



## NOTICE

**NOTICE** is hereby given that 10th Annual General Meeting of the Members of Cambridge Technology Enterprises Ltd will be held on Wednesday the 30th day of September, 2009 at KLN Prasad Auditorium, Federation House, 11-6-841, Red Hills, Hyderabad – 500 004 at 2.00 p.m. to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March, 2009 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr.DRR Swaroop who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. B. Muralidhar who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s P.Murali & Co., Chartered Accountants, Hyderabad, the retiring Auditors, as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting and to authorize the Board to approve their remuneration.

### Special Business:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** Mr.L.Sridhar, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General Meeting in pursuance of Section 260 of the Companies Act, 1956 and in respect of whom the Company has, under Section 257 of the said Act, received notice in writing along with requisite deposit proposing his candidature for the office of Director, be and is hereby appointed as Director of the company liable to retire by rotation”.
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** Mr. K. R. Chari, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General Meeting in pursuance of Section 260 of the Companies Act, 1956 and in respect of whom the Company has, under Section 257 of the said Act, received notice in writing along with requisite deposit proposing his candidature for the office of Director, be and is hereby appointed as Director of the company liable to retire by rotation”.
7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** Mr. Tejesh Kumar Kodali, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General Meeting in pursuance of Section 260 of the Companies Act, 1956 and in respect of whom the Company has, under Section 257 of the said Act, received notice in writing along with requisite deposit proposing his candidature for the office of Director, be and is hereby appointed as Director of the company”.
8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 310, 314 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the said Act, and subject to the approval of the shareholders and further subject to such consents/approvals as may be required, Mr. Tejesh Kumar Kodali be and is hereby appointed as a Whole-time director of the company for period of 1 year w.e.f 29th April, 2009”.
9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, 314 & Schedule XIII as amended from time to time to the Companies Act, and other applicable provisions if any of the Companies Act 1956 approval of the Members be and is hereby accorded for re-appointment of **Mr. D.R.R. Swaroop**, as **Whole-time Director** of the company for a period of **five** years w.e.f. **1st March, 2009** and for the payment of remuneration along with other terms and conditions furnished hereunder:
  - I. Salary – Rs.1,00,000 per month (with an increment up to 30% every year subject to the approval of the Board of Directors from time to time).
  - II. Commission subject to the limits laid down as per the provisions of section 309 of the Companies Act 1956.
  - III. Perquisites and Allowances:

### CATEGORY A

- I. Reimbursement of medical expenses incurred for self and his family subject to a ceiling of one month's salary per year.
- II. Coverage under the company's Health insurance scheme (Medi-claim) for self and his family giving a combined coverage up to Rs 10 Lakhs.
- III. Leave Travel Concession for self and family once in a year incurred, subject to a ceiling of one month's salary.

### CATEGORY B

- I. Personal Accident Policy as permissible under the provisions of the Companies Act, 1956.
- II. Earned / privilege leave not exceeding one month's leave for every 11 months of service. However, leave can be en-cashed at the end of tenure which will not be included in calculation of overall limits.

### CATEGORY C

- I. Free Telephone facility at residence but personal long distance calls will be billed to the Whole time Director.
- II. Reimbursement of entertainment expenses actually incurred for the business of the Company.
- III. Membership to two clubs provided that the admission fee and / or life subscription shall not be borne by the Company.
- IV. Reimbursement of Rs.5000/- per month towards expenditure on books and periodicals.
- V. Payment of Gratuity as per Rules of the Company.

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, during the tenure of the Whole time Director, minimum remuneration shall alone be paid in terms of Section II of Part II of Schedule XIII to the Companies Act 1956”.

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, 314 & Schedule XIII as amended from time to time to the Companies Act, and other applicable provisions if any of the Companies Act 1956 and subject to the approval of Central Government approval of the Members be and is hereby accorded for re-appointment of **Mr. Bhaskar C Panigrahi**, as **Whole-time Director** of the company for a period of **five** years w.e.f. **1st March, 2009** and for the payment of remuneration along with other terms and conditions furnished hereunder:

- I. Salary – Rs. 1,00,000 per month (with an increment up to 30% every year subject to the approval of the Board of Directors from time to time).
- II. Commission subject to the limits laid down as per the provisions of Section 309 of the Companies Act 1956.
- III. Perquisites and Allowances:

### CATEGORY A

- I. Reimbursement of medical expenses incurred for self and his family subject to a ceiling of one month's salary per year.
- II. Coverage under the company's Health insurance scheme (Medi-claim) for self and his family giving a combined coverage up to Rs 10 Lakhs.
- III. Leave Travel Concession for self and family once in a year incurred, subject to a ceiling of one month's salary.

### CATEGORY B

- I. Personal Accident Policy coverage up to Rs.15 lakhs.
- II. Earned / privilege leave not exceeding one month's leave for every 11 months of service. However, leave can be en-cashed at the end of tenure which will not be included in calculation of overall limits.

### CATEGORY C

- I. Free Telephone facility at residence but personal long distance calls will be billed to the Whole time Director.
- II. Reimbursement of entertainment expenses actually incurred for the business of the Company.
- III. Membership to two clubs provided that the admission fee and / or life subscription shall not be borne by the Company.
- IV. Reimbursement of Rs.5000/- per month towards expenditure on books and periodicals.
- V. Payment of Gratuity as per Rules of the Company.

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, during the tenure of the Whole time Director, minimum remuneration shall alone be paid in terms of Section II of Part II of Schedule XIII to the Companies Act 1956”.

For and on behalf of the Board

Sd/-

T.N. Kannan

Company Secretary

Place : Hyderabad

Date : 2nd September, 2009

### Notes:

1. A member of the company entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
2. The Proxy form, in order to be effective, must be deposited at the Registered office of the Company not less than 48 hours before commencement of the meeting.
3. An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of Special business is annexed hereto.
4. The Register of Members and Share Transfer books shall remain closed from Wednesday, **the 23rd day of September, 2009 to Wednesday, the 30th day of September, 2009** (both days inclusive).
5. All documents referred to in the notice are open for inspection at the registered office of the company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the meeting and also at the meeting venue.
6. The members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc., to their Depository Participant (DP). These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
7. Members desiring to seek any information/clarifications on the Annual accounts are requested to write to the company at least 7 (Seven) days before the date of AGM to enable the management to compile and keep the information ready.
8. Corporate members intending to send their Authorized Representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
9. Members/proxies are requested to bring their copies of Annual Reports to the meeting. Copies of Annual Reports will not be provided at the meeting.

**EXPLANATORY STATEMENT**  
**(PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956)**  
(Forming part of the AGM Notice dated 2nd September, 2009)

**Item No.5**

Mr. L. Sridhar was appointed as an additional director by the Board in its meeting held on 20th January, 2009. In terms of Section 260 of the Companies Act, 1956. Mr. L. Sridhar holds office up to the date of this Annual General Meeting of the company. Notice under section 257 of the Companies Act, 1956 has been received from a member of the Company along with the requisite deposit proposing the candidature of Mr. L. Sridhar, for the office of Director whose term of office is liable to retire by rotation. None of the directors except Mr. L. Sridhar is deemed to be interested or concerned in the said resolution. Your Directors commend the resolution for approval.

**Item No.6**

Mr. K.R. Chari was appointed as an additional director by the Board in its meeting held on 20th January, 2009. In terms of Section 260 of the Companies Act, 1956, Mr. K.R. Chari holds office up to the date of this Annual General Meeting of the company. Notice under section 257 of the Companies Act, 1956 has been received from a member of the Company along with the requisite deposit proposing the candidature of Mr. K.R. Chari, for the office of Director whose term of office is liable to retire by rotation. None of the directors except Mr. K.R. Chari is deemed to be interested or concerned in the said resolution. Your Directors commend the resolution for approval.

**Item No.7**

Mr. Tejesh Kumar Kodali, was appointed as an additional director and designated as "Whole-Time Director" by the Board in its meeting held on 29th April, 2009. In terms of Section 260 of the Companies Act, 1956. Mr. Tejesh Kumar Kodali holds office up to the date of this Annual General Meeting of the company. Notice under section 257 of the Companies Act, 1956 has been received from a member of the Company along with the requisite deposit proposing the candidature of Mr. Tejesh Kumar Kodali, for the office of Director on the Board of the Company. None of the directors except Mr. Tejesh Kumar Kodali is deemed to be interested or concerned in the said resolution. Your Directors commend the resolution for approval.

**Item No.8**

Mr. Tejesh Kumar Kodali, was appointed as Director on the Board designated as Whole-time Director of the company effective 29th April, 2009 to hold office for a period of one year. None of the directors except Mr. Tejesh Kumar Kodali is deemed to be interested or concerned in the said resolution. Your Directors commend the resolution for approval. The proposed resolution as set out in item no. 8 and this explanatory statement may be treated as an abstract of the terms and conditions of appointment of Mr. Tejesh Kumar Kodali as whole-time director of the company in terms of Section 302 of the Companies Act 1956.

**Item No.9**

Mr.DRR Swaroop was re-appointed as Whole-Time director for period of five years w.e.f. 1st March, 2009 by the Board at its meeting held on 18th February, 2009 subject to approval of shareholders at the General Meeting. In terms of Section 269 of the Companies Act, 1956 any appointment or re-appointment in accordance with Schedule XIII requires the approval of Shareholders at the General Meeting. None of the directors except Mr. DRR Swaroop is deemed to be interested or concerned in the said resolution. Your Directors commend the resolution for approval. The proposed resolution as set out in item no.9 and this explanatory statement may be treated as an abstract of the terms and conditions of the remuneration of Mr.DRR Swaroop, Whole-time director of the company in terms of Section 302 of the Companies Act, 1956.

**Item No.10**

Mr. Bhaskar C Panigrahi was re-appointed as Whole-Time director for period of five years w.e.f. 1st March, 2009 by the Board at its meeting held on 18th February, 2009 subject to approval of shareholders at the General Meeting and subject to the approval of Central Government. In terms of Section 269 of the Companies Act, 1956 any appointment or re-appointment in accordance with Schedule XIII requires the approval of Shareholders at the General Meeting. None of the directors except Mr. Bhaskar C Panigrahi is deemed to be interested or concerned in the said resolution. Your Directors commend the resolution for approval. The proposed resolution as set out in item no.10 and this explanatory statement may be treated as an abstract of the terms and conditions of the remuneration of Mr. Bhaskar C Panigrahi, Whole-time director of the company in terms of Section 302 of the Companies Act, 1956.

For and on behalf of the Board  
Sd/-  
T.N. Kannan  
Company Secretary

Place : Hyderabad  
Date : 2nd September, 2009

### **ATTENTION SHAREHOLDERS**

Shareholders are hereby informed that Registered Office of the company is being shifted to the following address w.e.f. 1st October, 2009 viz.

**iLabs Centre,**  
11th floor, Block-D(4),  
Plot No. 18,  
Software Units Lay-out,  
Madhapur,  
Hyderabad-500 081

Henceforth, all correspondence and communications may please be sent to the above address only.