

November 22, 2019

To,
Corporate Relationship Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

To,
The Listing Department,
National Stock Exchange of India Ltd
Exchange Plaza, Plot No/C/1, G Block
Bandra Kurla Complex , Bandra (East),
Mumbai – 400 051

Dear Sir/Madam,

Sub: Postal Ballot Notice

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

We refer to our letter dated November 13, 2019 informing the stock exchanges about the Board of Directors approval for raising of funds by issuing convertible share warrants, subject to the approval of the shareholders, Stock Exchanges and any other necessary regulatory authorities.

We hereby enclose the Postal Ballot notice along with Postal Ballot Form, for seeking approval of Shareholders for business as set out in the said notice. The brief details are as follows:

- Date of postal Ballot Notice: November 13, 2019
- Brief details viz. agenda proposed to be taken up, resolution to be passed, manner of approval proposed etc.
 1. Issue of Convertible share Warrants on preferential basis – Special Resolution
 2. Appointment of Mr. Sridhar Lalpet ("L. Sridhar") as an Independent Director of the Company – Ordinary Resolution

The Company is providing facility for voting by Postal Ballot (through physical Postal Ballot form) including voting by electronic means (e-voting).

Date and time of commencement of voting including e-voting	Wednesday, November 27, 2019 at 9.00 A.M
Date and time of end of voting including e-voting	Thursday, December 26, 2019 at 5:00 P.M.
Last date for receipt of postal ballot forms by the scrutinizer	On or Before December 26, 2019 at 5.00 P.M.

Only those Members whose names are recorded in the Register of members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., November 15, 2019 will be entitled to cast their votes by Postal Ballot or e-voting.

Notice of postal ballot and postal ballot form is also available on the website of the company i.e., www.ctepl.com.

Thanking you,

Yours faithfully,
For Cambridge Technology Enterprises Limited



Ashish Bhatta (Company Secretary & Compliance Officer)



Registered & Corporate Office:

Cambridge Technology Enterprises Ltd.
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
Vakil Square Unit #1, Rear wing
Fifth Floor, Bannerghatta Road,
Bangalore - 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: +91-40-4023-4400



POSTAL BALLOT NOTICE

CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED



CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED

CIN: L72200TG1999PLC030997

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

Email: investors@ctepi.com; Website: www.ctepi.com
Tel: +91-40-4023 4400, Fax: +91-40-4023 4600

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014 (“the Rules”) including any statutory modification (s) or re-enactment (s) thereof for the time being in force and pursuant to other applicable Laws and Regulations, to transact the following Special Business by the Members of Cambridge Technology Enterprises Limited by passing the following Resolutions through Postal Ballot.

The Members’ consideration and approval is sought for the Resolutions annexed hereto. The Statement to be annexed to notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to the members along with a Postal Ballot Form for consideration. Mrs. N. Vanitha, Practicing Company Secretary has been appointed by the Board of Directors of your Company as the Scrutinizer for Postal Ballot and E-voting process. Members are requested to carefully read the instructions provided in this Postal Ballot notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on December 26, 2019, the last date for e-voting or receipt of the completed Postal Ballot forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

We are pleased to offer e-voting facility in terms of Section 108 of the Companies Act and the relevant Rules as well as in compliance with provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“the Regulations”), as an alternate for our members, which would enable them to cast votes electronically, instead of physical postal ballot form. E-voting is optional.

The Company has engaged Central Depository Services (India) Limited for providing e-voting facility through its e-voting platform www.evotingindia.com to the members. Members desiring to opt for e-voting are requested to read and follow the instructions on e-voting enumerated in the notes to this notice.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots and e-voting in a fair and transparent manner and the result of the postal ballot and e-voting will be announced on or before Friday, December 27, 2019 at 5:00 p.m. (IST) at the Registered Office of the Company. The result of the postal ballot will be posted on the Company’s website: www.ctepi.com besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

Special Business:

1. ISSUE OF CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and in accordance with the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as “ICDR Regulations”), the Securities and Exchange Board of India(Listing

Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations"), the provisions of any Rules/ Regulations/ Guidelines issued/ framed by the Central Government, Reserve Bank of India and/ or any other competent authority and subject to the approval, consent, permission and/ or sanction as may be required from the Central Government, Reserve Bank of India, Stock Exchanges, SEBI and any other appropriate/ competent authority, institution or body from time to time, to the extent applicable and subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/ or sanction, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members be and is hereby accorded to the Board to create, issue, offer, and allot, up to **33,60,000** Convertible Share Warrants ("Warrants") with a right to the warrant holder to apply for and be allotted 1 (One) equity share of face value of Rs.10 each of the Company ("**Equity Shares**") for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, at a price as arrived in accordance with the provisions of Chapter V of ICDR Regulations ("**Warrants Issue Price**"), aggregating upto Rupees 12,00,00,000/- (Rupees Twelve Crores only), on such terms and conditions as the Board may think fit, by way of preferential allotment on a private placement basis to the following allottee forming part of the persons of promoter group of the Company (hereinafter referred to as the "**Proposed Allottee**")

Sr No	Name of the Allottee	Number of Convertible Warrants/ Indicative Amount	PAN	Category
1	Worldwide Technology Investments Pte. Ltd.	33,60,000 Convertible Warrants/ Rupees 12,00,00,000/-	AABCW9262A	Promoter Group

"RESOLVED FURTHER THAT as per the ICDR Regulations the "Relevant Date" for the purpose of determining the issue price of the Warrants shall be November 26, 2019, being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for receipt of the duly completed Postal Ballot Forms / e-voting, i.e., December 26, 2019."

"RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants, as it may deem expedient, in its discretion."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the Warrants held by the Warrant Holder and the equity shares so allotted shall rank pari passu in all respects with the existing equity shares."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authority and to provide/obtain necessary information/ disclosures from/to respective allottee/ regulatory bodies and to appoint merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion,

deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilization of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.”

2. APPOINTMENT OF MR. SRIDHAR LALPET (“L. SRIDHAR”) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass the following as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to 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), Mr. Sridhar Lalpet (DIN: 02539952) be and is hereby appointed a Director and also an Independent Director of the Company for a period of five years with effect from November 13, 2019 and whose period of office is not liable to retire by rotation.”

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

**Sd/-
Ashish Bhattad
Company Secretary**

Place: Hyderabad

Date: November 13, 2019

NOTES:

1. Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on Friday, November 15, 2019 (cut-off date). Only those Members whose names are recorded in the Register of members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
3. The notice is being sent to all the members by post / courier whose email IDs are not registered and electronically by email to those members who have registered their email IDs with the Company or with the Depositories. The shareholders are requested to exercise their voting rights by using the attached postal ballot form or e-voting. Shareholders who do not receive the postal ballot form may apply to the Company/ its Registrar and Transfer Agent, Aarathi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad- 500029 and obtain a duplicate thereof.
4. The Postal Ballot notice is being sent to the members along with a Postal Ballot form for consideration. The voting through Postal Ballot/e-voting will commence on Wednesday, November 27, 2019 at 9.00 a.m. (IST) and ends on Thursday, December 26, 2019 at 05.00 p.m. (IST).

5. Members may also please note that the notice of the postal ballot and all other accompanying documents are available on the Company's website at: <https://www.ctepl.com>. Members, who require physical copy of the said notice or documents or have any other queries, may write to the Company at: investors@ctepl.com.
6. Any member who has not received the Postal Ballot form may request the Company for a duplicate Form. The Postal Ballot form/duplicate Postal Ballot form duly completed in all respects should reach the Scrutinizer before 5.00 p.m. (IST) on Thursday, December 26, 2019. The Postal Ballot(s) received after the said period will be treated as not having been received.

Resolution passed by the members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the members. The resolution shall be declared as passed, if votes cast by the members so entitled in favour of the said resolution are not less than three times the number of votes cast against the same.

7. The member may vote either "For" or "Against" the Resolution. Member need not cast all his votes in the same way.
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
9. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he /she should not vote by Postal Ballot also and vice-versa. However, in case the member(s) cast his/her/ their vote through physical Postal Ballot and e-voting, then voting made through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.
10. The Board of directors of the Company has appointed Mrs. N. Vanitha, Company Secretary in Practice, Hyderabad as Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner and to receive & scrutinize the completed Postal Ballot Forms from the members and also to scrutinize e-voting. After completion of her scrutiny, the Scrutinizer will submit her Report to the Chairman/ Company Secretary.
11. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting or for receipt of duly completed Postal Ballot Forms i.e., December 26, 2019. The results of the Postal Ballot and e-voting will be declared on or before Friday, December 27, 2019 at the Registered Office of the Company. After declaration, the results of the Postal Ballot and e-voting along with the Scrutinizer's Report will be placed on the Company's website www.ctepl.com besides communicating the same to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed.
12. The Postal Ballot form and the postage prepaid self-addressed envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot form before exercising their vote.
13. Please see the instructions for voting by postal ballot and electronic voting (e-voting) which have been printed herein.

INSTRUCTIONS FOR VOTING:

I. VOTING IN PHYSICAL FORM:

For voting by Postal Ballot, Members are requested to carefully read the instructions printed along with the Postal Ballot form before exercising their vote.

II. VOTING THROUGH ELECTRONIC MODE:

A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/Registrars):

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Wednesday, November 27, 2019 at 9.00 A.M and ends on Thursday, December 26, 2019 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, November 15, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for

resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company name <CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Contact details for queries relating to e-voting:

Name: Mr. Rakesh Dalvi

Designation: Manager

Address: A Wing, 25th Floor, Marathon Futurex,
Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E),
Mumbai – 400013.

Email id: helpdesk.evoting@cdslindia.com

Phone number: 1800225533

B. In case of members receiving the physical copy of the Postal Ballot Notice by courier (for members whose e-mail ids are not registered with the Company/Depositories):

- a. Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE.

1. ISSUE OF CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL BASIS:

The Company intends to mobilize funds for the purpose of funding needs of the Company viz., to meet the working capital requirements, general corporate purposes, to support the future growth plans of the Company and to further invest in the subsidiaries. The Board of Directors in its meeting held on 13th November, 2019 has considered and approved the proposal, subject to the approval of shareholders, to raise further capital by issuing Convertible Share Warrants on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and authorised the Whole-time Director to finalize the terms of issue and do the needful as required under the said Regulations. Accordingly, it was proposed to issue 33,60,000 Convertible Share Warrants, having attached thereto the right to subscribe for equal number of Equity Shares of Rs.10/- each, at an issue price calculated as per Regulation 164/165 of Chapter V of ICDR Regulations so as to raise an amount of Rupees 12,00,00,000/- (Rupees Twelve Crores only) on preferential basis to the persons whose details are specified in the proposed resolution.

The proposed resolution requires the approval of shareholders by way of a Special Resolution under provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder and Chapter V of ICDR Regulations, as amended. Further, the issue, allotment and conversion are subject to the terms of provisions of Sections 42 and 62 of the Companies Act, 2013 in addition to the provisions of Chapter V of ICDR Regulations. The Board recommends the Resolution at item no. 1 stated above to be passed as a Special Resolution.

Other information prescribed under Regulation 163 of the SEBI (ICDR) Regulations and other applicable laws in relation to the Proposed Special Resolution as set out at item No.1 are given hereunder:

(a) Object(s) of the issue:

The Company requires infusion of funds to augment funding needs of the Company viz., to meet the working capital requirements, general corporate purposes, to support the future growth plans of the Company and to further invest in the subsidiaries. Infusion of further capital will enable the Company to grow further and realize the objectives more effectively.

(b) Maximum number of specified securities to be issued:

As per the Resolution, the Board is authorised to issue a maximum of 33,60,000 Convertible Share Warrants so as to raise an amount of upto Rupees 12,00,00,000/- and each warrant on exercising the option by the Warrant holder, shall get converted into equity share of Rs.10/- each at the price as determined in accordance with the provisions of Chapter V of ICDR Regulations.

(c) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

As per the Resolution all the Convertible Share Warrants are proposed to be offered to Worldwide Technology Investments Pte. Ltd. (WTIPL), which is a group concern of the Promoters. Other than

WTIPL, no Promoter or Director or Key Managerial Personnel is intending to participate/ subscribe to the present offer.

(d) Relevant Date:

The relevant date as per the SEBI (ICDR) Regulations for the determination of the price per equity share pursuant to the preferential allotment is November 26, 2019 (“Relevant Date”) (i.e. being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed).

(e) Pricing of the Issue:

The price of Warrants to be issued is fixed in accordance with the provisions of Chapter V of ICDR Regulations.

(f) The Company hereby undertakes that:

- i. It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2018, if it is required to do so.
- ii. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above-specified securities shall continue to be locked in till the time such amount is paid by allottees.

(g) Pre-issue and Post issue Shareholding Pattern:

Shareholding pattern before and after the proposed preferential issue of warrants is as follows:

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A 1	PROMOTERS' HOLDING				
	Indian				
	Individual	-	-	-	-
	Bodies corporate	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign promoters/ Promoter Group	9209693	46.91	12569693	54.67
	Sub-total (A)	9209693	46.91	12569693	54.67
B 1 2	NON-PROMOTERS' HOLDING				
	Institutional investors	-	-	-	-
	Non-institution				
	Private corporate bodies	2574223	13.11	2574223	11.20
	Directors and relatives	597726	3.04	597726	2.60
	Indian public	5776981	29.43	5776981	25.13
	others (including NRIs)	1472392	7.51	1472392	6.40
	Sub-total (B)	10421322	53.09	10421322	45.33
	GRAND TOTAL	19631015	100	22991015	100

*Pre-issue shareholding as on November 8, 2019

#Post-issue Shareholding Pattern has been prepared on the assumption that the entire Warrants shall be converted into equity shares in one or more tranches.

(h) Proposed time within which preferential issue of Warrants shall be completed:

As required under the ICDR Regulations, 2018, the preferential issue/allotment of Warrants shall be completed within a period of 15 [Fifteen] days from the date of passing of the Special Resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.

- (i) The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees; the percentage of the paid-capital of the Company that may be held by the proposed allottee post completion of the proposed Preferential Issue and change in control, if any, in the Company, consequent to the Preferential Issue:

The identity of the natural persons who are the ultimate beneficial owners of the Convertible Share Warrants proposed to be allotted and /or who ultimately control the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by them on a fully diluted basis is given in the following table:

Name of proposed Allottee	Category	Ultimate beneficial owners	% of post-Preferential capital to be held	Change in Control, if any
Worldwide Technology Investments Pte. Ltd. (WTIPL), a company incorporated in Singapore under the laws of Singapore	Promoters Group	100% beneficial ownership is held by Mrs. Marianne Li Hsian Koh	14.61	N.A.

- (j) Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed issue of warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

- (k) Consequential Changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern on exercise of Warrants.

- (l) Lock-in Period:

- i. The warrants allotted on preferential basis and the equity shares to be allotted pursuant to exercise of options attached to such warrants shall be subject to 'lock-in' in accordance with ICDR Regulations.
- ii. The entire pre-preferential shareholding of proposed allottee, if any, shall also be locked-in from the relevant date up to a period of six months from the date of allotment of such warrants as per ICDR Regulations.

- (m) Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price post 31st March, 2019 and up to the date of this Notice: **NIL**

- (n) Other Disclosure:

- i. It is hereby confirmed that neither the Company nor any of its Promoters or Directors is a wilful defaulter.
- ii. A copy of the certificate from the Company's statutory auditor certifying that the issue is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days (i.e. except Saturdays, Sundays & Public Holidays) until the Last date for receipt of votes by Postal Ballot / e-voting i.e. Thursday, **December 26, 2019**.
- iii. The ICDR Regulations provide that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The warrants proposed to be allotted under this resolution are subject to the terms and conditions as specified under the Chapter V of ICDR Regulations.

Except Mr. Aashish Kalra, Chairman & CEO, (being related to the Promoter and Director of the proposed allottee) and Mr. Dharani Raghurama Swaroop, Whole-time Director, (being a Director of the proposed allottee), none of the Directors, other Key Managerial Person(s) of the Company is, in any way, concerned or interested, financially or otherwise, in the said resolution.

2. APPOINTMENT OF MR. LALPET SRIDHAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors appointed Mr. Sridhar Lalpet ("L. Sridhar") (holding DIN 02539952) as an Additional Director (Non-Executive & Independent) in its meeting dated November 13, 2019. In terms of Section 161 of the Companies Act, 2013 (the "Act"), and, subject to the approval of the Members, also as Independent Directors of the Company for a period of five years with effect from November 13, 2019, 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').

Requisite Notices under Section 160 of the Act proposing the appointment of Mr. L. Sridhar have been received by the Company.

Profile of Mr. Sridhar Lalpet

Mr. L. Sridhar is a Practicing Chartered Accountant with 18 years of experience in the fields of Finance, Accounting, Auditing, Company law and Taxation.

Before entering into practice as CA, he worked as General Manager (Finance) in Sree Rayalaseema Alkalies & Allied Chemical Limited, a listed Company, as Finance Manager and Company Secretary in Gayatri Starchkem Limited and Divyashakti Granites Limited, both listed companies. Also worked as Accounts Manager in Hyderabad Allwyn Limited, an AP State Government Company. His experience before working as a Practicing Chartered Accountant is 22 years.

He is a graduate, a fellow member of the Institute of Chartered Accountants of India (ICAI), a fellow member of the Institute of Company Secretaries of India (ICSI) and also a holder of Diploma in information System Audit from ICAI. He is also a licentiate in General Insurance from Insurance Institute of India.

Information pursuant to the Listing Regulations and Secretarial Standards in respect to Appointment of Mr. Sridhar Lalpet:

DIN	02539952
Date of Birth	18/07/1953
Date of first appointment on the Board	13/11/2019
Age	66 Years
Brief Resume	As stated above
Qualification	<ul style="list-style-type: none"> • Bachelor of Science from SV university • Fellow member of the Institute of Chartered Accountants of India (ICAI) • Fellow member of the Institute of Company Secretaries of India (ICSI) • Diploma in information System Audit from ICAI • Licentiate in General Insurance from Insurance Institute of India.
Experience	More than 40 years' of experience in areas of finance, accounts, company secretary, taxation, insurance, internal audit and inventory management. Details provided above.

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 completion of postal ballot 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 Mr. Lalpet Sridhar.
Remuneration last drawn	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Expertise in Specific Functional Area	Finance, Accounting, Auditing, Company law and Taxation.
Number of Meetings of the Board attended during the year	Not Applicable
Names of Companies in which he holds the directorship	Nil
Names of Companies in which he holds the membership/chairmanship of Committees of the Board	He does not hold any membership/chairmanship in committees of the board of companies.
No of Shares held in the Company	Nil

Mr. L. Sridhar 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.

It is proposed to appoint Mr. L. Sridhar as Independent Director of the company and to hold office for five consecutive years commencing November 13, 2019.

Mr. L. Sridhar is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from Mr. L. Sridhar that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. L. Sridhar fulfill the conditions for appointment as Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015. Mr. L. Sridhar do not hold any shares in the Company. Mr. L. Sridhar do not hold the directorship and/or 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, 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. He have expertise in specific functional areas and is eminent personality in his respective field. He also possess appropriate skills, expertise and competencies in the context of the Company's businesses. His continued association would be of immense benefit to the Company. The mentioned points in this para and his brief profile justifies choosing Mr. L. Sridhar for appointment as an Independent Director of the Company

Necessary documents in this regard including copy of the draft of appointment letter of Mr. L. Sridhar as an Independent Director setting out the terms and conditions are available for inspection at the Registered Office of the company and such documents shall be so made available for inspection in physical or in electronic form during business hours on any working day (i.e. except Saturdays, Sundays & Public

Holidays) up to the date of the conclusion of the postal ballot. The terms & conditions of appointment of Independent Directors are also available on the website of the Company viz., www.ctepl.com.

Mr. L. Sridhar is interested in the resolution set out at Item No. 2 of the notice relating to his appointment. Save and except as aforesaid, none of the Directors or Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the notice except to the extent of their shareholding in the Company.

The Board of Directors, considering the experience and expertise of Mr. L. Sridhar and based on recommendation of Nomination and Remuneration Committee and Board, recommend the ordinary resolution at Item No. 2 of the Notice for approval of the members

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

**Sd/-
Ashish Bhattad
Company Secretary**

**Place: Hyderabad
Date: November 13, 2019**



CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED

CIN: L72200TG1999PLC030997

Registered Office: Unit No 04 -03, Cyber Pearl, Level 4, Block 1, Cyber Pearl, Hitec-City, Madhapurk, Hyderabad, Telangana 500081, Email: investors@ctep.com; Website: www.ctep.com
Tel: +91-40-4023 4400, Fax: +91-40-4023 4600

S.No.

Postal Ballot Form

(Please read the instructions printed overleaf carefully before filling this form)

1. Name & Registered Address of the sole / :
first named member (In BLOCK letters)

2. Name(s) of the Joint Member(s) if any :

3. Registered Folio No./DP ID No.*/ Client ID No.*:
(*Applicable to investors holding shares in dematerialised form)

4. No. of equity shares of Rs.10/- each held :

I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed through Postal Ballot for the businesses stated in the notice dated November 13, 2019 of Cambridge Technology Enterprises Limited (the Company') by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution(s) by placing a tick (✓)mark in the appropriate column below:

Item No.	Description	No. of equity shares of Rs.10/- each	I/We assent to the resolution (FOR)	I/We dissent to the resolution (Against)
1.	ISSUE OF CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL BASIS			
2.	APPOINTMENT OF MR. SRIDHAR LALPET ("L. SRIDHAR") AS AN INDEPENDENT DIRECTOR OF THE COMPANY			

Place :

Date :

Signature of the member

- Note:** 1. Please carefully read the instructions for voting printed herein or in the Postal Ballot notice.
2. Last date for receipt of postal ballot form by the Scrutinizer: Thursday, December 26, 2019 upto 5.00 p.m. (IST).

Instructions:

- a. Member(s) desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form enclosed to this Notice and send it to the Scrutinizer in the attached postage prepaid self-addressed envelope. Postage will be borne and paid by Cambridge Technology Enterprises Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of Member(s) will also be accepted.
- b. The postage prepaid self-addressed envelope bears the name and postal address of the scrutinizer appointed by the Company.
- c. The Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company/ RTA or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/ her absence, by the next named member. In case Postal Ballot Form is signed through a delegate/authorized representative, a copy of the power of attorney shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio / client ID irrespective of the number of joint holders.
- d. In the case of equity shares held by Corporate/Institutional Members Corporate/FIs/FILs/FPIs/Trusts/Mutual Funds/Banks etc.) the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority Letter.
- e. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick ("") mark in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Incomplete, unsigned or incorrect Postal Ballot Form(s) will be rejected. The scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
- g. The Company is also offering e-voting facility as an alternate for all the members to enable them to cast their vote electronically instead of dispatching the Postal Ballot Form. E-voting is optional. The voting through Postal Ballot/e-voting will commence on Wednesday, November 27, 2019 at 9.00 a.m. (IST) and end on Thursday, December 26, 2019 at 05.00 p.m. (IST). The detailed procedure for e-voting is provided along with Postal Ballot Notice. Please carefully read the instructions for electronic voting printed in the Postal Ballot notice.
- h. Duly completed Postal Ballot form should reach the scrutinizer not later than 5.00 p.m. (IST) on Thursday, December 26, 2019. The Postal Ballot form received after this period will be strictly treated as if the reply from such member(s) has not been received.
- i. Members are requested to fill the Postal Ballot form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- j. The Member may vote either "For" or "Against" Resolution. A member need not cast all his votes in the same way.
- k. A member may request for a duplicate Postal Ballot form if so required and the same duly completed should reach the Scrutinizer not later than the date specified under these instructions above.
- l. The Postal Ballot shall not be exercised by the Proxy.
- m. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper(s) are found, the same will be destroyed by the Scrutinizer.

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