

September 04, 2018

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

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

Dear Sir,

Sub: Notice of 19th Annual General Meeting (AGM).

Ref: Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the 19th Annual General Meeting of the Company is scheduled 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.

Please find enclosed herewith the Notice of 19th AGM of the Company (inter-alia containing the agenda proposed to be taken up, resolutions to be passed, manner of approval proposed, etc.). The same will be available on the website of Company at www.ctepl.com.

Further, as informed earlier vide our letter dated August 07, 2018, 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.

This is for your information and records.

Thanking you,
Yours faithfully,

For Cambridge Technology Enterprises Limited



Ashish Bhattar
Company Secretary & Compliance Officer

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

Suraj Ganga Soft Park, 04th Floor,
No.34, 1st Main Road, 3rd phase
JP Nagar, Bangalore - 560 078,
Karnataka, India.
Tel: +91-80-4299-5777
Fax: +91-80-4299-5779

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,

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 Company and 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 with Part II of Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, 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 THAT the 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 Motaparthi 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. Motaparthi 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 respective Depository 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 time and resolution of the company passed in the general meeting, on implementation of scheme, will be available for inspection by the members at the AGM.
12. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. Further pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, companies can serve Annual Report, 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 Notices shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10.00 A.M to 6.00 P.M) on 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@aarathiconsultants.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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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	<ul style="list-style-type: none"> 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 07th August 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, control and direction of the Board of Directors of the Company.
- b. In consideration of the performance of his duties, he shall be entitled to receive remuneration as stated herein 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.