



CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED

Transcript of 21st Annual General Meeting held through Video Conference

Day & Date: Tuesday, September 29, 2020

Time 03.00 P.M. IST to 03.30 P.M. IST

PARTICIPANTS

Mr. Dharani Raghurama Swaroop – Whole-time Director

Mr. Sridhar Lalpet - Independent Director

Mrs. K. Jayalakshmi Kumari - Independent Director

Mr. Venkat Motaparthi - Independent Director

Mr. C S Leeladhar - Chief Financial Officer

Mr. Ashish Bhattad - Company Secretary

Mr. M V Ranganath - Authorized representative of M. Anandam & Co., Statutory Auditors

Mrs. B. Krishnaveni - Secretarial Auditor

Ms. Priyanka Rajora - Scrutinizer

Other Key Executives and

Shareholders

Ashish Bhattad

Dear Shareholders, Good afternoon and Welcome to the 21st Annual General Meeting of Cambridge Technology Enterprises Limited through Video Conference/Other Audio Visual Means. For smooth conduct of the meeting, all the lines of the shareholders will be on mute mode during the course of the meeting. The audio and video of the speaker shareholders who have pre-registered with the company will be enabled once they are invited to speak at the AGM by the Chairman. Members are also provided with the webcast facility for attending the meeting.

With the permission of the Directors and Members present, I would request Mr. Dharani Raghurama Swaroop, Whole – Time Director to Chair the Meeting and Mr. Sridhar Lalpet, Independent Director to chair the meeting for Agenda Item No. 2.

I now hand over the proceedings to Mr. Dharani Raghurama Swaroop, Chairman of the meeting. Over to you, Sir.

Dharani Raghurama Swaroop

Good afternoon all. It is time to begin the proceedings of the meeting. Please note that, as per the requirements of the law, the proceedings of the AGM are being recorded and will be hosted on the website of the Company.

The quorum has been checked and is found to be in order and we will now commence the proceedings.

First, let me introduce myself. My name is Dharani Raghurama Swaroop and I will be the Chairman for the meeting today. On behalf of the Board of Directors of Cambridge Technology Enterprises Limited, I extend a warm welcome to each one of you present at the 21st AGM of the Company, being conducted through Video Conference. It may be a different setting than what we are normally used to. However, it is wonderful to see so many of you joining in. Thank you for joining us.

I would now like to introduce you to my colleagues present virtually for the meeting. We have with us:

- Mr. Sridhar Lalpet, Independent Director & Chairman of the Audit Committee.
- Mrs. K. Jayalakshmi Kumari, Independent Director, Chairman of Stakeholders Relationship Committee and Nomination & Remuneration Committee
- Mr. Venkat Motaparthy, Independent Director
- Mr. C S Leeladhar, Chief Financial Officer
- Mr. Ashish Bhattad, Company Secretary

I record that Mr. M V Ranganath, authorized representative of M. Anandam & Co., Statutory Auditors, Mrs. B. Krishnaveni, Secretarial Auditor and Ms. Priyanka Rajora, the Scrutinizer are also virtually present in the meeting.

Mr. Stefan is not able to attend the meeting due to pre occupation.

I record that all efforts feasible under the given circumstances have indeed been made by the Company to enable members to participate and vote electronically on the items being considered in this meeting. The e-voting platform is open now for voting and will close after 30 minutes from the time of conclusion of this meeting. Members are also provided with the webcast facility for attending the meeting.

The statutory documents, registers, audit reports and other reports which are required to be placed at the AGM for inspection are open for inspection electronically. If any of the members wish to inspect these documents, they can write to us at investors@ctepi.com during the continuance of AGM. My colleagues will facilitate the inspection electronically. Annual ESOP Certificate required to be placed at each annual general meeting before the shareholders as required under SEBI (Share Based Employee Benefits) Regulations 2014 is also available on the website of the Company.

Notice of 21st AGM and Annual Report for the Financial Year 2019-20 were sent by e-mail to the Members whose e-mail address is registered with the Company or the Depository Participant(s). The same are uploaded on the Websites of your Company, BSE, NSE and RTA. Since the Notice of AGM, Directors Report & Financial Statements have already been circulated to members, I take these documents as read. The Statutory Auditors Report and Secretarial Auditor Report for the Financial Year 2019-20 doesn't contain any qualifications, observations or comments which have any adverse effect on the functioning of the company and therefore are not being read at the meeting.

As per the law, the Company has provided electronic voting by means of remote e-voting. The remote e-voting facility was provided by the Company between Thursday, 24 September 2020 from 9:00 A.M. IST and Monday, 28 September 2020 till 5:00 P.M. IST.

As AGM is held virtually, the option for physical voting at the AGM is not provided this time. However, the Company has enabled e-voting facility during the AGM for members who have not voted through remote e-voting and who are present at the AGM and are otherwise not barred from doing so. Such members are requested to cast their vote on NSDL e-voting platform. The detailed process of voting is mentioned in the AGM notice. The e-voting facility would close after 30 minutes from the time of conclusion of this meeting. There will be no proposing and seconding of the resolutions.

The Company has appointed Ms. Priyanka Rajora of Rajora & Co, Practicing Company Secretaries, Hyderabad as the Scrutinizer to scrutinize e-voting during AGM and the remote e-voting process to ensure that they are conducted in a fair and transparent manner.

We will now take up the resolutions as set forth in the notice. We will open the lines for questions/comments from the speaker shareholders after all the resolutions are tabled at the meeting. As per the notice of AGM, there are 3 resolutions to be passed.

Item No. 1 of the notice is "To 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." The said reports and statements have already been made available to you.

I would request Mr. Sridhar Lalpet, Independent Director to Chair the meeting for Agenda Item No. 2 in which I am concerned or interested.

Sir. Unmute please.

Mr. Sridhar Lalpet

Thank You Mr. Swaroop Garu.

Item No. 2 is “To appoint a Director in place of Mr. Dharani Raghurama Swaroop, Whole – Time Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.”

I would now request Mr. Swaroop, Chairman of the meeting to proceed further.

Mr. Dharani Raghurama Swaroop

Thank you Sir.

Item No. 3 of the notice is in relation to re-appointment of Ms. Jayalakshmi Kumari Kanukollu as an Independent Director by means of Special Resolution.

The text of the Special Resolution along with explanatory statement for this agenda item is provided in the notice circulated to the members. May I request the members to treat the resolution as read.

I now allow to invite the speaker shareholders to raise questions that they may have on the items of the business of the meeting. I request the members to confine their queries strictly to the items of the business of the meeting. I request Mr. Ashish Bhattad to enable the speaker shareholders in the order of their registration. In the interest of time, I request the speaker shareholders to restrict their questions and/or views and observations to a maximum of three minutes. We will try & answer these queries, if possible, during the AGM. If not, we will send out the replies to their registered email ids.

I will now hand over the proceedings to Mr. Ashish Bhattad to allow the speaker shareholders to raise their queries.

Mr. Ashish Bhattad

Thank you so much, Sir.

I now request Mr. Praful Chavda to speak. Kindly unmute yourself and proceed to ask your question. Mr. Praful Chavda?

Mr. Praful Chavda

Yes, Sir, are you able to hear me?

Mr. Ashish Bhattad

Yes, your voice is audible.

Mr. Praful Chavda

Sir, first the Board of Directors, I greet them all. In this time of corona, we have to conduct meeting in this way, that is why there is a problem. On an important note, ours is a software company, it means all have to sit together and work in AC environment. So in this time, are all our employees working from home or are they coming to office and working. For their safety, what are you doing? Majority of companies have also taken insurance for employees. And in our complex, were there any cases or not? And further, how will be the business of company? Was there any problem in the business of the Company in 6 months or not? Let me know. Thank you, Sir.

Mr. Ashish Bhattad

Thank you Mr. Chavda. I now request Mr. Srikanth Jhawar to speak. kindly unmute yourself and proceed to ask your question. Mr. Srikanth Jhawar?

Mr. Srikanth Jhawar

Hello. Sir, is my voice audible?

Mr. Ashish Bhattad

Yes, your voice is audible. Please speak.

Mr. Srikanth Jhawar

Yes, one minute.

Mr. Kamal Kishore

Greetings, Sir. There was some internet problem in my phone. I am Kamal Kishore speaking, one of the company's shareholder. Today our company CTE is very old. And our Swaroop Sir after coming to this company through his hard work took it to a higher level and gave dividend too. I wish that the same track record for dividend comes again so that everyone gets benefit. In market, the shares of software company are moving forward. Ours is also a software company. If by taking some orders, there is a momentum, even our share will also be moving forward in coming future. Secretarial department has made us understood and explained problems related to video conference and Ashish has explained us completely in this regard. One second, my friend wants to speak.

Mr. Suresh Chand Jain

Sir, I am Suresh Chand Jain speaking. Sir, our company is into Software. There are many companies which came and disappeared, but the way you have stayed and worked, I appreciate that. Every year, you come in front of Shareholders and keep the outline of the company in front of them. I thank you and your team for that. And Sir, for the work done by you, for the work done and steps taken by you in this time of Corona and for the work done by you for strengthening India, I appreciate that and by again saying thank you, I rest my opinion. Thank you very much for giving time to speak. I and on behalf of Kamal Kishore wish you that, by taking care of corona and your health, work for the progress of company. Thank you, Sir.

Mr. Ashish Bhattad

Thank you so much, Sir.

Mr. Srikanth Jhawar

Sir, Hello.

Mr. Ashish Bhattad

Yes, Sir.

Mr. Srikanth Jhawar

Sir, going forward in future, what is our roadmap for the next three years. Please provide information in this regard.

Mr. Ashish Bhattad

Ok sure. your question is noted.

Mr. Srikanth Jhawar

Thank you Ashish Sir.

Mr. Ashish Bhattad

Yes, thank you so much. I now request Mr. Bharat Kankanala to speak. kindly unmute yourself and proceed to ask your question. Mr. Bharat Kankanala?

Mr. Bharat Kankanala

Hello. Am I audible Mr. Chairman?

Mr. Ashish Bhattad

Yes.

Mr. Bharat Kankanala

Yeah. Very good afternoon Mr. Chairman and entire Board of Directors. First of all, I'm happy to see Mr..... And Sir, I'm happy to see an entire Board of Directors and thank you to see you all safe and happy. Sir, my question is that why Mr. Chairman and Mr. Aashish, Promoter has not attended the meeting through video conference. Why is he not participating through the video conference? And second one, there is no Chairman speech. There is no what is the future of the company. So what I know what is happening in the company, that is second one. In this pandemic, are there any employees terminated? What is the salary cuts? Is board of directors have taken any salary cuts? And what is the future plan in coming five years' Sir? At least I want to know the views of our Chairman Mr. Aashish through Mr. Swaroop Garu. What do you want to.....? Sir, thank you very much. Be safe. Be happy.

Mr. Ashish Bhattad

Thank you. Thank you so much. I now request Mr. Ramesh Manguluri to speak. kindly unmute yourself and proceed to speak.

Mr. Ramesh Manguluri? Mr. Ramesh Manguluri?

Sir, Mr. Ramesh Manguluri is not available. That was the last speaker on the line and there are no further questions/comments. I would now request Mr. Chairman to comment on the queries raised by the shareholders.

Mr. Dharani Raghurama Swaroop

Yeah. Dear Shareholders, I think it's more to do it with how we are actually performing during the pandemic when everyone is working from home. Are we able to deliver, are we able to sustain, are we be able to be safe and deliver to the clients? That's a question. I think we have been successfully able to deliver to all the clients without any issues. And the entire workforce is working from home very securely without a single issue from the client, without a single escalation from the client. That's from the work from home part. Secondly, luckily, though pandemic has created so many issues, for us, none of the clients left us. Though we did not really get the kind of a new business that we expected to be getting, but we have not lost a single client during this pandemic period. So in effect, there is no cut in the work force, but there are no hikes given to the employees. We have not given anything. So at the same time we have been observing a lot of various cost cutting measures to save money in terms of infrastructure, in terms of other ways and means of doing it. So we have successfully been able to be there and continue to work, continue to deliver to the client to their satisfaction during the pandemic and we continue to do so. The only thing is that this is very unexpected and very unpredictable. Though we are saying next year it'll be good, next quarter it should be good, but really we have to watch and see even though we are making efforts, a lot of efforts to expand our businesses into different territories to reduce our risk. Recently, we

have started operations in Malaysia. That seems to be really, really positive and giving us good hopes there. And we are also pursuing our existing clients and new clients in US. So this is how it is. At this point in time, there are no concerns for the company either in terms of the cash flows or profitability or any other thing. That much is assured for you.

And another thing that Mr. Bharat raised is why Mr. Chairman is not there on the video conference. May be you have not seen the announcement. Chairman has resigned from his position for his personal reasons. Hence he has not been there on the conference. But at the same time, we are actually looking for a senior professional for the CEO position. So that is continuing, but we are going a bit slow on the whole thing because of the pandemic situation. We don't want to really spend too much money on anything at this point in time. So that's about Mr. Bharat what he was saying. That's the reason why there is no Chairman speech because Chairman has resigned.

Okay. So, I think I have answered most of your queries. If anything is there, please email to me. I will definitely be able to answer to all your queries.

So, given the current scenario, Members seeking any information with regard to accounts and operations of the Company or the businesses covered under the Notice of AGM were requested to write to the Company within the stipulated time. On the new queries that have come in and remains unanswered, if any, we shall get in touch with the concerned member in the next 7 working days and clarify. If there are still any queries from the shareholders, you can write to us at investors@ctep.com which will be responded to you by the management suitably.

And I thank you very much for participating in the AGM and sharing your thoughts on the performance of the Company.

This concludes the business of the day. I take the opportunity to thank all the shareholders, Directors and Auditors present for their kind attention, cooperation and valuable support and time and in ensuring the smooth conduct of the virtual AGM.

The scrutinizer will scrutinize the voting results and submit the report within 48 hours. The combined results of the votes cast through remote e-voting and e-voting during the AGM on all the resolutions would be uploaded on the Company's website and NSDL website and will be intimated to the stock exchanges as per the SEBI listing regulations. Further, I hereby authorize Mr. Ashish Bhattad, the Company Secretary, to declare the result of the voting and place the results on the website of the Company at the earliest.

The e-voting facility would continue to be available up to 30 minutes from conclusion of this AGM. Therefore, members who have not cast their vote yet are requested to do so. The resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of requisite number of votes.

With your consent, I and other Board members would like to take leave and wish that we together with the rest of the world get over this pandemic swiftly and hope to meet you in-person at the next available opportunity. Thank you all for attending the meeting and I hereby declare the proceedings as closed. Thank you very much. Stay safe and take good care of your health. Thank you.

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