

# **Notice of 21st Annual General Meeting**

## **NOTICE OF 21<sup>st</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of Cambridge Technology Enterprises Limited will be held on **Tuesday, September 29, 2020, at 03.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** 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, 2020 and the reports of the Board of 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.

### **SPECIAL BUSINESS**

#### **3. Re-appointment of Ms. Jayalakshmi Kumari Kanukollu 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 applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16, 17 & 25 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 reappointment of Ms. Jayalakshmi Kumari Kanukollu (holding DIN: 03423518) as an Independent Director of the Company, not liable to retire by rotation, for a further period of 5 (five) years from the expiry of her present term of office, that is, with effect from March 14, 2020.”

**By the order of the Board  
For Cambridge Technology Enterprises Limited**

**Hyderabad  
September 02, 2020**

**Sd/-  
Ashish Bhattad  
Company Secretary & Compliance Officer**

### **NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) setting out material facts relating to Special Business to be transacted at the Annual General Meeting is annexed hereto. The Board of Directors of the Company at its Meeting held on September 02, 2020 considered that the special business under Item No. 4, being considered unavoidable, be transacted at the 21<sup>st</sup> AGM of the Company.
2. In view of the massive outbreak and continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members

can attend and participate in the ensuing AGM through VC/OAVM. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility. The Company will also publish an advertisement in newspaper containing the details about the AGM i.e., the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of the notice of AGM at the Company's website, manner of registering the email ID's of those shareholders who have not registered their email addresses with the Company/RTA and other matters as may be required.

3. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 (consisting of Financial Statements including Board's Report, Corporate Governance Report, Management Discussion & Analysis Report, Auditors' Report and other documents required to be attached therewith) is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/depository participants and no physical copy of the Notice will be sent by the Company to any member. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.ctepl.com](http://www.ctepl.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith and/or is disclosed elsewhere in Annual Report/AGM Notice.

5. M/s. Anandam & Co., Chartered Accountants (Firm Registration Number: 000125S) were appointed as Statutory Auditors of the Company from the conclusion of 17<sup>th</sup> Annual General Meeting till the conclusion of 22<sup>nd</sup> AGM of the Company subject to ratification of their appointment by the members at every Annual General Meeting. The Companies Amendment Act, 2017 w.e.f May 07, 2018, has omitted the first proviso to Section 139 of the Companies Act, 2013 that provided for the ratification of appointment of the Statutory Auditors by the Members at every Annual General Meeting. Hence, the appointment of Statutory Auditors shall continue to be valid until the conclusion of 22<sup>nd</sup> Annual General Meeting of the Company and accordingly, no such item has been placed for approval of the members at this Annual General Meeting.

6. Ms. Priyanka Rajora, Practicing Company Secretary [C P No. 22886] has been appointed by the Board of Directors as the Scrutinizer to scrutinize the e-voting system during AGM and remote e-voting process in a fair and transparent manner. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board Resolution or Authority letter, etc., authorizing its representative [with attested specimen signature of the duly authorized signatory(ies)] to attend the AGM through VC / OAVM on its behalf and/or to vote through remote e-voting/e-voting system provided in AGM. The said Resolution/Authority letter shall be sent to the Scrutinizer by email through its registered email address to [priyankarajora92@gmail.com](mailto:priyankarajora92@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of Annual General Meeting of the Company.

8. 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 22, 2020**, only shall be entitled to avail facility of remote e-voting or e-voting system to be provided in the meeting through VC/OAVM. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

9. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Aarthi Consultants Private Limited for assistance in this regard. Members may also refer to Company's website w.r.t procedure for converting physical shares into electronic mode. Members may also visit web site of depositories viz. NSDL or CDSL for further understanding about the demat procedure: NSDL website: <https://nsdl.co.in> CDSL website: <https://www.cdslindia.com>

10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register 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. Aarthi Consultants Private Limited.

Further it is inform you that Company's Registrars and Transfer Agents, Aarthi Consultants Private Limited have a facility to register on their website under Investor Services/ Go Green Feedback Tab [http://www.aarthiconsultants.com/investor\\_services](http://www.aarthiconsultants.com/investor_services)

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Aarthi Consultants Private Ltd in case the shares are held by them in physical form.

Aarthi 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@arthiconsultants.com](mailto:info@arthiconsultants.com)

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Aarthi Consultants Private Limited in case the shares are held in physical form.

13. The Company has designated an exclusive email ID [investors@ctopl.com](mailto:investors@ctopl.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 seeking any information with regard to the accounts and operations of the Company or the businesses covered under the Notice of AGM, are requested to write to the Company on or before September 22, 2020 through email on [investors@ctopl.com](mailto:investors@ctopl.com). The same will be replied by the Company suitably.

14. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to [investors@ctopl.com](mailto:investors@ctopl.com) on or before September 22, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the

AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members who would like to express their views or have questions or seeking any information with regard to the accounts and operations of the Company or the businesses covered under the Notice of AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before September 22, 2020 through email on [investors@ctepl.com](mailto:investors@ctepl.com).

15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

16. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, were transferred to the Investor Education and Protection Fund (IEPF). All shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of Investor Education and Protection Fund from time to time.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and certificate from the Statutory Auditors of the Company confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 will be available for inspection through electronic mode during the continuance of AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investors@ctepl.com](mailto:investors@ctepl.com).

18. Members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form.

19. 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 of the Company.

20. Non-Resident Indian Members are requested to inform RTA, immediately on:

- (a) Change in their residential status on return to India for permanent settlement;
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

21. Instructions for e-voting and joining the AGM are as follows.

**GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 21<sup>st</sup> AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING**

1. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

As already stated, Members can attend and participate in the ensuing AGM through VC/OAVM. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for AGM and will be available for members on first come first serve basis. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. No separate attendance form is being enclosed with the notice. The place of the AGM for the statutory purposes shall be the registered office of the Company.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue e-voting on the date of the AGM will be provided by NSDL. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
5. The facility of e-voting through the same portal provided by NSDL will be available during the Meeting through VC also to those Members who do not cast their votes by remote e-voting prior to the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Thursday, September 24, 2020 at 09:00 A.M. and ends on Monday, September 28, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

### **Steps to vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



### **General Guidelines for shareholders**

- 1 Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to priyankarajora92@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to [evoting@nsdl.co](mailto:evoting@nsdl.co).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ([info@arthiconsultants.com](mailto:info@arthiconsultants.com)).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Depository Participants "DPs" for receiving all communications from the Company electronically.

2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM through VC/OAVM. However, they will not be eligible to vote at the AGM again.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to [investors@ctopl.com](mailto:investors@ctopl.com) on or before September 22, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Members who would like to express their views or have questions/seeking any information with regard to the accounts and operations of the Company or the businesses covered under the Notice of AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before September 22, 2020 through email on [investors@ctopl.com](mailto:investors@ctopl.com).

### **OTHER INSTRUCTIONS**

1. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/board, who shall countersign the same.
3. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ctopl.com](http://www.ctopl.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
4. In case of any queries with respect to remote e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990. You may also send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in /022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/ 022-24994553 who will address the grievances on remote e-voting or in case of any technical assistance is required at the time of log in/ assessing/ voting at the Meeting through VC/OAVM or who need assistance with using the technology before or during the meeting.

By the order of the Board  
For Cambridge Technology Enterprises Limited

Hyderabad  
September 02, 2020

Sd/-  
Ashish Bhattad  
Company Secretary & Compliance Officer

**AN EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

Ms. Jayalakshmi Kumari Kanukollu joined the Board of the Company as Non-Executive Independent Director w.e.f. March 14, 2015. Pursuant to Section 149(10) of the Companies Act, 2013, subject to the provisions of section 152, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re- appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. Her present term is upto March 14, 2020.

As the existing tenure of Ms. Jayalakshmi Kumari Kanukollu as an Independent Director of the Company will expire on March 14, 2020, the Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee and on the basis of evaluation of her performance, in its meeting held on February 11, 2020 has recommended her 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 14, 2020.

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. Jayalakshmi Kumari as candidate for the office of the Director at the AGM of the Company.

**Profile of Ms. Jayalakshmi Kumari Kanukollu**

As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations, 2015” or “Listing Regulations 2015”] (as amended) and Clause 1.2.5 of the Secretarial Standard 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of Ms. Jayalakshmi Kumari Kanukollu seeking re-appointment is given below:

<b>Name of the Director</b>	Ms. Jayalakshmi Kumari Kanukollu
<b>DIN</b>	03423518
<b>Date of Birth</b>	August 08, 1968
<b>Date of first appointment on the Board</b>	March 14, 2015
<b>Age</b>	52 Years
<b>Brief Resume</b>	With a deep passion for teaching, Dr. Jayalakshmi Kumari brings more than 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.
<b>Qualification</b>	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.
<b>Experience</b>	She has more than 15 years of experience in educational sector.
<b>Terms &amp; Conditions of appointment along with Remuneration sought to be paid</b>	Draft letter of appointment of Independent Director's setting out the terms and conditions is available on the website of the company. Sitting fees for attending Board and / or Committee Meetings is sought to be paid to Ms. Jayalakshmi Kumari. Sitting fees for attending Board and / or Committee Meetings is sought to be paid to Ms. Jayalakshmi Kumari.
<b>Remuneration last drawn</b>	Sitting fees paid to her for attending Board and Committee Meetings for the FY 2019-20 is INR 160,000/-
<b>Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Nil
<b>Nature of her expertise in specific functional areas</b>	Academician having experience in Economics, Political science and Social sciences. Participating and rendering voluntary services to many social organizations.
<b>Number of Meetings of the Board attended during the year 2019-20</b>	04
<b>Names of Companies/LLP in which she holds the directorship</b>	1. Cambridge Technology Enterprises Limited, 2. Brightcom Group Limited
<b>Names of Companies in which she holds the membership of Committees of the Board</b>	1. Cambridge Technology Enterprises Limited - She is a Chairman of the Nomination and Remuneration Committee, Stakeholders Relationship Committee and member of Audit Committee and Corporate Social Responsibility Committee of the Board. 2. Brightcom Group Limited – She is a Chairman of Corporate Social Responsibility Committee and member of Audit Committee and Nomination and Remuneration Committee of the Board.
<b>Shareholding in the Company</b>	She does not hold any shares in the Company whereas her husband, Mr. Janakirama Lakshmana Rao Kanukollu holds 10 shares in the Company as on March 31, 2020.

Ms. Jayalakshmi Kumari has given her consent to act as Director of the Company. She also confirmed her eligibility to be re-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. Ms. Jayalakshmi Kumari is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from Ms. Jayalakshmi Kumari 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(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She declared that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. She has complied with sub-rule (1) and/or sub-rule (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Performance evaluation of the Independent Directors were conducted by the Nomination and Remuneration Committee and Board annually. Ms. Jayalakshmi Kumari has been evaluated on parameters such as qualifications, experience, competency, professional conduct, 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, independence from the entity and other directors, exercise of his/her own judgement and expressing of opinion, etc. She has been rated most favorably. Accordingly, the Nomination & Remuneration Committee and Board of Directors of the Company have approved and recommended the re-appointment of the aforesaid Independent Director for second term.

In the opinion of the Board, Ms. Jayalakshmi Kumari fulfill the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015. The Board of Directors further confirm that in the opinion of the Board, Ms. Jayalakshmi Kumari, 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. Her performance report based on evaluation is positive. She has expertise in specific functional areas and is eminent personality in her respective field. Ms. Jayalakshmi Kumari takes active part at the Board and Committee meetings and play critical role in research on corporate governance matters and compliance, which enhances the transparency and add value in the decision making process of the Board of Directors. The Board considers that the continued services of the said director would be of immense benefit to the company and it is desirable to avail her services.

Hence, it is proposed to re-appoint Ms. Jayalakshmi Kumari as Non-Executive Independent Director of the Company and to hold office for five consecutive years with effect from the date of expiry of her present term i.e., March 14, 2020.

Necessary documents in this regard including copy of the draft of appointment letter of Ms. Jayalakshmi Kumari as Non-Executive Independent Director setting out the terms and conditions, subject to Covid-19 restrictions, are available for inspection and such documents shall be so made available for inspection in physical or in electronic form during normal business hours at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company and also at the Meeting being conducted through VC/OAVM.

The Board recommends the re-appointment of Ms. Jayalakshmi Kumari as an Independent Director to the Members of the Company. The Board also recommends the resolution under item no. 3 as set out in the Notice for your approval as Special Resolution.

Ms. Jayalakshmi Kumari and her relatives are interested in the special resolution set out at Item No. 3 of the notice relating to her appointment. Save and except as aforesaid, none of the Directors and Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 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  
September 02, 2020

**Sd/-**  
**Ashish Bhattad**  
**Company Secretary & Compliance Officer**

**Annexure - 1**

As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations, 2015” or “Listing Regulations 2015”] (as amended) and Clause 1.2.5 of the Secretarial Standard 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of Mr. Dharani Raghurama Swaroop is given below:

<b>Name of the Director</b>	Mr. Dharani Raghurama Swaroop
<b>DIN</b>	00453250
<b>Date of Birth</b>	April 09, 1959
<b>Date of first appointment on the Board</b>	28 <sup>th</sup> January, 1999
<b>Age</b>	61 Years
<b>Brief Resume</b>	Dharani Raghurama Swaroop, Whole – Time Director of Cambridge Technology Enterprises Limited (“CT”) heads the overall Indian operations and is responsible for the corporate governance and statutory compliances-related aspects of the said Company. Prior to his association with CT, Swaroop co-founded a successful IT systems integration company comprising of more than 150 personnel. Swaroop holds an Electrical Engineering degree from Jawaharlal Nehru Technological University, India.
<b>Qualification</b>	Degree in Electrical Engineering from Jawaharlal Nehru Technological University.
<b>Experience</b>	He has more than 34 years of experience
<b>Terms &amp; Conditions of appointment along with Remuneration sought to be paid</b>	The basic salary is in the range of INR 20,00,000/- to INR 50,00,000/- per annum payable monthly. The terms and conditions along with detailed remuneration are as specified in Notice of 19 <sup>th</sup> Annual General Meeting conducted on September 28, 2018 and the same is available on website of the Company i.e., <a href="http://www.ctepl.com">www.ctepl.com</a> .
<b>Remuneration last drawn</b>	Remuneration drawn for the FY 2019-20 is INR 35,00,000/-
<b>Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Nil
<b>Nature of his expertise in specific functional areas</b>	Statutory Compliances, Overseeing Operations, IT Services and Corporate Strategic Planning
<b>Number of Meetings of the Board attended during the year 2019-20</b>	05
<b>Names of Companies/LLP in which he holds the directorship</b>	Cambridge Technology Enterprises Limited, DS Unics Infotech Private Limited and Reshet Technologies LLP
<b>Names of Companies in which he holds the membership of Committees of the Board</b>	He is a member of the following Committees of the Board of the Cambridge Technology Enterprises Limited viz., Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Finance Committee.
<b>Shareholding in the Company</b>	9200 Shares (0.047%) as on March 31, 2020