unlisted subsidiary. The minutes of the meetings of board of directors of the unlisted subsidiary are placed at the board meeting of the company, as and when required. The management of the unlisted subsidiary brings to the notice of the board of directors of the company, a statement of all significant transactions and / or arrangements entered into by the subsidiary. The Company monitors performance of subsidiary companies and also comply with the regulations, 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.

Code of Conduct

The Company has adopted a 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 serves as a guide to the Directors and Senior Management to make informed and prudent decisions and act on them. 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, 2018. A declaration to this effect signed by Mr. Aashish Kalra, Chairman and CEO is attachedas an **Annexure 1** to this report.

Code of conduct for prohibition of insider trading

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 Financial Statements of the Company for FY 2017-18 have been prepared in accordance with theapplicable accounting principles in India and the Indian Accounting Standards (Ind AS) prescribed underSection 133 of the Companies Act, 2013 read with the rules made thereunder.

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 and also to inform the same to the board of directors. 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.

Information flow to the Board Members:

As required under Regulation 17(7), Part A of Schedule II of SEBI (LODR) Regulations, 2015, informationis provided to the Board members for their information, review, inputs and approval from time to time.

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 DisclosureRequirements) 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

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.

The Company also submits a quarterly compliance report on corporate governance in the format as specified from time to time to NSE & BSE within 15 days from the close of every quarter.

Disclosure with respect to demat suspense account / unclaimed suspense account: Not Applicable

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	ComplianceStatus (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

For and on behalf of the Board of Directors

Sd/-
Dharani Raghurama Swaroop
Whole – time Director
DIN: 00453250

Sd/-
K Jayalakshmi Kumari
Independent Director
DIN: 03423518

Hyderabad
August 07, 2018

Annexure 1

Declaration Regarding Compliance with the 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 for the Financial Year 2017-18".

Sd/-

Place: Hyderabad — Aashish Kalra

Date:28^{th} May, 2018 — (Chairman& CEO)

Financial Statements

INDEPENDENT AUDITORS' REPORT

To

The Members of Cambridge Technology Enterprises Limited

Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

We have audited the accompanying Consolidated Ind AS financial statements of Cambridge Technology Enterprises Limited(hereafter referred to as "the Parent") and its subsidiaries Cambridge Technology Inc., USA, Cambridge Innovations Capital LLC, USA, Cambridge Technology Investments Pte Limited, Singapore, Cambridge Bizserve Private Limited, India, Cambridge Innovations Private Limited, India, Cambridge Bizserve Inc. Phillipines, Cloud Computing Global Pte Limited, Singapore and Kupfer Management Pte Limited, Singapore (the Parent and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Parent's Board of Directors is responsible for the preparation of these Consolidated Ind AS 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 (including other comprehensive income), consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act. 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 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 Ind AS financial statements by the Directors of the Parent, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS financial statements based on our audit. In conducting 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 Consolidated Ind AS 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 Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Parent's preparation of the Consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Parent's Board of Directors, as well as evaluating the overall presentation of the Consolidated Ind AS financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries,the aforesaid Consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fairview in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31stMarch, 2018, and their consolidated profit, consolidated total comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Other matters

a) We did not audit the financial statements and other financial information of five subsidiaries, namely, Cambridge Technology Inc., USA, Cambridge Innovations Capital LLC, USA, Cambridge Technology Investments Pte Limited, Singapore, Cambridge Bizserve Private Limited, India, and Cambridge Innovations Private Limited, India whose financial statements reflect total assets of Rs.12,63,686.87 thousands as at 31st March, 2018, total revenues of Rs. 6,78,616.96 thousands and net cash inflows amounting to Rs. 2,550.40 thousands for the year ended on that date as considered in the Consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries is based solely on the reports of such other auditors.

   The financial statements and other financial information of the subsidiaries, located outside India, have been prepared in accordance with accounting principles generally accepted in their countries and which have been reviewed by other auditors under generally accepted auditing standards applicable in their countries. The Management has converted the financial statements from accounting principles generally accepted in those countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries is based on the reports of other auditors and the conversion adjustments prepared by the Management and audited by us.

b) We did not audit the financial statements and other financial information of three subsidiaries, namely Cambridge Bizserve Inc. Phillipines, Cloud Computing Global Pte Limited, Singapore and Kupfer Management Pte Limited, Singapore whose financial statements reflect total assets of Rs.4,199.46 thousands as at 31st March, 2018, total revenues of Rs. 4,593.56 thousands and net cash outflows amounting to Rs. 2,550.40 thousands for the year ended on that date as considered in the Consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

   The financial statements and other financial information of the subsidiaries, located outside India, have been prepared in accordance with accounting principles generally accepted in their countries and which have been reviewed by the Management under generally accepted accounting standards applicable in those countries. The Management has converted the financial statements from accounting principles generally accepted in those countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries is based on the financial statements furnished by the Management and the conversion adjustments prepared by the Management and audited by us.

Our opinion above on the Consolidated Ind AS 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 and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements of subsidiaries, as referred to in 'Other Matters' paragraph, 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 Ind AS financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Ind AS financial statements.

d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Parent as on 31st March, 2018 taken on record by the Board of Directors of the Parent and the reports of the statutory auditors, who are appointed under Section 139 of the Act, of its subsidiaries in India, none of the directors of the Group's companies incorporated in India, is disqualified as on 31st March, 2018 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 and the operating effectiveness of such controls of the Parent and its subsidiaries, incorporated in India, 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, as amended, in our opinion and to the best of our information and according to the explanations given to us, and based on the reports of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the "Other matters" paragraph:

   i. The Consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 39.

   ii. The Groupdid not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31st March, 2018.

   iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Parent and its subsidiary companies, incorporated in India.

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

M. V. Ranganath
Partner
Membership No.028031

Place: Hyderabad
Date: 28th May, 2018

Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 1 (f) under"Report on Other Legal and Regulatory Requirements" section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 Parent") and its subsidiary companies, which are incorporated in India, as of 31st March 2018 in conjunction with our audit of the Consolidated Ind AS Financial Statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective management of the Parent and its subsidiary companies which are incorporated in India,are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respectivecompany 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 respective 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 Parent's and its subsidiary companies', which are incorporated in India, 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 the ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 Consolidated Ind AS 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 Parent's and its subsidiary companies', which are companies incorporated in India, 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 Parent'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 Parent; (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 Parent are being made only in accordance with authorisations of management and directors of the Parent; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Parent'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, to the best of our information and according to the explanations given to us, the Parent and its subsidiary companies which are incorporated in India, have, 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 2018, based on the internal control over financial reporting criteria established by the respective 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.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to separate financial statements of subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies.

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

M. V. Ranganath
Partner
Membership No.028031

Place: Hyderabad
Date: 28th May, 2018

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Particulars	Note	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
I. ASSETS				
Non-current Assets				
(a) Property, plant and equipment	4.1	6,650.19	6,873.82	11,997.28
(b) Goodwill	4.2	-	-	73,285.50
(c) Other Intangible assets	4.3	49,955.36	79,222.16	1,04,762.15
(d) Financial assets				
Investments	5.1	3,63,371.98	4,12,981.88	73,491.32
Other financial assets	5.2	46,935.06	24,877.72	28,590.09
(e) Other non-current assets	6	2,500.00	2,500.00	2,500.00
(f) Deferred tax assets (net)	7	18,852.43	4,776.24	29,364.50
(g) Amount recoverable from ESOP Trust		11,900.00	11,900.00	11,900.00
Current Assets				
(a) Financial assets				
(i) Trade receivables	8	1,55,143.78	1,43,871.59	87,766.99
(ii) Cash and cash equivalents	9	9,033.13	3,173.05	22,340.94
(iii) Other bank balances	10	3,648.50	12,280.00	1,100.00
(iv) Loans	11	11,912.29	10,579.20	-
(v) Other financial assets	12	1,83,813.29	74,965.30	55,783.35
(b) Current tax assets (net)	13	7,769.83	12,467.90	12,085.27
(c) Other current assets	14	19,099.18	20,668.96	22,059.68
TOTAL ASSETS		**8,90,585.00**	**8,21,137.83**	**5,37,027.08**
II. EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	15	1,96,310.15	1,96,310.15	1,96,310.15
(b) Other equity	16	3,73,556.08	2,55,573.66	1,92,931.87
Liabilities				
Non-Current Liabilities				
(a) Financial liabilities				
(i) Borrowings	17	3,325.10	583.25	2,763.14
(ii) Other financial liabilities	18	-	32.34	4,659.37
(b) Provisions	19	13,301.34	11,652.69	9,297.85
Current Liabilities				
(a) Financial liabilities				
(i) Borrowings	20	1,08,311.69	1,21,452.69	62,087.74
(ii) Trade payables	21	46,455.49	48,586.67	19,055.42
(iii) Other financial liabilities	22	1,30,421.44	1,45,254.70	41,524.18
(b) Other current liabilities	23	11,675.81	22,927.03	3,856.10
(c) Provisions	24	1,063.66	647.56	465.44
(d) Current tax liabilities (net)	25	6,164.24	18,117.10	4,075.83
TOTAL EQUITY AND LIABILITIES		**8,90,585.00**	**8,21,137.83**	**5,37,027.08**
Summary of significant accounting policies	2			

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

As per our report of even date

For M. Anandam & Co.,
Chartered Accountants
Firm Registration Number : 000125S

On behalf of the Board

M.V. Ranganath
Partner
Membership No. 028031

Aashish Kalra
Chairman & CEO

D.R.R. Swaroop
Wholetime Director

T.V.Siva Prasad
CFO & Company Secretary

Place: Hyderabad
Date : 28th May, 2018

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

	Particulars	Note	Year ended 31 March, 2018	Year ended 31 March, 2017
I.	Revenue from operations	26	9,91,031.12	10,06,035.65
II.	Other income	27	5,323.53	18,496.90
III.	**Total revenue (I + II)**		**9,96,354.66**	**10,24,532.55**
IV.	**Expenses**			
	Purchase of software licenses	28	3,13,840.62	49,072.29
	Employee benefits expense	29	3,59,837.94	4,21,187.11
	Finance costs	30	16,433.37	13,339.52
	Depreciation and amortization expense	31	34,305.63	37,912.41
	Other expenses	32	1,49,747.60	3,18,433.12
	Total expenses		**8,74,165.17**	**8,39,944.46**
V.	**Profit before exceptional items and tax (III - IV)**		**1,22,189.49**	**1,84,588.09**
VI.	**Exceptional Items**	33	**-**	**(24,428.50)**
VII.	**Profit before tax (V - VI)**		**1,22,189.49**	**2,09,016.59**
VIII.	**Tax expense:**			
	(1) Current tax		18,150.74	4,374.73
	(2) Deferred tax		(25,066.75)	41,666.15
IX.	**Profit for the year (V-VI)**		**1,29,105.50**	**1,62,975.71**
X.	**Other comprehensive income**			
	i) Items that will be reclassified to statement of profit and loss			
	Exchange differences on translating the financial statements of a foreign operation		(2,906.40)	(14,998.86)
	ii) Items that will not be reclassified to statement of profit and loss			
	a) Remeasurement of defined employee benefit plans		(2,174.17)	(1,490.59)
	b) Fair valuation of investments		(20,905.75)	-
	d) Income tax relating to items above		327.28	492.83
	Other comprehensive income (net of tax)		**(25,659.04)**	**(15,996.61)**
XI.	**Total comprehensive income for the year**		**1,03,446.46**	**1,46,979.10**
	Net Profit for the year attributable to:			
	Owners of the parent		1,29,105.50	1,62,975.71
	Non-Controlling Interests		-	-
	Other Comprehensive Income attributable to:			
	Owners of the parent		(25,659.04)	(15,996.61)
	Non-Controlling Interests		-	-
	Total Comprehensive Income attributable to:			
	Owners of the parent		1,03,446.46	1,46,979.10
	Non-Controlling Interests		-	-
XII.	**Earnings per equity share (Face Value of Rs. 10 each)**			
	(1) Basic	42	6,576.61	8,301.95
	(2) Diluted		6,576.61	8,301.95
	Summary of significant accounting policies	2		

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

As per our report of even date

For M. Anandam & Co.,
Chartered Accountants
Firm Registration Number : 000125S

On behalf of the Board

M.V. Ranganath
Partner
Membership No. 028031

Aashish Kalra
Chairman & CEO

D.R.R. Swaroop
Wholetime Director

T.V.Siva Prasad
CFO & Company Secretary

Place: Hyderabad
Date : 28th May, 2018

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

a. Equity share capital

Particulars	Note	Amount
As at 01 April 2016	15	**1,96,310.15**
Changes in equity share capital		-
As at 31 March 2017		**1,96,310.15**
Changes in equity share capital		-
As at 31 MARCH, 2018		**1,96,310.15**

b. Other equity

Particulars	Note	Reserves and Surplus				Other comprehensive Income		Total
		Capital Reserve	Securities Premium Reserve	Share Options Outstanding Reserve	Retained Earnings	Fair value of investments	Exchange differences in translating the financial statements of foreign operations	
Balance as at 1 April, 2016	16	499.00	2,25,215.58	700.73	(41,052.63)	-	7,569.18	**1,92,931.87**
Profit for the year		-	-	-	1,62,975.71	-	-	1,62,975.71
Adjustment of Accumulated Losses		-	-	-	1,27,501.58	-	-	1,27,501.58
Adjustment of Unamortised Goodwill		-	(2,25,215.58)	-	-	-	-	(2,25,215.58)
Other comprehensive income		-	-	-	(997.75)	-	-	(997.75)
Recognition of share based payment		-	-	4,035.35	-	-	-	4,035.35
Exchange differences in translating the financial statements of foreign operations		-	-	-	-	-	(14,998.86)	(14,998.86)
Adjustments on consolidation		-	-	-	9,341.34	-	-	9,341.34
Balance as at 31 March, 2017		**499.00**	**-**	**4,736.08**	**2,57,768.25**	**-**	**(7,429.68)**	**2,55,573.66**
Profit for the year		-	-	-	1,29,105.50		-	1,29,105.50
Other comprehensive income		-	-	-	(1,846.89)	(20,905.75)	-	(22,752.64)
Recognition of share based payment		-	-	1,334.66	-	-	-	1,334.66
Exchange differences in translating the financial statements of foreign operations		-	-	-	-	-	2,717.41	2,717.41
Adjustments on consolidation		-	-	-	7,804.80	-	-	7,804.80
Other adjustments		-	-	-	(227.31)	-	-	(227.31)
Balance as at 31 March, 2018		**499.00**	**-**	**6,070.75**	**3,92,604.35**	**(20,905.75)**	**(4,712.27)**	**3,73,556.08**

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

As per our report of even date
For M. Anandam & Co.,
Chartered Accountants
Firm Registration Number : 000125S

M.V. Ranganath
Partner
Membership No. 028031

Place: Hyderabad
Date : 28th May, 2018

On behalf of the Board

Aashish Kalra
Chairman & CEO

D.R.R. Swaroop
Wholetime Director

T.V.Siva Prasad
CFO & Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Particulars	31 March, 2018	31 March, 2017
Cash flow from operating activities		
Profit before tax	1,22,189.49	1,84,588.09
Adjustments for:		
Depreciation and amortisation expense	34,305.63	37,912.41
(Gain)/Loss on disposal of property, plant and equipment	(17.34)	155.81
Interest income on financial assets carried at amortized cost	(1,877.17)	(2,981.79)
Provision for doubtful debts	(381.30)	6,820.60
Bad Debts written off	6,770.04	8,336.96
Expenses written off	12,646.67	-
Finance costs	16,433.37	13,339.52
Share based payments	1,334.66	4,035.35
Fair valuation on forward contracts	611.07	(5,767.49)
Fair valuation of investments	22,405.75	-
Provision for impairment of other receivables	-	972.86
Net exchange difference	2,709.73	(11,694.45)
Adjustments on consolidation	7,577.49	9,341.34
Remeasurement of defined employee benefit plans	(2,174.17)	(1,490.59)
Operating Profit before working capital changes	**2,22,533.93**	**2,43,568.63**
Change in operating assets and liabilities		
(Increase) in Trade Receivables	(17,660.94)	(71,262.16)
Decrease in financial assets other than trade receivables	(1,31,394.91)	(38,182.24)
(Increase) / Decrease in other assets	1,409.19	1,008.08
Increase in Trade payables	(2,131.18)	29,531.25
Increase / (Decrease) in other financial liabilities	(22,397.52)	1,03,255.75
Increase / (Decrease) in provisions	2,064.75	2,536.96
Increase / (Decrease) in other liabilities	(44,894.60)	16,957.76
Cash Generated from Operations	**7,528.73**	**2,87,414.02**
Income taxes paid	(7,295.68)	(4,414.33)
Net cash inflow (outflow) from operating activities	**233.05**	**2,82,999.69**
Cash flows from investing activities		
Payments for property plant and equipment	(4,933.18)	(11,640.43)
Interest received	1,877.17	2,981.79
Proceeds from sale of property, plant and equipment	142.99	540.25
Sale/(Purchase) of investments	27,204.16	(3,39,509.96)
Net cash inflow (outflow) from investing activities	**24,291.14**	**(3,47,628.35)**
Cash flow from financing activities		
Proceeds/(repayment) from non current borrowings	(7,681.59)	48,098.96
Proceeds/ (repayment) from current borrowings	5,308.37	14,379.68
Foreign exchange fluctuation	142.47	(3,678.35)
Finance cost	(16,433.37)	(13,339.52)
Net cash inflow (outflow) from financing activities	**(18,664.13)**	**45,460.77**
Net increase/decrease in cash and cash equivalents	**5,860.07**	**(19,167.89)**
Cash and Cash equivalents at the beginning of the year	**3,173.05**	**22,340.94**
Cash and Cash equivalents at the end of the year	**9,033.13**	**3,173.05**

Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act, 2013

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

As per our report of even date

For M. Anandam & Co.,
Chartered Accountants
Firm Registration Number : 000125S

M.V. Ranganath
Partner
Membership No. 028031

Place: Hyderabad
Date : 28th May, 2018

On behalf of the Board

Aashish Kalra
Chairman & CEO

D.R.R. Swaroop
Wholetime Director

T.V.Siva Prasad
CFO & Company Secretary

Notes to the consolidated financial statements for the year ended March 31, 2018

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

1 Group Information:

Cambridge Technology Enterprises Limited, 'the parent' 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.

Thr Group includes the following wholly owned subsidiaries, viz, M/s Cambridge Technology Inc. USA, M/s Cambridge Technology Investments Pte Limited, Singapore, M/s Cambridge Innovations Private Limited, Hyderabad, M/s Cambridge Innovations Capital LLC, USA, M/s Cambridge Bizserve Pvt. Limited, Hyderabad, M/s Cambridge Bizserve Inc. Phillipines, M/s India Energy Partners 21 Pte Limited, Singapore and M/s Kupfer Management Pte Limited, Singapore

2 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Statement of Compliance:

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017, the relevant provisions of the Companies Act, 2013 ('the Act') and guidelines issued by the Securities and Exchange Board of Indi (SEBI), as applicable. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements for the year ended March 31, 2018 are the Group's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016. Accordingly, the group has prepared an Opening Ind AS Balance Sheet as on April 1, 2016 and comparative figures for the year ended March 31, 2017 are also in compliance with Ind AS. An explanation of how the transition to Ind AS has effected the previously reported financial position, financial performance and cash flows of the group is provided in Note 46.

The transition to Ind AS has resulted in changes in the presentation of the Financial Statements, disclosures in the notes thereto and accounting policies and principles.The Financial Statements of the group as at and for the year ended 31st March, 2018 (including comparatives) were approved and authorised for issue by the Board of Directors of the group.

b) Basis of preparation:

The Consolidated Financial Statements (CFS) include the financial statements of the Parent and its wholly owned subsidiaries.The assets, liabilities, income and expenses of the wholly owned subsidaries is aggregated and consolidated line by line. Profit or loss and each component of other comprehensive income are attributed to the owners. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. The financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values as per Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

c) Revenue Recognition

i) Income from Software services

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 Group 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. Unbilled revenue represents amounts recognized based on services performed in advance of billing in accordance with contract terms.

ii) Income from Software Products

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.

iii) Other income

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

d) Borrowing Costs

Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalization of such asset are included in the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.Other borrowings costs are expensed in the period in which they are incurred.

e) Employee benefits

(i) Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations:

The liabilities for earned leave is not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligations. Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognized in profit or loss.The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Gratuity obligations:

The liability or assets recognized in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss. The gratuity liability is covered through a recognized Gratuity Fund managed by Life Insurance Corporation of India and the contributions made under the scheme are charged to Statement of Profit and Loss.

iv) Defined contribution plans:

The group pays provident fund contributions to publicly administered funds as per local regulations. The group has no further payment obligations once the contributions have been paid, the contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

(iv) Employee Share-based payments:

Stock Options are granted to eligible employees in accordance with the CTE Employee Stock Option Schemes ("CTE ESOS"), as may be decided by the Nomination & Compensation Committee. Eligible employees for this purpose include employees of the group including Directors. Equity- settled share-based payments to employees are measured at the fair value of the employee stock options at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is amortised over the vesting period, based on the group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

f) Income Taxes

Tax expense for the year comprises current and deferred tax.

Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax relating to items recognized directly in equity or other comprehensive income is recognised in equity or other comprehensive income and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they are related to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

g) Property, plant and equipment:

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipement is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Lease Hold improvements are stated at original cost including taxes, freight and other incidental expenses related to acquisition/installation and after adjustment of input taxes less accumulated depreciation in accordance with Lease hold period.

h) Expenditure during construction period:

Expenditure during construction period (including finance cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets".

i) Depreciation

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.

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

j) Intangible Assets and Amortization:

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.

The amortized period and amortization method are reviewed at each financial year end.

Software used in development for projects are amortized over the license period or estimated useful life of two years, whichever is lower.

k) Impairment of Assets:

Intangible assets and property, plant and equipment: Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

l) Provisions, Contingent Liabilities & Contingent Assets:

The group recognises provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determiend by discounting the expected future cash flows to net present value using an approporiate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statment of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which willl be confirmed only by the occurrence or non-occurence of one or more uncertain future events not wholly within the control of the group.

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realised.

m) Financial instruments:

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the instrument.Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in case where the group has made an irrevocable selection based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) The group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant

Interest bearing bank loans, overdrafts and unsecured loans are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

Derecognition of financial instruments

The group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the group's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Fair value of financial instruments

In determining the fair value of its financial instruments, the group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

n) Earnings Per Share :

The basic earnings per share is computed by dividing the profit/(loss) for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, profit/(loss) for the year attributable to the equity shareholders and the weighted average number of the equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

o) Cash and cash equivalents:

Cash and cash equivalents include cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

p) Transactions in foreign currencies:

The financial statements of the group are presented in Indian rupees (Rs.), which is the functional currency of the parent and the presentation currency for the financial statements.

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates.

Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

q) Segment Reporting - Identification of Segments:

An operating segment is a component of the group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the group's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

r) Derivatives:

The group enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted at fair value through profit or loss and are included in profit and loss account.

s) Leases:

The group determines whether an arrangement contains a lease by assessing whether the fulfillment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the group in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease.

The Group as lessee

Operating lease – Rentals payable under operating leases are charged to the statement of profit and loss on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The Group as lessor

Operating lease – Rental income from operating leases is recognised in the statement of profit and loss on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset is diminished. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying value of the leased asset and recognised on a straight line basis over the lease term.

t) Dividend Distribution:

Dividends paid (including income tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

u) Rounding off amounts:

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands as per the requirement of Schedule III, unless otherwise stated.

v) Standards issued but not yet effective:

The standards issued, but not yet effective up to the date of issuance of the group's financial statements are disclosed below.

Ind AS 115, Revenue from Contract with Customers:

On March 28,2018, Ministry of Corporate Affairs has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that revenue should be recognised when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. Further, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The group will adopt the standard on April1, 2018 and the effect on adoption of Ind AS 115 is expected to be insignificant.

Ind AS 21, Foreign currency transactions and advance consideration:

On March 28, 2018, MCA has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. This amendment will come into force from April 1, 2018. The group has evaluated the effect of this on the financial statements and the impact is not material.

3 Use of estimates and critical accounting judgements:

In preparation of the financial statements, the group makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

4.1(a) Property, Plant and Equipment

Particulars	Gross carrying amount					Accumulated depreciation					Net carrying amount
	As at 1 April 2017	Additions	Deletions	Adjustments	As at 31 March 2018	As at 1 April 2017	For the Year	On disposals	Adjustments	As at 31 March 2018	As at 31 March 2018
Plant & Equipment	1,008.10	-	-	-	1,008.10	707.41	57.62	-	-	765.02	243.08
Electrical Fittings	24.61	970.73	-	-	995.34	7.77	194.67	-	-	202.45	792.89
Furniture & Fixtures	701.30	412.68	-	0.35	1,114.33	122.92	318.25	-	(3.09)	438.08	676.24
Computers	2,451.78	1,956.45	125.67	1.34	4,283.91	1,095.44	1,310.75	-	(0.73)	2,405.46	1,878.45
Server & Networking	2,937.97	-	-	10.55	2,948.52	1,969.58	528.67	-	12.29	2,510.54	437.98
Office Equipment	2,092.71	322.24	-	0.25	2,415.21	737.74	594.41	-	0.14	1,332.29	1,082.91
Leasehold Improvement	3,454.53	578.10	-	-	4,032.62	1,156.33	1,337.66	-	-	2,493.99	1,538.63
TOTAL	**12,671.01**	**4,240.18**	**125.66**	**12.48**	**16,798.02**	**5,797.19**	**4,342.03**	**-**	**8.61**	**10,147.83**	**6,650.19**

4.1(b) Property, plant and equipment

Particulars	Gross carrying amount					Accumulated depreciation					Net carrying amount
	Deemed cost as at 1 April 2016	Additions	Deletions	Adjustments	As at31 March 2017	As at1 April 2016	For the Year	On disposals	Adjustments	As at31 March 2017	As at31 March 2017
Plant & Equipment	3,306.86	-	2,204.39	94.37	1,008.10	-	707.41	-	-	707.41	300.69
Electrical Fittings	24.61	-	-	-	24.61	-	7.77	-	-	7.77	16.84
Furniture & Fixtures	649.08	177.12	125.00	(0.10)	701.30	-	213.18	90.26	-	122.92	578.38
Computers	1,570.01	1,906.77	1,027.09	(2.09)	2,451.78	-	1,552.94	457.50	-	1,095.44	1,356.34
Server & Networking	2,632.34	384.89	91.73	(12.47)	2,937.97	-	1,969.58	-	-	1,969.58	968.39
Office Equipment	928.68	1,163.32	-	(0.71)	2,092.71	-	737.74	-	-	737.74	1,354.97
Leasehold Improvement	2,885.70	568.83	-	-	3,454.53	-	1,156.33	-	-	1,156.33	2,298.19
TOTAL	**11,997.28**	**4,200.93**	**3,448.21**	**78.99**	**12,671.01**	**-**	**6,344.95**	**547.76**	**-**	**5,797.19**	**6,873.82**

4.1(c) Details of Gross block and accumulated depreciation as per IGAAP as at April 01, 2016 is as follows:

Particulars	Gross carrying amount	Accumulated depreciation	Net carrying amount
	As at1 April, 2016	As at1 April, 2016	As at1 April, 2016
Plant & Equipment	4,663.93	1,357.07	3,306.86
Electrical Fittings	85.69	61.08	24.61
Furniture & Fixtures	2,001.98	1,352.87	649.08
Computers	21,852.03	20,282.04	1,570.00
Server & Networking	6,123.71	3,491.38	2,632.34
Office Equipment	4,798.97	3,870.29	928.68
Leasehold Improvement	4,407.54	1,521.84	2,885.70
TOTAL	**43,933.84**	**31,936.56**	**11,997.28**

4.2(a) Goodwill

Particulars	Gross carrying amount					Accumulated amortisation					Net carrying amount
	Deemed cost as at1 April 2016	Additions	Deletions	Adjustments	As at31 March 2017	As at1 April 2016	For the Year	On disposals	Adjustments	As at31 March 2017	As at 31 March 2018
Goodwill (Purchase)	73,285.50	-	73,285.50		-	-	-	-	-	-	-
TOTAL	**73,285.50**	**-**	**73,285.50**		**-**	**-**	**-**	**-**	**-**	**-**	**-**

4.2(b) Details of gross block and accumulated amortisation as per IGAAP as at April 01, 2016 is as follows:

Particulars	Gross carrying amount	Accumulated amortisation	Net carrying amount
	As at1 April, 2016	As at1 April, 2016	As at1 April, 2016
Goodwill	1,22,142.50	48,857.00	73,285.50
TOTAL	**1,22,142.50**	**48,857.00**	**73,285.50**

4.3(a) Other Intangible assets

Particulars	Gross carrying amount					Accumulated amortisation					Net carrying amount
	As at1 April 2017	Additions	Deletions	Adjustments	As at31 March 2018	As at1 April 2017	For the Year	On disposals	Adjustments	As at31 March 2018	As at31 March 2018
Software Licenses	11,220.85	692.99	-	-	11,913.85	6,033.00	5,433.94	-	-	11,466.94	446.91
Assignment Rights	99,568.77	-	-	380.60	99,949.37	25,534.45	24,529.67	-	376.79	50,440.91	49,508.45
TOTAL	**1,10,789.62**	**692.99**	**-**	**380.60**	**1,11,863.21**	**31,567.46**	**29,963.60**	**-**	**376.79**	**61,907.85**	**49,955.36**

4.3(b) Other Intangible assets

Particulars	Gross carrying amount					Accumulated amortisation					Net carrying amount
	Deemed cost as at1 April 2016	Additions	Deletions	Adjustments	As at31 March 2017	As at1 April 2016	For the Year	On disposals	Adjustments	As at31 March 2017	As at31 March 2017
Software Licenses	3,781.36	7,439.50	-	-	11,220.85	-	6,033.00	-	-	6,033.00	5,187.85
Assignment Rights	1,00,980.79	-	1,412.03	-	99,568.77	-	25,534.45	-	-	25,534.45	74,034.31
TOTAL	**1,04,762.15**	**7,439.50**	**1,412.03**	**-**	**1,10,789.62**	**-**	**31,567.46**	**-**	**-**	**31,567.46**	**79,222.16**

4.3(c) Details of gross block and accumulated amortisation as per IGAAP as at April 01, 2016 is as follows:

Particulars	Gross carrying amount	Accumulated amortisation	Net carrying amount
	As at1 April, 2016	As at1 April, 2016	As at1 April, 2016
Software Licenses	41,175.94	37,394.59	3,781.36
Assignment Rights	1,26,225.99	25,245.20	1,00,980.79
TOTAL	**1,67,401.93**	**62,639.78**	**1,04,762.15**

CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

5.1. Investments

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Unquoted			
Investments measured at cost, unless otherwise stated			
Equity instruments			
Wholly owned subsidiaries			
(a) Cambridge Innovations Pte ltd. (Impaired)	-	-	4.87
(10,000 equity shares of Rs.10 each, fully paid up)			
(31 March, 2017 : 10,000 equity shares of Rs.10 each, fully paid up)			
(1 April, 2016 : Nil)			
(b) Cloud Computing Global Pte Ltd. (Impaired)	-	-	4.87
(100 equity share of SGD 1 each, fully paid up)			
(31 March, 2017 : 100 equity share of SGD 1 each, fully paid up)			
(1 April, 2016 : 100 equity share of SGD 1 each, fully paid up)			
(c) India Energy Partners 21 Pte Ltd. (Impaired)	-	-	4.87
(31 March, 2018 : 100 equity share of SGD 1 each, fully paid up)			
(31 March, 2017 : 100 equity share of SGD 1 each, fully paid up)			
(1 April, 2016 : 100 equity share of SGD 1 each, fully paid up)			
(d) Kupfer Management Pte Ltd (Impaired)	-	-	4.87
(1 April,2016 : 100 equity share of SGD 1 each, fully paid up)			
(e) Worldwide Technology Investments Pte Ltd.	-	-	4.87
(31 March, 2017 : Nil)			
(1 April,2016 : 100 equity share of SGD 1 each, fully paid up)			
Other entities - Fair value through profit and loss (FVTPL)			
Preference shares (unquoted)			
(a) AntHill Startups Advisory Pvt Ltd., India	-	1,500.00	1,500.00
(250 preference shares of Rs.10 each, fully paid up)			
(31 March, 2017 : 250 preference shares of Rs.10 each, fully paid up)			
(1 April, 2016 : 250 preference shares of Rs.10 each, fully paid up)			
[(Cost - Rs. 15 lakhs, 31 March,2017 - Rs. 15 lakhs, 1 April, 2016 - Rs.15 lakhs) Fully Impaired]			
Other entities - Fair value through other comprehensive income (FVOCI)			
(a) Authess Inc	-	11,152.48	6,570.41
Nil			
(31 March, 2017 : 126,089 preferred stock of USD 0.001 each par value)			
(1 April, 2016 : 1 convertible promissory note for USD 100,000 with Interest rate of 4%)			
(b) Causemo Inc	5,717.02	9,726.00	10,227.02
(150,000 Series A preferred stock of USD 0.01 each par value)			
(31 March, 2017 : 150,000 Series A preferred stock of USD 0.01 each par value)			
(1 April, 2016 : 150,000 Series A preferred stock of USD.0.01 each par value)			
[(Cost - Rs. 9576.00 thousands, 31 March, 2017 - Rs. 9726.00 thousands, 1 April, 2016 - Rs. 10227.02 thousands) Impaired]			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Particulars	**31 March, 2018**	**31 March, 2017**	**1 April, 2016**
(c) Drivn Technologies Inc	-	5,407.66	5,755.32
Nil			
(31 March, 2017 : 44,480 Series A convertible preferred stock of USD 0.0001 each par value)			
(1 April, 2016 : 44,480 Series A convertible preferred stock of USD 0.0001 each par value)			
(d) MyCrowd Inc	16,260.00	16,210.00	17,527.53
(Convertible promissory note for USD 250,000 with Interest rate of 6%)			
(31 March, 2017 : Convertible promissory note for USD 250,000 with Interest rate of 6%)			
(1 April, 2016 : Convertible promissory note for USD 250,000 with Interest rate of 6%)			
(e) Ourly.help Inc (earlier known as Opprtuna Inc)	16,260.00	22,694.00	16,795.29
(Convertible promissory notes for USD 350,000 with Interest rate of 6%)			
(31 March, 2017 : Convertible promissory notes for USD 350,000 with Interest rate of 6%)			
(1 April, 2016 : Convertible promissory note for USD 250,000 with Interest rate of 6%)			
[(Cost - Rs. 22764.00 thousands, 31 March, 2017 - Rs. 22694.00 thousands, 1 April, 2016 - Rs. 16795.29 thousands) Impaired]			
(f) PhotoKharma Inc	-	324.20	343.52
(Convertible promissory note for USD 5000 with Interest rate of 5%)			
(31 March, 2017 : Convertible promissory note for USD 5000 with Interest rate of 5%)			
(1 April, 2016 : Convertible promissory note for USD 5000 with Interest rate of 5%)			
[(Cost - Rs. 325.20 thousands, 31 March, 2017 - Rs. 324.20 thousands, 1 April, 2016 - Rs. 342.52 thousands) Fully Impaired]			
(g) Prometheus Labs Inc	-	25,936.00	10,151.92
(Convertible promissory notes for USD 400,000)			
(31 March, 2017 : Convertible promissory notes for USD 400,000)			
(1 April, 2016 : Convertible promissory note for USD 150,000)			
[(Cost - Rs. 26016.00 thousands, 31 March, 2017 - Rs. 25936.00 thousands, 1 April, 2016 - Rs. 10151.92 thousands) Fully Impaired]			
(h) Roadzen Inc	65,040.00	85,368.34	4,595.97
(44,400 Series A1 convertible preferred stock of USD 0.0001 each par value and convertible promissory notes of USD 1,000,000 with Interest rate of 5%)			
(2017 - 44,400 Series A1 convertible preferred stock of USD 0.0001 each par value and convertible promissory notes of USD 1,250,000 with Interest rate of 5%)			
(1 April, 2016 - 44,400 Series A1 convertible preferred stock of USD 0.0001 each par value)			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Particulars	**31 March, 2018**	**31 March, 2017**	**1 April, 2016**
(i) Adar Health LLC	65,040.00	64,840.00	-
(Convertible promissory note for USD 1,000,000)			
(31 March,2017 : Convertible promissory note for USD 10,00,000)			
(1 April, 2016 : Nil)			
(j) Anthill Capital Pte Ltd	-	7.24	-
Nil			
(31 March,2017 : 3,866 ordinary shares of each USD 0.03 par value)			
(1 April, 2016 : Nil)			
(k) EasyKnock Inc	32,520.00	16,210.00	-
(Convertible promissory note for USD 5,00,000 with 5% Interest rate)			
(31 March, 2017 : Convertible promissory note for USD 2,50,000 with 5% Interest rate)			
(1 April, 2016 : Nil)			
(l) Enerallies Inc	48,780.00	32,420.00	-
(Convertible promissory note for USD 7,50,000 with 5% Interest rate)			
(31 March, 2017 : Convertible promissory note for USD 5,00,000 with 5% Interest rate)			
(1 April, 2016 : Nil)			
(m) Kovid Inc	32,520.00	32,420.00	-
(1,88,679 common stock of face value USD 1 per share)			
(31 March, 2017 : 1,88,679 common stock of face value USD 1 per share)			
(1 April, 2016 : Nil)			
(n) The Goat Factory LLC	81,234.96	80,985.16	-
(Convertible promissory note for USD 1,249,000)			
(31 March, 2017 : Convertible promissory note for USD 12,49,000)			
(1 April, 2016 : Nil)			
(o) Comply Global Pte Ltd	-	7,780.80	-
(Convertible promissory note for USD 120,000)			
(31 March, 2017 : Convertible promissory note for USD 1,20,000)			
(1 April, 2016 : Nil)			
[(Cost - Rs. 7804.80 thousands, 31 March, 2017 - Rs. 7780.80 thousands, 1 April, 2016 - Nil) Fully Impaired]			
TOTAL	**3,63,371.98**	**4,12,981.88**	**73,491.32**
Aggregate amount of unquoted investments	3,63,371.98	4,12,981.88	73,491.32
Aggregate amount of impairment in value of investments	44,688.98	-	-

5.2. Other non-current financial assets

Particulars	**31 March, 2018**	**31 March, 2017**	**1 April, 2016**
Unsecured, considered good			
(a) Rental Deposits	13,962.50	14,037.22	11,793.53
(b) Deposits with others	553.92	588.16	4,125.11
(c) Earmarked Balances with banks			
Margin Money Deposits	32,418.64	10,252.34	12,671.46
TOTAL	**46,935.06**	**24,877.72**	**28,590.09**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

5.2.1. Fixed Deposits include Deposits against Bank Guarantees - Rs. 11131.70 thousands (2017 - Rs. 10083.60 thousands; 2016 - Rs. 12523.82 thousands), Deposits against borrowings - Rs. 17915.92 thousands (2017 - Nil; 2016 - Nil), Deposits with Customs Dept. - Rs. 184.43 thousands (2017 - Rs. 168.74 thousands; 2016 - Rs. 147.64 thousands) and Deposits against forward contracts - Rs. 3186.59 thousands (2017 - Nil; 2016 - Rs. Nil)

6. Other non-current assets

Particulars	**31 March, 2018**	**31 March, 2017**	**1 April, 2016**
Amount paid under Protest - Service Tax	2,500.00	2,500.00	2,500.00
TOTAL	**2,500.00**	**2,500.00**	**2,500.00**

7.

Deferred tax assets (net)	**31 March, 2018**	**31 March, 2017**	**1 April, 2016**
a) Deferred tax assets			
On Account of:			
Expenses allowable on payment basis	6,223.86	8,013.90	5,589.32
Income Tax Losses	-	-	23,955.75
Unused Tax Credits	19,544.45	24,962.19	8,768.13
	25,768.32	**32,976.08**	**38,313.20**
b) Deferred tax liabilities			
On Account of:			
Depreciation	1,498.15	24,716.77	8,948.70
Other Adjustments	5,417.73	3,483.07	-
	6,915.88	**28,199.84**	**8,948.70**
Deferred tax assets (net)	**18,852.43**	**4,776.24**	**29,364.50**

8. Trade receivables

Particulars	**31 March, 2018**	**31 March, 2017**	**1 April, 2016**
(a) Unsecured, considered good	1,55,143.78	1,43,871.59	87,766.99
(b) Doubtful	819.31	1,326.57	825.03
	1,55,963.09	**1,45,198.16**	**88,592.02**
Less: Allowance for bad and doubtful debts	819.31	1,326.57	825.03
TOTAL	**1,55,143.78**	**1,43,871.59**	**87,766.99**

9. Cash and cash equivalents

Particulars	**31 March, 2018**	**31 March, 2017**	**1 April, 2016**
a) Balances with banks			
- in current accounts	5,597.22	3,161.68	20,315.14
- in deposit accounts	-	-	2,000.00
- bank in transit	3,252.00	-	-
b) Cash on hand	183.90	11.37	25.80
TOTAL	**9,033.13**	**3,173.05**	**22,340.94**

10. Other bank balances

Particulars	**31 March, 2018**	**31 March, 2017**	**1 April, 2016**
Earmarked balances with banks			
Margin money deposits	3,648.50	12,280.00	1,100.00
TOTAL	**3,648.50**	**12,280.00**	**1,100.00**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

10.1. Fixed Deposits include Deposits against Bank Guarantees - Rs. 3648.50 thousands (2017 - Rs. 2800 thousands; 2016 - Rs. Nil), Deposits against borrowings - Rs. Nil (2017 - Rs. 9000 thousands; 2016 - Nil) and Deposits against forward contracts - Rs. Nil (2017 - Rs. 3000 thousands; 2016 - Rs. 1100 thousands)

11. Loans (current)

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Unsecured, considered good			
Employee advances	1,912.29	579.20	-
Other advances	10,000.00	10,000.00	-
TOTAL	**11,912.29**	**10,579.20**	**-**

12. Other financial assets (current)

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Accrued Interest on Fixed Deposits	119.28	220.73	715.11
Employee advances	5,605.14	1,046.52	-
Foreign-exchange forward contracts not designated as hedges	-	2,685.02	-
Unbilled Revenue	1,78,088.87	69,506.72	53,458.03
Others - expenses receivable	-	1,506.31	1,610.21
TOTAL	**1,83,813.29**	**74,965.30**	**55,783.35**

13. Current tax assets (net)

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Advance Tax	36,250.69	25,223.46	18,165.90
Less: Provision for Tax	(28,480.87)	(12,755.55)	(6,080.63)
TOTAL	**7,769.83**	**12,467.90**	**12,085.27**

14. Other current assets

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Prepaid expenses	5,770.97	6,948.97	6,574.87
Input taxes receivable	7,214.91	5,150.54	3,033.70
Advance to vendors	4,754.30	852.19	1,219.05
Deposits with customers	1,359.00	383.69	-
Other receivables	-	4,858.71	9,910.43
Other current assets	-	2,474.86	1,321.63
TOTAL	**19,099.18**	**20,668.96**	**22,059.68**

15. Equity share capital

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
AUTHORIZED:			
3,00,00,000 (2016 - 3,00,00,000 2017 - 3,00,00,000) Equity Shares of Rs.10/- each	3,00,000.00	3,00,000.00	3,00,000.00
TOTAL	**3,00,000.00**	**3,00,000.00**	**3,00,000.00**
ISSUED, SUBSCRIBED & PAID-UP CAPITAL			
1,96,31,015 (2016 - 1,96,31,015, 2017 - 1,96,31,015) Equity Shares of Rs.10/- each fully paid up	1,96,310.15	1,96,310.15	1,96,310.15
TOTAL	**1,96,310.15**	**1,96,310.15**	**1,96,310.15**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

(A) Movement in equity share capital:

Particulars	Number of shares	Amount
Balance at April 1, 2016	1,96,31,015	1,96,310.15
Movement during the year	-	-
Balance at March 31, 2017	**1,96,31,015**	**1,96,310.15**
Movement during the year	-	-
Balance at March 31, 2018	**1,96,31,015**	**1,96,310.15**

(B) Details of shareholders holding more than 5% shares

Name of the shareholder	As at 31 March, 2018		As at 31 March, 2017		As at 1 April, 2016	
	No. of Shares	% holding	No. of Shares	% holding	No. of Shares	% holding
1. Cloud Computing LLC	92,09,693	46.91	92,09,693	46.91	92,09,693	46.91
2. SmartShift AG	20,06,100	10.22	20,30,600	10.34	20,56,600	10.48

(C) Terms/Rights attached to equity shares: The group has only one class of equity shares having a face value of 10 /- each. Each holder of equity share is entitled to one vote per share. The group 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 equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

16. Other equity

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Reserves and surplus			
Capital reserve	499.00	499.00	499.00
Securities premium reserve	-	-	2,25,215.58
Share options outstanding reserve	6,070.75	4,736.08	700.73
Retained earnings	3,92,604.35	2,57,768.25	(41,052.63)
Other Comprehensive Income			
Fair valuation of investments	(20,905.75)	-	-
Exchange differences in translating the financial statements of foreign operations	(4,712.27)	(7,429.68)	7,569.18
TOTAL	**3,73,556.08**	**2,55,573.66**	**1,92,931.87**

(i) Capital reserve

Particulars	31 March, 2018	31 March, 2017
Opening balance	499.00	499.00
Movement during the year		-
Closing balance	**499.00**	**499.00**

(ii) Securities premium reserve

Particulars	31 March, 2018	31 March, 2017
Opening balance	-	2,25,215.58
Adjustment of unamortised goodwill (Refer Note below)	-	(2,25,215.58)
Closing balance	**-**	**-**

Note: During the year 2016-17, the Hon'ble High Court of Judicature at Hyderabad has approved the Scheme of Reduction of Capital.

Accordingly, accumulated losses and unamortised Goodwill as on 31st March, 2016 is adjusted against balance of Securities Premium Account.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

(iii) Share options outstanding reserve

Particulars	31 March, 2018	31 March, 2017
Opening balance	4,736.08	700.73
Movement during the year	1,334.66	4,035.35
Closing balance	**6,070.75**	**4,736.08**

(iv) Retained earnings

Particulars	31 March, 2018	31 March, 2017
Opening balance	2,57,768.25	(41,052.63)
Profit for the year	1,29,105.50	1,62,975.71
Adjustment of Accumulated Losses (Refer note 16 (ii))	-	1,27,501.58
Adjustments on consolidation	7,804.80	9,341.34
Other Adjustments	(227.31)	-
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post employment benefit obligation, net of tax	(1,846.89)	(997.75)
Closing balance	**3,92,604.35**	**2,57,768.25**

(v) Fair valuation of investments

Particulars	31 March, 2018	31 March, 2017
Opening balance	-	-
Movement during the year	(20,905.75)	-
Closing balance	**(20,905.75)**	**-**

(vi) Exchange differences in translating the financial statements of foreign operations

Particulars	31 March, 2018	31 March, 2017
Opening balance	(7,429.68)	7,569.18
Movement during the year	2,717.41	(14,998.86)
Closing balance	**(4,712.27)**	**(7,429.68)**

Nature and purpose of other reserves

(i) Capital reserve

This reserve was created at the time of buy back of shares. The reserve is utilised in accordance with the provisions of the Act.

(ii) Securities premium reserve

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

(iii) Share options outstanding reserve

This Reserve relates to stock options granted by the group to employees under the CTEL ESOP Schemes. This Reserve is transferred to securities premium or retained earnings on exercise or cancellation of vested options.

(iv) Retained earnings

This Reserve represents the cumulative profits of the group and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

(v) Exchange differences in translating the financial statements of foreign operations

Exchange differences arising on translation of financial statements of foreign operations from functional currency to presentation currency are included under this head.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

17. Borrowings (non - current)

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
a) Secured loans			
Term loans from banks	1,762.98	-	-
From others - Vehicle Loan	-	-	2,763.14
b) Unsecured loans			
Term loan from banks	308.13		
From others	1,253.99	583.25	-
TOTAL	**3,325.10**	**583.25**	**2,763.14**

Term loans from banks represents Foreign currency term loan from Kotak Mahindra Bank Limited. Foreign currency term loan is secured by way of first and exclusive charge on all existing and future current and movable fixed assets of the parent, second charge on constant OD/PCFC/BG - KMBL TD(s) of Rs. 250 Lac, personal guarantee of Mr Dharani Raghuram Swaroop and corporate guarantee of M/s CTE Employees Foundation. The loan carries a rate of interest of 6% p.a. as at the balance sheet date.The loan is repayable is 15 equated monthly instalments of 9204 USD.

Unsecured term loan from banks represents loan from Kotak Mahindra Bank and carries rate of interest of 16%. The loan is repayable is 14 equated monthly instalments of Rs. 1.57 thousands.

Loans from others represents two loans from Bajaj Finance. Loan I carries a rate of interest 18.75% p.a and is repayable in 3 equated monthly instalments of Rs. 1.94 thousands. Loan II carries a rate of interest 17.5% p.a and is repayable in 24 equated monthly instalments of Rs. 1.15 thousands.

Vehicle loan from BMW Financial Services is secured by hypothecation of vehicle. Repayment consists of equated monthly instalments of USD 510 for 27 months. Unsecured loan from other parties represents loan taken from Bajaj Finance Ltd., repayable in 18 equated monthly instalments from January 2017 at interest rate of 18.5% p.a.

18. Other financial liabilities (non - current)

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Rental deposit	-	32.34	4,659.37
TOTAL	**-**	**32.34**	**4,659.37**

19. Provisions (non - current)

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Provision for employee benefits			
- Leave encashment	2,063.19	1,649.66	1,116.71
- Gratuity	11,238.15	10,003.03	8,181.14
TOTAL	**13,301.34**	**11,652.69**	**9,297.85**

20. Borrowings

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Current			
a) Secured loans			
Working capital loans from banks	19,709.53	14,401.17	-
b) Unsecured loans			
Loans from others	88,602.15	1,07,051.52	62,087.74
TOTAL	**1,08,311.69**	**1,21,452.69**	**62,087.74**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

20.1 Working capital loan from bank represents Over Draft from Kotak Mahindra Bank Limited, secured by way of first and exclusive charge on all existing and future current and movable fixed assets of the parent, second charge on constant OD/PCFC/BG - KMBL TD(s) of Rs. 250 Lac, personal guarantee of Mr Dharani Raghuram Swaroop and corporate guarantee of M/s CTE Employees Foundation. The loan carries a rate of interest of MCLR 6M + 1.8% p.a.

20.2 Loan from other parties represents factoring arrangement from LSQ, New York, secured against Accounts receivables at 4.25% interest p.a. and loan from Worldwide Technology Investment Pte Ltd at 12% interest p.a which is repayable after 6 months.

20.3 Net Debt Reconciliation

Particulars	31 March, 2018	31 March, 2017
Opening balance of borrowings	1,24,057.34	65,257.05
Add: Proceeds/ (repayment) from non-current borrowings (net)	(7,681.59)	48,098.96
Add: Proceeds/ (repayment) from current borrowings (net)	5,308.37	14,379.68
Foreign exchange fluctuation adjustments	142.47	(3,678.35)
Fair Value Adjustment	-	-
Closing balance of borrowings	**1,21,826.58**	**1,24,057.34**

21. Trade payables

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Dues to micro enterprises and small enterprises (Refer Note below)	-	-	-
Dues to creditors other than micro enterprises and small enterprises	46,455.49	48,586.67	19,055.42
TOTAL	**46,455.49**	**48,586.67**	**19,055.42**

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-	-
(iv) The amount of interest due and payable for the year	-	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

22. Other financial liabilities (current)

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Current maturities of long term debts	10,189.80	2,021.40	406.17
Current maturities of public deposits		-	-
Foreign-exchange forward contracts not designated as hedges	199.07	-	483.69
Employee benefits payable	83,778.45	67,873.88	34,658.94
Outstanding expenses payable	29,208.80	71,529.65	5,975.38
Interest Accrued but not due	7,045.33	3,829.76	-
TOTAL	**1,30,421.44**	**1,45,254.70**	**41,524.18**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

23. Other current liabilities

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Advances from customers	3,594.90	19,889.64	552.01
Statutory liabilities	8,080.91	3,037.39	3,304.09
TOTAL	**11,675.81**	**22,927.03**	**3,856.10**

24. Provisions (current)

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Provision for employee benefits			
- Leave encashment	437.48	295.91	183.28
- Gratuity	626.18	351.66	282.16
TOTAL	**1,063.66**	**647.56**	**465.44**

25. Current tax liabilities (net)

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Provision for tax	18,150.74	21,191.97	6,852.72
Less: Advance tax	(6,568.76)	(3,074.87)	(2,776.89)
Less: Tax credits utilised	(5,417.73)	-	-
TOTAL	**6,164.24**	**18,117.10**	**4,075.83**

26. Revenue from operations

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Revenue from Operations		
(a) Sale of services - Software services	6,73,469.49	9,53,966.67
(b) Sale of Software Licenses	3,17,561.64	52,068.97
TOTAL	**9,91,031.12**	**10,06,035.65**

27. Other income

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Foreign exchange gain (net)	-	6,762.62
Interest on deposits	1,877.17	2,981.79
Interest on loan to subsidiary	-	-
Gain on cancellation of forward contracts	2,345.00	-
Net gain on disposal of property, plant and equipment	17.34	-
Miscellaneous income	1,084.03	8,752.49
TOTAL	**5,323.53**	**18,496.90**

28. Purchase of Software Licenses

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Purchase of Software Licenses	3,13,840.62	49,072.29
TOTAL	**3,13,840.62**	**49,072.29**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

29. Employee benefits expense

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Salaries, wages and bonus	3,17,338.12	3,73,638.01
Contribution to provident and other funds	8,761.83	8,098.96
Gratuity	1,052.29	1,468.73
Leave encashment	1,904.15	1,473.19
Share based payments	1,334.66	4,035.35
Staff welfare expenses	29,446.90	32,472.87
TOTAL	**3,59,837.94**	**4,21,187.11**

30. Finance cost

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Interest on borrowings	15,316.93	9,362.09
Factoring commission	-	3,864.98
Other borrowing cost	692.30	112.46
Interest on shortfall in payment of advance tax	424.15	-
TOTAL	**16,433.37**	**13,339.52**

31. Depreciation and amortization expense

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Depreciation of property, plant and equipment	4,342.03	6,344.95
Amortisation of intangible assets	29,963.60	31,567.46
TOTAL	**34,305.63**	**37,912.41**

32. Other expenses

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Subscriptions & Membership fee	6,511.59	4,496.15
Power and fuel	3,398.27	3,847.05
Repairs and maintenance	136.52	742.59
Insurance	1,878.75	2,093.29
Rates & taxes	4,476.11	868.56
Rent of Office Premises	21,407.23	23,174.10
Lease/Rent of Computer Equipment	7,730.23	12,160.99
Communication Expenses	12,976.72	11,527.30
Office Maintenance	11,258.97	12,438.55
Travelling & conveyance	27,686.40	30,516.95
Professional Fees	22,061.73	1,79,972.67
Payments to auditors (refer note 32 a)	1,934.32	1,696.26
Directors' sitting fee	320.00	280.00
Bad debts written off	6,770.04	8,336.96
Foreign exchange loss (net)	3,011.86	3,688.71
Net Loss on disposal of property, plant and eqiupment	-	155.81
Provision for bad and doubtful debts	(381.30)	6,820.60
Fair valution of investments	1,500.00	-
Provision for diminution in the value of Investment	-	9,360.74
Expenses recoverable written off	12,646.67	-
Provision for impairment of other receivables	-	953.46
Miscellaneous expenses	4,423.48	5,302.37
TOTAL	**1,49,747.60**	**3,18,433.12**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

32 a. Payment to Auditors **All amounts in ₹ thousands, unless otherwise stated**

	Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
(a)	**To statutory auditors**		
	-Statutory audit fee	1,296.82	1,214.15
	-For other services (including fees for quarterly review)	456.00	300.00
	-Reimbursement of expenses	31.50	32.11
(b)	**To others**		
	-Tax audit fee	75.00	75.00
	-Transfer pricing	75.00	75.00
TOTAL		**1,934.32**	**1,696.26**

32 b. Corporate Social Responsibility expenditure

Particulars	Year ended 31 March, 2018
Amount required to be spent as per Section 135 of the Act	805.73
Amount spent during the year on :	
1. Construction/ acquisition of any assets	-
2. On purposes other than (1) above	-

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsilibility were not applicable for the year ended 31st March, 2017.

33. Exceptional Items: Exceptional Items represent goodwill amortised during the year 2015-16 and reversed during the year 16-17 account of Scheme of Capital Reduction. (Refer Note 16 (ii))

34. Reconciliation of tax expenses and the accounting profit multiplied by tax rate

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Profit before income tax expense	**1,22,189.49**	**2,09,016.59**
Tax at the Indian tax rate of 27.5525% (2017: 20.3889%)	12,492.06	14,904.87
Tax at the foreign tax rate of subsidiary of 26% (2017: 35%)	3,015.07	3,482.08
Effect of non-deductible expense	4,385.53	2,797.25
Effect of allowances for tax purpose	(1,741.92)	(16,809.47)
Effect of deferred tax	(25,066.75)	41,666.15
Income tax expense	**(6,916.01)**	**46,040.88**

35. Employee benefits

(i) Leave obligations

The leave obligation covers the parent's liability for earned leave which is unfunded.

(ii) Defined contribution plans

The Parent has defined contribution plans namely Provident fund. Contributions are made to provident fund at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contributions plan is as follows:

Particulars	31 March, 2018	31 March, 2017
Parent's Contribution to Provident Fund	6,487.18	6,288.25

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

(iii) Post- employment obligations

a) Gratuity

The parent provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The parent operates post retirement gratuity plan with HDFC Life Insurance. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The following table sets out the amounts recognised in the financial statements in respect of gratuity plan

Particulars	**Year ended 31 March, 2018**	**Year ended 31 March, 2017**
Change in defined benefit obligations:		
Obligation at the beginning of the year	10,354.68	8,463.30
Current service costs	950.00	791.67
Interest costs	828.37	677.06
Remeasurement (gains)/losses	1,176.41	990.59
Benefits paid	(719.05)	(567.94)
Obligation at the end of the year	12,590.42	10,354.68
Change in plan assets:		
Fair value of plan assets at the beginning of the year	-	-
Interest income	-	-
Remeasurement (gains)/losses	31.34	-
Employer's contributions	694.75	-
Benefits paid	-	-
Fair value of plan assets at the end of the year	726.09	-
Expenses recognised in the statement of profit and loss consists of:		
Employee benefits expense:		
Current service costs	950.00	791.67
Net interest expenses	828.37	677.06
	1,778.38	1,468.73
Other comprehensive income:		
(Gain)/Loss on Plan assets	(31.34)	-
Actuarial (gain)/loss arising from changes in experience adjustments	1,207.75	990.59
	1,176.41	990.59
Expenses recognised in the statement of profit and loss	1,052.29	1,468.73

Amounts recognised in the balance sheet consists of

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
Fair value of plan assets at the end of the year	726.09	-	-
Present value of obligation at the end of the year	12,590.42	10,354.68	8,463.30
Recognised as			
Retirement benefit liability - Non-current	11,238.15	10,003.03	8,181.14
Retirement benefit liability - Current	626.18	351.66	282.16

Fair value of plan assets — 100% with LIC of India

Expected contributions to post- employment benefit plans of gratuity for the year ending 31 March 2019 are Rs. 118.64 Lakhs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

iv) Significant estimates and sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in key assumptions is:

Particulars	Key assumptions		Defined benefit obligation			
			Increase in assumption by		Decrease in assumption by	
	31 March, 2018	31 March, 2017	Rate	31 March, 2018	Rate	31 March, 2018
Discount rate	8.00%	8.00%	1%	(1,217.67)	1%	1,440.35
Salary growth rate	7.00%	7.00%	1%	1,304.30	1%	(1,173.47)
Attrition rate	5.00%	5.00%	1%	115.83	1%	(139.75)

The above sensitivity analysis is based on a change in each assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

v) Risk exposure

Through its defined benefit plans, the parent is exposed to a number of risks, the most significant of which are detailed below:

Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk:

Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

36. Financial instruments and risk management

Fair values

a) The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

b) The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

c) The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates, currency basis spreads between the respective currencies and interest rate curves.

Set out below, is a comparision by class of the carrying amounts and fair value of the group's financial instruments, other than those with carrying amounts that are reasonable approximation of fair values:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

(i) Categories of financial instruments

Particulars	Level	31 March, 2018		31 March, 2017		01 April 2016	
		Carrying amount	Fair value*	Carrying amount	Fair value*	Carrying amount	Fair value*
Financial assets							
Measured at amortised cost							
Non-current							
Investments	3	3,63,371.98	3,63,371.98	4,11,481.88	4,11,481.88	71,991.32	71,991.32
Other financial assets	3	46,935.06	46,935.06	24,877.72	24,877.72	28,590.09	28,590.09
Current							
Trade receivables	3	1,55,143.78	1,55,143.78	1,43,871.59	1,43,871.59	87,766.99	87,766.99
Cash and Cash Equivalents	3	9,033.13	9,033.13	3,173.05	3,173.05	22,340.94	22,340.94
Other bank balances	3	3,648.50	3,648.50	12,280.00	12,280.00	1,100.00	1,100.00
Loans	3	11,912.29	11,912.29	10,579.20	10,579.20	-	-
Other financial assets	3	1,83,813.29	1,83,813.29	72,280.28	72,280.28	55,783.35	55,783.35
Measured at fair value through profit and loss							
Non-current							
Investments	3	-	-	1,500.00	1,500.00	1,500.00	1,500.00
Measured at fair value through other comprehensive income							
Foreign-exchange forward contracts not designated as hedges(grouped under other current financial assets)	2	-	-	2,685.02	2,685.02	-	-
Total		**7,73,858.03**	**7,73,858.03**	**6,82,728.74**	**6,82,728.74**	**2,69,072.69**	**2,69,072.69**
Financial liabilities							
Measured at amortised cost							
Non-current							
Borrowings	3	3,325.10	3,325.10	583.25	583.25	2,763.14	2,763.14
Current							
Borrowings	3	1,08,311.69	1,08,311.69	1,21,452.69	1,21,452.69	62,087.74	62,087.74
Trade Payables	3	46,455.49	46,455.49	48,586.67	48,586.67	19,055.42	19,055.42
Other Financial Liabilities	3	1,30,222.37	1,30,222.37	1,45,254.70	1,45,254.70	41,040.49	41,040.49
Measured at fair value through profit and loss							
Foreign-exchange forward contracts not designated as hedges(grouped under other current financial liabilities)	2	199.07	199.07	-	-	483.69	483.69
Total		**2,88,513.72**	**2,88,513.72**	**3,15,877.30**	**3,15,877.30**	**1,25,430.48**	**1,25,430.48**

*Fair value of instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity specific estimates. If significant inputs required to fair value an instruments are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instruments is included in level 3.

There has been no change in the valuation methodology for Level 3 inputs during the year. The group has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the group could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

37. Financial risk management

The group is exposed to market risk (fluctuation in foreign currency exchange rates, price and interest rate), liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The group assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the group.

(A) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables involving foreign currency exposure. The sensitivity analyses in the following sections relate to the position as at March 31, 2018 and March 31, 2017.The analysis exclude the impact of movements in market variables on the carrying values of financial assets and liabilties .The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March, 2018 and 31 March, 2017.

(i) Foreign currency exchange rate risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The group's exposure to the risk of changes in foreign exchange rates relates primarily to the trade/other payables, trade/other receivables and derivative assets/liabilities. The risks primarily relate to fluctuations in US Dollar and SGD against the functional currencies of the group. The group's exposure to foreign currency changes for all other currencies is not material. The group evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

The following tables demonstrate the sensitivity to a reasonably possible change in US dollar and SGD exchange rates, with all other variables held constant. The impact on the group's profit before tax is due to changes in the fair value of monetary assets and liabilities.

	31 March, 2018 USD	31 March, 2017 USD	1 April 2016 USD
Foreign currency liabilities			
Foreign currency term loan	137.83	-	-
Exposure to foreign currency risk - liabilities	**137.83**	**-**	**-**
Derivative liabilities			
Foreign exchange forward contracts	420.00	1,800.00	300.00
Net exposure to foreign currency risk	**557.83**	**1,800.00**	**300.00**

(ii) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and from foreign forward exchange contracts:

Particulars	Increase/(decrease) in profit before tax		Increase/(decrease) in other components of equity	
	31 March, 2018	31 March, 2017	31 March, 2018	31 March, 2017
Change in USD				
1% increase	362.84	1,167.09	262.87	929.14
1% decrease	(362.84)	(1,167.09)	(262.87)	(929.14)

The movement in the pre-tax effect is a result of a change in the fair value of monetary assets and liabilities denominated in US dollar where the functional currency of the entity is a currency other than US dollar.

All amounts in ₹ thousands, unless otherwise stated

(iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The group's exposure to the risk of changes in market interest rates relates primarily to the group's debt obligations with floating interest rates. As the group has certain debt obligations with floating interest rates, exposure to the risk of changes in market interest rates are dependent of changes in market interest rates. Management monitors the movement in interest rate and, wherever possible, reacts to material movements in such rates by restructuring its financing arrangement.As the group has no significant interest bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/(decrease) in profit before tax		Increase/(decrease) in other components of equity	
	31 March, 2018	31 March, 2017	31 March, 2018	31 March, 2017
Change in interest rate				
increase by 100 basis points	(197.10)	(144.01)	(142.79)	(114.65)
decrease by 100 basis points	197.10	144.01	142.79	114.65

The assumed increase/decrease in interest rate for sensitivity analysis is based on the currently observable market environment

(B) Credit Risk

Financial assets of the group include trade receivables, loans to wholly owned subsidiaries, employee advances, security deposits held with government authorities and others and bank deposits which represents group's maximum exposure to the credit risk.

With respect to credit exposure from customers, the group has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors.

The carrying amount of trade receivables, loans, advances, deposits, cash and bank balances, bank deposits and interest receivable on deposits represents group's maximum exposure to the credit risk. No other financial asset carry a significant exposure with respect to the credit risk. Bank deposits and cash balances are placed with reputable banks and deposits are with reputable government, public bodies and others. The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associate with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. With respect to other financial assets viz., loans & advances, deposits with government and banks, the credit risk is insignificant since the loans & advances are given to its wholly owned subsidiary and employees only and deposits are held with government bodies and reputable banks. The credit quality of the financial assets is satisfactory, taking into account the allowance for credit losses.

Credit risk on trade receivables and other financial assets is evaluated as follows:

(i) Expected credit loss for trade receivable under simplified approach:

Particulars	31 March, 2018	31 March, 2017	01 April 2016
Gross carrying amount	1,55,963.09	1,45,198.16	88,592.02
Expected credit losses (Loss allowance provision)	(819.31)	(1,326.57)	(825.03)
Carrying amount of trade receivables	**1,55,143.78**	**1,43,871.59**	**87,766.99**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Expected credit loss for financial assets where general model is applied

The financial assets which are exposed to credit are loans to wholly owned subsidiaries and employee advances.

Particulars Asset group	31 March, 2018 Estimated gross carrying amount at default	31 March, 2017 Estimated gross carrying amount at default	1 April 2016 Estimated gross carrying amount at default
Gross carrying amount			
Loans	10,000.00	10,000.00	-
Employee advances	1,912.29	579.20	-
	11,912.29	**10,579.20**	**-**
Expected credit losses	-	-	-
Net carrying amount			
Loans	10,000.00	10,000.00	-
Employee advances	1,912.29	579.20	-
Total	**11,912.29**	**10,579.20**	**-**

(ii) Reconciliation of loss allowance provision

Particulars	Trade receivables
Loss allowance as at 1 April 2016	**825.03**
Changes in loss allowance during the period of 2016-17	6,820.60
Loss allowance as at 31 March, 2017	**7,645.64**
Changes in loss allowance during the period of 2017-18	(381.30)
Loss allowance as at 31 March, 2018	**7,264.34**

(iii) Significant estimates and judgements

Impairment of financial assets:

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(C) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due and to close out market positions. The group's treasury maintains flexibility in funding by maintaining availability under deposits in banks.

Management monitors cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements: The group had access to the following undrawn borrowing facilities at the end of the reporting period

Particulars	As at		
	31 March, 2018	**31 March, 2017**	**01 April 2016**
Expiring within one year (bank overdraft and other facilities)	290.47	598.83	-

(ii) Maturities of Financial liabilities

Contractual maturities of financial liabilities as at :

Particulars	31 March, 2018		31 March, 2017		01 April 2016	
	Less than 12months	More than 12months	Less than 12months	More than 12months	Less than 12months	More than 12months
Borrowings	29,899.33	3,325.10	16,422.57	583.25	406.17	2,763.14
Trade Payables	46,455.49	-	48,586.67	-	19,055.42	-
Other Financial Liabilities	1,20,231.64	-	1,43,233.30	-	41,118.01	-
Total	**1,96,586.46**	**3,325.10**	**2,08,242.53**	**583.25**	**60,579.60**	**2,763.14**

(iii) Management expects finance cost to be incurred for the year ending 31 March 2019 is Rs.7.92 Lakhs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

38. Capital management

A. Capital management and Gearing Ratio

For the purpose of the group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the group's capital management is to maximise the shareholder value.

The group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The group monitors capital using a gearing ratio, which is debt divided by total capital. The group includes within debt, interest bearing loans and borrowings.

Particulars	31 March, 2018	31 March, 2017	01 April 2016
Borrowings			
Current	1,08,311.69	1,21,452.69	62,087.74
Non current	3,325.10	583.25	2,763.14
Current maturities of non- current borrowings	10,189.80	2,021.40	406.17
Debt	**1,21,826.58**	**1,24,057.34**	**65,257.05**
Equity			
Equity share capital	1,96,310.15	1,96,310.15	1,96,310.15
Other equity	3,73,556.08	2,55,573.66	1,92,931.87
Total capital	**5,69,866.23**	**4,51,883.81**	**3,89,242.02**
Gearing ratio in % (Debt/ capital)	**21.38%**	**27.45%**	**16.77%**

In order to achieve this overall objective, the group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March, 2018 and 31 March, 2017.

39. Contingent liabilities

The group has the following contingent liabilities as at:

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Service tax	32,576.18	32,576.18	32,576.18
Income tax	80,673.01	79,339.81	35,782.69
Total	**1,13,249.19**	**1,11,915.99**	**68,358.88**

40. Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for - Nil

41. Related party transactions

Names of related parties and nature of relationships:

Names of the related parties	Nature of relationship
i) Key Managerial Personnel (KMP):	
Mr. Aashish Kalra	CEO & Whole Time Director
Mr. D.R.R Swaroop	Whole Time Director
Mr. T.V.Siva Prasad	Chief Financial Officer & Company Secretary
ii) Non-whole-time Directors	
Mr. Venkat Motaprthy	Independent Director
Mr. B. Muralidhar	Independent Director
Mrs. K. Jaya Lakshmi Kumari	Independent Director
Mr. Stefan Hetges	Non Executive Director
iii) Enterprises in which KMP has control / significant influence	
Worldwide Technology Investements Pte Ltd	Mr. Aashish Kalra

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Details of transactions during the year where related party relationship existed:

Particulars	Key Managerial Personnel		Subsidiary Companies	
	2017-18	2016-17	2017-18	2016-17
Remuneration*				
Mr. D.R.R Swaroop	**2,500.00**	2,500.00	-	-
Mr. T.V.Siva Prasad	**2,500.00**	1,997.83	-	-
Mr. Aashish Kalra	**7,250.63**	5,199.48		
Sitting fees				
Mr. Venkat Motaprthy	**130.00**	110.00	-	-
Mr. B. Muralidhar	**110.00**	110.00	-	-
Mrs. K. Jaya Lakshmi Kumari	**80.00**	60.00	-	-
Enterprises in which KMP has significant influence				
Worldwide Technology Investements Pte Ltd				
Loan taken during the year				
Loan repayable				
Interest payable				

* Post employment benefits are acturially determined on overall basis and hence not seperately provided.

42. Earnings per share (EPS)

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Profit after tax (Rs. in thousands)	1,29,105	1,62,976
Weighted average number of equity shares in calculating Basic and Diluted EPS (Nos in thousands)	19,631	19,631
Face value per share (Rs.)	10.00	10.00
Basic and Diluted Earnings per Share (EPS)	6.58	8.30

43. Segment information

The parent's CEO, Whole time Director and Chief Financial Officer examine the group's performance from a service and product perspective and has identified two reportable segments:

1. Software development services
2. Software Licenses

They primarily use a measure of profit before tax to assess the performance of the operating segments.

Segment revenue and expenses:

The group has an established basis of allocating joint expenses to the segments, which is reasonable, and followed consistently. All other segment revenue and expenses are attributable to the segments. Certain Expenses/Income are not specifically allocable to specific segments and accordingly these expenses are disclosed as unallocated corporate expenses or income and adjusted only against the total income of the group.Segment result includes the respective other income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors and fixed assets, net of allowances and provisions that are reported as direct offsets in the balance sheet. While most assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two or more segments is allocated to the segments on a reasonable basis. In such cases, the entire revenue and expenses of these assets including depreciation are also allocated to the same segments. Assets which are not allocable to the segments have been disclosed as 'unallocated corporate assets'. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities. Segment assets and liabilities do not include deferred income taxes. The loans and other borrowings that are not specifically allocable to the various segments are disclosed as 'unallocated corporate liabilities'.

Inter segment transfers:

There are no inter segment transfers.

Summary of segment information

Particulars		31 March 2018	31 March 2017
A.	**Revenue**		
	Segment revenue		
	Software Development Services	6,734.69	9,539.67
	Software Licences	3,175.62	520.69
		9,910.31	10,060.36
	Inter Segment sales	-	
	Total revenue	**9,910.31**	**10,060.36**
B.	**Segment profit**		
	Software Development Services	1,904.02	2,424.93
	Software Licences	82.17	40.07
	Segment operating profit	**1,986.19**	**2,465.00**
	Reconciliation of segment operating profit to operating profit		
	Unallocated:		
	Unallocated corporate expenses	623.07	670.70
	Unallocated corporate Income	23.11	429.25
	Operating profit	**1,386.23**	**2,223.55**
	Finance costs	164.33	133.40
	Profit before tax	**1,221.90**	**2,090.15**
	Income tax expense	(69.16)	460.41
	Profit after tax	**1,291.06**	**1,629.74**

Particulars	31 March 2018	31 March 2017	1 April 2016
Segment Assets			
Software Development Services	4,032.40	3,637.16	3,128.80
Software Licences	230.33	150.62	48.20
Unallocated corporate assets	4,643.12	4,423.59	2,193.27
Total assets	**8,905.85**	**8,211.37**	**5,370.27**
Segment liabilities			
Software Development Services	1,638.72	2,135.79	1,282.98
Software Licences	219.16	77.70	23.52
Unallocated corporate liabilities	1,349.30	1,479.04	171.35
Total liabilities	**3,207.18**	**3,692.53**	**1,477.85**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Particulars	31 March 2018	31 March 2017
Geographical segment revenue by location of customers		
India	3,078.21	629.98
Outside India	6,832.11	9,430.38
	9,910.31	**10,060.36**

Particulars	31 March 2018	31 March 2017	1 April 2016
Geographical segment assets			
India	1,883.76	1,420.08	2,297.92
Outside India	7,022.09	6,791.29	3,072.35
	8,905.85	**8,211.37**	**5,370.27**

Information about revenue

Revenue from external customers - Sale of Services - Rs. 6,73,469.49 thousands

Revenue from external customers - Sale of Products - Rs. 3,17,561.64 thousands

The Group has made external sales to the following customers meeting the criteria of 10% or more of the entity revenue

Customer 1 - Rs. 2,20,267.76 thousands

44. Share based payments (Ind AS 102)

The Company has granted options to its eligible employees in various ESOS Schemes, details are as under:

(A) Employee Stock Option Scheme:

Particulars	CTEL Employee Stock Opton Scheme - 2008	CTEL ESOP Scheme 2011	ESOS - 2015
Vesting Plan	Year I - 40% Year II - 30% Year III - 30%	5 years	3 years
Exercise Period	Any time after the vesting period subject to continuance of employment and the other conditions mentioned in the scheme	5 years	5 years
Grant Date	21-Oct-08	10-Jul-15	09-Mar-16
Exercise Price (Rs. Per share)	25.9	38	80
Fair Value on the date of Grant of Option (Rs. Per share)	15.97	8.47	46.16
Method of Settlement	Equity	Equity	Equity

(B) Movement of Options Granted along with weighted average exercise price (WAEP):

CTEL Employee Stock Opton Scheme - 2008

Particulars	As at March 31, 2018		As at March 31, 2017	
	No.	**WAEP(Rs.)**	**No.**	**WAEP(Rs.)**
Outstanding at the beginning of the year	1000	25.9	2000	25.9
Granted during the year	Nil	Nil	Nil	Nil
Exercised during the year	Nil	Nil	1000	25.9
Forfeited during the year	Nil	Nil	Nil	Nil
Outstanding at the end of the year	1000	25.9	1000	25.9
Options exercisable at the end of the year	1000	25.9	1000	25.9

The weighted average share price at the date of exercise for options was Rs. 89.76 per share as at March 31, 2017

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

CTEL ESOP Scheme 2011

Particulars	As at March 31, 2018		As at March 31, 2017	
	No.	WAEP(Rs.)	No.	WAEP(Rs.)
Outstanding at the beginning of the year	237100	38	238100	38
Granted during the year	Nil	Nil	Nil	Nil
Exercised during the year	Nil	Nil	Nil	Nil
Forfeited during the year	7500	38	1000	38
Outstanding at the end of the year	229600	38	237100	38
Options exercisable at the end of the year	Nil	Nil	Nil	Nil

The weighted average remaining contractual life for the share options outstanding as at March 31, 2018 was 5 years & 3 months (March 31, 2017 : 6 years & 3 months).

ESOS - 2015

Particulars	As at March 31, 2018		As at March 31, 2017	
	No.	WAEP(Rs.)	No.	WAEP(Rs.)
Outstanding at the beginning of the year	153500	80	218500	80
Granted during the year	Nil	Nil	Nil	Nil
Exercised during the year	Nil	Nil	Nil	Nil
Forfeited during the year	45900	80	65000	80
Outstanding at the end of the year	107600	80	153500	80
Options exercisable at the end of the year	Nil	Nil	Nil	Nil

The weighted average remaining contractual life for the share options outstanding as at March 31, 2018 was 6 years (March 31, 2017 : 7 years).

(C) Fair Valuation:

The fair value of option have been done by an independent firm of Chartered Accountants on the date of grant using the Black-Scholes Model.

The key assumptions in the Black-Scholes Model for calculating fair value as on the date of grant:

(a) For CTEL Employee Stock Opton Scheme - 2008

1.	Risk Free Rate	7.42% - 7.73%
2.	Option Life	2.5 - 4.5 years
3.	Expected Volatility*	63.77%
4.	Expected Growth in Dividend	0.00%

(b) For CTEL ESOP Scheme 2011

1.	Risk Free Rate	8%
2.	Option Life	3 years
3.	Expected Volatility*	9.48%
4.	Expected Growth in Dividend	0.00%

(c) For ESOS 2015

1.	Risk Free Rate	7.83%
2.	Option Life	3 years
3.	Expected Volatility*	43.05%
4.	Expected Growth in Dividend	0.00%

*Expected volatility on the Company's stock price on Bombay Stock Exchange based on the data commensurate with the expected life of the options up to the date of grant.

(D) Details of the liabilities arising from the Share based payments were as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Total Carrying amount	6070.75	4736.08	700.73

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

45. Additional information, as required under Schedule III to The Companies Act, 2013

Statement of Net Assets, Profit and Loss and other comprehensive Income attributable to owners and non-controlling interest

Name of the Entity	Net Assets, i.e. Total Assets minus Total Liabilities		Share in profit and loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated Net assets	Amount	As a % of consolidated Profit and Loss	Amount	As a % of consolidated Other Comprehensive Income	Amount	As a % of consolidated Total Comprehensive Income	Amount
Parent								
Cambridge Technology Enterprises Ltd	58.62	3,34,074.69	26.72	34,503.20	18.52	(4,753.29)	28.76	29,749.91
Subsidiaries								
India								
1. Cambridge Innovations Pvt. Ltd	(0.15)	(858.25)	(0.64)	(826.00)	-	-	(0.80)	(826.00)
2. Cambridge Bizserve Pvt. Ltd	(0.01)	(80.92)	(0.02)	(30.95)	-	-	(0.03)	(30.95)
Foreign								
1. Cambridge Technology Inc	50.35	2,86,953.75	77.68	1,00,284.82	(5.81)	1,491.40	98.39	1,01,776.22
2. Cambridge Technology Investments PTE Ltd	(2.02)	(11,523.69)	(0.34)	(443.84)	87.29	(22,397.15)	(22.08)	(22,840.99)
3. Cambridge Innovations Capital LLC	(6.12)	(34,867.19)	(0.37)	(479.39)	-	-	(0.46)	(479.39)
4. Cambirdge Bizserve Inc	(0.67)	(3,832.15)	(3.02)	(3,902.34)	-	-	(3.77)	(3,902.34)
TOTAL	**100.00**	**5,69,866.23**	**100.00**	**1,29,105.50**	**100.00**	**(25,659.04)**	**100.00**	**1,03,446.46**

46. First-time adoption of Ind AS

Transition to Ind AS

These are the group's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended 31 March, 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 01 April 2016 (date of transition). In preparing its opening Ind AS balance sheet, the group has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting standards) Rules, 2006 (as amended) and other relevant provisions of the Act(previous GAAP or Indian GAAP). An explanation on how the transition from previous GAAP to Ind AS has effected the group's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemptions and Exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Ind AS optional exemptions

(i) Deemed cost

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its Property, Plant & Equipment as recognised in the Financial Statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition, after making necessary adjustments for decommissioning liabilities. This exemption can also be used for Intangible Assets covered by Ind AS 38.

Accordingly, the group has elected to measure all of its Property, Plant & Equipment and Intangible Assets at their previous GAAP carrying value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

(ii) Impairment of financial assets

The group has applied the exception related to impairment of financial assets given in Ind AS 101. It has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial assets were initially recognised and compared that to the credit risk as at 01 April 2016.

(iii) Share based payment transactions

Under previous GAAP, the cost of options granted under the CTE Employee Stock Option Scheme (CTE ESOS) [equity - settled] was recognised using the intrinsic value method. Under Ind AS, the cost of options granted under CTE ESOS is recognised based on the fair value of the options as on the grant date. In terms of the exemptions, the fair value of unvested options as at the date of transition have been accounted for as part of reserves.

(iv) Cumulative transition differnces

Under previous GAAP, the group accumulated exchange differences arising on monetary items that, in substance, formed part of group's net investment in non-integral foreign operations in a foreign currency translation reserve. Such balances are to be recognised in the Statement of Profit and Loss on disposal of the net investment. Ind AS allows an entity an option to reset the cumulative translation differences arising on monetary items that exist as of the transition date to zero. The group has elected to continue presenting the foreign exchange translation reserve under equity.

B. Ind AS mandatory exceptions

(i) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with the estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

Investment in equity instruments carried at Fair value through Profit and Loss.

Impairment of financial asset based on expected credit loss model.

(ii) Classification and measurement of Financial Assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

C. Reconciliation between previous GAAP and Ind AS (as at 31 March 2017 and 1 April 2016)

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods.

The following tables represent the reconciliations from previous GAAP to Ind AS.

Particulars	Notes	As at 31 March, 2017			As at 1 April, 2016		
		Previous GAAP*	Effect of transition to Ind AS	As per Ind AS balance sheet	Previous GAAP*	Effect of transition to Ind AS	As per Ind AS balance sheet
I. ASSETS							
Non-current Assets							
(a) Property, Plant and Equipment		6,873.87	-	6,873.87	9,876.42	-	9,876.42
(b) Goodwill			-	-	73,285.50	-	73,285.50
(c) Other Intangible Assets		79,222.10	-	79,222.10	1,06,883.01	-	1,06,883.01
(d) Financial Assets				-			-
Investments		4,12,981.88	-	4,12,981.88	73,491.32	-	73,491.32
Other financial assets		24,877.72	-	24,877.72	28,590.09	-	28,590.09

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Particulars	Notes	As at 31 March, 2017			As at 1 April, 2016		
		Previous GAAP*	Effect of transition to Ind AS	As per Ind AS balance sheet	Previous GAAP*	Effect of transition to Ind AS	As per Ind AS balance sheet
(e) Deferred tax assets	2	-	4,776.24	4,776.24	18,385.01	10,979.49	29,364.50
(f) Other Non-current Assets		2,500.00	-	2,500.00	2,500.00	-	2,500.00
(g) Amount recoverable from ESOP Trust		11,900.00		11,900.00	11,900.00		11,900.00
Current Assets							
(a) Inventories				-	-	-	-
(b) Financial Assets				-			-
(i) Trade Receivables	5	1,45,198.16	(1,326.57)	1,43,871.59	88,592.02	(825.03)	87,766.99
(ii) Cash and Cash Equivalents		3,173.05	-	3,173.05	22,340.94	-	22,340.94
(iii) Other bank balances		12,280.00	-	12,280.00	1,100.00	-	1,100.00
(iv) Loans		10,579.20	-	10,579.20		-	-
(v) Other financial assets	1	72,280.28	2,685.02	74,965.30	55,783.35	-	55,783.35
(c) Current Tax Assets (Net)		12,467.90	-	12,467.90	12,085.27	-	12,085.27
(d) Other Current Assets		45,631.15	(24,962.19)	20,668.96	30,827.81	(8,768.13)	22,059.68
Total assets		**8,39,965.32**	**(18,827.49)**	**8,21,137.83**	**5,35,640.75**	**1,386.32**	**5,37,027.08**
II. EQUITY AND LIABILITIES							
Equity							
(a) Equity Share Capital		1,96,310.15	-	1,96,310.15	1,96,310.15	-	1,96,310.15
(b) Other Equity		2,56,851.94	(1,278.28)	2,55,573.66	1,91,545.54	1,386.32	1,92,931.87
Liabilities							
Non-Current Liabilities							
(a) Financial Liabilities							
(i) Borrowings		583.25	-	583.25	2,763.14	-	2,763.14
(ii) Other Financial Liabilities		32.34	-	32.34	4,659.37	-	4,659.37
(b) Provisions		11,652.69	-	11,652.69	9,297.85	-	9,297.85
(c) Deferred Tax Liabilities (Net)	2	14,466.74	(14,466.74)	-	-	-	-
Current Liabilities							
(a) Financial Liabilities							
(i) Borrowings		1,21,452.69	-	1,21,452.69	62,087.74	-	62,087.74
(ii) Trade Payables		48,586.67	-	48,586.67	19,055.42	-	19,055.42
(iii) Other Financial Liabilities	1	1,48,337.17	(3,082.48)	1,45,254.70	41,524.18	-	41,524.18
(b) Other Current Liabilities		22,927.03	-	22,927.03	3,856.10	-	3,856.10
(c) Provisions		647.56	-	647.56	465.44	-	465.44
(d) Current Tax Liabilities(Net)		18,117.10	-	18,117.10	4,075.83	-	4,075.83
TOTAL		**8,39,965.32**	**(18,827.49)**	**8,21,137.83**	**5,35,640.75**	**1,386.32**	**5,37,027.08**

*** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Reconciliation of total comprehensive income for the year ended 31 March 2017

Particulars		**Notes**	**Previous GAAP***	**Adjustments**	**Ind AS**
I.	Revenue from operations		10,06,035.65	-	10,06,035.65
II.	Other Income		12,729.41	5,767.49	18,496.90
III.	**Total Revenue (I + II)**		**10,18,765.05**	**5,767.49**	**10,24,532.55**
IV.	**Expenses:**				
	Purchase of software licenses		49,072.29	-	49,072.29
	Employee benefits expense	3,4	4,18,642.34	2,544.77	4,21,187.11
	Finance costs		13,339.52	-	13,339.52
	Depreciation and amortization expense		37,912.41	-	37,912.41
	Other expenses		3,17,779.23	653.89	3,18,433.12
	Total Expenses		8,36,745.80	3,198.65	8,39,944.46
V.	**Profit before tax (III - IV)**		**1,82,019.25**	**2,568.84**	**1,84,588.09**
VI.	**Exceptional Items**		**(24,428.50)**	**-**	**(24,428.50)**
			2,06,447.75	**2,568.84**	**2,09,016.59**
VI.	**Tax expense:**				
	(1) Current tax		4,374.73	-	4,374.73
	(2) Deferred tax		33,242.75	8,423.40	41,666.15
VII.	**Profit for the period (V-VI)**		**1,68,830.27**	**(5,854.56)**	**1,62,975.71**
VIII.	**Other Comprehensive Income**				
	Items that will not be reclassified to statement of profit and loss				
	a) Remeasurement of defined employee benefit plans	3	-	(1,490.59)	(1,490.59)
	b) Income tax relating to item (a) above		-	492.83	492.83
	Items that will be reclassified to profit or loss				
	Exchange differences in translating the Financial Statements of a foreign operation		-	(14,998.86)	(14,998.86)
	Other Comprehensive Income (net of tax)		**-**	**(15,996.61)**	**(15,996.61)**
IX.	**Total Comprehensive Income for the year**		1,68,830.27	(21,851.17)	1,46,979.10

*** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.**

Reconciliation of total equity as at 31 March 2017 and 1 April 2016

Particulars	**Notes**	**31 March, 2017**	**1 April, 2016**
Total equity (shareholder's funds) as per previous GAAP		4,53,162.09	3,87,855.69
Adjustments			
Impact on deferred tax on account of Ind AS adjustments	7	(5,719.21)	2,211.36
Fair valuation of forward contracts	2	5,767.49	-
Allowance for credit loss	3	(1,326.57)	(825.04)
Total adjustments		(1,278.28)	1,386.32
Total equity as per Ind AS		**4,51,883.81**	**3,89,242.02**

Reconciliation of total comprehensive income for the year ended 31 March 2017

Particulars	**Notes**	**31 March, 2017**
Profit after tax as per previous GAAP		1,68,816.67
Adjustments		
Fair valuation of forward contracts	3	5,767.49
Share based payments	1	(4,035.35)
Remeasurement of defined benefit obligations		1,490.59
Allowance for credit loss	2	(501.53)
Impact on deferred tax on account of Ind AS adjustments		(8,423.40)
Regrouping of exchange differences arising on translation of Financial Statements of Foreign Operations		(138.76)
Total comprehensive income as per Ind AS		1,62,975.71

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Impact of Ind AS adoption on the statements of cash flows for the year ended 31 March 2017

Particulars	Notes	Previous GAAP*	Adjustments	Ind AS
Net cash flow from operating activities		2,91,760.57	(8,760.88)	2,82,999.69
Net cash flow from investing activities		(3,47,628.35)	0.00	(3,47,628.35)
Net cash flow from financing activities		45,460.77	0.00	45,460.77
Net increase/(decrease) in cash and cash equivalents	**10**	**(10,407.01)**	**(8,760.87)**	**(19,167.88)**
Cash and cash equivalents as at 1 April 2016		36,012.40	(13,671.46)	22,340.94
Cash and cash equivalents as at 31 March 2017		25,605.39	(22,432.33)	3,173.06

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

D. Notes to first-time adoption:

1) Fair valuation of forward contracts

Under previous GAAP, the premium or discount arising at the inception of a forward exchange contract should be amortised as expense or income over the life of the contract. Any profit or loss arising on cancellation or renewal of such a forward exchange contract should be recognised as income or as expense for the period.Under Ind AS 109, such forward contracts have to be carried at fair value through profit and loss. The profit for the year ended 31 March 2017 has increased by Rs. 5767.49 thousands on account of fair value gain.

2) Deferred tax

Previous GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the Balance Sheet approach, which focuses on differences between the carrying amount of an asset or liability in the Balance Sheet and its tax base. It requires recognition of tax consequences of differences between the carrying amounts of assets and liabilities and their tax base. As a result, Deferred tax asset has been increased by Rs. 10979.49 thousands as at 1 April 2016 and Rs. 19242.98 thousands as at 31 March 2017 with a corresponding increase in retained earnings and net profit respectively.

3) Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e. Actuarial gains and losses and the return on plan assets , excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year. There is no impact on the total equity as at 31 March 2017.

4) Share based payments

Under the previous GAAP, expenditure relating to Employee stock option was valued as per Intrinsic value method. Under Ind AS, expenses are to be accounted as per Fair value method. Accordingly, expenditure of Rs. 4035.35 thousands was accounted during the year ended 31 March 2017 with a corresponding increase in net profit.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

5) Expected credit loss on trade receivables

As per Ind AS 109, expected credit loss is calculated for trade receivables using the lifetime cycle approach. Accordingly, an amount of Rs. 825.04 thousands and Rs. 1,326.56 thousands is provided as on 1 April 2016 and 31 March 2017 respectively with a corresponding impact on retained earnings and net profit respectively.

6) Cash flow from financing activities

Other bank balances (disclosed under Note 10) are not considered as part of cash and cash equivalents under Ind AS and the movement of other bank balances amounting to Rs. 22,432.00 thousands is the variance in net increase/decrease in cash and cash equivalents as at 31 March 2017.

7) Other comprehensive income

Under Ind AS, all items of income and expense recognized in a period should be included in the profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit or loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of 'other comprehensive income' did not exist under previous GAAP.

8) Other equity

Retained earnings as at April 1 2016 has been adjusted consequent to the above Ind AS transition adjustments on the date of transition.

For M. Anandam & Co.,
Chartered Accountants
Firm Registration Number : 000125S

M.V. Ranganath
Partner
Membership No. 028031

Place: Hyderabad
Date : 28th May, 2018

On behalf of the Board

Aashish Kalra
Chairman & CEO

D.R.R. Swaroop
Wholetime Director

T.V.Siva Prasad
CFO & Company Secretary

INDEPENDENT AUDITORS' REPORT

To

The Members of Cambridge Technology Enterprises Limited

Report on the Standalone Indian Accounting Standards (Ind AS)Financial Statements

We have audited the accompanying Standalone Ind AS Financial Statements ofCambridge Technology Enterprises Limited("the Company"), which comprise the Balance Sheet as at 31stMarch, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of theCompanies Act, 2013 ("the Act") with respect to the preparation and presentation of theseStandalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performanceincluding other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS)prescribed underSection 133 of the Act.

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; anddesign, 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 Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on theseStandalone Ind AS Financial Statements based on our audit.

In conducting 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 theStandalone Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in theStandalone Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS 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 theStandalone Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 theStandalone Ind AS 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 Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS 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 31stMarch, 2018, and its profit, total comprehensive income, its cash flowsand the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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 ourknowledge 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 faras it appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder.

   (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the board of directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as 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 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 Auditors) Rules, 2014, as amended, 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 Standalone Ind AS Financial Statements-Refer Note 38

      ii) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

2. 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 B", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

M. V. Ranganath
Partner
Membership No. 028031

Place: Hyderabad
Date:28th May, 2018

Annexure - A to the Independent Auditors' Report

(Referred to in paragraph1 (f) under"Report on Other Legal and Regulatory Requirements" section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 31stMarch 2018 in conjunction with our audit of the Standalone Ind AS 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") issued by the ICAI and the Standards on Auditingprescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 Standalone Ind AS 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, to the best of our information and according to the explanations given to us, 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 31stMarch 2018, 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)

M. V. Ranganath
Partner
Membership No. 028031

Place: Hyderabad
Date: 28th May, 2018

Annexure - B to the Independent Auditors' Report

(Referred to in paragraph 2 under"Report on Other Legal and Regulatory Requirements" section of our report of even date)

(i) (a) The Companyhas 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 verification.

(c) The Company does not own any immovable properties. Accordingly, reporting under clause (i) (c) of the Order is not applicable to the Company.

(ii) The Company does not have any inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the company.

(iii) The Company has not granted any loans to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Act. Accordingly, reporting under clause 3 (iii) of the Order is not applicable to the company.

(iv) In our opinion and according to the information and explanations given to us, the Company has made investments and granted loans which is in compliance with the provisions of Section 185 and 186 of the Act. The Company has not provided guarantees and securities.

(v) According to the information and explanations given to us, the Company has not accepted deposits within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder.

(vi) Maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act.

(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, goods and service tax, wealth tax, service tax, customs duty, excise duty, 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, value added tax, goods and service tax, wealth tax, service tax, customs duty, excise duty or cess as at 31st March, 2018 which have not been deposited on account of any dispute pending are as under:

Name of the statute	Nature of the dues	Amount (Rs. in '000)	Period to which the amount relates	Forum where the dispute is pending
Income-tax Act, 1961	Income tax	176.00	AY 2011-12	CIT (Appeals)
		743.37	AY 2012-13	ITAT, Hyderabad
		70910.98	AY 2013-14	ITAT, Hyderabad
		7252.66	AY 2014-15	ITAT, Hyderabad

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institutions, banks and government. The Company has not issued any debentures.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which the loans were obtained.

(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) In our opinion and according to the information and explanations give to us the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion and 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 Standalone Ind AS Financial Statements as required by the applicable Indian accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of our 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 and hence reporting under clause (xiv) of the Order is not applicable.

(xv) In our opinion and 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 and hence provisions of section 192 of the Act are 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: 28th May, 2018

STANDALONE BALANCE SHEET AS AT 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Particulars	Note	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
I. ASSETS				
Non-current Assets				
(a) Property, plant and equipment	4.1	5,008.62	5,998.24	6,551.90
(b) Goodwill	4.2	-	-	73,285.50
(c) Other Intangible assets	4.3	446.91	5,187.85	3,781.36
(d) Financial assets				
(i) Investments	5.1	2,18,320.16	2,19,820.16	1,37,437.90
(ii) Other financial assets	5.2	46,392.54	24,549.50	24,945.32
(e) Other non-current assets	6	2,500.00	2,500.00	2,500.00
(f) Deferred tax assets (net)	7	27,957.56	28,748.27	38,770.36
(g) Amount recoverable from ESOP Trust		11,900.00	11,900.00	11,900.00
Current Assets				
(a) Financial assets				
(i) Trade receivables	8	81,020.05	16,550.65	24,864.64
(ii) Cash and cash equivalents	9	4,764.20	1,657.32	17,614.55
(iii) Other bank balances	10	3,648.50	12,280.00	1,100.00
(iv) Loans	11	15,936.01	19,893.63	-
(v) Other financial assets	12	1,983.34	4,101.28	715.11
(b) Current tax assets (net)	13	5,851.42	12,467.90	12,368.56
(c) Other current assets	14	11,735.88	15,204.80	17,207.55
TOTAL ASSETS		**4,37,465.19**	**3,80,859.60**	**3,73,042.75**
II. EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	15	1,96,310.15	1,96,310.15	1,96,310.15
(b) Other equity	16	1,21,146.62	86,157.90	1,35,333.06
Liabilities				
Non-Current Liabilities				
(a) Financial liabilities				
Borrowings	17	3,325.10	583.25	-
(b) Provisions	18	13,301.34	11,652.69	9,297.85
Current Liabilities				
(a) Financial liabilities				
(i) Borrowings	19	19,709.53	14,401.17	-
(ii) Trade payables	20	28,893.99	16,412.66	8,472.29
(iii) Other financial liabilities	21	41,776.25	16,208.91	15,939.91
(b) Other current liabilities	22	8,365.21	23,916.47	3,148.22
(c) Provisions	23	1,063.66	647.56	465.44
(d) Current tax liabilities (net)	24	3,573.32	14,568.85	4,075.83
TOTAL EQUITY AND LIABILITIES		**4,37,465.19**	**3,80,859.60**	**3,73,042.75**
Summary of significant accounting policies	2			

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

As per our report of even date

For M. Anandam & Co.,
Chartered Accountants
Firm Registration Number : 000125S

On behalf of the Board

M.V. Ranganath
Partner
Membership No. 028031

Aashish Kalra
Chairman & CEO

D.R.R. Swaroop
Wholetime Director

T.V.Siva Prasad
CFO & Company Secretary

Place: Hyderabad
Date : 28th May, 2018

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Particulars		Note	Year ended 31 March, 2018	Year ended 31 March, 2017
I.	Revenue from operations	25	6,30,536.88	3,86,554.81
II.	Other income	26	5,386.85	11,263.20
III.	**Total revenue (I + II)**		**6,35,923.73**	**3,97,818.01**
IV.	**Expenses**			
	Purchase of software licenses	27	2,59,784.77	32,119.65
	Employee benefits expense	28	2,18,121.53	2,08,863.89
	Finance costs	29	3,245.14	1,380.18
	Depreciation and amortization expense	30	8,633.76	9,600.81
	Other expenses	31	1,00,799.40	97,179.11
	Total expenses		**5,90,584.61**	**3,49,143.63**
V.	**Profit before exceptional items and tax (III - IV)**		**45,339.12**	**48,674.38**
VI.	**Exceptional Items**	32	-	**(24,428.50)**
VII.	**Profit before tax (V - VI)**		**45,339.12**	**73,102.88**
VIII.	**Tax expense:**			
	(1) Current tax		15,135.67	17,086.70
	(2) Deferred tax		(4,299.75)	10,514.93
IX.	**Profit for the year (V-VI)**		**34,503.20**	**45,501.24**
X.	**Other comprehensive income**			
	Items that will not be reclassified to statement of profit and loss			
	a) Remeasurement of defined employee benefit plans		(1,176.41)	(1,490.59)
	b) Income tax relating to item (a) above		327.28	492.83
	Other comprehensive income (net of tax)		**(849.14)**	**(997.75)**
XI.	**Total comprehensive income for the year**		**33,654.07**	**44,503.49**
XII.	**Earnings per equity share (Face Value of Rs. 10 each)**			
	(1) Basic	41	1,757.59	2,317.82
	(2) Diluted		1,757.59	2,317.82
Summary of significant accounting policies		2		

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For M. Anandam & Co.,
Chartered Accountants
Firm Registration Number : 000125S

M.V. Ranganath
Partner
Membership No. 028031

Place: Hyderabad
Date : 28th May, 2018

On behalf of the Board

Aashish Kalra
Chairman & CEO

D.R.R. Swaroop
Wholetime Director

T.V.Siva Prasad
CFO & Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

a. **Equity share capital**

Particulars	Note	Amount
As at 01 April 2016	15	**1,96,310.15**
Changes in equity share capital		-
As at 31 March 2017		**1,96,310.15**
Changes in equity share capital		-
As at 31 MARCH, 2018		**1,96,310.15**

b. **Other equity**

Particulars	Note	Reserves and Surplus				
		Capital reserve	Securities premium reserve	Share options outstanding reserve	Retained earnings	Total
Balance as at 1 April, 2016	16	499.00	2,25,215.58	700.73	(91,082.25)	**1,35,333.06**
Profit for the year		-	-	-	45,501.24	45,501.24
Adjustment of accumulated losses		-	-	-	1,27,501.58	1,27,501.58
Adjustment of unamortised goodwill		-	(2,25,215.58)	-	-	(2,25,215.58)
Other comprehensive income		-	-	-	(997.75)	(997.75)
Recognition of share based payments		-	-	4,035.35	-	4,035.35
Balance as at 31 March, 2017		**499.00**	**-**	**4,736.08**	**80,922.81**	**86,157.90**
Profit for the year		-	-	-	34,503.20	34,503.20
Other comprehensive income		-	-	-	(849.14)	(849.14)
Recognition of share based payments		-	-	1,334.66	-	1,334.66
Balance as at 31 March, 2018		**499.00**	**-**	**6,070.75**	**1,14,576.87**	**1,21,146.62**

The accompanying notes are an integral part of the financial statements. As per our report of even date

For M. Anandam & Co.,
Chartered Accountants
Firm Registration Number : 000125S

M.V. Ranganath
Partner
Membership No. 028031

Place: Hyderabad
Date : 28th May, 2018

On behalf of the Board

Aashish Kalra
Chairman & CEO

D.R.R. Swaroop
Wholetime Director

T.V.Siva Prasad
CFO & Company Secretary

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Particulars	31 March, 2018	31 March, 2017
Cash flow from operating activities		
Profit before tax	45,339.12	48,674.38
Adjustments for:		
Depreciation and amortisation expense	8,633.76	9,600.81
(Gain)/Loss on disposal of property, plant and equipment	(17.34)	155.81
Expenses recoverable written off	12,646.67	-
Provision for doubtful debts	511.51	(458.00)
Bad Debts written off	567.76	3,008.33
Share based payments	1,334.66	4,035.35
Finance costs	3,245.14	1,380.18
Fair valuation of forward contracts	611.07	(5,767.49)
Provision for diminution in the value of Investment	1,500.00	9,341.34
Remeasurement of defined employee benefit plans	(1,176.41)	(1,490.59)
Operating Profit before working capital changes	**73,195.95**	**68,480.13**
Change in operating assets and liabilities		
(Increase) in Trade Receivables	(65,548.67)	5,763.65
Decrease in financial assets other than trade receivables	(14,923.98)	(34,063.98)
(Increase) / Decrease in other assets	5,226.73	1,903.40
Increase in Trade payables	12,481.33	7,940.37
Increase / (Decrease) in other financial liabilities	16,787.88	4,015.09
Increase / (Decrease) in provisions	2,064.75	2,536.96
Increase / (Decrease) in other liabilities	(28,969.04)	18,491.65
Cash Generated from Operations	**314.95**	**75,067.28**
Income taxes paid	(7,295.68)	(4,317.09)
Net cash inflow/(outflow) from operating activities	**(6,980.73)**	**70,750.19**
Cash flows from investing activities		
Purchase of investments	-	(91,723.60)
Payments for property plant and equipment	(3,028.87)	(11,149.71)
Proceeds from sale of property, plant and equipment	143.00	540.25
Net cash outflow from investing activities	**(2,885.87)**	**(1,02,333.06)**
Cash flow from financing activities		
Proceeds from non current borrowings (Refer note 19.2)	10,910.25	2,604.65
Proceeds from current borrowings	5,308.37	14,401.17
Finance cost	(3,245.14)	(1,380.18)
Net cash inflow from financing activities	**12,973.47**	**15,625.64**
Net increase / (decrease) in cash and cash equivalents	**3,106.88**	**(15,957.23)**
Cash and Cash equivalents at the beginning of the year	**1,657.32**	**17,614.55**
Cash and Cash equivalents at the end of the year	**4,764.20**	**1657.32**

Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act, 2013

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

As per our report of even date
For M. Anandam & Co.,
Chartered Accountants
Firm Registration Number : 000125S

On behalf of the Board

M.V. Ranganath
Partner
Membership No. 028031

Aashish Kalra
Chairman & CEO

D.R.R. Swaroop
Wholetime Director

T.V.Siva Prasad
CFO & Company Secretary

Place: Hyderabad
Date : 28th May, 2018

Notes to the standalone financial statements for the year ended March 31, 2018

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

1 Company overview

Cambridge Technology Enterprises Limited (CTE), "the Company" is a public limited company incorporated in India having its resgistered office at Hyderabad, Telangana, India. 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, Telangana, India.

2 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Statement of Compliance:

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017, the relevant provisions of the Companies Act, 2013 ('the Act') and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements for the year ended March 31, 2018 are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016. Accordingly, the Company has prepared an Opening Ind AS Balance Sheet as on April 1, 2016 and comparative figures for the year ended March 31, 2017 are also in compliance with Ind AS. An explanation of how the transition to Ind AS has effected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 44.

The transition to Ind AS has resulted in changes in the presentation of the Financial Statements, disclosures in the notes thereto and accounting policies and principles.The Financial Statements of the Company as at and for the year ended 31st March, 2018 (including comparatives) were approved and authorised for issue by the Board of Directors of the Company.

b) Basis of preparation:

The financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

c) Revenue Recognition

i) Income from Software services

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. Unbilled revenue represents amounts recognized based on services performed in advance of billing in accordance with contract terms.

ii) Income from Software Products

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.

iii) Other income

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

d) Borrowing Costs

Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalization of such asset are included in the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.Other borrowings costs are expensed in the period in which they are incurred.

e) Employee benefits

(i) Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations:

The liabilities for earned leave is not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligations. Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognized in profit or loss.The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Gratuity obligations:

The liability or assets recognized in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss. The gratuity liability is covered through a recognized Gratuity Fund managed by Life Insurance Corporation of India and the contributions made under the scheme are charged to Statement of Profit and Loss.

iv) Defined contribution plans

The company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid, the contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

(v) Employee Share-based paymentsStock Options are granted to eligible employees in accordance with the CTE Employee Stock Option Schemes ("CTE ESOS"), as may be decided by the Nomination & Compensation Committee. Eligible employees for this purpose include employees of the Company including Directors. Equity- settled share-based payments to employees are measured at the fair value of the employee stock options at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is amortised over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

f) Income Taxes

Tax expense for the year comprises current and deferred tax.

Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax relating to items recognized directly in equity or other comprehensive income is recognised in equity or other comprehensive income and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they are related to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

g) Property, plant and equipment:

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipement is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Lease Hold improvements are stated at original cost including taxes, freight and other incidental expenses related to acquisition/installation and after adjustment of input taxes less accumulated depreciation in accordance with Lease hold period.

h) Expenditure during construction period:

Expenditure during construction period (including finance cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under “Other non-current Assets”.

i) Depreciation

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.

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

j) Intangible Assets and Amortization:

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.

The amortized period and amortization method are reviewed at each financial year end.

Software used in development for projects are amortized over the license period or estimated useful life of two years, whichever is lower.

k) Impairment of Assets:

Intangible assets and property, plant and equipment: Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

l) Provisions, Contingent Liabilities & Contingent Assets:

The Company recognises provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determiend by discounting the expected future cash flows to net present value using an approporiate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statment of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which willl be confirmed only by the occurrence or non-occurence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realised.

m) Investments in Subsidiary Company:

Investments in subsidiary companies are measured at cost less impairment

n) Financial instruments:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in case where the company has made an irrevocable selection based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant

Interest bearing bank loans, overdrafts and unsecured loans are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

n) Earnings Per Share :

The basic earnings per share is computed by dividing the profit/(loss) for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, profit/(loss) for the year attributable to the equity shareholders and the weighted average number of the equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

o) Cash and cash equivalents:

Cash and cash equivalents include cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

p) Transactions in foreign currencies:

The financial statements of the Company are presented in Indian rupees (Rs.), which is the functional currency of the Company and the presentation currency for the financial statements.

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates.

Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

q) Segment Reporting - Identification of Segments:

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

r) Derivatives:

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted at fair value through profit or loss and are included in profit and loss account.

s) Leases:

The Company determines whether an arrangement contains a lease by assessing whether the fulfillment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the Company in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease.

The Company as lessee

Operating lease – Rentals payable under operating leases are charged to the statement of profit and loss on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The Company as lessor

Operating lease – Rental income from operating leases is recognised in the statement of profit and loss on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset is diminished. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying value of the leased asset and recognised on a straight line basis over the lease term.

t) Dividend Distribution:

Dividends paid (including income tax thereon) is recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

u) Rounding off amounts:

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands as per the requirement of Schedule III, unless otherwise stated.

v) Standards issued but not yet effective:

The standards issued, but not yet effective up to the date of issuance of the Company's financial statements are disclosed below.

Ind AS 115, Revenue from Contract with Customers:

On March 28,2018, Ministry of Corporate Affairs has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that revenue should be recognised when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. Further, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The Company will adopt the standard on April1, 2018 and the effect on adoption of Ind AS 115 is expected to be insignificant.

Ind AS 21, Foreign currency transactions and advance consideration:

On March 28, 2018, MCA has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. This amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

3 Use of estimates and critical accounting judgements:

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

All amounts in ₹ thousands, unless otherwise stated

4.1(a) Property, plant and equipment

Particulars	Gross carrying amount				Accumulated depreciation				Net carrying amount
	As at1 April 2017	Additions	Deletions	As at31 March 2018	As at 1 April 2017	For the Year	On disposals	As at31 March 2018	As at31 March 2018
Plant & Equipment	371.99	-	-	371.99	71.30	57.62	-	128.92	243.08
Electrical Fittings	24.61	970.73	-	995.34	7.77	194.67	-	202.45	792.89
Furniture & Fixtures	716.59	-	-	716.59	158.99	128.64	-	287.63	428.96
Computers	2,486.73	656.35	125.67	3,017.41	1,302.56	800.18	-	2,102.74	914.68
Server & Networking	494.62	-	-	494.62	177.03	120.10	-	297.13	197.49
Office Equipment	2,016.97	130.71	-	2,147.68	693.82	560.96	-	1,254.78	892.90
Leasehold Improvement	3,454.53	578.10	-	4,032.62	1,156.33	1,337.66	-	2,493.99	1,538.63
TOTAL	**9,566.05**	**2,335.87**	**125.67**	**11,776.26**	**3,567.81**	**3,199.83**	**-**	**6,767.63**	**5,008.62**

4.1(b) Property, plant and equipment

Particulars	Gross carrying amount				Accumulated depreciation			Net carrying amount	
	Deemed cost as at 1 April 2016	Additions	Deletions	As at31 March 2017	As at1 April 2016	For the Year	On disposals	As at 31 March 2017	As at 31 March 2017
Plant & Equipment	371.99	-	-	371.99	-	71.30	-	71.30	300.69
Electrical Fittings	24.61	-	-	24.61	-	7.77	-	7.77	16.84
Furniture & Fixtures	574.22	177.12	34.74	716.59	-	158.99	-	158.99	557.60
Computers	1,289.39	1,766.93	569.59	2,486.73	-	1,302.56	-	1,302.56	1,184.17
Server & Networking	511.48	74.88	91.73	494.62	-	177.03	-	177.03	317.59
Office Equipment	894.51	1,122.46	-	2,016.97	-	693.82	-	693.82	1,323.15
Leasehold Improvement	2,885.70	568.83	-	3,454.53	-	1,156.33	-	1,156.33	2,298.19
TOTAL	**6,551.90**	**3,710.21**	**696.06**	**9,566.05**	**-**	**3,567.81**	**-**	**3,567.81**	**5,998.24**

4.1(c) Details of Gross block and accumulated depreciation as per IGAAP as at April 01, 2016 is as follows:

Particulars	Gross carrying amount	Accumulated depreciation	Net carrying amount
	As at1 April, 2016	As at1 April, 2016	As at1 April, 2016
Plant & Equipment	890.53	518.54	371.99
Electrical Fittings	85.69	61.08	24.61
Furniture & Fixtures	1,909.04	1,334.82	574.22
Computers	21,542.49	20,253.09	1,289.39
Server & Networking	2,942.43	2,430.95	511.48
Office Equipment	4,756.53	3,862.02	894.51
Leasehold Improvement	4,407.54	1,521.84	2,885.70
TOTAL	**36,534.24**	**29,982.34**	**6,551.90**

All amounts in ₹ thousands, unless otherwise stated

4.2(a) Goodwill

Particulars	Gross carrying amount				Accumulated amortisation			Net carrying amount	
	Deemed cost as at1 April 2016	Additions	Deletions	As at31 March 2017	As at1 April 2016	For the Year	On disposals	As at 31 March 2017	As at 31 March 2018
Goodwill	73,285.50	-	73,285.50	-	-	-	-	-	-
TOTAL	**73,285.50**	**-**	**73,285.50**	**-**	**-**	**-**	**-**	**-**	**-**

4.2(b) Details of gross block and accumulated amortisation as per IGAAP as at April 01, 2016 is as follows:

Particulars	Gross carrying amount	Accumulated amortisation	Net carrying amount
	As at1 April, 2016	As at1 April, 2016	As at1 April, 2016
Goodwill	1,22,142.50	48,857.00	73,285.50
TOTAL	**1,22,142.50**	**48,857.00**	**73,285.50**

4.3(a) Other intangible assets

Particulars	Gross carrying amount				Accumulated amortisation			Net carrying amount	
	As at1 April 2017	Additions	Deletions	As at31 March 2018	As at1 April 2017	For the Year	On disposals	As at31 March 2018	As at31 March 2018
Computer Software	11,220.85	692.99	-	11,913.85	6,033.00	5,433.94	-	11,466.94	446.91
TOTAL	**11,220.85**	**692.99**	**-**	**11,913.85**	**6,033.00**	**5,433.94**	**-**	**11,466.94**	**446.91**

4.3(b) Other intangible assets

Particulars	Gross carrying amount				Accumulated amortisation			Net carrying amount	
	Deemed cost as at 1 April 2016	Additions	Deletions	As at31 March 2017	As at1 April 2016	For the Year	On disposals	As at31 March 2017	As at31 March 2017
Computer Software	3,781.36	7,439.50	-	11,220.85	-	6,033.00	-	6,033.00	5,187.85
TOTAL	**3,781.36**	**7,439.50**	**-**	**11,220.85**	**-**	**6,033.00**	**-**	**6,033.00**	**5,187.85**

4.3(c) Details of gross block and accumulated amortisation as per IGAAP as at April 01, 2016 is as follows:

Particulars	Gross carrying amount	Accumulated amortisation	Net carrying amount
	As at1 April, 2016	As at1 April, 2016	As at1 April, 2016
Computer Software	41,175.94	37,394.59	3,781.36
TOTAL	**41,175.94**	**37,394.59**	**3,781.36**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

5.1. Investments

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
Unquoted			
Investments measured at cost, unless otherwise stated			
Equity instruments			
Wholly owned subsidiaries			
(a) Cambridge Technology Inc., USA	1,27,289.50	1,27,289.50	59,922.00
(19,56,700 equity shares of US$ 1 each, fully paid up)			
(31 March, 2017 : 19,56,700 equity shares of US$ 1 each, fully paid up)			
(1 April, 2016 : 9,56,700 equity shares of US$ 1 each, fully paid up)			
(b) Cambridge Technology Investments Pte Ltd., Singapore	90,830.66	90,830.66	75,915.91
(20,83,700 equity shares of SGD 1 each, fully paid up)			
(31 March, 2017 : 20,83,700 equity shares of SGD 1 each, fully paid up)			
(1 April, 2016 : 10,00,000 equity shares of SGD 1 each, fully paid up)			
[(Cost - Rs. 10.02 crores, 31 March,2017 - Rs. 10.02 crores, 1 April, 2016 - Rs. 7.59 crores) Impaired]			
(c) Cambridge Bizserve Pvt. Ltd., India	100.00	100.00	100.00
(10,000 equity shares of Rs.10 each, fully paid up)			
(31 March, 2017 : 10,000 equity shares of Rs.10 each, fully paid up)			
(1 April, 2016 : 10,000 equity shares of Rs.10 each, fully paid up)			
(d) Cambridge Innovations Pvt. Ltd., India	100.00	100.00	-
(10,000 equity shares of Rs.10 each, fully paid up)			
(31 March, 2017 : 10,000 equity shares of Rs.10 each, fully paid up)			
(1 April, 2016 : Nil)			
Other entities - Fair value through profit and loss (FVTPL)			
Preference shares (unquoted)			
(a) AntHill Startups Advisory Pvt Ltd., India	-	1,500.00	1,500.00
(250 preference shares of Rs.10 each, fully paid up)			
(31 March, 2017 : 250 preference shares of Rs.10 each, fully paid up)			
(1 April, 2016 : 250 preference shares of Rs.10 each, fully paid up)			
[(Cost - Rs. 15 lakhs, 31 March, 2017 - Rs. 15 lakhs, 1 April, 2016 - Rs. 15 lakhs) Fully Impaired]			
TOTAL	**2,18,320.16**	**2,19,820.16**	**1,37,437.90**
Aggregate amount of unquoted investments	2,18,320.16	2,19,820.16	1,37,437.90
Aggregate amount of impairment in value of investments	10,841.35	9,341.34	-

5.2. Other financial assets (non-current)

Particulars	31 March, 2018	31 March, 2017	As at 1 April, 2016
Unsecured, considered good			
(a) Rental deposits	13,589.91	13,799.91	11,760.36
(b) Deposits with others	383.99	497.25	513.50
(c) Earmarked balances with banks			
Margin Money Deposits	32,418.64	10,252.34	12,671.46
TOTAL	**46,392.54**	**24,549.50**	**24,945.32**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

5.2.1. Fixed Deposits include Deposits against Bank Guarantees - Rs. 11131.70 thousands (2017 - Rs. 10083.60 thousands; 2016 - Rs. 12523.82 thousands), Deposits against borrowings - Rs. 17915.92 thousands (2017 - Nil; 2016 - Nil), Deposits with Customs Dept. - Rs. 184.43 thousands (2017 - Rs. 168.74 thousands; 2016 - Rs. 147.64 thousands) and Deposits against forward contracts - Rs. 3186.59 thousands (2017 - Nil; 2016 - Rs. Nil)

6. Other non-current assets

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
Amount paid under protest - service tax	2,500.00	2,500.00	2,500.00
TOTAL	**2,500.00**	**2,500.00**	**2,500.00**

7.

Deferred tax assets (net)	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
a) Deferred tax assets			
On Account of:			
Depreciation and amortisation	2,189.24	-	605.22
Expenses allowable on payment basis	6,223.86	7,462.83	5,441.25
Income tax losses	-	-	23,955.75
Unused tax credits	19,544.45	24,962.19	8,768.13
TOTAL	**27,957.56**	**32,425.02**	**38,770.36**
b) Deferred tax liabilities			
On Account of:			
Depreciation and amortisation	-	193.68	-
Other adjustments	-	3,483.07	-
TOTAL	**-**	**3,676.75**	**-**
Deferred tax assets (net)	**27,957.56**	**28,748.27**	**38,770.36**

Movement in deferred tax assets (net)

Particulars	WDV of depreciable PPE & Intangible assets	Expenses allowable on payment basis	Income Tax Losses/Other Adj.	Unused Tax Credits	Total
As at 01 April, 2016	**605.22**	**5,441.25**	**23,955.75**	**8,768.13**	**38,770.36**
(Charged)/ Credited					
to statement of profit and loss	(798.91)	2,021.58	(27,438.82)	16,194.05	(10,022.09)
As at 31st March, 2017	**(193.68)**	**7,462.83**	**(3,483.07)**	**24,962.19**	**28,748.27**
(Charged)/ Credited					
to statement of profit and loss	2,382.93	(1,238.97)	3,483.07	-	4,627.03
Utilisation of tax credits	-	-	-	(5,417.73)	(5,417.73)
As at 31st March, 2018	**2,189.24**	**6,223.86**	**-**	**19,544.45**	**27,957.56**

8. Trade receivables

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
(a) Unsecured, considered good	81,020.05	16,550.65	24,864.64
(b) Doubtful	526.01	14.50	472.50
	81,546.06	**16,565.15**	**25,337.14**
Less: Allowance for bad and doubtful debts	526.01	14.50	472.50
TOTAL	**81,020.05**	**16,550.65**	**24,864.64**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

9. Cash and cash equivalents

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
a) Balances with banks			
- in current accounts	1,335.05	1,645.95	15,588.74
- in deposit accounts	-	-	2,000.00
- bank in transit	3,252.00	-	-
b) Cash on hand	177.15	11.37	25.80
TOTAL	**4,764.20**	**1,657.32**	**17,614.55**

10. Other bank balances

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
Earmarked balances with banks			
Margin money deposits	3,648.50	12,280.00	1,100.00
TOTAL	**3,648.50**	**12,280.00**	**1,100.00**

10.1. Fixed Deposits include Deposits against Bank Guarantees - Rs. 3648.50 thousands (2017 - Rs. 2800 thousands; 2016 - Rs. Nil), Deposits against borrowings - Rs. Nil (2017 - Rs. 9000 thousands; 2016 - Nil) and Deposits against forward contracts - Rs. Nil (2017 - Rs. 3000 thousands; 2016 - Rs. 1100 thousands)

11. Loans (current)

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
Unsecured, considered good			
Loans to related parties (Refer Note 40)	14,023.72	19,314.43	-
Employee advances	1,912.29	579.20	-
TOTAL	**15,936.01**	**19,893.63**	**-**

11.1 Disclosure of Loans and Advances given to subsidiaries as per Regulation 34 (3) and 53 (f) of the SEBI (Listing Obligation andDisclosure requirements) Regulations, 2015 :

Name of the Subsidiary Company	**Amount Outstanding**			**Maximum Balance Outstanding during the year ended**		
	As at 31 March, 2018	**As at 31 March, 2017**	**As at 1 April, 2016**	**31 March, 2018**	**31 March, 2017**	**1 April, 2016**
Cambridge Technology Inc.	3,124.55	1,474.22	-	3,124.55	1,539.03	-
Cambridge Bizserve Pvt Ltd.	55.92	29.97	26.37	55.92	29.97	26.37
Cambridge Innovations Pvt Ltd	10,843.25	10,022.25	-	10,843.25	10,022.25	-
Cambridge Technology Investments Pte Ltd	-	7,787.98	-	7,787.98	7,787.98	-

Name of the Subsidiary Company	**Investment by Subsidiary in shares of the Company (No. of shares)**		
	As at 31 March, 2018	**As at 31 March, 2017**	**As at 1 April, 2016**
Cambridge Technology Inc.	-	-	
Cambridge Bizserve Pvt Ltd.	-	-	-
Cambridge Innovations Pvt Ltd	-	-	-
Cambridge Technology Investments Pte Ltd	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

12. Other financial assets (current)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
Accrued interest on fixed deposits	119.28	220.73	715.11
Employee advances	1,480.58	701.75	-
Foreign-exchange forward contracts not designated as hedges	-	2,685.02	-
Unbilled revenue	383.48	493.79	-
TOTAL	**1,983.34**	**4,101.28**	**715.11**

13. Current tax assets (net)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
Advance taxes	36,250.69	25,223.46	18,165.90
Less: Provision for tax	(30,399.27)	(12,755.55)	(5,797.33)
TOTAL	**5,851.42**	**12,467.90**	**12,368.56**

14. Other current assets

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
Prepaid expenses	2,881.64	3,816.22	3,776.16
Input taxes receivable	7,214.91	5,150.54	3,033.70
Advance to vendors	280.33	508.40	-
Deposits with customers	1,359.00	383.69	-
Others - expenses receivable	-	5,345.97	10,397.69
TOTAL	**11,735.88**	**15,204.81**	**17,207.55**

15.

Equity share capital	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
AUTHORIZED:			
3,00,00,000 (2016 - 3,00,00,000, 2017 - 3,00,00,000)			
Equity Shares of Rs.10/- each	3,00,000.00	3,00,000.00	3,00,000.00
TOTAL	**3,00,000.00**	**3,00,000.00**	**3,00,000.00**
ISSUED, SUBSCRIBED & PAID-UP CAPITAL			
1,96,31,015 (2016 - 1,96,31,015, 2017 - 1,96,31,015)			
Equity Shares of Rs.10/- each fully paid up	1,96,310.15	1,96,310.15	1,96,310.15
TOTAL	**1,96,310.15**	**1,96,310.15**	**1,96,310.15**

(A) Movement in equity share capital:

Particulars	Number of shares	Amount
Balance at April 1, 2016	19,631.02	1,96,310.15
Movement during the year	-	-
Balance at March 31, 2017	**19,631.02**	**1,96,310.15**
Movement during the year	-	-
Balance at March 31, 2018	**19,631.02**	**1,96,310.15**

(B) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at 31 March,2018		As at 31 March, 2017		As at 1 April, 2016	
	No. of Shares	% holding	No. of Shares	% holding	No. of Shares	% holding
1. Cloud Computing LLC	92,09,693	46.91%	92,09,693	46.91%	92,09,693	46.91%
2. SmartShift AG	20,06,100	10.22%	20,30,600	10.34%	20,56,600	10.48%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

(C) Terms/Rights attached to equity shares The Company has only one class of equity shares having a face value of 10 /- each. Each holder of equity share 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 equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

16. Other equity

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
Reserves and surplus			
Capital reserve	499.00	499.00	499.00
Securities premium reserve	-	-	2,25,215.58
Share options outstanding reserve	6,070.75	4,736.08	700.73
Retained earnings	1,14,576.87	80,922.81	(91,082.25)
TOTAL	**1,21,146.62**	**86,157.90**	**1,35,333.06**

(i) Capital reserve

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**
Opening balance	499.00	499.00
Movement during the year	-	-
Closing balance	**499.00**	**499.00**

(ii) Securities premium reserve

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**
Opening balance	-	2,25,215.58
Adjustment of unamortised goodwill (Refer Note below)	-	(2,25,215.58)
Closing balance	**-**	**-**

Note: During the year 2016-17, the Hon'ble High Court of Judicature at Hyderabad has approved the Scheme of Reduction of Capital.

Accordingly, accumulated losses and unamortised goodwill as on 31st March, 2016 is adjusted against balance of Securities premium Account.

(iii) Share options outstanding reserve

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**
Opening balance	4,736.08	700.73
Movement during the year	1,334.66	4,035.35
Closing balance	**6,070.75**	**4,736.08**

(iv) Retained earnings

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**
Opening balance	80,922.81	(91,082.25)
Profit for the year	34,503.20	45,501.24
Adjustment of accumulated losses (Refer note 16 (ii))	-	1,27,501.58
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post employment benefit obligation, net of tax	(849.14)	(997.75)
Closing balance	**1,14,576.87**	**80,922.81**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Nature and purpose of other reserves

(i) Capital reserve

This reserve was created at the time of buy back of shares. The reserve is utilised in accordance with the provisions of the Act.

(ii) Securities premium reserve

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

(iii) Share options outstanding reserve

This Reserve relates to stock options granted by the Company to employees under the CTEL ESOP Schemes. This Reserve is transferred to securities premium or retained earnings on exercise or cancellation of vested options.

(iv) Retained earnings

This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

17. Borrowings (non - current)

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
a) Secured loans			
Term loans from banks	1,762.98	-	-
b) Unsecured loans			
Term loan from banks	308.13		
From others	1,253.99	583.25	-
TOTAL	**3,325.10**	**583.25**	**-**

Term loans from banks represents Foreign currency term loan from Kotak Mahindra Bank Limited. Foreign currency term loan is secured by way of first and exclusive charge on all existing and future current and movable fixed assets of the Company, second charge on constant OD/PCFC/BG - KMBL TD(s) of Rs. 250 Lac, personal guarantee of Mr Dharani Raghuram Swaroop and corporate guarantee of M/s CTE Employees Foundation. The loan carries a rate of interest of 6% p.a. as at the balance sheet date.The loan is repayable is 15 equated monthly instalments of 9204 USD.

Unsecured term loan from banks represents loan from Kotak Mahindra Bank and carries rate of interest of 16%. The loan is repayable is 14 equated monthly instalments of Rs. 1.57 thousands.

Loans from others represents two loans from Bajaj Finance. Loan I carries a rate of interest 18.75% p.a and is repayable in 3 equated monthly instalments of Rs. 1.94 thousands. Loan II carries a rate of interest 17.5% p.a and is repayable in 24 equated monthly instalments of Rs. 1.15 thousands.

18. Provisions (non - current)

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
Provision for employee benefits			
- Leave encashment	2,063.19	1,649.66	1,116.71
- Gratuity	11,238.15	10,003.03	8,181.14
TOTAL	**13,301.34**	**11,652.69**	**9,297.85**

19. Borrowings (current)

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
Current			
Secured loans			
Working capital loan from bank	19,709.53	14,401.17	-
TOTAL	**19,709.53**	**14,401.17**	**-**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

19.1 Working capital loan from bank represents Over Draft from Kotak Mahindra Bank Limited, secured by way of first and exclusive charge on all existing and future current and movable fixed assets of the Company, second charge on constant OD/PCFC/BG - KMBL TD(s) of Rs. 250 Lac, personal guarantee of Mr Dharani Raghuram Swaroop and corporate guarantee of M/s CTE Employees Foundation. The loan carries a rate of interest of MCLR 6M + 1.8% p.a.

19.2 Net Debt Reconciliation

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**
Opening balance of borrowings	17,005.82	-
Add: Proceeds/ (repayment) from non-current borrowings (net)	10,910.25	2,604.65
Add: Proceeds/ (repayment) from current borrowings (net)	5,308.37	14,401.17
Fair Value Adjustment	-	-
Closing balance of borrowings	**33,224.43**	**17,005.82**

20. Trade payables

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
Dues to micro enterprises and small enterprises (Refer Note below)	-	-	-
Dues to creditors other than micro enterprises and small enterprises	28,893.99	16,412.66	8,472.29
TOTAL	**28,893.99**	**16,412.66**	**8,472.29**

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-	-
(iv) The amount of interest due and payable for the year	-	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

21. Other financial liabilities (current)

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
Current maturities of long term debts	10,189.80	2,021.40	-
Foreign-exchange forward contracts not designated as hedges	199.07	-	483.69
Rent deposit	-	-	4,659.37
Employee benefits payable	23,519.47	5,185.44	5,601.88
Outstanding expenses payable	7,867.93	9,002.07	5,194.98
TOTAL	**41,776.25**	**16,208.91**	**15,939.91**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

22. Other current liabilities

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
Advances from customers	1,148.94	20,879.08	552.01
Statutory liabilities	7,216.27	3,037.39	2,596.22
TOTAL	**8,365.21**	**23,916.47**	**3,148.22**

23. Provisions (current)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
Provision for employee benefits			
- Leave encashment	437.48	295.91	183.28
- Gratuity	626.18	351.66	282.16
TOTAL	**1,063.66**	**647.56**	**465.44**

24. Current tax liabilities (net)

Particulars	As at 31 March, 2018	As at 31 March, 2017	As at 1 April, 2016
Provision for tax	15,559.81	17,643.72	6,852.72
Less: Advance tax	(6,568.76)	(3,074.87)	(2,776.89)
Less: Tax credits utilised	(5,417.73)	-	-
TOTAL	**3,573.32**	**14,568.85**	**4,075.83**

25. Revenue from operations

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Revenue from Operations		
(a) Sale of services - Software services	3,62,795.97	3,50,428.29
(b) Sale of Software Licenses	2,67,740.91	36,126.53
TOTAL	**6,30,536.88**	**3,86,554.81**

26. Other income

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Foreign exchange gain (net)	-	2,222.12
Interest on deposits	1,857.33	963.10
Interest on loan to subsidiary	800.00	-
Gain on cancellation of forward contracts	2,345.00	-
Net gain on disposal of property, plant and equipment	17.34	-
Miscellaneous income	367.18	8,077.98
TOTAL	**5,386.85**	**11,263.20**

27. Purchase of Software Licenses

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Purchase of Software Licenses	2,59,784.77	32,119.65
TOTAL	**2,59,784.77**	**32,119.65**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

28. Employee benefits expense

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Salaries, wages and bonus	2,01,025.57	1,87,960.99
Contribution to provident and other funds	6,487.18	6,288.25
Gratuity	1,052.29	1,468.74
Leave encashment	1,904.15	1,473.19
Share based payments	1,334.66	4,035.35
Staff welfare expenses	6,317.68	7,637.38
TOTAL	**2,18,121.53**	**2,08,863.89**

29. Finance cost

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Interest on borrowings	2,128.70	1,267.72
Other borrowing costs	692.30	112.46
Interest on shortfall in payment of advance tax	424.15	-
TOTAL	**3,245.14**	**1,380.18**

30. Depreciation and amortization expense

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Depreciation of property, plant and equipment	3,199.83	3,567.81
Amortisation of intangible assets	5,433.94	6,033.00
TOTAL	**8,633.76**	**9,600.81**

31. Other expenses

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Subscriptions & Membership fee	1,256.82	1,615.12
Power and fuel	3,048.64	3,839.96
Repairs and maintenance	132.72	742.59
Insurance	288.51	363.56
Rates & taxes	1,522.24	296.03
Rent of Office Premises	18,809.68	21,441.41
Lease/Rent of Computer Equipment	6,576.99	12,160.99
Communication Expenses	11,064.53	10,124.14
Office Maintenance	10,131.80	10,473.26
Travelling & conveyance	7,020.30	9,384.56
Professional Fees	20,397.34	10,729.63
Payments to auditors (refer note 31 a)	1,552.50	1,397.11
Directors' sitting fee	320.00	280.00
Bad debts written off	567.76	3,008.33
Foreign exchange loss (net)	2,921.11	-
Net loss on disposal of property, plant and eqiupment	-	155.81
Provision for bad and doubtful debts	511.51	(458.00)
Provision for diminution in the value of Investment	1,500.00	9,341.34
Expenses recoverable written off	12,646.67	-
Miscellaneous expenses	530.28	2,283.25
TOTAL	**1,00,799.40**	**97,179.11**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

31 a. Payment to Auditors

Particulars		Year ended 31 March, 2018	Year ended 31 March, 2017
(a)	**To statutory auditors**		
	-Statutory audit fee	915.00	915.00
	-For other services (including fees for quarterly review)	456.00	300.00
	-Reimbursement of expenses	31.50	32.11
(b)	**To others**		
	-Tax audit fee	75.00	75.00
	-Transfer pricing	75.00	75.00
	TOTAL	**1,552.50**	**1,397.11**

31 b. Corporate Social Responsibility expenditure

Particulars	Year ended 31 March, 2018
Amount required to be spent as per Section 135 of the Act	805.73
Amount spent during the year on :	
1. Construction/ acquisition of any assets	-
2. On purposes other than (1) above	-

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility were not applicable for the year ended 31st March, 2017.

32. Exceptional Items: Exceptional Items represent goodwill amortised during the year 2015-16 and reversed during the year 16-17 account of Scheme of Capital Reduction. (Refer Note 16 (ii))

33. Reconciliation of tax expenses and the accounting profit multiplied by tax rate

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Profit before income tax expense	**45,339.12**	**73,102.88**
Tax at the Indian tax rate of 27.5525% (2017: 20.3889%)	12,492.06	14,904.87
Effect of non-deductible expense	4,385.53	2,797.25
Effect of allowances for tax purpose	(1,741.93)	(615.42)
Effect of deferred tax	(4,299.75)	10,514.93
Income tax expense	**10,835.92**	**27,601.63**

34. Employee benefits

(i) Leave obligations

The leave obligation covers the Company's liability for earned leave which is unfunded.

(ii) Defined contribution plans

The Company has defined contribution plans namely Provident fund. Contributions are made to provident fund at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contributions plan is as follows:

Particulars	31 March, 2018	31 March, 2017
Company's Contribution to Provident Fund	6,487.18	6,288.25

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

(ii) Post- employment obligations

a) Gratuity

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The Company operates post retirement gratuity plan with HDFC Life Insurance. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The following table sets out the amounts recognised in the financial statements in respect of gratuity plan

Particulars	**Year ended 31 March, 2018**	**Year ended 31 March, 2017**
Change in defined benefit obligations:		
Obligation at the beginning of the year	10,354.68	8,463.30
Current service costs	950.00	791.67
Interest costs	828.37	677.06
Remeasurement (gains)/losses	1,176.41	990.59
Benefits paid	(719.05)	(567.94)
Obligation at the end of the year	12,590.42	10,354.68
Change in plan assets:		
Fair value of plan assets at the beginning of the year	-	-
Interest income	-	-
Remeasurement gains/(losses)	31.34	-
Employer's contributions	694.75	-
Benefits paid	-	-
Fair value of plan assets at the end of the year	726.09	-
Expenses recognised in the statement of profit and loss consists of:		
Employee benefits expense:		
Current service costs	950.00	791.67
Net interest expenses	828.37	677.06
	1,778.38	1,468.73
Other comprehensive income:		
(Gain)/Loss on Plan assets	(31.34)	-
Actuarial (gain)/loss arising from changes in experience adjustments	1,207.75	990.59
	1,176.41	990.59
Expenses recognised in the statement of profit and loss	1,052.29	1,468.74

Amounts recognised in the balance sheet consists of

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
Fair value of plan assets at the end of the year	726.09	-	-
Present value of obligation at the end of the year	12,590.42	10,354.68	8,463.30
Recognised as			
Retirement benefit liability - Non-current	11,238.15	10,003.03	8,181.14
Retirement benefit liability - Current	626.18	351.66	282.16

Fair value of plan assets — 100% with HDFC Life New Group Unit Linked Plan

Expected contributions to post- employment benefit plans of gratuity for the year ending 31 March 2019 are Rs. 118.64 Lakhs.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

iv) Significant estimates and sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in key assumptions is:

Particulars	Key assumptions Increase in assumption by			Defined benefit obligation Decrease in assumption by		
	31 March, 2018	31 March, 2017	Rate	31 March, 2018	Rate	31 March, 2018
Discount rate	8.00%	8.00%	1%	(1,217.67)	1%	1,440.35
Salary growth rate	7.00%	7.00%	1%	1,304.30	1%	(1,173.47)
Attrition rate	5.00%	5.00%	1%	115.83	1%	(139.75)

The above sensitivity analysis is based on a change in each assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

v) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk:

Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

35. Financial instruments and risk management

Fair values

a) The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

b) The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short term nature. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

c) The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates, currency basis spreads between the respective currencies and interest rate curves.

Set out below, is a comparision by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximation of fair values:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

(i) Categories of financial instruments

Particulars	Level	31 March, 2018		31 March, 2017		01 April 2016	
		Carrying amount	Fair value*	Carrying amount	Fair value*	Carrying amount	Fair value*
Financial assets							
Measured at amortised cost							
Non-current							
Investments	3	2,18,320.16	2,18,320.16	2,18,320.16	2,18,320.16	1,35,937.90	1,35,937.90
Other financial assets	3	46,392.54	46,392.54	24,549.50	24,549.50	24,945.32	24,945.32
Current							
Trade receivables	3	81,020.05	81,020.05	16,550.65	16,550.65	24,864.64	24,864.64
Cash and Cash Equivalents	3	4,764.20	4,764.20	1,657.32	1,657.32	17,614.55	17,614.55
Other bank balances	3	3,648.50	3,648.50	12,280.00	12,280.00	1,100.00	1,100.00
Loans	3	15,936.01	15,936.01	19,893.63	19,893.63	-	-
Other financial assets	3	1,983.34	1,983.34	1,416.26	1,416.26	715.11	715.11
Measured at fair value through profit and loss							
Non-current							
Investments	3	-	-	1,500.00	1,500.00	1,500.00	1,500.00
Measured at fair value through other comprehensive income							
Foreign-exchange forward contracts not designated as hedges(grouped under other current financial assets)	2	-	-	2,685.02	2,685.02	-	-
Total		**3,72,064.80**	**3,72,064.80**	**2,98,852.53**	**2,98,852.53**	**2,06,677.52**	**2,06,677.52**
Financial liabilities							
Measured at amortised cost							
Non-current							
Borrowings	3	3,325.10	3,325.10	583.25	583.25	-	-
Current							
Borrowings	3	19,709.53	19,709.53	14,401.17	14,401.17	-	-
Trade Payables	3	28,893.99	28,893.99	16,412.66	16,412.66	8,472.29	8,472.29
Other Financial Liabilities	3	41,577.19	41,577.19	16,208.91	16,208.91	15,456.23	15,456.23
Measured at fair value through profit and loss							
Foreign-exchange forward contracts not designated as hedges(grouped under other current financial liabilities)	2	199.07	199.07	-	-	483.69	483.69
Total		**93,704.88**	**93,704.88**	**47,605.99**	**47,605.99**	**24,412.20**	**24,412.20**

*Fair value of instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity specific estimates. If significant inputs required to fair value an instruments are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instruments is included in level 3.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

36. Financial risk management

The Company is exposed to market risk (fluctuation in foreign currency exchange rates, price and interest rate), liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

(A) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables involving foreign currency exposure. The sensitivity analyses in the following sections relate to the position as at March 31, 2018 and March 31, 2017.The analysis exclude the impact of movements in market variables on the carrying values of financial assets and liabilties .The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March, 2018 and 31 March, 2017.

(i) Foreign currency exchange rate risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the trade/other payables, trade/other receivables and derivative assets/liabilities. The risks primarily relate to fluctuations in US Dollars against the functional currencies of the Company. The Company's exposure to foreign currency changes for all other currencies is not material. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

The following tables demonstrate the sensitivity to a reasonably possible change in US dollar exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

	31 March, 2018	31 March, 2017		1 April 2016
	USD	USD	SGD	USD
Foreign currency assets				
Trade receivables	820.61	(315.50)	-	122.07
Other receivables	-	-	167.74	-
Exposure to foreign currency risk - assets	**820.61**	**(315.50)**	**167.74**	**122.07**
Foreign currency liabilities				
Foreign currency term loan	137.83	-	-	-
Exposure to foreign currency risk - liabilities	**137.83**	**-**	-	**-**
Derivative liabilities				
Foreign exchange forward contracts	420.00	1,800.00	-	300.00
Net exposure to foreign currency risk	262.78	(2,115.50)	167.74	(177.94)

All amounts in ₹ thousands, unless otherwise stated

(ii) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and from foreign forward exchange contracts:

Particulars	Increase/(decrease) in profit before tax		Increase/(decrease) in other components of equity	
	31 March, 2018	31 March, 2017	31 March, 2018	31 March, 2017
Change in USD				
1% increase	170.92	(1371.66)	123.83	(1,092.00)
1% decrease	(170.92)	1371.66	(123.83)	1,092.00
Change in SGD				
1% increase	-	108.76	-	86.59
1% decrease	-	(108.76)	-	(86.59)

The movement in the pre-tax effect is a result of a change in the fair value of monetary assets and liabilities denominated in US Dollars where the functional currency of the entity is a currency other than US Dollars.

(iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. As the Company has certain debt obligations with floating interest rates, exposure to the risk of changes in market interest rates are dependent of changes in market interest rates. Management monitors the movement in interest rate and, wherever possible, reacts to material movements in such rates by restructuring its financing arrangement.As the Company has no significant interest bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/(decrease) in profit before tax		Increase/(decrease) in other components of equity	
	31 March, 2018	31 March, 2017	31 March, 2018	31 March, 2017
Change in interest rate				
increase by 100 basis points	(197.10)	(144.01)	(142.79)	(114.65)
decrease by 100 basis points	197.10	144.01	142.79	114.65

The assumed increase/decrease in interest rate for sensitivity analysis is based on the currently observable market environment

(B) Credit Risk

Financial assets of the Company include trade receivables, loans to wholly owned subsidiaries, employee advances, security deposits held with government authorities and others and bank deposits which represents Company's maximum exposure to the credit risk.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

The carrying amount of trade receivables, loans, advances, deposits, cash and bank balances, bank deposits and interest receivable on deposits represents company's maximum exposure to the credit risk. No other financial asset carry a significant exposure with respect to the credit risk. Bank deposits and cash balances are placed with reputable banks and deposits are with reputable government, public bodies and others. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associate with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. With respect to other financial assets viz., loans & advances, deposits with government and banks, the credit risk is insignificant since the loans & advances are given to its wholly owned subsidiary and employees only and deposits are held with government bodies and reputable banks. The credit quality of the financial assets is satisfactory, taking into account the allowance for credit losses.

Credit risk on trade receivables and other financial assets is evaluated as follows:

(i) Expected credit loss for trade receivable under simplified approach:

Particulars	**As at 31 March, 2018**	**As at 31 March, 2017**	**As at 1 April, 2016**
Gross carrying amount	81,546.06	16,565.15	25,337.14
Expected credit losses (Loss allowance provision)	(526.01)	(14.50)	(472.50)
Carrying amount of trade receivables	**81,020.05**	**16,550.65**	**24,864.64**

Expected credit loss for financial assets where general model is applied

The financial assets which are exposed to credit are loans to wholly owned subsidiaries and employee advances.

Particulars **Asset group**	**31 March, 2018** **Estimated gross carrying amount at default**	**31 March, 2017** **Estimated gross carrying amount at default**	**1 April 2016** **Estimated gross carrying amount at default**
Gross carrying amount			
Loans	14,023.72	19,314.43	-
Employee advances	1,912.29	579.20	-
	15,936.01	**19,893.63**	**-**
Expected credit losses	-	-	-
Net carrying amount			
Loans	14,023.72	19,314.43	-
Employee advances	1,912.29	579.20	-
Total	**15,936.01**	**19,893.63**	**-**

(ii) Reconciliation of loss allowance provision

Particulars	**Trade receivables**
Loss allowance as at 1 April, 2016	**472.50**
Changes in loss allowance during the period of 2016-17	(458.00)
Loss allowance as at 31 March, 2017	**14.50**
Changes in loss allowance during the period of 2017-18	511.51
Loss allowance as at 31 March, 2018	**526.01**

(iii) Significant estimates and judgements

Impairment of financial assets:

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

(C) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due and to close out market positions. Company's treasury maintains flexibility in funding by maintaining availability under deposits in banks.

Management monitors cash and cash equivalents on the basis of expected cash flows.

(i) **Financing arrangements:** The company had access to the following undrawn borrowing facilities at the end of the reporting period

Particulars	As at		
	31 March, 2018	31 March, 2017	01 April 2016
Expiring within one year (bank overdraft and other facilities)	290.47	598.83	-

(ii) **Maturities of Financial liabilities**

Contractual maturities of financial liabilities as at :

Particulars	31 March, 2018		31 March, 2017		01 April 2016	
	Less than 12months	More than 12months	Less than 12months	More than 12months	Less than 12months	More than 12months
Borrowings	19,709.53	3,325.10	14,401.17	583.25	-	-
Trade Payables	28,893.99	-	16,412.66	-	8,472.29	-
Other Financial Liabilities	41,776.25	-	16,208.91	-	15,939.91	-
Total	**90,379.78**	**3,325.10**	**47,022.73**	**583.25**	**24,412.20**	**-**

(iii) Management expects finance cost to be incurred for the year ending 31 March 2019 is Rs.7.92 Lakhs.

37. Capital management

Capital management and Gearing Ratio

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is debt divided by total capital. The Company includes within debt, interest bearing loans and borrowings.

Particulars	31 March, 2018	31 March, 2017	01 April 2016
Borrowings			
Current	19,710	14,401	-
Non current	3,325	583	-
Current maturities of non- current borrowings	10,190	2,021	-
Debt	**33,224**	**17,006**	**-**
Equity			
Equity share capital	1,96,310	1,96,310	1,96,310
Other equity	1,21,147	86,158	1,35,333
Total capital	**3,17,457**	**2,82,468**	**3,31,643**
Gearing ratio in % (Debt/ capital)	**10.47%**	**6.02%**	**0.00%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March, 2018 and 31 March, 2017.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

38. Contingent liabilities

The Company has the following contingent liabilities as at:

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Service tax	32,576.18	32,576.18	32,576.18
Income tax	80,673.01	79,339.81	35,782.69
Total	**1,13,249.19**	**1,11,915.99**	**68,358.88**

39. Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for - Nil

40. Related party transactions

Names of related parties and nature of relationships:

Names of the related parties	Nature of relationship
i) Key Managerial Personnel (KMP):	
Mr. Aashish Kalra	CEO & Whole Time Director
Mr. D.R.R Swaroop	Whole Time Director
Mr. T.V.Siva Prasad	Chief Financial Officer & Company Secretary
ii) Non-whole-time Directors	
Mr. Venkat Motaprthy	Independent Director
Mr. B. Muralidhar	Independent Director
Mrs. K. Jaya Lakshmi Kumari	Independent Director
Mr. Stefan Hetges	Non Executive Director
iii) Subsidiary Companies	M/s Cambridge Technology Inc.,USA
	M/s Cambridge Innovation Capital LLC, USA (Subsidiary of M/s Cambridge Technology Inc., USA)
	M/s Cambridge Technology Investments Pte Ltd., Singapore
	M/s Cambridge Bizserve Pvt. Ltd., India
	M/s Cambridge Innovations Pvt. Ltd., India
	M/s Cambridge Bizserve Inc., Phillipines

Details of transactions during the year where related party relationship existed:

Particulars	Key Managerial Personnel		Subsidiary Companies	
	2017-18	2016-17	2017-18	2016-17
Remuneration*				
Mr. D.R.R Swaroop	**2,500.00**	2,500.00	-	-
Mr. T.V.Siva Prasad	**2,500.00**	1,997.83	-	-
Sitting fees				
Mr. Venkat Motaprthy	**130.00**	110.00	-	-
Mr. B. Muralidhar	**110.00**	110.00	-	-
Mrs. K. Jaya Lakshmi Kumari	**80.00**	60.00	-	-
Sale of Software Services				
M/s Cambridge Technology Inc.,USA	-	-	**3,22,716.27**	3,23,557.13
Loans and advances				
M/s Cambridge Bizserve Pvt. Ltd., India	-	-	**25.95**	3.60
M/s Cambridge Innovations Pvt. Ltd., India	-	-	**21.00**	10,022.25
M/s Cambridge Technology Inc.,USA	-	-	**1,650.33**	1,732.75

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Particulars	Key Managerial Personnel		Subsidiary Companies	
	2017-18	2016-17	2017-18	2016-17
Interest on loan				
M/s Cambridge Innovations Pvt. Ltd., India	-	-	**800.00**	-
Expenses recoverable written off				
M/s Cambridge Technology Investments Pte Ltd., Singapore	-	-	**7,787.98**	-

* Post employment benefits are acturially determined on overall basis and hence not seperately provided.

Details of outstanding balances as at the year end where related party relationship existed:

Details of outstanding balances as at the year end where related party relationship existed:

Names of the related parties	Nature of Balance	31 March, 2018	31 March, 2017	1 April, 2016
M/s Cambridge Technology Inc.,USA	Trade receivable/ (Advance received)	50,121.71	(20,441.44)	14,197.21
M/s Cambridge Technology Inc.,USA	Loan outstanding	3,124.55	1,474.22	(62.65)
M/s Cambridge Bizserve Pvt. Ltd., India	Loan outstanding	55.92	29.97	26.37
M/s Cambridge Innovations Pvt. Ltd., India	Loan outstanding	10,843.24	10,022.25	-
M/s Cambridge Innovations Pvt. Ltd., India	Interest receivable	800.00	-	-

41. Earnings per share (EPS)

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Profit after tax (Rs. in thousands)	34,503.20	45,501.24
Weighted average number of equity shares in calculating Basic and Diluted EPS] (Nos in thousands)	19631.02	19631.02
Face value per share (Rs.)	10.00	10.00
Basic and Diluted Earnings per Share (EPS) (Rs.)	1.76	2.32

42. Segment information

The Company's CEO, Whole time Director and Chief Financial Officer examine the Company's performance from a service and product perspective and has identified two reportable segments:

1. Software development services
2. Software Licenses

They primarily use a measure of profit before tax to assess the performance of the operating segments.

Segment revenue and expenses:

The Company has an established basis of allocating joint expenses to the segments, which is reasonable, and followed consistently. All other segment revenue and expenses are attributable to the segments. Certain Expenses/Income are not specifically allocable to specific segments and accordingly these expenses are disclosed as unallocated corporate expenses or income and adjusted only against the total income of the company.Segment result includes the respective other income.

Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors and fixed assets, net of allowances and provisions that are reported as direct offsets in the balance sheet. While most assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two or more segments is allocated to the segments on a reasonable basis. In such cases, the entire revenue and expenses of these assets including depreciation are also allocated to the same segments. Assets which are not allocable to the segments have been disclosed as 'unallocated corporate assets'. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities. Segment assets and liabilities do not include deferred income taxes. The loans and other borrowings that are not specifically allocable to the various segments are disclosed as 'unallocated corporate liabilities'.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Inter segment transfers:

There are no inter segment transfers.

Summary of segment information

Particulars	31 March, 2018	31 March, 2017
A. Revenue		
Segment revenue		
Software Development Services	3,627.77	3,495.84
Software Licences	2,677.60	369.71
	6,305.37	**3,865.55**
Inter Segment sales	-	-
Total revenue	**6,305.37**	**3,865.55**
B. Segment profit		
Software Development Services	861.54	853.99
Software Licences	79.75	48.51
Segment operating profit	**941.29**	**902.50**
Reconciliation of segment operating profit to operating profit		
Unallocated:		
Unallocated corporate expenses	509.32	514.59
Unallocated corporate Income	53.87	356.92
Operating profit	**485.84**	**744.83**
Finance costs	32.45	13.80
Profit before tax	**453.39**	**731.03**
Income tax expense	108.36	276.02
Profit after tax	**345.03**	**455.01**

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
Segment Assets			
Software Development Services	1,680.03	964.81	907.74
Software Licences	155.70	64.84	48.20
Unallocated corporate assets	2,538.92	2,778.94	2,774.49
Total assets	**4,374.65**	**3,808.59**	**3,730.43**
Segment liabilities			
Software Development Services	789.32	519.24	340.88
Software Licences	212.57	75.90	23.52
Unallocated corporate liabilities	198.19	388.78	49.59
Total liabilities	**1,200.08**	**983.92**	**413.99**

Geographical segment revenue by location of customers

Particulars	31 March, 2018	31 March, 2017
India	3,078.21	629.98
Outside India	3,227.16	3,235.57
	6,305.37	**3,865.55**

Geographical segment assets

Particulars	31 March, 2018	31 March, 2017	1 April, 2016
India	1,661.00	1,514.89	2,210.21
Outside India	2,713.65	2,293.70	1,520.22
	4,374.65	**3,808.59**	**3,730.43**

Information about revenue

Revenue from external customers - Sale of Services - Rs. 36275.97 thousands

The Group has made external sales to the following customers meeting the criteria of 10% or more of the entity revenue

Customer 1 - Rs. 3,22,716.27 thousands

Revenue from external customers - Sale of Products - Rs. 2,67,740.91 thousands

The Group has made external sales to the following customers meeting the criteria of 10% or more of the entity revenue

Customer 1 - Rs. 2,20,267.76 thousands

43. Share based payments (Ind AS 102)

The Company has granted options to its eligible employees in various ESOS Schemes, details are as under:

(A) Employee Stock Option Scheme:

Particulars	**CTEL Employee Stock Opton Scheme - 2008**	**CTEL ESOP Scheme 2011**	**ESOS - 2015**
Vesting Plan	Year I - 40% Year II - 30% Year III - 30%	5 years	3 years
Exercise Period	Any time after the vesting period subject to continuance of employment and the other conditions mentioned in the scheme	5 years	5 years
Grant Date	21-Oct-08	10-Jul-15	09-Mar-16
Exercise Price (Rs. Per share)	25.9	38	80
Fair Value on the date of Grant of Option (Rs. Per share)	15.97	8.47	46.16
Method of Settlement	Equity	Equity	Equity

(B) Movement of Options Granted along with weighted average exercise price (WAEP):

CTEL Employee Stock Opton Scheme - 2008

Particulars	**As at March 31, 2018**		**As at March 31, 2017**	
	No.	**WAEP(Rs.)**	**No.**	**WAEP(Rs.)**
Outstanding at the beginning of the year	1000	25.9	2000	25.9
Granted during the year	Nil	Nil	Nil	Nil
Exercised during the year	Nil	Nil	1000	25.9
Forfeited during the year	Nil	Nil	Nil	Nil
Outstanding at the end of the year	1000	25.9	1000	25.9
Options exercisable at the end of the year	1000	25.9	1000	25.9

The weighted average share price at the date of exercise for options was Rs. 89.76 per share as at March 31, 2017

CTEL ESOP Scheme 2011

Particulars	**As at March 31, 2018**		**As at March 31, 2017**	
	No.	**WAEP(Rs.)**	**No.**	**WAEP(Rs.)**
Outstanding at the beginning of the year	237100	38	238100	38
Granted during the year	Nil	Nil	Nil	Nil
Exercised during the year	Nil	Nil	Nil	Nil
Forfeited during the year	7500	38	1000	38
Outstanding at the end of the year	229600	38	237100	38
Options exercisable at the end of the year	Nil	Nil	Nil	Nil

The weighted average remaining contractual life for the share options outstanding as at March 31, 2018 was 5 years & 3 months (March 31, 2017 : 6 years & 3 months).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

ESOS - 2015

Particulars	As at March 31, 2018		As at March 31, 2017	
	No.	WAEP(Rs.)	No.	WAEP(Rs.)
Outstanding at the beginning of the year	153500	80	218500	80
Granted during the year	Nil	Nil	Nil	Nil
Exercised during the year	Nil	Nil	Nil	Nil
Forfeited during the year	45900	80	65000	80
Outstanding at the end of the year	107600	80	153500	80
Options exercisable at the end of the year	Nil	Nil	Nil	Nil

The weighted average remaining contractual life for the share options outstanding as at March 31, 2018 was 6 years (March 31, 2017 : 7 years).

(C) Fair Valuation:

The fair value of option have been done by an independent firm of Chartered Accountants on the date of grant using the Black-Scholes Model.

The key assumptions in the Black-Scholes Model for calculating fair value as on the date of grant:

(a) For CTEL Employee Stock Opton Scheme - 2008

1.	Risk Free Rate	7.42% - 7.73%
2.	Option Life	2.5 - 4.5 years
3.	Expected Volatility*	63.77%
4.	Expected Growth in Dividend	0.00%

(b) For CTEL ESOP Scheme 2011

1.	Risk Free Rate	8%
2.	Option Life	3 years
3.	Expected Volatility*	9.48%
4.	Expected Growth in Dividend	0.00%

(c) For ESOS 2015

1.	Risk Free Rate	7.83%
2.	Option Life	3 years
3.	Expected Volatility*	43.05%
4.	Expected Growth in Dividend	0.00%

*Expected volatility on the Company's stock price on Bombay Stock Exchange based on the data commensurate with the expected life of the options up to the date of grant.

(D) Details of the liabilities arising from the Share based payments were as follows:

Details of the liabilities arising from the Share based payments were as follows:

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Total Carrying amount	6070.75	4736.08	700.73

44. First-time adoption of Ind AS

Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended 31 March, 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 01 April 2016 (date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting standards) Rules, 2006 (as amended) and other relevant provisions of the Act(previous GAAP or Indian GAAP). An explanation on how the transition from previous GAAP to Ind AS has effected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

Exemptions and Exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Ind AS optional exemptions

(i) Deemed cost

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its Property, plant & equipment as recognised in the Financial Statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition, after making necessary adjustments for decommissioning liabilities. This exemption can also be used for Intangible assets covered by Ind AS 38.

Accordingly, the Company has elected to measure all of its Property, plant & equipment and Intangible assets at their previous GAAP carrying value.

(ii) Impairment of financial assets

The Company has applied the exception related to impairment of financial assets given in Ind AS 101. It has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial assets were initially recognised and compared that to the credit risk as at 01 April, 2016.

(iii) Investments in subsidiaries

Under previous GAAP, investment in subsidiaries, joint ventures and associates were stated at cost and provisions made to recognise the decline, other than temporary. Under Ind AS, the Company has considered their previous GAAP carrying amount as their deemed cost.

(iv) Share based payment transactions

Under previous GAAP, the cost of options granted under the CTE Employee Stock Option Scheme (CTE ESOS) [equity - settled] was recognised using the intrinsic value method. Under Ind AS, the cost of options granted under CTE ESOS is recognised based on the fair value of the options as on the grant date. In terms of the exemptions, the fair value of unvested options as at the date of transition have been accounted for as part of reserves.

B. Ind AS mandatory exceptions

(i) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with the estimates made for the same date in accordance with previous GAAP(after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:-Investment in equity instruments carried at amortised cost-Impairment of financial asset based on expected credit loss model.

(ii) Classification and measurement of Financial Assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

C. Reconciliation between previous GAAP and Ind AS (as at 31 March 2017 and 1 April 2016)

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

The following tables represent the reconciliations from previous GAAP to Ind AS.

Particulars	Notes	As at 31 March, 2017			As at 1 April, 2016		
		Previous GAAP*	Effect of transition to Ind AS	As per Ind AS balance sheet	Previous GAAP*	Effect of transition to Ind AS	As per Ind AS balance sheet
I. ASSETS							
Non-current Assets							
(a) Property, Plant and Equipment		5,998.24	-	5,998.24	6,551.90	-	6,551.90
(b) Goodwill			-	-	73,285.50	-	73,285.50
(c) Other Intangible Assets		5,187.85	-	5,187.85	3,781.36	-	3,781.36
(d) Financial Assets							
Investments		2,19,820.16	-	2,19,820.16	1,37,437.90	-	1,37,437.90
Other financial assets		24,549.50		24,549.50	24,945.28	-	24,945.28
(e) Other Non-current Assets		2,500.00	-	2,500.00	2,500.00	-	2,500.00
(f) Deferred tax assets	2	(976.03)	29,724.30	28,748.27	25,117.06	13,653.30	38,770.36
(g) Amount recoverable from ESOP Trust		11,900.00	-	11,900.00	11,900.00	-	11,900.00
Current Assets							
(a) Inventories				-	-	-	-
(b) Financial Assets				-			-
(i) Trade Receivables	5	16,565.15	(14.50)	16,550.65	25,337.14	(472.50)	24,864.64
(ii) Cash and Cash Equivalents		1,657.32	-	1,657.32	17,614.55	-	17,614.55
(iii) Other bank balances		12,280.00		12,280.00	1,100.04	-	1,100.04
(iv) Loans		19,893.63	-	19,893.63	-	-	-
(v) Other financial assets	1	1,416.26	2,685.02	4,101.28	715.11	-	715.11
(c) Current Tax Assets (net)		12,467.90	-	12,467.90	12,368.56	-	12,368.56
(d) Other Current Assets		40,167.00	(24,962.19)	15,204.81	25,975.68	(8,768.13)	17,207.55
Total assets		**3,73,426.98**	**7,432.62**	**3,80,859.60**	**3,68,630.08**	**4,412.66**	**3,73,042.75**
II. EQUITY AND LIABILITIES							
Equity							
(a) Equity Share Capital		1,96,310.15	-	1,96,310.15	1,96,310.15	-	1,96,310.15
(b) Other Equity		75,642.80	10,515.10	86,157.90	1,30,920.39	4,412.66	1,35,333.06
Liabilities							
Non-Current Liabilities							
(a) Financial Liabilities							
(i) Borrowings		583.25	-	583.25	-	-	-
(ii) Other Financial Liabilities		-	-	-	-	-	-
(b) Provisions		11,652.69	-	11,652.69	9,297.85	-	9,297.85
Current Liabilities							
(a) Financial Liabilities							
(i) Borrowings		14,401.17	-	14,401.17	-	-	-
(ii) Trade Payables		16,412.66	-	16,412.66	8,472.29	-	8,472.29
(iii) Other Financial Liabilities	1	19,291.39	(3,082.48)	16,208.91	15,939.91	-	15,939.91
(b) Other Current Liabilities		23,916.47	-	23,916.47	3,148.22	-	3,148.22
(c) Provisions		647.56	-	647.56	465.44	-	465.44
(d) Current Tax Liabilities (net)		14,568.85	-	14,568.85	4,075.83	-	4,075.83
TOTAL		**3,73,426.98**	**7,432.62**	**3,80,859.60**	**3,68,630.08**	**4,412.66**	**3,73,042.75**

*** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Reconciliation of total comprehensive income for the year ended 31 March 2017

Particulars		Notes	Previous GAAP*	Adjustments	Ind AS
I.	Revenue from operations		3,86,554.81	-	3,86,554.81
II.	Other Income	1	9,041.08	5,767.49	14,808.57
III.	**Total Revenue (I + II)**		**3,95,595.89**	**5,767.49**	**4,01,363.38**
IV.	**Expenses:**				
	Purchase of software licenses		32,119.65	-	32,119.65
	Employee benefits expense	3,4	2,06,319.13	2,544.77	2,08,863.89
	Finance costs		1,380.18	-	1,380.18
	Depreciation and amortization expense		9,600.81	-	9,600.81
	Other expenses	5	1,01,182.47	(458.00)	1,00,724.48
	Total Expenses		3,50,602.23	2,086.77	3,52,689.00
V.	**Profit before exceptional items and tax (III-IV)**		**44,993.66**	**3,680.72**	**48,674.38**
VI.	**Exceptional items**		(24,428.50)	**-**	(24,428.50)
VII.	**Profit before tax (V-VI)**		**69,422.15**	**3,680.72**	**73,102.88**
VIII.	**Tax expense:**				
	(1) Current tax		17,086.70	-	17,086.70
	(2) Deferred tax	2	9,899.04	615.89	10,514.93
IX.	**Profit for the period (VII-VIII)**		**42,436.41**	**3,064.83**	**45,501.24**
X.	**Other Comprehensive Income**				
	Items that will not be reclassified to statement of profit and loss				
	a) Remeasurement of defined employee benefit plans	3	-	(1,490.59)	(1,490.59)
	b) Income tax relating to item (a) above		-	492.83	492.83
	Other Comprehensive Income (net of tax)		**-**	**(997.75)**	**(997.75)**
XI.	**Total Comprehensive Income for the year**		42,436.41	2,067.08	44,503.49

*** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.**

Reconciliation of total equity as at 31 March 2017 and 1 April 2016

Particulars	Notes	31 March, 2017	1 April, 2016
Total equity (shareholder's funds) as per previous GAAP		2,71,952.95	3,27,230.54
Adjustments			
Allowance for credit loss		(14.50)	(472.50)
Fair valuation of financial instruments	1	5,767.49	(8,768.13)
Impact on deferred tax on account of Ind AS adjustments	2	4,762.11	13,653.30
Total adjustments		10,515.10	4,412.66
Total equity as per Ind AS		**2,82,468.05**	**3,31,643.21**

Reconciliation of total comprehensive income for the year ended 31 March 2017

Particulars	Notes	31 March, 2017
Profit after tax as per previous GAAP		42,436.41
Adjustments		
Fair valuation of forward contracts	1	5,767.49
Share based payments		(4,035.35)
Remeasurement of defined benefit obligations		1,490.59
Allowance for credit loss		458.00
Impact on deferred tax on account of Ind AS adjustments	2	(615.89)
Total		**45,501.24**
Other comprehensive income		(997.75)
Total comprehensive income as per Ind AS		**44,503.49**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2018

All amounts in ₹ thousands, unless otherwise stated

Impact of Ind AS adoption on the statements of cash flows for the year ended 31 March 2017

Particulars	Notes	Previous GAAP*	Adjustments	Ind AS
Net cash flow from operating activities		79,511.06	(8,760.88)	70,750.19
Net cash flow from investing activities		(1,02,333.06)	0.00	(1,02,333.06)
Net cash flow from financing activities		15,625.64	0.00	15,625.64
Net increase/(decrease) in cash and cash equivalents	**10**	**(7,196.36)**	(8,760.87)	**(15,957.23)**
Cash and cash equivalents as at 1 April 2016		31,386.01	(13,771.46)	17,614.55
Cash and cash equivalents as at 31 March 2017		24,189.56	(22,532.24)	1,657.32

*** The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.**

D. Notes to first-time adoption:

1) Fair valuation of forward contracts:

Under previous GAAP, the premium or discount arising at the inception of a forward exchange contract should be amortised as expense or income over the life of the contract. Any profit or loss arising on cancellation or renewal of such a forward exchange contract should be recognised as income or as expense for the period.Under Ind AS 109, such forward contracts have to be carried at fair value through profit and loss. The profit for the year ended 31 March 2017 has increased by Rs. 5,767.49 thousands on account of fair value gain.

2) Deferred tax

Previous GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the Balance Sheet approach, which focuses on differences between the carrying amount of an asset or liability in the Balance Sheet and its tax base. It requires recognition of tax consequences of differences between the carrying amounts of assets and liabilities and their tax base. As a result, Deferred tax asset has been increased by Rs. 13,653.30 thousands as at 1 April 2016 and Rs. 29,724.30 thousands as at 31 March 2017 with a corresponding increase in retained earnings and net profit respectively.

3) Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e. Actuarial gains and losses and the return on plan assets , excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year. There is no impact on the total equity as at 31 March 2017.

4) Share based payments

Under the previous GAAP, expenditure relating to Employee stock option was valued as per Intrinsic value method. Under Ind AS, expenses are to be accounted as per Fair value method. Accordingly, expenditure of Rs. 4035.35 thousands was accounted during the year ended 31 March 2017 with a corresponding increase in net profit.

5) Expected credit loss on trade receivables

As per Ind AS 109, expected credit loss is calculated for trade receivables using the lifetime cycle approach. Accordingly, an amount of Rs. 472.50 thousands and Rs. 14.50 thousands is provided as on 1 April 2016 and 31 March 2017 respectively with a corresponding impact on retained earnings and net profit respectively.

6) Other comprehensive income

Under Ind AS, all items of income and expense recognized in a period should be included in the profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit or loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of 'other comprehensive income' did not exist under previous GAAP.

7) Other equity

Retained earnings as at April 1 2016 has been adjusted consequent to the above Ind AS transition adjustments on the date of transition.

8) Cash flow from financing activities

Other bank balances (disclosed under Note 10) are not considered as part of cash and cash equivalents under Ind AS and the movement of other bank balances amounting to 22532.24 thousands is the variance in net increase/ decrease in cash and cash equivalents as at 31 March 2017.

As per our report of even date
For M. Anandam & Co.,
Chartered Accountants
Firm Registration Number : 000125S

M.V. Ranganath
Partner
Membership No. 028031

Place: Hyderabad
Date : 28th May, 2018

On behalf of the Board

Aashish Kalra
Chairman & CEO

D.R.R. Swaroop
Wholetime Director

T.V.Siva Prasad
CFO & Company Secretary

Notice of Annual General Meeting

NOTICE is hereby given that the 19th Annual General Meeting of the Members of Cambridge Technology Enterprises Limited will be held on **Friday, 28th September, 2018, at 10.30 A.M. at Ruby Hall, 5th Floor, Hotel Peerless Inn, Plot #15 to 18, Lumbini Layout, Gachi Bowli, Hyderabad – 500 032, Telangana State, India** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Dharani Raghurama Swaroop, Whole – time Director (DIN:00453250) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

3. To ratify the appointment of Statutory Auditors and fix their remuneration 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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable statutes and laws, if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the Members at the 17th Annual General Meeting of the Company ("AGM") held on September 30, 2016, the appointment of M Anandam & Co, Chartered Accountants (Firm's Regn. No. 000125S), as the Statutory Auditors of the Company, to hold office till the conclusion of 22nd AGM of the Company to be held in the year 2021, be and is hereby ratified at a remuneration as may be decided by the Board of Directors in consultation with the Auditors and applicable tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS

4. **Increase in limit of NRI investment in the Company.**

To Consider, and if thought, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999, the Foreign Exchange Management Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, read with the Master Directions on Foreign Investment dated January 4, 2018 issued by Reserve Bank of India, the Consolidated FDI Policy effective from August 28, 2017, as subsequently amended, and all other applicable Rules, Regulations, Circulars, Directions, Notifications, Press Notes, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board, the aggregate limit of investment by Non-Resident Indians and / OCI's (as defined under FEMA) in the equity shares of the Company through recognized stock exchange or in any other manner including investment under the Portfolio Investment Scheme ("PIS"), be and is hereby increased from 10% to 24% of the paid-up equity share capital of the Company, provided, however, that the shareholding of each NRI in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations."

"RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies including filing of the necessary forms, if any, with the Registrar of Companies or RBI and to represent the Company before any government authorities and delegating all or any of the power conferred herein to any Committee or any Director of the Company."

5. **Appointment of Ms. Usha Srikanth as an Additional Independent Director of the Company.**

To consider, and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"**RESOLVED THAT** Ms. Usha Srikanth (holding DIN: 08184237) who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 07,2018 in terms of Section 161(1) of the Companies Act, 2013 and Article 156 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company along with the requisite deposit under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Usha Srikanth as a candidate for the office of Director, be and is hereby appointed as the Director of the Company."

"RESOLVED FURTHER THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Usha Srikanth (holding DIN: 08184237), who has submitted a declaration that she meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company for a period of five consecutive years with effect from 07 August 2018 upto 07 August 2023."

6. **Re-appointment of Mr. Dharani Raghurama Swaroop as Whole-time Director.**

To consider, and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) or amendments thereof for the time being in force) and provisions of Articles of Association of the Companyand such other approvals as may be necessary, in consideration of the recommendation of Nomination and Remuneration Committee and further approval of Board of Directors of the company, consent of the Members be and is hereby accorded for re-appointment of Mr. Dharani Raghurama Swaroop (DIN: 0453250) as a Whole - time Director of the Company, liable to be retire by rotation, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from March 01, 2019 on the terms and conditions and remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit:

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment/re-appointment, Mr. Dharani Raghurama Swaroop, Whole – time Director shall be eligible to receive remuneration as set out above/in the Statement annexed to the Notice,subject to ceiling prescribed from time to time under section 197 read withPart II of Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including anystatutory modification(s) or re-enactmentthereof, for the time being in force), and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THATthe Board of Directors (hereinafter referred to as "the Board" which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) be and are hereby severally authorized to alter and vary the terms and conditions and remuneration from time to time as it may deem fit and appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and/ or as approved by the Central Government or any other competent authorities, if required."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to assign and delegate, from time to time, such work, duties, power and authorities to the Whole Time Director as it may deem fit and proper.

"RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies including filing of the necessary forms, if any, with the Registrar of Companies and/or delegating all or any of the power conferred herein to any Committee or any Director of the Company**."**

7. Re-appointment of Mr. Venkat Motaparthy as an Independent Director.

To consider, and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force),consent of the Members be and is hereby accorded for re-appointment of Mr. Motaparthy Venkateswara Rao Kasi (holding DIN: 01001056) as an Independent Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from March 31, 2019."

By the order of the Board
For Cambridge Technology Enterprises Limited

Hyderabad
07th August, 2018

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.

   Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing the representative to attend and vote on their behalf at the meeting.

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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business at Item 4 to 7 of the notice as set out above, is annexed hereto.

4. In terms Articles of Association of the Company and pursuant to Companies Act, 2013, Mr. Dharani Raghurama Swaroop, Whole - time Director (DIN: 00453250) of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Details as stipulated under SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms part of the notice. Requisite declarations have been received from the Director seeking their appointment / reappointment.

5. 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.

6. 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.

7. 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 respectiveDepository Participants.

8. 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).

9. 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.

10. A Route Map showing direction to reach the venue of 19th 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 timeand 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, notices and other communications through electronic medium. In view of the above,Annual Report, Notices or other documents, etc., of the Company for the financial year ended March 31, 2018 are being sent in electronic medium to the shareholders through email, wherever the email addresses are registered with the Company / Depository Participant(s) for communication purposes; and through other permitted 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. Members may note that the Annual Report 2017-18 and Notice of the 19th Annual General Meeting is also available on the Company's website.

13. The physical copies of the Annual Report, Notices and relevant documents including documents referred in the Noticeshall 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 working days (excluding Saturdays) and shall also be available at the meeting. For any communication, the shareholders may send requests to the Company's investor e-mail Id – investors@ctepl.com.

14. 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.

15. 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 can submit their PAN details to the Registrar and Share Transfer Agents or the Company.

16. As per amendment to the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated June 08, 2018 and as per the BSE Circular No. LIST/COMP/15/2018-19 dated July 05, 2018, the transfer of securities would be carried out in dematerialized form only w.e.f. December 5, 2018. After December 5, 2018, no request for transfer of shares in physical form can be processed by the Company/RTA.

17. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents, Aarathi Consultants Private Limited, at the address mentioned below:

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

    E-mail: info@aarthiconsultants.com

18. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 22nd September, 2018 to Friday, the 28th September, 2018 (both days inclusive) for the purpose of Annual General Meeting of the Company.

19. Members are requested to bring their copy of the Annual Report to the AGM. Members/ Proxies should bring the Attendance Slip to the Meeting duly filled in for attending the Meeting.

    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 (including any statutory modification(s) or re-enactment thereof, for the time being in force); 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 19th 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 **25th September, 2018 at 9.00 A.M** and ends on **27th September, 2018 at 5:00 P.M.** During this period, Members holding shares either in physical form or dematerialized form, as on **21st September, 2018, i.e. cut-off date**, may cast their vote electronically by remote e-voting. 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 [C P No. 4286] 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., **21st September, 2018,** 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 of AGM and holding shares as of the cut-off date i.e., **21st September, 2018,** 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 **25th September, 2018 at 9.00 A.M and ends on 27th September, 2018 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 **21st September, 2018** 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.Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively.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:

Name: Mr. Rakesh Dalvi
Designation: Manager
Address: A Wing, 25th Floor, Marathon Futurex,
Mafatlal Mill Compounds,
N M Joshi Marg,
Lower Parel (E),
Mumbai – 400013.
Email id: helpdesk.evoting@cdslindia.com
Phone number: 1800225533

By the order of the Board
For Cambridge Technology Enterprises Limited

Sd/-
Tumuluri Venkata Siva Prasad
CFO & Company Secretary

Hyderabad
August 07, 2018

AN EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to provisions of Foreign Exchange Management Act, 1999, Consolidated FDI Policy in force, Master direction on foreign investment in India, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended from time to time, the total holding by any individual NRI or OCI should not exceed five percent of the total paid-up equity capital on a fully diluted basis or should not exceed five percent of the paid-up value of each series of debentures or preference shares or warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together should not exceed ten percent of the total paid up equity capital on a fully diluted basis or should not exceed ten percent of the paid-up value of each series of debentures or preference shares or warrants;

The aggregate ceiling of ten per cent can be raised to twenty-four per cent if a special resolution to that effect is passed by the General Body of the Indian company;

Currently, NRI's approximately hold around 9.20% of the paid up equity share capital of the Company. To make more space for NRIs to invest in the equity of the Company, it is proposed by the Board to increase the present aggregate limit of investment by non-resident Indians and / or OCI's in the Company from 10% up to an aggregate limit of 24% of paid up equity share capital of the Company.However, the shareholding of each NRI in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations."

The resolution contained in Item No. 4 of the accompanying Notice, accordingly, seek shareholders' approval as Special Resolution for increasing the limit of NRI/OCI investment in the Company from the present aggregate limit of 10% up to an aggregate limit of 24% of paid up equity share capital of the Company.

None of the Directors and Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the notice except to the extent of their shareholding in the Company.

The Board recommends the resolution under item no. 4 as set out in the Notice for your approval as Special Resolution.

Item No. 5

The Board of Directors appointed Ms. Usha Srikanth (holding DIN: 08184237) as an Additional and Independent Director of the company with effect from August 07, 2018 under Section 149, 150, 152 and 161 of the Companies Act, 2013 read with the rules made thereunder and Article 156 of the Articles of Association of the Company. She holds office upto the date of AGM of the Company and is being eligible to be appointed as director of the company.

Notices in writing have been received from Member of the Company along with the requisite deposit under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Usha Srikanth as candidate for the office of the Director at the AGM of the Company.

Profile of Ms. Usha Srikanth

Ms. Usha Srikanth has a PhD in Electrical Engineering from Cornell University, USA and a Master of Science degree in Electrical and Computer Engineering from University of Illinois at Urbana-Champaign, USA. She also holds a Master of Science degree in Physics from IIT, New Delhi.

Ms. Usha Srikanth's key responsibilities during her career were Organization Management, People Leadership**,** Product Development, Offshore Migration Analysis and Strategy (for remote, quality, cost saving support), Delivery Management Oversight and Business growth for the organization, offshore co-ordination of multiple migration projects for Global Competitive Retail/Travel/Telecom Capabilities. She has varied experience of over 30 years.

She has held positions at Persistent Systems Limited, Approva Systems, Maryland, USA, Agilent Technologies Inc, Hewlett Packard, US, Agilent Technologies International, Gurgaon, Hewlett Packard, Palo-Alto. She is an Advisor to IIT, BBSR, external examiner for University of Pune, Advisory board member in Bluesemi R & D Pvt Ltd and also set up the Mobile App Factory, US based MNC, Bangalore.

Information pursuant to the Listing Regulations and Secretarial Standards in respect to Appointment of Ms. Usha Srikanth:

DIN	08184237
Date of Birth	05/09/1961
Date of first appointment on the Board	07/08/2018
Age	56 Years
Brief Resume	As stated above
Qualification	• MS, Electrical and Computer Engineering, University of Illinois at Urbana-Champaign, USA • PhD, EE, Graduate Studies at Cornell University, USA • MS (Physics) IIT, New Delhi, India
Experience	More than 30 years' of experience
Terms & Conditions of appointment along with Remuneration sought to be paid	Draft letter of appointment of Independent Directors setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day and is also uploaded on the website of the company. Sitting fees for attending Board and / or Committee Meetings is sought to be paid to Dr. Usha Srikanth.
Remuneration last drawn	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Expertise in Specific Functional Area	Organization Management, People Leadership, Product Development, Offshore Migration Analysis and Strategy (for remote, quality, cost saving support), Delivery Management Oversight and Business growth for the organization, offshore co-ordination of multiple migration projects
Number of Meetings of the Board attended during the year	Not Applicable
Names of Companies in which she holds the directorship	Nil
Names of Companies in which she holds the membership of Committees of the Board	She does not hold any membership in committees of the board of other companies. However she is a Member of Nomination & Remuneration Committee of the Company.
No of Shares held in the Company as on 31st March 2018	Nil

Dr. Usha Srikanth has given her consent to act as Director of the Company. She also confirmed her eligibility to be appointed as director on the Company's Board and also that she does not attract any of the disqualifications prescribed under the Companies Act, 2013.

It is proposed to appoint Dr. Usha Srikanth as Independent Director of the company and to hold office for five consecutive years with effect from the date of the Board Meeting in which she was appointed i.e., August 07, 2018.

Dr. Usha Srikanth is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from Dr. Usha Srikanth that she meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Dr. Usha Srikanth fulfill the conditions for appointment as Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015. Dr. Usha Srikanth do not hold any shares in the Company. She is a member of Nomination & Remuneration Committee. Dr. Usha Srikanth do not hold the directorship and membership of the Committees of the Board in any of the listed entity other than our company. There is no relationship between directors inter-se.

The Board of Directors further confirm that in the opinion of the Board, the independent director proposed to be appointed possesses the relevant expertise, have rich experience and fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management of the company. She have expertise in specific functional areas and is eminent personality in her respective field. Her continued association would be of immense benefit to the Company.

Necessary documents in this regard including copy of the draft of appointment letter of Dr. Usha Srikanth as an Independent Director setting out the terms and conditions are available for inspection and such documents shall be so made available for inspection in physical or in electronic form during specified business hours at the Registered Office of the company.

The Board recommends the appointment of Dr. Usha Srikanth as an Independent Director to the Members of the Company.The Board also recommends the resolution under item no. 4 as set out in the Notice for your approval as Special Resolution.

Ms. Usha Srikanth, being an appointee, is interested in the resolution set out at Item No. 5 of the notice. Save and except as aforesaid, none of the Directors and Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice except to the extent of their shareholding in the Company.

Item No. 6

Mr. Dharani Raghurama Swaroop was re-appointed as a Whole-time Director of the Company for a period of 5 years w.e.f. March 01, 2014 on the remuneration and other terms and conditions as approved by the members of the company in the Annual General Meeting held on September 29, 2014. As the existing tenure of Mr. Dharani Raghurama Swaroop as Whole-time Director of the company will expire on March 01, 2019, the Board of Directors of the Company , on recommendation of the Nomination & Remuneration Committee, in its meeting held on 07thAugust 2018, has approved and recommended his re-appointment as Whole-time Director of the Company, for the approval of shareholders, for a further period of five years w.e.f. March 01, 2019 upto March 01, 2024 on the remuneration and terms and conditions, as detailed hereunder.

a. Mr. Dharani Raghurama Swaroop shall perform his duties subject to the superintendence, controland direction of the Board of Directors of theCompany.

b. In consideration of the performance of his duties, he shall beentitled to receive remuneration as statedherein below:-

I. Salary:

  a. The basic salary shall be in the range of INR 20,00,000/- to INR 50,00,000/- per annum payable monthly.

  b. Contribution to the Provident Fund, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

c. Gratuity as per the rules of the Company and/or Income Tax Act, 1961;

I. Perquisites and Allowances:

In addition to the above salary, the following may also be granted:

b. Rent free accommodation (furnished or otherwise) with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, Mr. Dharani Raghurama Swaroop, Whole – Time Director shall be entitled to such house rent allowance as per the policy of the Company or as may be decided by the Board of Directors from time to time subject however to a limit of 60% of salary;

c. Payment/Reimbursement of telephone and/or mobile phone(s) bills, conveyance, entertainment expenses, fuel expenses or other out of pocket expenses incurred in the course of official duties or for the purpose of business of the company;

d. Chauffer driven Company maintained / leased cars (or allowances in lieu thereof) for business and personal use. The Company may also reimburse running and maintenance expenses of car owned by, or leased / rented to Mr. Dharani Raghurama Swaroop for business and personal use.

e. Benefit of Group Medical Insurance policy, Group Personal Accident Insurance and Group Term Life Insurance and/or Life Insurance Policy as per the rules/policy of the company.

f. Payment/Reimbursement of medical expenses incurred for self and his family.

g. Leave Travel Allowance/Assistance for self and family.

h. Earned or privilege leave on full pay and allowance. Encashment/accumulation of Earned or Privilege leave will be permissible in accordance with the rules specified by the Company. Other leaves as per the rules/ policy of the Company.

i. Special allowance or such other perquisites and allowance as per the policy/rules of the company in force and/or as may otherwise be decided by the Board from time to time.

III. Variable Pay:

In addition to the above mentioned salary, Mr. Dharani Raghurama Swaroop will be eligible to receive Variable Pay for each of the financial years or part thereof according to policy of the Company or as may be decided by the Nomination and Remuneration Committee / Board of Directors of the Company, subject to the applicable provisions of section 197 read with Schedule V of the Companies Act, 2013, taking into consideration various criteria including the performance of the Mr. Dharani Raghurama Swaroop and the performance of the Company.

Note:

a) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable and / or it is mandatory to determine valuation of such perquisites under Income Tax Rules, the same shall be valued as per Income Tax Rules, as may be applicable.

The above remuneration payable to Mr. Dharani Raghurama Swaroop is subject to overall limits as specified under specified in Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force). In the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment/re-appointment, Mr. Dharani Raghurama Swaroop shall be eligible to receiver emuneration as set out above, subject to ceiling as prescribed from time to time under section 197 read withPart II of Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

The Board of Directors (hereinafter referred to as "the Board" which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) may alter and vary the terms and conditions and / or increase the remuneration from time to time as it may deem fit and appropriate, provided that such variation or increase, as the case may be, shall not exceed overall limits as specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force). Any amendments made thereto may be agreed by the Board and the concerned Director.

The limits specified above and /or the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 are the maximum limits and the Nomination and Compensation Committee / Board may in its absolute discretion pay to the above mentioned Director and revise the same from time to time within the maximum limits stipulated above.

In the event of any re-enactment or recodification or modification of the Companies Act, 2013, SEBI Regulations, or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continueto remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

Profile of Mr. Dharani Raghurama Swaroop

Mr. Dharani Raghurama Swaroop has Degree in Electrical Engineering from Jawaharlal Nehru Technological University.

Mr. Swaroop heads the overall operations in India and specifically responsible for all the corporate governance and statutory compliances related aspects of CTEL. Prior to his association with CT Swaroop co-founded a successful IT Systems integration company with a team size of over 150 personnel. His area of expertise is Statutory Compliances and overseeing operations. He has over 32 years of experience.

He hold position as a Director in DS Unics Infotech Private Limited and do not hold the directorship and membership of the Committees of the Board in any of the listed entity other than our company. He is a member of Audit Committee, Stakeholders Relationship Committee & Finance Committee and Chairman of Corporate Social Responsibility Committee of the Company. There is no relationship between directors inter-se.

Information pursuant to the Listing Regulations and Secretarial Standards in respect to Re-appointment of Mr. Dharani Raghurama Swaroop:

DIN	00453250
Date of Birth	9th April, 1959
Date of first appointment on the Board	28th January, 1999
Age	59 Years
Brief Resume	As stated above.
Qualification	Degree in Electrical Engineering from Jawaharlal NehruTechnological University.
Experience	More than 32 years' of experience
Terms & Conditions of appointment along with Remuneration sought to be paid	Terms & Conditions of appointment and Remuneration sought to be paid is as specified above. Further, the draft letter of appointment setting out the terms and conditions and remuneration would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.
Remuneration last drawn	INR 25,00,001/- for the FY 2017-18

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Expertise in Specific Functional Area	Statutory Compliances and overseeing Indian Operations, Rich experience in the field of IT Services and Corporate Strategic Planning.
Number of Meetings of the Board attended during the year	7 meetings attended during the financial year 2017 - 18.
Names of Companies in which he holds the directorship	Cambridge Technology Enterprises Ltd, DS Unics Private Ltd.
Names of Companies in which he holds the membership/chairmanship of Committees of the Board	Member of Audit Committee, Stakeholders Relationship Committee & Finance Committee and Chairman of Corporate Social Responsibility Committee of the Company.
No of Shares held in the Company as on 31st March 2018	9000 equity shares.

Mr. Dharani Raghurama Swaroop satisfy all the conditions specified in sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He has given his consent to act as Director of the Company. He also confirmed his eligibility to be re-appointed as director on the Company's Board and also that he does not attract any of the disqualifications prescribed under the Companies Act, 2013. Mr. Dharani Raghurama Swaroop is not disqualified from being appointed as Director in terms of Section 164 of the Act. Therefore, the Board of Directors recommends the proposed Ordinary Resolution set out at Item No. 6 for your approval.

Necessary documents in this regard including copy of the draft of appointment letter are available for inspection and such documents shall be so made available for inspection in physical or in electronic form during specified business hours at the Registered Office of the company.

The Board of Directors further confirm that in the opinion of the Board, he possesses the relevant expertise, have rich experience and fulfils the conditions specified in the Act for such re- appointment. He has expertise in specific functional areas and is eminent personality in his respective fields. His continued association would be of immense benefit to the Company and it is desirable to avail his services.

The Board recommends the re-appointment of Mr. Dharani Raghurama Swaroop as Whole – time Director to the Members of the Company.The Board also recommends the resolution under item no. 6 as set out in the Notice for your approval as an Ordinary Resolution.

Mr. Dharani Raghurama Swaroop is interested in the resolution set out at Item No. 6 of the notice. Save and except as aforesaid, none of the Directors and Key Managerial Personnel of the Company, their relatives are,in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice except to the extent of their shareholding in the Company.

The following additional information as per Part II of Schedule V of the Companies Act, 2013 is as follows:

Additional Disclosure about the appointee as per Schedule V Part II of the Companies Act, 2013:

I.	**GENERAL INFORMATION**	
	Nature of industry	Information Technology
	Date or expected date of commencement of commercial production	The Company has been in the business since 1999.
	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
	Financial performance based on given indicators:	**(INR Lakhs)**

Particulars	31.03.2018	31.03.2017	31.03.2016
Revenue from operations	6305.37	3865.55	2945.33
Total Expenses	5905.85	3491.44	2776.20
Profit/(Loss) before tax	453.39	731.03	312.73
Profit/(Loss) after tax	345.03	455.01	558.50
Paid-up Share Capital	1963.10	1963.10	1963.10
Reserves and Surplus	1211.47	861.58	1353.33
EPS	1.76	2.32	2.84

		The detailed financial statements of the Company for the financial years 2016-17 and 2017-18 are provided in this Annual Report.
	Foreign investments or collaborations, if any.	The promoter of the company i.e., Cloud Computing LLC is a Foreign Body Corporate holding around 46.91% of the paid up capital of the company. The other Foreign investors, mainly comprising NRIs, Foreign Bodies Corporate and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases. The shareholding pattern of the company is available on website of the company i.e., www.ctepl.com. Further, the Company has made foreign investments as stated in its financial statements which forms part of this report. The Company has not entered into any foreign collaboration.
II.	**INFORMATION ABOUT THE APPOINTEE:**	
	Background details	Mr. Dharani Raghurama Swaroop is a Whole – Time Director in the Company. He works with the Company since 1999.He has a degree in Electrical Engineering from Jawaharlal Nehru Technological University.
	Past remuneration	Rupees 25,00,001/- per annum
	Recognition or awards	Nil
	Job profile and his suitability	Mr. Swaroop heads the overall operations in India and specifically responsible for all the corporate governance and

		statutory compliances related aspects of CT and exercises powers under the supervision and superintendence of the Board of the Company. His area of expertise is Statutory Compliances and overseeing operations and has rich experience in the field of IT Services and Corporate Strategic Planning. He has over 32 years of experience. The Company would definitely benefit under his leadership and valuable guidance.
	Remuneration proposed	Salary proposed to Mr. Dharani Raghurama Swaroop is in the basic scale of INR 20,00,000/- to INR 50,00,000/- per annum payable monthly and other perquisites, allowances, variable pay, other benefits etc., respectively, as set out herein above.
	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of theCompany, the profile, knowledge, skills andresponsibilities shouldered by Mr. Dharani Raghurama Swaroop, the remunerationproposed to be paid is commensurate withthe remuneration packages paid to theirsimilar counterparts in other companies.
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	As on 31st March, 2018, Mr. Dharani Raghurama Swaroop holding 9,000 Equity Shares of Rupees 10/- each. Mr. Dharani Raghurama Swaroop, has been granted 20,000 stock options at an exercise price of Rupees 38/- on July 10, 2015. The vesting of Options takes place at the expiry of Three (3) years from the date of granting of options i.e., on 11th July, 2018. Apart from above and besides the remuneration proposed, he does not have any other pecuniary relationship with the Company or relationships with anyother managerial personnel and/or Directors.
III.	**OTHER INFORMATION**	
	Reasons of loss or inadequate profits	During the financial year, there is no loss andthe Company's business is profitable. However operational expenses and challenging business environment results in inadequacy of profits for payment of managerial remuneration. For the payment of Managerial Remuneration in any financial year during the currency of tenure of a managerial person, if a company has no profits or its profits are inadequate, it may, pay such remuneration to the managerial person under Schedule V to the Companies Act, 2013.
	Steps taken or proposed to be taken for improvement	Your Company has strengthened its partner ecosystem to provide access to cutting edge solution to its clients and build referenceability in client acquisition. Your company has added a referenceable client in each of its focus verticals. Your Company is taking active steps to demonstrate its body of work to acquire new and mine existing clients to achieve scale and profitability.
	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.
IV.	**DISCLOSURE:** As required, the information is provided under Corporate Governance Section of Annual Report 2018.	

Item No. 7

Mr. Motaparthy Venkateswara Rao Kasi was re-appointed as an Independent Director of the Company for a period of 5 years w.e.f. March 31, 2014 as approved by the members of the company in the Annual General Meeting held on September 29, 2014. As the existing tenure of Mr. Venkat Motaparthy as an Independent Director of the Company will expire on March 31, 2019, the Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, in its meeting held on August 07, 2018 has recommended his re-appointment as an Independent Director of the Company, for the approval of shareholders, for a further period of five years w.e.f. March 31, 2019.

Notices in writing have been received from Member of the Company along with the requisite deposit under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Venkat Motaparthyas candidate for the office of the Director at the AGM of the Company.

Profile of Mr. Venkat Motaparthy

Mr. Venkat Motaparthy has a graduate in Pharmacy with Post graduation in Management.

Mr. Venkat Motaparthy, Independent director is experienced in the field of finance, taxation and governance. 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 actively associated with Industries Associations like FAPCCI, IALA and Non-Profit Organization – Anokhi Aasha. He has varied experience of over 26 years.

Mr. Venkat Motaparthy takes active part at the Board and Committee meetings and play critical role on strategic issues, which enhancesthe transparency and add value in the decision making process of the Board of Directors. The Board considers that the continued services of the above director would be of immense benefit to the company and it is desirable to avail his services.

Information pursuant to the Listing Regulations and Secretarial Standards in respect to Re-appointment of Mr. Motaparthy Venkateswara Rao Kasi:

DIN	01001056
Date of Birth	November 24, 1961
Date of first appointment on the Board	13th February, 2012
Age	56 Years
Brief Resume	As stated above
Qualification	A Graduate in Pharmacy with Post Graduation in Management
Experience	More than 25 years' of experience
Terms & Conditions of appointment along with Remuneration sought to be paid	Draft letter of appointment of Independent Directors setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day and is also uploaded on the website of the company. Sitting fees for attending Board and / or Committee Meetings is sought to be paid to Mr. Venkat Motaparthy.
Remuneration last drawn	Sitting fees paid to him attending Board and Committee Meetings for the FY 2017-18 is INR 130,000/-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Expertise in Specific Functional Area	Finance and Infrastructure Development / setting up of Companies in the field of Telecom & Transmission Towers, Industrial Fasteners and Industrial Chemical equipment.

Number of Meetings of the Board attended during the year	07
Names of Companies in which he holds the directorship	Cambridge Technology Enterprises Limited, Spar Holdings Private Limited
Names of Companies in which he holds the membership of Committees of the Board	Cambridge Technology Enterprises Limited - Chairman of Audit Committee, Member of Nomination & Remuneration Committee,Stakeholders Relationship Committee, Corporate Social Responsibility Committee & Finance Committee of our Company. He does not hold any membership in committees of the board of other companies.
No of Shares held in the Company as on 31st March 2018	Nil

Mr. Venkat Motaparthy has given his consent to act as Director of the Company. He also confirmed his eligibility to be re-appointed as director on the Company's Board and also that he does not attract any of the disqualifications prescribed under the Companies Act, 2013.Mr. Venkat Motaparthy is not disqualified from being appointed as Director in terms of Section 164 of the Act.

It is proposed to re-appoint Mr. Venkat Motaparthy as Independent Director and to hold office for five consecutive years with effect from the date of expiry of his present term i.e., March 31, 2019.

The Company has also received declaration from Mr. Venkat Motaparthythat he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Venkat Motaparthy fulfill the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015. Mr. Venkat Motaparthy do not hold any shares in the Company. He is Chairman of Audit Committee, Member of Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee & Finance Committee of our Company. Mr. Venkat Motaparthy do not hold the directorship and membership of the Committees of the Board in any of the listed entity other than our company. There is no relationship between directors inter-se.

The Board of Directors further confirm that in the opinion of the Board, Mr. Venkat Motaparthy, the independent director proposed to be re-appointed possesses the relevant expertise, have rich experience and fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management of the Company. He has expertise in specific functional areas and is eminent personality in his respective field. His continued association would be of immense benefit to the Company.

Necessary documents in this regard including copy of the draft of appointment letter of Mr. Venkat Motaparthy as an Independent Director setting out the terms and conditions are available for inspection and such documents shall be so made available for inspection in physical or in electronic form during specified business hours at the Registered Office of the company.

The Board recommends the re-appointment of Mr. Venkat Motaparthy as an Independent Director to the Members of the Company.The Board also recommends the resolution under item no. 4 as set out in the Notice for your approval as Special Resolution.

Mr. Venkat Motaparthy is interested in the resolution set out at Item No. 7 of the notice.Save and except as aforesaid, none of the Directors and Key Managerial Personnel of the Company, their relatives are,in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the notice except to the extent of their shareholding in the Company.

By the order of the Board
For Cambridge Technology Enterprises Limited

Hyderabad
August 07, 2018

Tumuluri Venkata Siva Prasad
CFO & Company Secretary

Form No. MGT-11

FORM OF PROXY

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

CIN : L72200AP1999PLC030997

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.

Name of the member(s) :

Registered address :

E-mail :

Folio no. / Client ID* :

DP ID* :

*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 :

Address :

E-Mail Id :

Signature :____ or failing him / her

2. Name :

Address :

E-Mail Id :

Signature :____ or failing him / her

3. Name :

Address :

E-Mail Id :

Signature :____ 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, 28th September, 2018 at 10.30 A.M. at Ruby Hall, 5th Floor, Hotel Peerless Inn, Plot #15 to 18, Lumbini Layout, GachiBowli, Hyderabad – 500 032, Telangana State, India and at any adjournment thereof in respect of resolution as indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statement (Standalone & Consolidated)		
2.	To appoint a Director in place of Mr. Dharani Raghurama Swaroop, Whole-time Director (DIN: 00453250) who retires by rotation and being eligible, offers himself for re-appointment		
3.	Ratification of appointment of Statutory Auditors.		
Special Business			
4.	Increase in limit of NRI investment in the Company		
5.	Appointment of Ms. Usha Srikanth as an Additional Independent Director of the Company.		
6.	Re-appointment of Mr. Dharani Raghurama Swaroop as Whole-time Director		
7.	Re-appointment of Mr. Venkat Motaparthy as an Independent Director		

Signed this ………………………………… day of ……………………….. 2018.

Affix revenue stamp of rupee One

____

Signature of the member

____

Signature of the proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED
Registered Office: Unit No. 04-03, Level 4, Block 1, Cyber Pearl,
Hitec-City, Madhapur, Hyderabad, 500081
Tel: +91-40-4023 4400, Fax: +91-40-4023 4600
CIN: L72200AP1999PLC030997
Email: investors@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	:	Ruby Hall, 5th Floor, Hotel Peerless Inn, Plot #15 to 18, Lumbini Layout, GachiBowli, Hyderabad – 500 032, Telangana State, India
Date and Time	:	Friday, 28th September, 2018 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 Ruby Hall, 5th Floor, Hotel Peerless Inn, Plot #15 to 18, Lumbini Layout, GachiBowli, Hyderabad – 500 032, Telangana State, India, on Friday, 28th September, 2018 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.

BOARD OF DIRECTORS

1. **Mr. Aashish Kalra,**	Chairman & CEO
2. **Mr. Dharani Raghurama Swaroop,**	Whole – Time Director
3. **Mr. Venkat Motaparthy,**	Independent Director
4. **Mr. B. Muralidhar,**	Independent Director (upto May 21, 2018)
5. **Mrs. K. Jayalakshmi Kumari,**	Independent Director
6. **Mr. Stefan Hetges**	Non-Executive Director
7. **Ms. Usha Srikanth**,	Independent Director (w.e.f August 07, 2018)

CFO & COMPANY SECRETARY

T V Siva Prasad – CFO, Company Secretary & Compliance Officer (Upto August 08, 2018)
C S Leeladhar – CFO (W.e.f August 09, 2018)
Ashish Bhattad – Company secretary & Compliance Officer (w.e.f August 09, 2018)

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

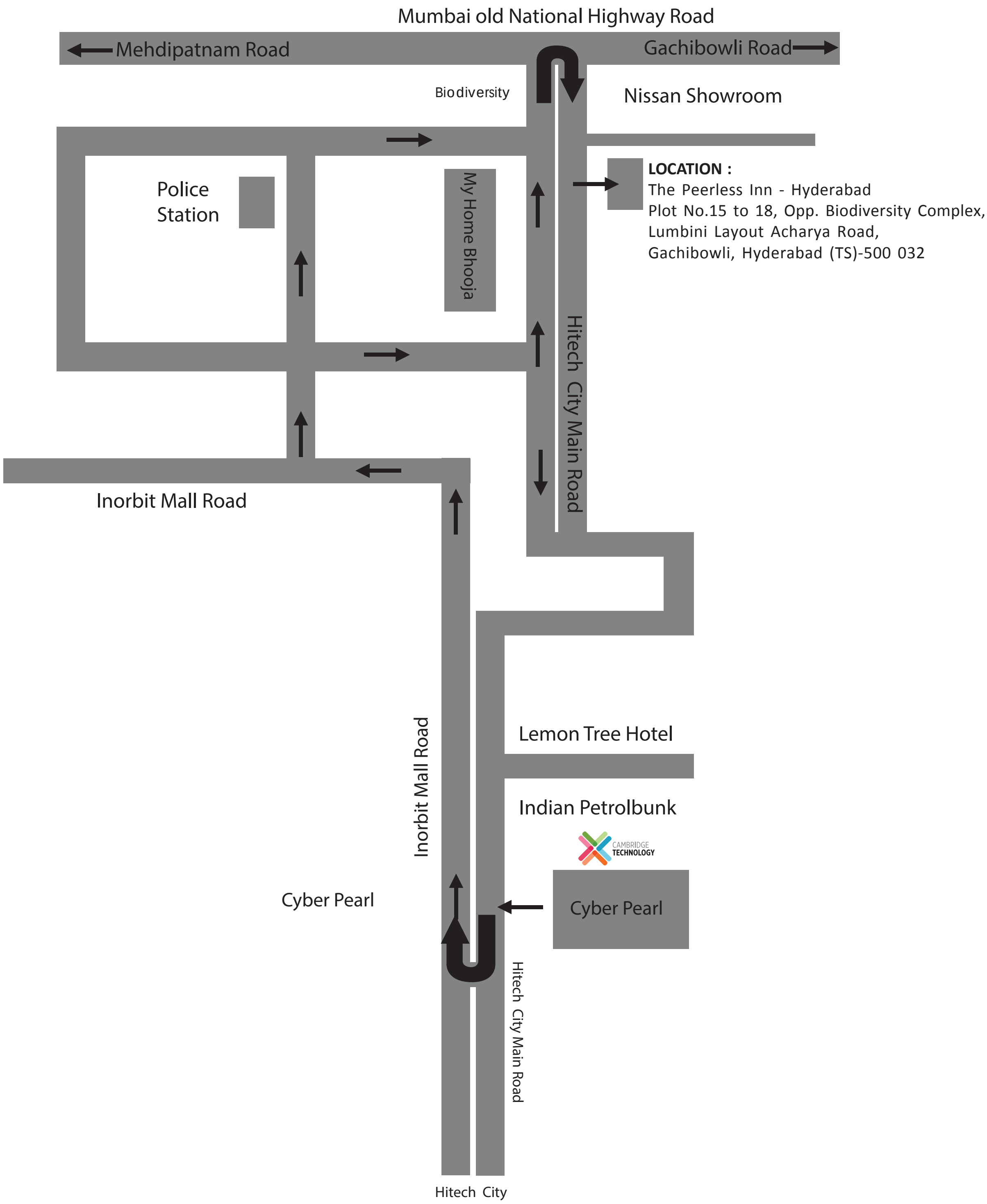
REGISTERED & CORPORATE OFFICE:

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@aarthiconsultants.com
CIN: U74140TG1992PTC014044

AGM VENUE MAP



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If undelivered please return to

CAMBRIDGE TECHNOLOGY

Cambridge Technology Enterprises Ltd
Unit No 04 -03, Cyber Pearl, Level 4, Block 1,
Hitec City, Madhapur, Hyderabad – 500 081,
Telangana, India.

www.ctepl.com