

September 02, 2021

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

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

Dear Sir/Madam,

Sub: Notice of 22nd Annual General Meeting (AGM).

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

We wish to inform you that the **22nd Annual General Meeting (AGM)** of the Company is scheduled to be held on **Monday, September 27, 2021 at 03.00 PM IST** through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) in compliance with applicable provisions of the Companies Act, 2013 read with General Circular Nos. 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020 and 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”), without the physical presence of the Members at a common venue.

In this regard, we enclose herewith a copy of Notice of 22nd Annual General Meeting. The said notice inter-alia contains the agenda proposed to be taken up, resolutions to be passed, manner of approval proposed, etc.). The same will be available on the website of Company at <https://www.ctepl.com/>.

The following are the details as required under Schedule III of Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015:

- Date of notice: August 27, 2021
- Brief details viz. agenda proposed to be taken up and resolution to be passed:

Ordinary Business – Ordinary Resolutions

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, 2021 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.
3	Appointment of Statutory Auditors and to fix their remuneration.

Registered & Corporate Office:
Cambridge Technology Enterprises Limited
Unit No 04 - 03, Level 4, Block 1
Cyber Pearl, Hitec City, Madhapur
Hyderabad - 500 081, Telangana, India.
Tel: +91-40-4023-4400
Fax: +91-40-4023-4600
Email id: investors@ctepl.com

Bengaluru
91 Springboard Business Hub Pvt Ltd, 4th
Floor, #175 & #176, Dollars Colony, Phase 4,
JP Nagar, Bannerghatta Main Road,
Bengaluru - 560 076, Karnataka, India.
Tel: +91-80-4633-4400
Fax: +91-80-4299-5779

Mumbai
Level 4, A Wing, Dynasty Business
Park Andheri Kurla Road, Andheri
(E) Mumbai - 400 059,
Maharashtra, India.
Tel: +91-22-6786-9410
Fax: +91-22-6786-9199

Chennai
AMARA SRI, situated at old No:
313, New No: 455, Block No: 75,
7th floor, Anna Salai Teynampet,
Chennai 600018, Tamilnadu,
India
Tel: 040-40234400

Special Business – Special Resolutions

4	Appointment of Mr. Naveen Kumar Yelloji (DIN 03227757) as Director (Non-Executive & Non-Independent) of the Company.
5	Appointment of Ms. Manjula Aleti (DIN 07563104) as Non-Executive, Independent Director of the Company.
6	To fix remuneration of Mr. Dharani Raghurama Swaroop, Whole - Time Director of the Company.

Please refer AGM Notice for details on resolutions to be passed.

- Manner of approval proposed: Item 1, 2 & 3 - Ordinary Resolution(s); Item 4, 5 & 6 – Special Resolution(s)

The business as set out in the Notice may be transacted through electronic means. 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, May 05, 2020 & January 13, 2021, 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.

The remote e-voting period begins on Thursday, September 23, 2021 at 09:00 A.M. and ends on Sunday, September 26, 2021 at 05:00 P.M. During this period shareholders' of the Company, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. 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.

- Other details: Please refer AGM notice for other details.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 20, 2021. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2021, may cast their vote electronically.



Detailed procedure for Remote E-voting / E-voting at AGM / for attending AGM through VC or OAVM is provided in the Notice of the 22nd AGM.

Further, as informed earlier vide our letter dated August 27, 2021, the Register of Members and Share Transfer Books of the company will remain closed from September 21, 2021 to September 27, 2021 (both days inclusive) for the purpose of Annual General Meeting of the Company.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Cambridge Technology Enterprises Limited

Ashish Bhattad
(Company Secretary & Compliance Officer)
Membership No. A34781

Encl: As above

Registered & Corporate Office:
Cambridge Technology Enterprises Limited

Unit No 04 - 03, Level 4, Block 1
Cyber Pearl, Hitec City, Madhapur
Hyderabad - 500 081, Telangana, India.
Tel: +91-40-4023-4400
Fax: +91-40-4023-4600
Email id: investors@ctepi.com

Bengaluru


91 Springboard Business Hub Pvt Ltd, 4th
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Tel: +91-80-4633-4400
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Mumbai

Level 4, A Wing, Dynasty Business
Park Andheri Kurla Road, Andheri
(E) Mumbai - 400 059,
Maharashtra, India.
Tel: +91-22-6786-9410
Fax: +91-22-6786-9199

Chennai

AMARA SRI, situated at old No:
313, New No: 455, Block No: 75,
7th floor, Anna Salai Teynampet,
Chennai 600018, Tamilnadu,
India
Tel: 040-40234400



Notice of 22nd Annual General Meeting

NOTICE OF 22ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of Cambridge Technology Enterprises Limited will be held on **Monday, September 27, 2021, at 03.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS

1. Adoption of financial statements.

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and auditors thereon.

2. Appointment of Mr. Stefan Hetges as a Director liable to retire by rotation

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.

3. Appointment of Statutory Auditors and to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for appointment of M/s. BRAND & Associates LLP, Chartered Accountants (Firm Registration No. 012344S/S200101) as the Statutory Auditors of the Company for a period of five (5) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting of the Company to be held in the calendar year 2026.”

RESOLVED FURTHER THAT pursuant to the provisions of section 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification(s) or amendment thereof), the Board of Directors of the Company, be and is hereby authorized to decide, fix or revise the remuneration payable to M/s. BRAND & Associates LLP, Chartered Accountants (Firm Registration No. 012344S/S200101) as Statutory Auditors of the Company from time to time in addition to applicable taxes and reimbursement of travelling and out-of-pocket expenses incurred by them for the purpose of audit during the appointed period, on recommendation of Audit Committee and in consultation with the said Auditors”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

SPECIAL BUSINESS

4. Appointment of Mr. Naveen Kumar Yelloji (DIN 03227757) as Director (Non-Executive & Non-Independent) of the Company.

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, 152 and any applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, Mr. Naveen Kumar Yelloji (DIN: 03227757) who was appointed as an Additional Director of the Company with effect from March 02, 2021 and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive & Non-Independent) of the Company, liable to retire by rotation.

5. Appointment of Ms. Manjula Aleti (DIN 07563104) as Non-Executive, Independent Director of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b), 17 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Manjula Aleti (DIN: 07563104), who was appointed as an Additional Director (Non-Executive & Independent) of the Company by the Board of Directors with effect from July 01, 2021 and who holds office up to the date of ensuing Annual General Meeting, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director and also as an Independent Director of the Company for a period of five years with effect from July 01, 2021 and the term shall not be subject to retirement by rotation.

6. To fix remuneration of Mr. Dharani Raghurama Swaroop, Whole - Time Director of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at 19th Annual General Meeting held on September 28, 2018 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), in consideration of the recommendation of Nomination and Remuneration Committee and

further approval of Board of Directors of the company, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Dharani Raghurama Swaroop (DIN : 00453250), Whole Time Director, with effect from March 01, 2022 for the remaining period of his tenure ending on February 29, 2024.

“RESOLVED FURTHER THAT the remuneration payable to Mr. Dharani Raghurama Swaroop, Whole Time Director with effect from March 01, 2022 including terms and conditions shall be as set out in the Statement setting out material facts to the special business pursuant to Section 102 of the Act and forming part of this notice, with liberty to the Board of Directors including any Committee thereof, to alter and vary the remuneration payable including terms and conditions in such manner as may be agreed between the Directors and Mr. Dharani Raghurama Swaroop.”

“RESOLVED FURTHER THAT where in any Financial Year during the tenure of Mr. Dharani Raghurama Swaroop, Whole – time Director, the Company has no profits or its profits are inadequate, he shall be eligible to receive remuneration as set out above/in the Statement setting out material facts attached to this Notice, as the minimum remuneration notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013 and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II, Section III and Section IV of Part II of Schedule V to the Act, or any statutory act(s), rule(s), regulation(s), notification(s), modification(s) and enactment(s) thereof .

“RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies including filing of the necessary forms, if any, with the Registrar of Companies and/or delegating all or any of the power conferred herein to any Committee or any Director of the Company.”

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

Hyderabad
August 27, 2021

Sd/-
Ashish Bhattad
Company Secretary & Compliance Officer

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 August 27, 2021 considered that the special business under Item No. 4 - 6, being considered unavoidable, be transacted at the 22nd AGM of the Company.

2. In view of the massive outbreak and continuing Covid-19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020 and 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through video conferencing (VC) or other audio visual means (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 convened 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 Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India (SEBI), Notice of the AGM along with the Annual Report 2020-21 (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 2020-21 will also be available on the Company's website <https://www.ctepl.com/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

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

5. The Members of the Company at the 17th Annual General Meeting ('AGM') held on September 30, 2016 approved the appointment of M/s. Anandam & Co, Chartered Accountants as the Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s. Anandam & Co will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. BRAND & Associates LLP, Chartered Accountants (Firm registration No. 012344S/S200101), as the Statutory Auditors of the Company for a period of five years from the conclusion of this 22nd AGM till the conclusion of the 27th AGM to be held in the year 2026. It is further proposed to authorize the Board of

Directors of the Company to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors. Please refer explanatory statement for further details in this regard.

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 priyanka@rajoraandco.com with a copy marked to 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 Tuesday, September 21, 2021 to Monday, September 27, 2021 (both days inclusive) for the purpose of Annual General Meeting of the Company.

8. 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>

9. 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

10. 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.

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

11. 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 Aarathi Consultants Private Limited in case the shares are held in physical form.

12. The Company has designated an exclusive email ID 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 22nd AGM, are requested to write to the Company on or before September 20, 2021 through email on investors@ctopl.com. The same will be replied by the Company suitably.

13. 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 on or before September 20, 2021. 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 20, 2021 through email on investors@ctopl.com.

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

15. 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.

16. 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@ctepi.com.

17. 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.

18. 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.

19. 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.

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

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 22ND AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING

1. In compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020 MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/21 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, AGM is being held through VC/OAVM in compliance of the above said circulars and Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Members can join the AGM in the VC/OAVM mode 15 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.
3. 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.

4. 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.
5. The business as set out in the Notice may be transacted through electronic voting system. 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, May 05, 2020 & January 13, 2021, 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.
6. In line with the MCA Circular, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.ctepl.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.
7. 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 20, 2021, 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.
8. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their e-vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Thursday, September 23, 2021 at 09:00 A.M. and ends on Sunday, September 26, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 20, 2021.

How do I 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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a

	<p>Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional 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 priyanka@rajoraandco.com with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager – NSDL at evoting@nsdl.co.in

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company’s Registrars and Transfer Agents, Aarthi Consultants Private Limited at info@arthiconsultants.com or to Company at investors@ctopl.com.
2. 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to to the Company at investors@ctopl.com or please contact your respective Depository Participant (DP) and register your email address as per the process advised by your DP. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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. However, they will not be eligible to vote at the AGM.
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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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, email id, mobile number to investors@ctepl.com on or before September 20, 2021. 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 at investors@ctepl.com on or before September 20, 2021. The same will be replied by the company suitably.

7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

OTHER INSTRUCTIONS

1. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **September 20, 2021**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode 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 i.e. September 20, 2021 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

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 authorized 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 i.e., <https://www.ctepl.com/> and on the website of NSDL i.e., <https://www.evoting.nsdl.com/> immediately after the result is declared by the Chairman or by any other person authorized by the Chairman and the same shall also be communicated 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 or call on toll free no.: 1800 1020 990 /1800 224 430. You may also send a request to evoting@nsdl.co.in or contact Mr. Amit Vishal, Asst. Vice President – NSDL at evoting@nsdl.co.in 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
August 27, 2021

Sd/-
Ashish Bhattad
Company Secretary & Compliance Officer

AN EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 & APPLICABLE PROVISIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3

The Members of the Company at the 17th Annual General Meeting ('AGM') held on September 30, 2016 approved the appointment of M/s. Anandam & Co, Chartered Accountants as the Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s. Anandam & Co will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. BRAND & Associates LLP, Chartered Accountants (Firm registration No. 012344S/S200101), as the Statutory Auditors of the Company for a period of five years from the conclusion of this 22nd AGM till the conclusion of the 27th AGM to be held in the year 2026.

In terms of provisions of Section 142 of the Companies Act, 2013, the remuneration of the Auditors shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. It is proposed to authorize the Board of Directors of the Company to decide, fix or revise the remuneration payable to M/s. BRAND & Associates LLP, Chartered Accountants (Firm Registration No. 012344S/S200101) as Statutory Auditors of the Company from time to time in addition to applicable taxes and reimbursement of travelling and out-of-pocket expenses incurred by them for the purpose of audit during the appointed period, on recommendation of Audit Committee and in consultation with the said Auditors.

DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Proposed fees payable to auditors	The proposed fees payable to M/s. BRAND & Associates LLP, Chartered Accountants (Firm Registration No. 012344S/S200101) as the Statutory Auditors of the Company is Rupees 10 lakhs per annum for statutory audit, issue of audit reports, issue of limited review reports and service relating thereto plus applicable taxes and reimbursement of travelling and out-of-pocket expenses incurred by them for the purpose of said services. The fees/ remuneration payable for other reports or certificates to be issued as a statutory auditor shall be as may be mutually agreed upon between the Company and the Auditors. Also, as stated above, It is further proposed to authorize the Board of Directors of the Company to decide, fix or revise the remuneration payable to said Statutory Auditors, from time to time in addition to applicable taxes and reimbursement of travelling and out-of-pocket expenses incurred by them for the purpose of audit during the appointed period, on recommendation of Audit Committee and in consultation with the said Auditors.
Terms of appointment	M/s. BRAND & Associates LLP, Chartered Accountants are recommended for appointment as Statutory Auditors for a term of five years from the conclusion of

	ensuing 22 nd AGM till the conclusion of the 27 th AGM to be held in the year 2026. All other terms of appointment shall be as per Letter of Engagement.
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is a material change in the proposed fees of Rupees 10 lakhs per annum payable to new auditors. Outgoing auditors were paid a remuneration of Rupees 20.6 lakhs for financial year ended March 31, 2021. The rationale for such change is due to reduction in volume of transactions in Subsidiaries. Further, the Company is of the view that the proposed fee is best suited to handle the transaction volume and complexity associated with the audit of the financial statements of the Company and its Subsidiaries.
Basis of recommendation for appointment in relation to and credentials of the statutory auditor(s) proposed to be appointed	<p>M/s. BRAND & Associates LLP was started in 2009. The firm is handling assignments in practices like Audit & assurance, Valuations, Forensic, Tax, Company law, Consulting and Corporate Finance for many corporate and non-corporates. Partners of the firm collectively have 60 years of experience covering varied practices and industries.</p> <p>BRAND & Associates LLP is a category – 2 firm as per Multipurpose Empanelment (MEF) for Bank audits and PSU audits. Firm’s registration number is 012344S/S200101.</p> <p>They have experience, engaged with clients in Industries like Agro & Food processing, Automotive & Engineering, Biotech, Pharma & Chemicals, e-Commerce, Electronic Media, Mining, Construction, IT, Steel, Power, Export-Import, SEZ and NGO.</p> <p>The Board, on recommendation of Audit Committee considered various parameters like capability of M/s. BRAND & Associates LLP, Chartered Accountants to serve a business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. BRAND & Associates LLP to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.</p> <p>The Audit Firm has valid Peer Review certificate and also fulfill the eligibility criteria prescribed by Companies Act, 2013.</p>

M/s. BRAND & Associates LLP, Chartered Accountants have given their consent to act as the statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Based on above said aspects, requirement of the Company and other relevant aspects, the Audit Committee and the Board of Directors of the Company have, recommended the appointment of M/s. BRAND & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company.

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.

The Board of Directors recommend the Resolution at Item No. 3 of the accompanying Notice for the approval of the Members of the Company as an ordinary resolution.

Item No. 4

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Naveen Kumar Yelloji (“Naveen”) (holding DIN 03227757) as an Additional Director (Non-Executive & Non-Independent) with effect from March 02, 2021 in terms of Section 161 of the Companies Act, 2013 (the “Act”) and he holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

Mr. Naveen, being eligible has offered himself for appointment. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Naveen for the office of Director have been received by the Company.

Mr. Naveen is a Master of Business Administration (M.B.A) in Finance from University of Hull, U. K and Master of Technology (M. Tech) Electronics & Communication Engineering from Pondicherry University, India. He has also completed Management Development Program (MDP) from IIM, Ahmedabad. He brings over 30 Years (24 Years in CXO Level) of Indian and International experience in Infrastructure, Real Estate, Smart Cities, Natural Resources, Health, Media & Entertainment (ME), CSR, IT & ITES – BPO & KPO, Renewable Energy and Telecom Industries. He served as CEO, COO, CEO – PMO, Head – RTLC (Business Performance Management), Business Head (VBU), Practice Head, Vice President, Center Head, Group GM, GM & AGM & Engineer with more than 24 years in Senior Management Level Roles including 27 years International Experience (On-site & Offshore).

Profile of Mr. Naveen Kumar Yelloji:

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. Naveen Kumar Yelloji seeking re-appointment is given below:

Name of the Director	Mr. Naveen Kumar Yelloji
DIN	03227757
Date of Birth	June 01, 1965
Date of first appointment on the Board	March 02, 2021
Age	56 Years
Brief Resume	Mr. Naveen brings over 30 Years (24 Years in CXO Level) of Indian and International experience in Infrastructure, Real Estate, Smart Cities, Natural Resources, Health, Media & Entertainment (ME), CSR, IT & ITES – BPO

	& KPO, Renewable Energy and Telecom Industries. He served as CEO, COO, CEO – PMO, Head – RTLC (Business Performance Management), Business Head (VBU), Practice Head, Vice President, Center Head, Group GM, GM & AGM & Engineer with more than 24 years in Senior Management Level Roles including 27 years International Experience (On-site & Offshore). He have expertise in specific functional areas and is eminent personality in his respective fields.
Qualification	Mr. Naveen is a Master of Business Administration (M.B.A) in Finance from University of Hull, U. K and Master of Technology (M. Tech) Electronics & Communication Engineering from Pondicherry University, India. He has also completed Management Development Program (MDP) from IIM, Ahmedabad.
Experience	Mr. Naveen brings over 30 Years (24 Years in CXO Level) of Indian and International experience in Infrastructure, Real Estate, Smart Cities, Natural Resources, Health, Media & Entertainment (ME), CSR, IT & ITES – BPO & KPO, Renewable Energy and Telecom Industries.
Terms & Conditions of appointment along with Remuneration sought to be paid	Mr. Naveen is proposed to be appointed as Non-Executive Director of the Company liable to retire by rotation. Sitting fees for attending Board and / or Committee Meetings is sought to be paid to Mr. Naveen.
Remuneration last drawn	Rupees 15,000/- (as sitting fees) during current financial year for attending one board meeting.
Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Nature of his expertise in specific functional areas	Infrastructure, Real Estate, Smart Cities, Natural Resources, Health, Media & Entertainment (ME), CSR, IT & ITES – BPO & KPO, Renewable Energy and Telecom Industries
Number of Meetings of the Board attended during the year 2020-21	Not Applicable
Names of Companies/LLP in which he holds the directorship	1. PY City Space Tourism & Sez LLP 2. PY Natural Resources Private Limited 3. PY City Infra Private Limited 4. Geo Waste And Recycling India Private Limited 5. Oaktree Constructions Private Limited 6. Cambridge Bizserve Private Limited 7. Cambridge Technology Enterprises Limited 8. CT Software Solutions SDN. BHD., Malaysia (Body Corporate)
Names of listed entities in which he holds	Cambridge Technology Enterprises Limited

the Directorship	
Name of Listed entities from which he has resigned in the past three years	Nil
Names of Companies in which he holds the membership of Committees of the Board	Nil
Names of listed entities in which he holds the membership of Committees of the board	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil

Mr. Naveen has given his consent to act as Director of the Company. He also confirmed his eligibility to be appointed as director on the Company's Board and also that he does not attract any of the disqualifications prescribed under the Companies Act, 2013. Mr. Naveen is not disqualified from being appointed as Director in terms of Section 164 of the Act.

He have relevant expertise, have rich experience in specific functional areas and is eminent personality in his respective fields. The Board of Directors is of the opinion that Mr. Naveen's vast knowledge, varied experience and his continued association would be of immense benefit to the Company and has recommended the Resolution at Item No. 4 of this Notice relating to his appointment as a Director (Non – Executive & Non – Independent), liable to retire by rotation as an Ordinary Resolution for your approval.

Necessary documents in this regard 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.

Mr. Naveen Kumar Yelloji and his relatives are interested/concerned in the resolution set out at Item No. 4 of the notice relating to his 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. 4 of the notice except to the extent of their shareholding in the Company.

The Board of Directors, considering the experience and expertise of Mr. Naveen and based on recommendation of Nomination and Remuneration Committee, recommends the special resolution at Item No. 4 of the Notice for approval of the members.

Item No. 5

The Board of Directors appointed Mr. Manjula Aleti (holding DIN 07563104) as an Additional Director (Non-Executive & Independent) effective from July 01, 2021 in its meeting dated June 29, 2021 in terms of Section 161 of the Companies Act, 2013 (the "Act") and holds office up to the date of forthcoming Annual General Meeting of the Company. Based on the recommendation of Nomination & Remuneration Committee and approval of the Board, and subject to approval of shareholders, she is also appointed as an Independent Director of the Company for a period of five years with effective from

July 01, 2021, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015').

Notices in writing have been received from Member of the Company under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Manjula Aleti as candidate for the office of the Director at the AGM of the Company.

Profile of Ms. Manjula Aleti

Ms. Manjula Aleti is a practicing Company Secretary with 7 years of experience in monitoring of various compliances under Companies Act 1956/2013, Listing Agreement/SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, FEMA and other statutory laws/regulations applicable to corporates. She extends a wide variety of Corporate services in the present day competitive global and economic scenario, gives expert opinions and advice on all the matters of Corporate Laws, represents corporates before Registrar of Companies, Regional Director and RBI. She also acts as Secretarial Auditor for Listed Companies. She is a Law Graduate from Osmania University, a fellow member of the Institute of Company Secretaries of India (ICSI) also Master of Arts in Economics from Osmania University. She is a Designated Partner in Care Corporates India LLP & JRA and Associates LLP and also acts as an Independent Director of Thrissur Expressway Limited.

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. Manjula Aleti seeking re-appointment is given below:

Name of the Director	Ms. Manjula Aleti
DIN	07563104
Date of Birth	20/05/1983
Date of first appointment on the Board	July 01, 2021
Age	38 Years
Brief Resume	Ms. Manjula Aleti is a practicing Company Secretary with 7 years of experience in monitoring of various compliances under Companies Act 1956/2013, Listing Agreement/SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, FEMA and other statutory laws/regulations applicable to corporates. She extends a wide variety of Corporate services in the present day competitive global and economic scenario, gives expert opinions and advice on all the matters of Corporate Laws, represents corporates before Registrar of Companies, Regional Director and

	RBI. She also acts as Secretarial Auditor for Listed Companies.
Qualification	Ms. Manjula is a Law Graduate from Osmania University, a fellow member of the Institute of Company Secretaries of India (ICSI) also Master of Arts in Economics from Osmania University.
Experience	More than 7 years' of experience in monitoring of various compliances under Companies Act 1956/2013, Listing Agreement/SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, FEMA and other statutory laws/regulations applicable to corporates.
Terms & Conditions of appointment along with Remuneration sought to be paid	Draft letter of appointment of Independent Directors setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day (i.e. except Saturdays, Sundays & Public Holidays) up to the date of the ensuing General Meeting and is also uploaded on the website of the company. Sitting fees for attending Board and / or Committee Meetings is sought to be paid to Ms. Manjula Aleti.
Remuneration last drawn	Not Applicable
Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Nature of her expertise in specific functional areas	Company Secretary & Legal Compliances under Companies Act 1956/2013, Listing Agreement/SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, FEMA and other statutory laws/regulations applicable to corporates.
Number of Meetings of the Board attended during the year	Not Applicable
Names of Companies/LLP in which she holds the directorship	1. Care Corporates India LLP 2. JRA and Associates LLP 3. Thrissur Expressway Limited 4. Cambridge Technology Enterprises Limited
Names of listed entities in which she holds the directorship	Cambridge Technology Enterprises Limited
Name of Listed entities from she has resigned in the past three years	Nil

Names of Companies in which she holds the membership/chairmanship of Committees of the Board	She is a member of Audit Committee and nomination & Remuneration Committee of Thrissur Expressway Limited.
Names of Listed Companies in which she holds the membership/chairmanship of Committees of the Board	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements/ the justification for choosing the appointee	The skills and capabilities required for the role are compliance, governance, strategic planning and legal expertise. Ms. Manjula has the skills and capabilities, in the matters pertaining to leadership, compliance, governance, strategy planning and legal expertise. Her long experience as a practicing Company Secretary has sharpened her aforesaid skills. Her skills and capabilities will be extremely helpful for the Company in handling its legal compliances, improving corporate governance and strategic planning.

Ms. Manjula Aleti 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. Manjula Aleti is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from Ms. Manjula Aleti 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.

In the opinion of the Board, Ms. Manjula Aleti fulfill the conditions for appointment as an Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015. Ms. Manjula do not hold any shares in the Company either directly or on beneficial basis. She do not hold the directorship and membership of the Committees of the Board in any of the listed entity other than our company. There is no relationship between directors inter-se. The Board of Directors further confirm that in the opinion of the Board, Ms. Manjula Aleti, the independent director proposed to be appointed possesses the relevant expertise, have rich experience and fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management of the Company. She has expertise in specific functional areas and is eminent personality in her respective field. Ms. Manjula Aleti by taking active participation in the Board and/or Committee meetings may play critical role in research on corporate governance matters and compliance, which will enhance 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.

The mentioned points in this para and her brief profile justifies choosing Ms. Manjula for appointment as an Independent Director of the Company

Hence, it is proposed to appoint Ms. Manjula Aleti as Non-Executive Independent Director of the Company and to hold office for five consecutive years with effect from July 01, 2021.

Necessary documents in this regard including copy of the draft of appointment letter of Ms. Manjula Aleti 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 on any working day (i.e. except Saturdays, Sundays & Public Holidays) up to the date of conclusion of forthcoming AGM 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 terms & conditions of appointment of Independent Directors are also available on the website of the Company viz., www.ctepl.com.

Ms. Manjula Aleti and her relatives are interested in the special resolution set out at Item No. 5 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. 5 of the notice except to the extent of their shareholding in the Company.

The Board of Directors, considering the experience and expertise of Ms. Manjula and based on recommendation of Nomination and Remuneration Committee, recommends the special resolution at Item No. 5 of the Notice for approval of the members.

Item No. 6

Mr. Dharani Raghurama Swaroop was re-appointed as a Whole-time Director of the Company for a period of 5 years w.e.f. March 01, 2019 on the remuneration and other terms and conditions as approved by the members of the company in the 19th Annual General Meeting held on September 28, 2018.

Mr. Dharani Raghurama Swaroop has Degree in Electrical Engineering from Jawaharlal Nehru Technological University.

Mr. Swaroop heads the overall operations in India and specifically responsible for all the corporate governance and statutory compliances related aspects of CTEL. Prior to his association with CTE Swaroop co-founded a successful IT Systems integration company with a team size of over 150 personnel. His area of expertise is Statutory Compliances and overseeing operations. He has over 35 years of experience.

He hold position as a Director in DS Unics Infotech Private Limited in India and do not hold the directorship and membership of the Committees of the Board in any of the listed entity other than our company. He is a member of Audit Committee, Stakeholders Relationship Committee & Finance Committee of the Company. There is no relationship between directors inter-se. Please refer Annexure for further details.

Mr. Swaroop is being paid remuneration as per Section II of Part II of Schedule V of the Companies Act, 2013 w.e.f March 01, 2019 due to inadequate profits. Pursuant to Clause (iii) of Section II of Part II of Schedule V to the Companies Act, 2013 and taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Dharani Raghurama Swaroop, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on August 27, 2021, has approved the proposal to revise the salary of Mr. Dharani Raghurama Swaroop, Whole Time Director, subject to the approval of shareholders, as set out in the resolution being item no. 6 of the accompanying notice w.e.f. March 01, 2022 for the remaining period of his tenure i.e. upto February 29, 2024.

The proposed revised remuneration is as stated below:

I. Fixed Compensation:

- a. The basic salary shall be in the range of INR 25,00,000/- to INR 40,00,000/- per annum payable monthly, as may be determined by the Board of Directors/Nomination and Remuneration Committee of the Company from time to time.
- b. Contribution to the Provident Fund, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 and the rules made thereunder or as defined in the rules of the respective Funds.
- c. Gratuity as per the rules of the Company and/or Income Tax Act, 1961/ as defined in the rules of the respective Funds.

II. Perquisites and Allowances:

In addition to the above fixed compensation, Mr. Swaroop is eligible for the following perquisites/allowances:

- b. Rent free accommodation (furnished or otherwise) with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, Mr. Dharani Raghurama Swaroop, Whole – Time Director shall be entitled to such house rent allowance as per the policy of the Company or as may be decided by the Board of Directors from time to time subject however to a limit of 60% of basic salary;
- c. Payment/Reimbursement of telephone and/or mobile phone(s) bills, conveyance, travel, stay, entertainment and other out of pocket expenses incurred in the course of official duties or for the purpose of business of the company as per company's policy;
- d. Chauffeur driven Company maintained / leased cars (or allowances in lieu thereof) for business and personal use. The Company may also reimburse running and maintenance expenses of car owned by, or leased / rented to Mr. Dharani Raghurama Swaroop for business and personal use.
- e. Benefit of Group Medical Insurance policy, Group Personal Accident Insurance and Group Term Life Insurance and/or Life Insurance Policy as per the rules/policy of the company.
- f. Medical Allowance for self and his family subject to a limit of Rupees 500,000 per annum.

- g. Leave Travel Allowance/Assistance for self and family subject to a limit of Rupees 4,00,000 per annum.
- h. Earned or privilege leave with full pay and allowance. Encashment/accumulation of Earned or Privilege leave will be permissible in accordance with the rules/policy specified by the Company. Other leaves as per the rules/policy of the Company.
- i. In addition to the above perquisites/allowances, Special allowance or such other perquisites and allowance as per the policy/rules of the company in force and/or as may otherwise be decided by the Board from time to time subject to limit of Rupees 15,00,000 per annum.
- j. The above stated perquisites may be paid annually, monthly or part thereof.

III. Variable Pay:

In addition to the above mentioned salary, Mr. Dharani Raghurama Swaroop will be eligible to receive Variable Pay for each of the financial years or part thereof, as may be decided by the Nomination and Remuneration Committee / Board of Directors of the Company subject to a limit of Rupees 10,00,000 per annum and subject to the applicable provisions of section 197 read with Schedule V of the Companies Act, 2013, taking into consideration various criteria including the performance of the Mr. Dharani Raghurama Swaroop and the performance of the Company.

IV. Stock Grant:

Any other stock grant as may be determined by the Board/Nomination and Remuneration Committee from time to time.

V. Loans/Advances:

- (a) Granting of loans/advances according to Company's policy.
- (b) Continuation of Loans, if already availed.

Minimum Remuneration: Where in any Financial Year during the tenure of Mr. Dharani Raghurama Swaroop, Whole – time Director, the Company has no profits or its profits are inadequate, he shall be eligible to receive remuneration as set out above, as the minimum remuneration notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the Company may pay remuneration to its managerial personnel within the limits arrived at in accordance with the requirements of the said section II, subject to the following.

- (i) Payment of remuneration is approved by a resolution passed by the Board and, in the case of a company covered under sub-section (1) of section 178 also by the Nomination and Remuneration Committee;

(ii) The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

(iii) An ordinary resolution or a special resolution, as the case may be, has been passed for payment of remuneration as per item (A) or a special resolution has been passed for payment of remuneration as per item (B), at the general meeting of the company for a period not exceeding three years.

The Company may also pay remuneration in excess of limits specified in Part A of Section II of Part II of Schedule V to the Companies Act, 2013 if the resolution passed by the shareholders is a special resolution.

The Board of Directors, and the Nomination and Remuneration Committee of the Company, at its meeting held on August 27, 2021, has approved the proposal to revise the salary (as stated above) of Mr. Dharani Raghurama Swaroop, Whole Time Director. Also, the Company has not made any default in payment of dues to any bank or public financial institution or any other secured creditor.

Except for the aforesaid revision in remuneration, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company in its meeting dated September 28, 2018 shall remain unchanged. The proposed revision in remuneration, as stated above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration. The remuneration payable to Mr. Swaroop is commensurate with his duties and responsibilities as the Whole Time Director of the Company. The special resolution proposed to be passed is pursuant to Clause (iii) of Section II of Part II of Schedule V to the Companies Act, 2013 and also an enabling resolution, permitting the Company to pay the remuneration to Mr. Swaroop even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013. Therefore, the Special Resolution at Item No. 6 is placed before the members for their approval.

Considering Mr. Swaroop's experience in IT industry, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Except Mr. Dharani Raghurama Swaroop and their relatives to the extent of their shareholding interest, if any, in the Company for Item No. 6, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 6. The information as required to be disclosed as per the provisions of Part II Section II(b)(iv) of Schedule V of the Companies Act, 2013 and Clause 1.2.5 of the Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is given below in respect of Mr. Dharani Raghurama Swaroop. The Board of Directors, based on the recommendation of Nomination & Remuneration Committee, recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013:

I. GENERAL INFORMATION			
Nature of industry	Information Technology		
Date or expected date of commencement of commercial production	The Company was incorporated on January 28, 1999 and has been in the business for many years since 1999.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.		
Financial performance based on given indicators:			
	Financial Year ended: (in INR lakhs')		
Particulars	31.03.2019	31.03.2020	31.03.2021
Revenue from operations	3666.21	3837.02	3651.90
Total Expenses	3427.66	3600.98	3458.53
Profit/(Loss) before tax	279.41	305.75	322.10
Profit/(Loss) after tax	195.58	233.94	224.03
Paid-up Share Capital	1963.10	1963.10	1963.10
Reserves and Surplus	1368.68	1573.15	1804.65
Earnings Per Share	1.00	1.19	1.14
Total Comprehensive Income	154.96	206.74	232.69
	The detailed financial statements of the Company for the financial years 2020-21 and 2019-20 are provided in the Annual Report for the financial year 2020-21.		
Foreign investments or collaborations, if any.	The promoter of the company i.e., Cloud Computing LLC is a Foreign Body Corporate holding around 46.91% of the paid up capital of the company. The other Foreign investors, mainly comprising NRIs, Foreign Bodies Corporate and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases. The shareholding pattern of the company is available on website of the company i.e., www.ctepl.com . Further, the Company has made foreign investments as stated in its financial statements, which forms part of this report. Overseas, It has two wholly owned subsidiaries by name Cambridge Technology Inc., USA and Cambridge Technology Investments Pte. Ltd., Singapore and three step down subsidiaries namely Cambridge Innovation Capital LLC., USA, Cambridge Bizserve Inc., Philippines and CT Software Solutions SDN.		

	BHD., Malaysia. The Company has not entered into any foreign collaboration.
II. INFORMATION ABOUT THE APPOINTEE:	
Background details	Mr. Dharani Raghurama Swaroop is a Whole – Time Director in the Company. He works with the Company since 1999. He has a degree in Electrical Engineering from Jawaharlal Nehru Technological University.
Past remuneration	Rupees 35,00,000/- for the financial years 2020-21 & 2019-20.
Recognition or awards	Nil
Job profile and his suitability	Mr. Swaroop heads the overall operations in India and specifically responsible for all the corporate governance and statutory compliances related aspects of CTEL and exercises powers under the supervision and superintendence of the Board of the Company. His area of expertise is Statutory Compliances and overseeing operations and has rich experience in the field of IT Services and Corporate Strategic Planning. He has over 35 years of experience. The Company would definitely benefit under his leadership and valuable guidance.
Remuneration proposed	<p>i. The basic salary shall be in the range of INR 25,00,000/- to INR 40,00,000/- per annum payable monthly</p> <p>ii. Special allowance subject to limit of Rupees 15,00,000 per annum</p> <p>iii. Variable pay subject to limit of Rupees 10,00,000 per annum.</p> <p>iv. Perquisites, allowances, reimbursement of expenses, other benefits, etc., respectively, as set out in detail herein above.</p>
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Taking into consideration the size of the Company, the Managerial position, profile, knowledge, skills and responsibilities shouldered by Mr. Dharani Raghurama Swaroop, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.</p> <p>Further, the Nomination and Remuneration Committee perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Swaroop before recommending the remuneration as proposed hereinabove.</p>
Pecuniary relationship directly or indirectly with the company, or	As on 31 st March, 2021, Mr. Dharani Raghurama Swaroop holding 9,200 Equity Shares of Rupees 10/- each. Mr. Dharani Raghurama Swaroop, has been granted 20,000

relationship with the managerial personnel or other director, if any	stock options at an exercise price of Rupees 38/- on July 10, 2015. The vesting of Options took place at the expiry of Three (3) years from the date of granting of options i.e., on 11 th July, 2018. Apart from above and besides the remuneration proposed, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and/or Directors.
III. OTHER INFORMATION	
Reasons of loss or inadequate profits	During the financial year, there is no loss and the Company's business is profitable. However, it may be deemed inadequate for the purpose of payment of Managerial Remuneration. In any financial year during the currency of tenure of a managerial person, if a company has no profits or its profits are inadequate, it may, pay such remuneration to the managerial person under Schedule V to the Companies Act, 2013.
Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures which are in the best interest of the company and to improve the margins. Your Company has strengthened its partner ecosystem to provide access to cutting edge solution to its clients and build reference ability in client acquisition. Your company has added a referenceable client in each of its focus verticals. Your Company is taking active steps to demonstrate its body of work to acquire new and existing clients to achieve scale and profitability.
Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.
IV. DISCLOSURE: Requisite disclosure regarding remuneration, service contracts, notice period, severance fees, stock options etc. has been mentioned in the Board of Director's report under the heading "Corporate Governance", attached to the Financial Statements for the year ended March 31, 2021.	

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

Hyderabad
August 27, 2021

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. Stefan Hetges is given below:

Name of the Director	Mr. Stefan Hetges
DIN	03339784
Date of Birth	July 19, 1963
Date of first appointment on the Board	November 15, 2010
Age	57 Years
Brief Resume	Stefan joined Cambridge Technology as a part of the acquisition of smartShift, the leading provider of tool-based modernization of complex IT systems. Stefan started his career as a consultant at Cambridge Technology Group. In 1993, he joined i-Cube as the first employee and was instrumental in the company’s growth and later became responsible for i-Cube’s European business. The company grew to over \$100 million in revenue and went public in 1998. In 1999, i-Cube was acquired by razorfish. In 2001, Stefan acquired the assets of i-Cube from Razorfish in a management buyout and formed smartShift.
Qualification	Masters in Computers from University of Constance, Germany
Experience	He has more than 25 years of experience
Terms & Conditions of appointment along with Remuneration sought to be paid	Appointed as Non – Executive Non Independent Director w.e.f May 14, 2015 and liable to retire by rotation. He is eligible for Sitting fees for attending Board and / or Committee Meetings.
Remuneration last drawn	Sitting fees for attending Board Meetings for the FY 2020-21 is INR 10,000/-. However, he waived his right for receipt of the same.
Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Nature of his expertise in specific functional areas	Information Technology. Leading companies to lower IT cost by optimizing, migrating or transforming IT systems
Number of Meetings of the Board attended during the year 2020-21	01
Names of Companies/LLP in which he holds the directorship	Cambridge Technology Enterprises Limited, smartShift Technologies Private Limited, smartShift GMBH and smartShift AG
Names of listed entities in which he holds the directorship	Cambridge Technology Enterprises Limited
Name of Listed entities from which he	Nil

has resigned in the past three years	
Names of Companies in which he holds the membership of Committees of the Board	Nil
Names of listed entities in which he holds the membership of Committees of the board	Nil
Shareholding in the Company including shareholding as a beneficial owner	Mr. Stefan Hetges does not hold any shares in the Company directly. He is a member and director of smartShift AG, which is a shareholder of the company holding 20,06,100 (10.22%) equity shares of the Company.

Also, a statement containing the requisite details of Mr. Dharani Raghurama Swaroop is as given below:

Name of the Director	Mr. Dharani Raghurama Swaroop
DIN	00453250
Date of Birth	April 09, 1959
Date of first appointment on the Board	28 th January, 1999
Age	62 Years
Brief Resume	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.
Qualification	Degree in Electrical Engineering from Jawaharlal Nehru Technological University.
Experience	He has more than 34 years of experience
Terms & Conditions of appointment along with Remuneration sought to be paid	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 th Annual General Meeting conducted on September 28, 2018 and the same is available on website of the Company i.e., www.ctepl.com .
Remuneration last drawn	Remuneration drawn for the FY 2020-21 is INR 35,00,000/-
Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Nature of his expertise in specific functional areas	Statutory Compliances, Overseeing Operations, IT Services and Corporate Strategic Planning
Number of Meetings of the Board	04

attended during the year 2020-21	
Names of Companies/LLP in which he holds the directorship	Cambridge Technology Enterprises Limited, DS Unics Infotech Private Limited and Reshet Technologies LLP
Names of Listed Companies in which he holds the directorship	Cambridge Technology Enterprises Limited
Name of Listed entities from which he has resigned in the past three years	Nil
Names of Companies (including Listed Companies) in which he holds the membership of Committees of the Board	He is a member of the following Committees of the Board of the Cambridge Technology Enterprises Limited (Listed Entity) viz., Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Finance Committee.
Shareholding in the Company including shareholding as a beneficial owner	9200 Shares (0.047%).

CORPORATE INFORMATION

BOARD OF DIRECTORS

1. **Mr. Dharani Raghurama Swaroop** - Whole – Time Director
2. **Mr. Motaparthi Kasi Venkateswara Rao** - Independent Director
3. **Mrs. Jayalakshmi Kumari Kanukollu** - Independent Director
4. **Mr. Sridhar Lalpet** - Independent Director
5. **Mr. Stefan Hetges** - Non-Executive Director
6. **Mr. Naveen Kumar Yelloji** – Additional Director
7. **Ms. Manjula Aleti** – Additional director

MANAGEMENT TEAM

1. **Mr. Dharani Raghurama Swaroop** - Whole – Time Director
2. **Dr. Rajan Lukose** - CTO & Chief Data Scientist, Cambridge Technology Inc., USA
3. **Nitin Tyagi** - Senior Vice President - Enterprise Solutions, Cambridge Technology Inc., USA
4. **Sudip Kar** - Senior Vice President – Delivery, Cambridge Technology Inc., USA

CFO & COMPANY SECRETARY

Chirravuri Subrahmanya Leeladhar – Chief Financial Officer
Ashish Bhattad – Company Secretary & Compliance Officer

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: <https://www.ctepl.com/>
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CIN: L72200TG1999PLC030997

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

INTERNAL AUDITORS

Narven Associates, Chartered Accountants,
302, 303, Lingapur House, Himayatnagar,
Hyderabad - 500 029, Telangana State, India

REGISTRAR AND SHARE TRANSFER AGENTS

Aarathi Consultants Private Ltd
CIN: U74140TG1992PTC014044
SEBI Registration No. INR000000379
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