

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20th Annual General Meeting of the Members of Cambridge Technology Enterprises Limited will be held on **Monday, September 23, 2019, at 12.00 PM (noon) at Hotel Daspalla, Summit hall (Lobby Level), Road # 37, Jubilee Hills, Hyderabad – 500033, Telangana State, India** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 together with the notes attached thereto and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Stefan Hetges, Director (DIN:03339784) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

By the order of the Board
For Cambridge Technology Enterprises Limited

Hyderabad
August 12, 2019

Sd/-
Ashish Bhattad
Company Secretary & Compliance Officer

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

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.

Proxy form is annexed herewith with this notice of AGM. Proxy form shall be in writing; and be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it. Proxies submitted on behalf of the companies, societies, body corporate, etc., must be supported by an appropriate resolution/authority, as applicable. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of 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. In terms Articles of Association of the Company and pursuant to Companies Act, 2013, Mr. Stefan Hetges, Director (DIN: 03339784) of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Details/profile 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.
4. Members/Proxies should bring the enclosed Attendance Slip duly filled in and signed 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.

5. 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.
6. Shareholders holding shares in physical form may write to the company/company's RTA for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
7. The Company has designated an exclusive email ID investors@ctep.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 10 days in advance before the date of the Annual General Meeting, specifying the point(s).
8. A Route Map showing direction to reach the venue of 20th Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Companies Act, 2013 ("the Act") and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and other documents or registers, if required to be kept at AGM pursuant to applicable laws will be available for inspection by the members at the AGM.
10. 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, is received by the Company and will be available for inspection by the members at the AGM.
11. Pursuant to applicable provisions of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Annual Report, Notice of 20th Annual General Meeting and other documents, etc., of the Company for the financial year ended March 31, 2019 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@ctep.com. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Aarathi Consultants Pvt. Ltd., RTA of the Company for doing the needful.
12. Members may note that the Annual Report for the financial year 2018-19, Notice of the 20th Annual General Meeting and relevant documents are also available on the Company's website i.e., www.ctep.com. The physical copies of the aforesaid documents 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@ctep.com.
13. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
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 and Press Release no. 12/2019 issued by SEBI dated March 27, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. After April 01, 2019, no request for transfer of shares in physical form can be processed by the Company/RTA.
17. In respect to shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company at the address mentioned below and correspond with them directly regarding share transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.

Aarathi Consultants Private Ltd.,
1-2-285, Domalguda, Hyderabad - 500 029
Telangana State, India
Tel: +91-40-27638111, 27634445
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 Tuesday, September 17, 2019 to Monday, September 23, 2019 (both days inclusive) for the purpose of Annual General Meeting of the Company.

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 reenactment thereof, for the time being in force); Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the company is providing facility for voting by electronic means (remote e-voting) and the business may be transacted through such voting.
2. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate remote e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice. The notice of the 20th AGM is also available on the e-voting website of CDSL i.e., <https://www.evotingindia.com>.
3. The remote e-voting period commences on **September 19, 2019 at 9.00 A.M** and ends on **September 22, 2019 at 5:00 P.M.** During this period, Members holding shares either in physical form or dematerialized form, as on **September 16, 2019, 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 ballot/polling 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 said Annual General Meeting may also attend the meeting 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 remote e-voting or poll/ballot paper. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through poll/ballot 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., **September 16, 2019**, only shall be entitled to avail facility of remote e-voting as well as voting in the annual general 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., **September 16, 2019**, 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 (subject to applicable laws) 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 <https://www.evotingindia.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 relevant AGM, subject to the receipt of the requisite number of votes required to pass the respective resolutions.

The instructions for members for remote e-voting electronically are as under:

- (i) The voting period begins on **September 19, 2019 at 9.00 A.M and ends on September 22, 2019 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 **September 16, 2019** 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)- <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)	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. <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

Hyderabad
August 12, 2019

Sd/-
Ashish Bhattad
Company Secretary & Compliance Officer

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 : L72200TG1999PLC030997
 Name of the Company : Cambridge Technology Enterprises Limited;
 Registered Office : Unit No. 04-03, Level 4, Block 1, Cyber Pearl, Hitec-City, Madhapur, Hyderabad (TS)-81, India.

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 20th Annual General Meeting of the Company, to be held on Monday, the 23rd day of September, 2019, At 12.00 p.m. (noon) at Hotel Daspalla, Summit hall (Lobby Level), Road # 37, Jubilee Hills, Hyderabad – 500033, Telangana State, India and at any adjournment thereof in respect of resolutions such as are indicated below:

Resolution No.

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 together with the notes attached thereto and the reports of the Board of Directors and auditors thereon.
2. To appoint a Director in place of Mr. Stefan Hetges, Director (DIN:03339784) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Signed this day of 2019.

 Signature of shareholder

 Signature of the Proxy holder(s)

Affix revenue
 stamp of
 Rupee One

Note: 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.

CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED

Registered Office: Unit No. 04-03, Level 4, Block 1, Cyber Pearl,
Hitec-City, Madhapur, Hyderabad (TS)-500081, India

Tel: +91-40-4023 4400, Fax: +91-40-4023 4600

CIN: L72200TG1999PLC030997

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 : Hotel Daspalla, Summit Hall (Lobby Level), road # 37, Jubilee Hills,
Hyderabad-500 033, Telangana Stae, India.
Date and Time : Monday, 23rd September, 2019 at 12.00 p.m. (noon)

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 20th Annual General Meeting of the Company at Hotel Daspalla, Summit hall (Lobby Level), Road # 37, Jubilee Hills, Hyderabad – 500033, Telangana State, India on September 23, 2019.

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. Motaparthi Kasi Venkateswara Rao | Independent Director |
| 4. Mrs. K. Jayalakshmi Kumari | Independent Director |
| 5. Mr. Stefan Hetges | Non-Executive Director |
| 6. Ms. Usha Srikanth | Independent Director (w.e.f August 07, 2018) |

CFO & COMPANY SECRETARY

Chirravuri Subrahmanya Leeladhar - CFO

Ashish Bhattad – Company secretary & Compliance Officer

BANKERS

Kotak Mahindra Bank Limited, Citi Bank N.A., 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: L72200TG1999PLC030997

REGISTRAR AND SHARE TRANSFER AGENTS:

Aarathi Consultants Private Ltd.,

1-2-285, Domalguda, Hyderabad - 500 029

Telangana State, India

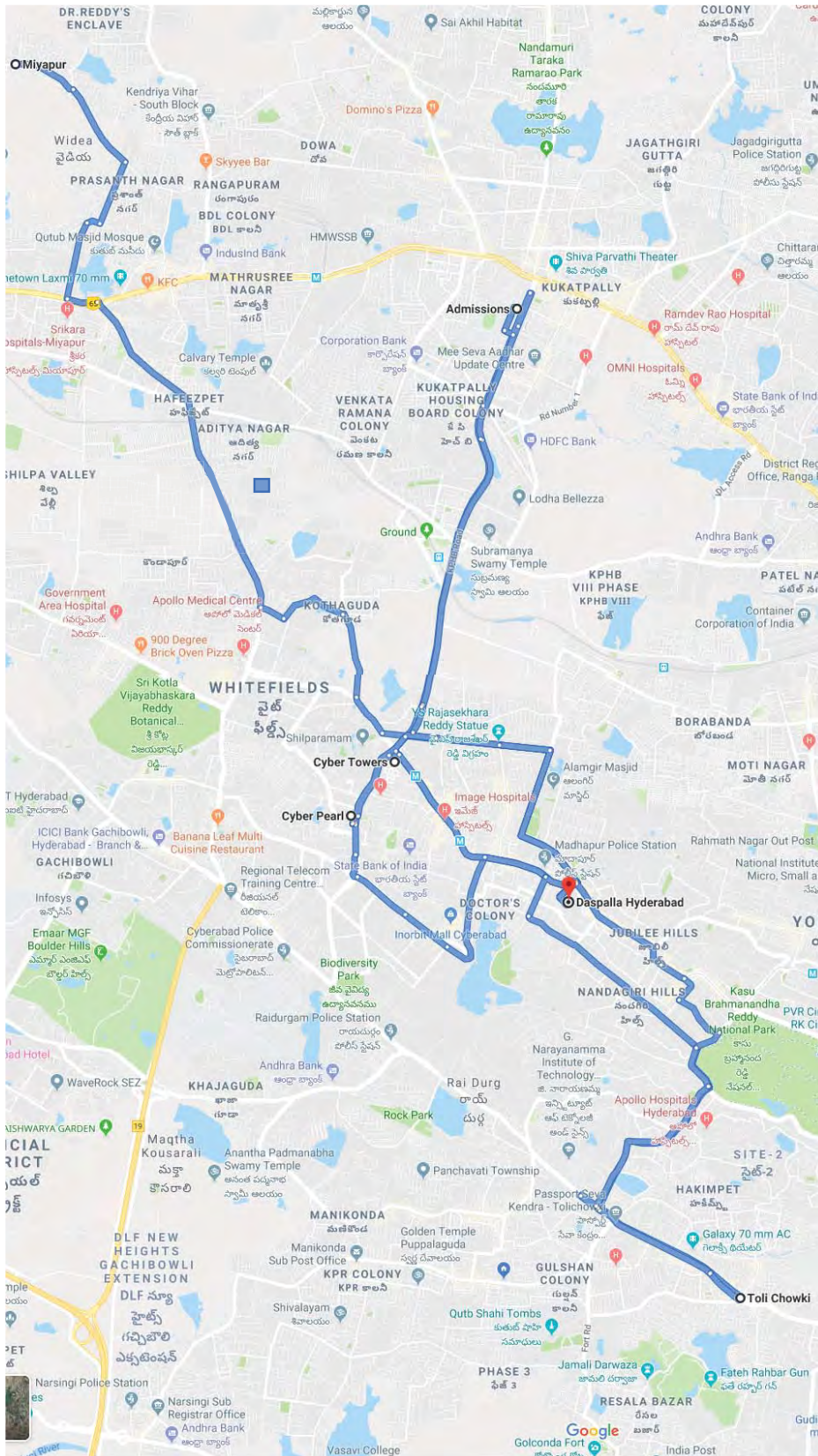
Tel: +91-40-27638111,

Fax: +91-40-27632184

info@aarathiconsultants.com

CIN: U74140TG1992PTC014044

AGM VENUE ROUTE MAP



AGM Venue
Hotel Daspalla
Road # 37, Jubilee Hills,
Hyderabad – 500033