



March 13, 2023

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 March 07, 2023 informing the stock exchanges about the decision of the Board of Directors to seek the consent of the members of the Company by way of Postal Ballot.

We hereby enclose the Postal Ballot notice dated March 07, 2023 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: March 07, 2023
  - Brief details viz. agenda proposed to be taken up, resolution to be passed, manner of approval proposed etc.
1. Appointment of Mr. Chirravuri Subrahmanya Leeladhar (DIN: 01643014) as Whole-time Director designated as Executive Director and Chief Financial Officer of the Company – Special Resolution
  2. Increase in the limits applicable for making Investments/extending Loans and giving Guarantees or providing Securities in connection with Loans to Persons/Bodies Corporate - Special Resolution
  3. Appointment of Mr. Srinivas Medepalli (DIN 08727174) as Non-Executive, Independent Director of the Company - Special Resolution

The resolutions are proposed to be passed through Postal Ballot by voting through electronic means ("remote e-voting) only.

Date and time of commencement of remote e-voting	Wednesday, March 15, 2023 at 9.00 A.M
Date and time of end of remote e-voting	Thursday, April 13, 2023 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., March 08, 2023 will be entitled to cast their votes through remote e-voting.

Notice of postal ballot along with explanatory statement is also available on the website of the company i.e., <https://www.ctepl.com/>.

Thanking you,

Yours faithfully,

**For Cambridge Technology Enterprises Limited**

**Ashish Bhattad (Company Secretary & Compliance Officer)**

**M. No. A34781**

**Registered & Corporate Office:**  
**Cambridge Technology Enterprises Limited**  
Capital Park, 4<sup>th</sup> Floor, Unit No. 403B & 404,  
Plot No. 1-98/4/1-13, 28 & 29, Survey No.72,  
Image Gardens Road, Madhapur,  
Hyderabad - 500 081, Telangana, India.  
Tel:+91-40-6723-4400  
Fax:+91-40-6723-4800  
Email id: cte\_secretarial@ctepl.com  
CIN: L72200TG1999PLC030997

**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: +91-40-6723-4400  
Fax:+91-40-6723-4800



**CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED**

**CIN: L72200TG1999PLC030997**

**Registered Office:** Capital Park, 4<sup>th</sup> Floor, Unit No. 403B & 404, Plot No. 1-98/4/1-13, 28 & 29, Survey No.72, Image Gardens Road, Madhapur, Hyderabad – 500081, Telangana, India

Email: [cte\\_secretarial@ctep.com](mailto:cte_secretarial@ctep.com); Website: [www.ctep.com](http://www.ctep.com)

Tel: +91-40-6723 4400, Fax: +91-40-6723 4800

**POSTAL BALLOT NOTICE**

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

<b>Remote e-voting starts on</b>	<b>Remote e-voting ends on</b>
Wednesday, March 15, 2023 at 9.00 a.m. IST	Thursday, April 13, 2023 at 5.00 p.m. IST

Dear Member(s),

Notice is hereby given, pursuant to Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) ), Rule 20 and 22 and other applicable rules, if any, of 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’), each as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and pursuant to any other applicable Laws and Regulations, to transact the special business, as set out hereunder by the Members of Cambridge Technology Enterprises Limited (“the Company”) by passing the Ordinary/Special Resolution(s), as applicable, through Postal Ballot by voting through electronic means (“remote e-voting) only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to register the same.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Ms. Priyanka Rajora, Practicing Company Secretary [C P No. 22886] (Proprietor of M/s. Rajora and Co, Practicing Company Secretaries) has been appointed by the Board of Directors as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

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”). The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, March 15, 2023, and ends at 5.00 p.m. (IST) on Thursday, April 13, 2023. The Scrutinizer will submit her report to the Chairman or Company Secretary or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Saturday, April 15, 2023. The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website [www.ctep.com](http://www.ctep.com) and on the website of National Securities Depository Limited (“NSDL”) <http://www.evoting.nsdl.com/>.

The Company has engaged National Securities Depository Limited (NSDL) Limited for facilitating voting through electronic means to the members.

## Special Business:

### **1. Appointment of Mr. Chirravuri Subrahmanya Leeladhar (DIN: 01643014) as Whole-time Director designated as Executive Director and Chief Financial Officer of the Company.**

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

**“RESOLVED THAT** in accordance with the provisions of Sections, 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company and upon recommended by the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, approval of the members be and is hereby accorded to the appointment of Mr. Chirravuri Subrahmanya Leeladhar (DIN: 01643014), Chief Financial Officer of the Company, who was appointed as an Additional Director by the Board of Directors of the Company w.e.f January 14, 2023, as a Whole-time Director (designated as ‘Executive Director and Chief Financial Officer’) of the Company a period of 5 (five) years commencing from January 14, 2023, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the notice, with a liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.

**“RESOLVED FURTHER THAT** where in any Financial Year during the currency of tenure of Mr. Chirravuri Subrahmanya Leeladhar, the Company has no profits or its profits are inadequate, he shall be eligible to receive remuneration within the ceiling limit prescribed under Schedule V to the Act or 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 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.”

### **2. Increase in the limits applicable for making Investments/extending Loans and giving Guarantees or providing Securities in connection with Loans to Persons/Bodies Corporate.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment thereto or re-enactment thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’) which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution, to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they it may be deemed beneficial and in the interest of the Company, upto an amount, the aggregate outstanding of which should not, at any time in future, exceed Rupees 100/- Crore (Rupees One Hundred Crore) over and above (i) the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more and (ii) the aggregate outstanding amount of loans/guarantees/securities/investments, given/provided/made to/into, wholly owned subsidiary, associate, joint venture and any other companies from time to time, as prescribed under Section 186 of the Act;

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, taking from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called and to do all acts, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

**3. Appointment of Mr. Srinivas Medepalli (DIN 08727174) 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 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17, 25 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) and Articles of Association of the Company, Mr. Srinivas Medepalli (DIN 08727174), who was appointed as an Additional Director (Non-Executive & Independent) of the Company by the Board of Directors with effect from March 08, 2023 and who holds office up to the date of ensuing General Meeting/conclusion of Postal Ballot, being eligible, 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 his 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 March 08, 2023 and the term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** any of the Directors and / or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution.”

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

**Place: Hyderabad  
Date: March 07, 2023**

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

**NOTES:**

1. The relevant Explanatory Statement setting out the material facts relating to aforesaid Resolutions and reasons for the proposed Special Business pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, is annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment are also annexed to this Notice.
2. The Company is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Aarthi Consultants Private Limited, the Company's Registrars and Transfer Agent ('RTA') as on Wednesday, March 08, 2023 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Wednesday, March 08, 2023.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Depository Participants/RTA.

4. The remote e-voting will commence on Wednesday, March 15, 2023 at 9.00 a.m. IST and ends on Thursday, April 13, 2023 at 5.00 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>. Notice of postal ballot will also be available on websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, <https://www.bseindia.com/> and National Stock Exchange of India Limited, <https://www.nseindia.com/> and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members who have any queries, may write to the Company at: [investors@ctepl.com](mailto:investors@ctepl.com). Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days (i.e. except Saturdays, Sundays & Public Holidays) up to the date of conclusion of this Postal Ballot i.e., until the last date of remote e-voting at the Registered Office of the company.
6. Resolutions passed by the members through Postal Ballot by way of remote e-voting 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. The Special Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Thursday, April 13, 2023.
7. The member may vote either "For" or "Against" the Resolution. Member need not cast all his votes in the same way.
8. The Board of directors of the Company has appointed Ms. Priyanka Rajora, Practicing Company Secretary [C P No. 22886] (Proprietor of M/s. Rajora and Co, Practicing Company Secretaries) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. After completion of her scrutiny, the Scrutinizer will submit her Report to the Chairman/ Company Secretary/ or any person authorized by him.
9. The results of the Postal Ballot by way of remote e-voting will be declared on or before 5.00 p.m. (IST) on Saturday, April 15, 2023 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](http://www.ctepl.com) and on the website of NSDL i.e., <https://www.evoting.nsdl.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.
10. The Postal Ballot form is not enclosed as voting is by way of electronic means (remote e-voting) only.
11. Please see the instructions for remote e-voting which have been printed herein.
12. The vote in this postal ballot cannot be exercised through proxy.
13. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA. Further this is to inform you that Company's Registrars and Transfer Agents, Aarthi Consultants Private Limited also have a facility to temporary register email address on their website under Investor Services/ Go Green Feedback Tab [http://www.aarthiconsultants.com/investor\\_services](http://www.aarthiconsultants.com/investor_services).
14. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 vide its circular dated November 3, 2021 and linking PAN with Aadhaar by March 31, 2023 vide its Press Release dated March 08, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Aarthi Consultants Private Limited.

Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date of in which the PAN is not valid, RTA is obligated to freeze such folios and the

said folios shall be restored to normal status only after furnishing by the holders of Physical Securities all the completed documents/details or on dematerialisation of all the securities in such folios. Those securities that were frozen as on or after April 01, 2023 and continues to remain frozen as on December 31, 2025, then such securities will be referred by RTA / the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

**INSTRUCTIONS FOR REMOTE E-VOTING:**

i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by Listed Entities, the Company is providing facility of remote e-voting to all its Members, to enable them to cast their votes electronically in respect of the business as stated in notice of Postal Ballot. The business set forth in the notice of Postal Ballot shall be transacted through e-Voting Services only. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.

ii. **The remote e-voting period begins on Wednesday, March 15, 2023 at 9.00 a.m. IST and ends on Thursday, April 13, 2023 at 5.00 p.m. IST. 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. March 08, 2023, 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 March 08, 2023. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.**

iii. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. March 08, 2023 (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through remote e-voting.

iii. The details of the process and manner for remote e-voting are explained herein below:

**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 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.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is</p>

available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a 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.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

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](http://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](http://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.
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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 above-mentioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting 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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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 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 remote e-voting period.
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](mailto:priyanka@rajoraandco.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President – NSDL at [evoting@nsdl.co.in](mailto: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@aarthiconsultants.com](mailto:info@aarthiconsultants.com) or to Company at [investors@ctep.com](mailto:investors@ctep.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 the Company at [investors@ctep.com](mailto:investors@ctep.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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for remote 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.

### **OTHER INSTRUCTIONS**

1. In case of any queries with respect to remote e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 /1800 224 430. You may also send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Asst. Vice President – NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), toll free no: 1800 1020 990/1800 224 430 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 or who need assistance with using the technology before or during the remote e-voting.

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

**Place: Hyderabad  
Date: March 07, 2023**

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

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

**Item No. 1: Appointment of Mr. Chirravuri Subrahmanya Leeladhar (DIN: 01643014) as Whole-time Director designated as Executive Director and Chief Financial Officer of the Company.**

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on November January 13, 2023 has appointed Mr. Chirravuri Subrahmanya Leeladhar (DIN: 01643014), Chief Financial Officer of the Company as an Additional Director with effect from January 14, 2023 and further appointed him as Whole-Time Director (designated as Whole-Time Director and Chief Financial Officer) of the Company for a period of 5 (five) years with effect from January 14, 2023, subject to the approval of the Members of the Company.

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received from Mr. Chirravuri Subrahmanya Leeladhar, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Leeladhar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Chirravuri Subrahmanya Leeladhar for the office of a Director of the Company.

Mr. Leeladhar is a Chartered Accountant with over 30 years of experience in IT, ITES, logistics, petroleum, EPC, manufacturing and trading sectors. His areas of expertise are corporate finance, IPO, Mergers & acquisitions, MIS, US GAAP, and taxation. He is associated with Company since August 09, 2018 working as a Chief Financial Officer. Also, he worked with companies like M/s. Central India Polysters Ltd, LGS global, Shell petroleum, Sujana Towers, Gold Stone group, Seaways Shipping & Logistics Ltd and Tenny Jose ltd in the past.

He hold position as a Director in Fragile Software Private Limited, LEE Edutek Private Limited, PLS Edutek Private Limited and SKK Edutek Private Limited and 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. Please refer Annexure for further details.

The terms of appointment and remuneration payable to Mr. Chirravuri Subrahmanya Leeladhar as Whole-Time Director (designated as Whole-Time Director and Chief Financial Officer) are as follows:

**(A) Proposed Remuneration**

**I. Salary:**

- a. Consolidated Salary including House Rent Allowance: upto Rupees 75,00,000 per annum payable monthly.
- b. Performance Bonus not exceeding 10,00,000 per annum payable quarterly/half yearly or as may be determined by the Board.
- c. Contribution to the Provident Fund, Superannuation fund or Annuity Fund, as applicable to the employees of the Company or to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- c. Gratuity as per the rules of the Company and/or Income Tax Act, 1961;

**II. Perquisites and Allowances:**

In addition to the above salary, Mr. Leeladhar is eligible to receive the following:

- a. Payment/Reimbursement of telephone and/or mobile phone(s) bills, conveyance, entertainment expenses, fuel expenses or other out of pocket expenses incurred in the course of official duties or for the purpose of business of the company;

- b. Company maintained or leased cars or allowances in lieu thereof for business and personal use. The Company may also reimburse expenses of car owned by, or leased / rented to Mr. C S Leeladhar for business and personal use. The same shall be subject to maximum limit of Rupees 11,00,000 per annum
- 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. Payment/Reimbursement of medical and hospitalization expenses of the Whole Time Director and his immediate family in accordance with the Company policy or Rupees 500,000/- per annum whichever is higher.
- h. Earned or privilege leave on full pay and allowance. Encashment/accumulation of Earned or Privilege leave will be permissible as per the rules/policy of the company applicable to its employees. Other leaves as per the rules/policy of the Company.

### **III. Stock Grant:**

Mr. Chirravuri Subrahmanya Leeladhar is eligible to receive any other stock grant or grant of stock options, as may be determined by the Board/Nomination and Remuneration Committee from time to time.

### **IV. Variable Pay:**

In addition to the above mentioned salary, Mr. Chirravuri Subrahmanya Leeladhar 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 maximum limit of Rupees 5,00,000 per annum, taking into consideration performance of Mr. Chirravuri Subrahmanya Leeladhar and the performance of the Company.

### **V. Loans/Advances:**

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

### **(B) Other Conditions**

- (a) Leave: As per Rules of the Company
- (b) He will not be entitled to sitting fees for meetings of the Board/Committees of the Board attended by him.
- (c) The salary will be subject to all applicable provisions of the Income Tax Act, 1961
- (d) The tenure will be subject to termination by 3 months' notice in writing on either side. The Company reserves the right to waive the required notice period or part thereof, in its discretion.

**Minimum Remuneration:** Where in any Financial Year during the currency of tenure of Mr. Chirravuri Subrahmanya Leeladhar, the Company has no profits or its profits are inadequate, he shall be eligible to receive remuneration within the ceiling limit prescribed under Schedule V to the Act or 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.

During the currency of tenure of Mr. Leeladhar, the remuneration payable to him in any financial year may exceed five per cent of the net profits of the company and remuneration payable to all Whole-Time Directors taken together may exceed ten per cent of the net profits. 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 January 13, 2023, has approved the payment of remuneration as stated above. Also, the Company has not made any default in payment of dues to any bank or public financial institution or any other secured creditor.

The proposed appointment and 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. The remuneration payable to Mr. Leeladhar is commensurate with his duties and responsibilities as the Whole Time Director & CFO 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. Leeladhar 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.

The information as required to be disclosed as per the provisions of Part II Section II of Schedule V of the Companies Act, 2013 and the details of Mr. Chirravuri Subrahmanya Leeladhar as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2, as applicable, are stated in 'Annexure' to the Explanatory Statement.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act read with Schedule V to the Act as amended, the Board of Directors recommends the resolutions stated in the Item no. 1 for the approval of the Members of the Company by way of Special Resolution.

Considering Mr. Leeladhar's experience in IT and other industries, 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. Leeladhar and their relatives to the extent of their shareholding interest, if any, in the Company for Item No. 1, 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. 1. The Board of Directors, based on the recommendation of Nomination & Remuneration Committee, recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the Members.

<b>Name of the Director</b>	Mr. Chirravuri Subrahmanya Leeladhar
<b>DIN</b>	01643014
<b>Date of Birth</b>	27/04/1968
<b>Date of first appointment on the Board</b>	January 14, 2023
<b>Age</b>	55 Years
<b>Brief Resume</b>	Mr. Leeladhar is primarily a Chartered Accountant with over 30 years of experience in IT, ITES, logistics, petroleum, EPC, manufacturing and trading sectors. His areas of expertise are corporate finance, IPO, Mergers & acquisitions, MIS, US GAAP, and taxation. He is associated with Company since August 09, 2018 as Chief Financial Officer. Also, he worked with companies like M/s. Central India Polysters Ltd, LGS global, Shell petroleum, Sujana Towers, Gold Stone group, Seaways Shipping & Logistics Ltd and Tenny Jose ltd in the past.
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• Chartered Accountant from Institute of Chartered Accountants of India in 1992.</li> <li>• Cost and Works Accountant from Institute of Cost and Works Accountants of India in 1992.</li> <li>• B.Com. from Osmania University in 1987.</li> </ul>
<b>Experience</b>	Mr. Chirravuri Subrahmanya Leeladhar has more than 30 years' of experience in IT, ITES, logistics, petroleum, EPC, manufacturing and trading sectors. He is associated with Company since August 09, 2018 as Chief Financial Officer. Also, he worked with companies like M/s. Central India Polysters Ltd, LGS global, Shell petroleum, Sujana Towers, Gold Stone group, Seaways Shipping & Logistics Ltd and Tenny Jose ltd in the past.

<b>Terms &amp; Conditions of appointment along with Remuneration sought to be paid</b>	<p>Remuneration sought to be paid:</p> <p>a. Consolidated Salary including House Rent Allowance: upto Rupees 75,00,000 per annum payable monthly.</p> <p>b. Performance Bonus not exceeding 10,00,000 per annum payable quarterly/half yearly or as may be determined by the Board.</p> <p>Detailed remuneration including other terms &amp; Conditions of appointment is as specified above. Further, the draft letter of appointment setting out the terms and conditions and remuneration 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 &amp; Public Holidays) up to the date of conclusion of remote e-voting and is also uploaded on the website of the company.</p>
<b>Remuneration last drawn</b>	Remuneration drawn by Mr. Leeladhar as CFO in FY 2021-22 is Rupees 36,00,000/-. Also, his current cost to company (CTC) as CFO for FY 2022-23 is Rupees 48,00,000/-.
<b>Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mr. Chirravuri Subrahmanya Leeladhar, Executive Director & Chief Financial Officer of the Company & Mr. Srinivas Medepalli are common Directors on the Board of Fragile Software Private Limited and Lee Edutek Private Limited.
<b>Nature of his expertise in specific functional areas</b>	<ul style="list-style-type: none"> <li>• Planning, Forecast &amp; Budgeting</li> <li>• Costing systems and Audit, Budgetary controls &amp; MIS</li> <li>• Complex business structuring and Tax issues</li> <li>• Compliance &amp; Audits, and expertise in US and Indian GAAP and IFRS</li> <li>• Corporate Finance, IPO, M &amp; A and Due Diligence, Fund raising &amp; Banking relationship.</li> </ul>
<b>Number of Meetings of the Board attended during the year</b>	Two
<b>Names of Companies/LLP in which he holds the directorship</b>	<ol style="list-style-type: none"> <li>1. Fragile Software Private Limited</li> <li>2. LEE Edutek Private Limited</li> <li>3. PLS Edutek Private Limited</li> <li>4. SKK Edutek Private Limited</li> <li>5. Cambridge Technology Enterprises Limited</li> </ol>
<b>Names of listed entities in which he holds the directorship</b>	1. Cambridge Technology Enterprises Limited
<b>Name of Listed entities from he has resigned in the past three years</b>	Nil
<b>Names of Companies in which he holds the membership/chairmanship of Committees of the Board</b>	Nil
<b>Names of Listed Companies in which he holds the membership/chairmanship of Committees of the Board</b>	Nil
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	He holds 300 Equity Shares in the Company.
<b>The justification for choosing the appointee</b>	His long experience in the above said functional areas and his experience in the Company as Chief Financial Officer since August 09, 2018 will be extremely helpful for smooth operations, long-term business plans of the Company and its growth.

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

<b>I. GENERAL INFORMATION</b>			
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')		
	<b>31.03.2020</b>	<b>31.03.2021</b>	<b>31.03.2022</b>
<b>Particulars</b>			
Revenue from operations	3837.02	3651.90	4647.88
Total Expenses	3600.98	3458.53	4371.05
Profit/(Loss) before tax	305.75	322.10	375.60
Profit/(Loss) after tax	233.94	224.03	205.82
Paid-up Share Capital	1963.10	1963.10	1963.10
Reserves and Surplus	1573.15	1804.65	2291.57
Earnings Per Share	1.19	1.14	1.05
Total Comprehensive Income	206.74	232.69	220.33
	The detailed financial statements of the Company for the financial years 2021-22 and 2020-21 are provided in the Annual Report for the financial year 2021-22.		
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., <a href="http://www.ctepl.com">www.ctepl.com</a> . As per the Shareholding Pattern submitted with stock exchanges as on December 31, 2022, foreign ownership in the Company is 67%. Further, the Company has made foreign investments as stated in its financial statements, which forms part of Annual Report for the financial year 2021-22. 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 Biz Serve Inc., Philippines and CT Asia SDN. BHD., Malaysia. The Company has not entered into any foreign collaboration.		
<b>II. INFORMATION ABOUT THE APPOINTEE:</b>			
Background details	Mr. Chirravuri Subrahmanya Leeladhar is an Additional Director in the Company w.e.f January 14, 2023 and Chief Financial Officer of the Company since August 09, 2018. He is a qualified Chartered Accountant from Institute of Chartered Accountants of India and B.Com from Osmania University.		
Past remuneration	Remuneration drawn by Mr. Leeladhar as CFO in FY 2021-22 is Rupees 36,00,000/- and in FY 2020-21 is Rupees 34,00,000/-. Also, his current cost to company (CTC) as CFO for FY 2022-23 is Rupees 48,00,000/-.		
Recognition or awards	Nil		
Job profile and his suitability	Mr. Leeladhar heads the Finance, Secretarial, Admin and Human Resources departments of the Company. He is also responsible for overall operations of the Company and exercises powers under the supervision and superintendence of the Board of the Company. He has over 30 years		

	of experience in IT, ITES, logistics, petroleum, EPC, manufacturing and trading sectors. His areas of expertise are corporate finance, IPO, Mergers & acquisitions, MIS, US GAAP, and taxation. The Company would definitely benefit under his leadership and valuable guidance. He will be extremely helpful for smooth operations, long-term business plans of the Company and its growth.
Remuneration proposed	Remuneration sought to be paid: a. Consolidated Salary including House Rent Allowance: upto Rupees 75 lakhs per annum payable monthly. b. Performance Bonus not exceeding 10,00,000 per annum payable quarterly/half yearly or as may be determined by the Board. Detailed remuneration including other terms & Conditions of appointment is as set out herein above.
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)	Taking into consideration the size of the Company, the Managerial position, profile, knowledge, skills and responsibilities shouldered by Mr. Chirravuri Subrahmanya Leeladhar, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.  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. Leeladhar before recommending the remuneration as proposed hereinabove.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	As on date, Mr. Leeladhar holds 300 Equity Shares of Rupees 10/- each. 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.
<b>III. OTHER INFORMATION</b>	
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 have 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. Also recently, the Board of the Company approved to acquire FA Software Solutions Private Limited to grow in IT space in India.
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. The management is pursuing various strategic and operational measures that is expected to result in increase in profitability of the Company. However, it is extremely difficult in the present scenario to predict profits in measurable terms.
<b>IV. DISCLOSURE:</b> Requisite disclosure as specified in Schedule V 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 Annual Report/Financial Statements for the year ended March 31, 2022. The same is available on the website of the Company.	



**Item No. 2: Increase in the limits applicable for making Investments/extending Loans and giving Guarantees or providing Securities in connection with Loans to Persons/Bodies Corporate.**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Companies Act, 2013 ('the Act').

As per Section 186(2) of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

As per Section 186(3) of the Act, where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified under sub-section (2), no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting. Provided that where a loan or guarantee is given or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of this sub-section shall not apply.

As on September 30, 2022, 60% of the paid-up share capital, free reserves and securities premium account amounts to Rupees 25.51 Crores while one 100% of its free reserves and securities premium account amounts to Rupees 22.88 Crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rupees 25.51 Crores.

In terms of the provisions of Section 186 of the Companies Act, 2013, prior approval of the members of the Company by means of a special resolution passed by Postal Ballot is necessary to give any loan, make investment or give guarantee or provide any security in connection with a loan to any other body corporate including any overseas subsidiary or person and/or for acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate including any subsidiary or joint venture entity, beyond the prescribed ceiling of i) sixty per cent of the aggregate of the paid-up capital, free reserves and securities premium account or, ii) one hundred per cent of its free reserves and securities premium account, whichever is more.

The Board in its meeting dated January 13, 2023 approved to invest (including any other financial commitment/advancement of loan) up to a sum of Rupees 20 Crores for acquisition of up to 100% voting rights in FA Software Services Private Limited, a Private Company, in multiple tranches, upon fulfilment of certain conditions and at the discretion of the Company. With a view to facilitate long term business plans of the Company / future expansions / acquisitions wherein the Company may be required to make further investments, provide loans and / issue guarantees / securities to companies, persons, bodies corporates, from time to time, it is proposed to get an approval of shareholders for enhancing the limits upto Rupees 100 crores for the loan/ investment/ providing guarantee /securities etc. over and above (i) the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more and (ii) the aggregate outstanding amount of loans/guarantees/securities/investments, given/provided/made to/into, wholly owned subsidiary, associate, joint venture and any other companies from time to time, as prescribed under Section 186 of the Act;. The Board of Directors, based on recommendation of Audit Committee, recommend the special resolution at Item No. 2 of the Notice for approval of the members.

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, if any.

**Item No. 3. Appointment of Mr. Srinivas Medepalli (DIN 08727174) as Non-Executive, Independent Director of the Company.**

The Board of Directors appointed Mr. Srinivas Medepalli (having DIN 08727174) as an Additional Director (Non-Executive & Independent) effective from March 08, 2023 in its meeting dated March 07, 2023 in terms of Section 161 of the Companies Act, 2013 (the "Act") and holds office up to the date of forthcoming General Meeting/Conclusion of Postal Ballot of the Company. Based on the recommendation of Nomination & Remuneration Committee and approval of the Board, and subject to approval of shareholders, he is also appointed as an Independent Director of the Company for a period of five years with effective from March 08, 2023, 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 Mr. Srinivas Medepalli as candidate for the office of the Director at the AGM of the Company.

**Profile of Mr. Srinivas Medepalli**

Mr. Srinivas Medepalli has over 36 years' experience in the field of Accounting, Finance, Administration, Human Resource, Facility Management. His qualifications are M. Com, M.B.A and PG Diploma Business Management. In the year 2011, he started his own facility management business presently handling more than 500 work force out-sourced to various organizations, which includes Universities, Hospitals, Gated Communities and Government Organizations. Having hands on experience in the field of Human resource and Facility management, he coaches and train business entrepreneurs, facility managers, recruiter's. He is currently serving as Vice president for facility management association of India. He also wrote books in the field of facility management. He also received Honorary Doctorate for the services rendered to the facility industry.

He also acts as a Director of following Companies as on date:

1. Fragile Software Private Limited
2. LEE Edutek Private Limited
3. Mop Squad Integrated Facility Management Services Private 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 Mr. Srinivas Medepalli Rao seeking appointment is given below:

<b>Name of the Director</b>	Mr. Srinivas Medepalli
<b>DIN</b>	08727174
<b>Date of Birth</b>	March 08, 1968
<b>Date of first appointment on the Board</b>	March 08, 2023
<b>Age</b>	55 Years
<b>Brief Resume</b>	Mr. Srinivas Medepalli has over 36 years' experience in the field of Accounting, Finance, Administration, Human Resource, Facility Management. His qualifications are M. Com, M.B.A and PG Diploma Business Management. In the year 2011, he started his own facility management business presently handling more than 500 work force out-sourced to various organizations, which includes Universities, Hospitals, Gated Communities and Government Organizations. Having hands on experience in the field of Human resource and Facility management, he coaches and train business entrepreneurs, facility managers, recruiter's. He is currently serving as Vice president for facility management association of India. He also wrote books in the field of facility management. He also received Honorary Doctorate for the services rendered to the facility industry.
<b>Qualification</b>	M. Com, M.B.A and PG Diploma Business Management.
<b>Experience</b>	Mr. Srinivas Medepalli has over 36 years' experience in the field of

	Accounting, Finance, Administration, Human Resource, Facility Management, Training, etc.
<b>Terms &amp; Conditions of appointment along with Remuneration sought to be paid</b>	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 conclusion of remote e-voting 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. Srinivas Medepalli.
<b>Remuneration last drawn</b>	Not Applicable
<b>Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mr. Chirravuri Subrahmanya Leeladhar, Executive Director & Chief Financial Officer of the Company & Mr. Srinivas Medepalli are common Directors on the Board of Fragile Software Private Limited and LEE Edutek Private Limited.
<b>Nature of his expertise in specific functional areas</b>	Accounting, Finance, Administration, Human Resources, Facility Management, Training, Manpower Handling, etc.
<b>Number of Meetings of the Board attended during the year</b>	Not Applicable
<b>Names of Companies/LLP in which he holds the directorship</b>	1. Fragile Software Private Limited 2. LEE Edutek Private Limited 3. Mop Squad Integrated Facility Management Services Private Limited
<b>Names of listed entities in which he holds the directorship</b>	Nil
<b>Name of Listed entities from he has resigned in the past three years</b>	Nil
<b>Names of Companies in which he holds the membership/chairmanship of Committees of the Board</b>	Nil
<b>Names of Listed Companies in which he holds the membership/chairmanship of Committees of the Board</b>	Nil
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	Nil
<b>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</b>	The skills and capabilities required for the role are Business Leadership and Human Resources. Mr. Srinivas Medepalli has the skills and capabilities, in the matters pertaining to Business Leadership, Financial Planning, Administration, Facility Management, Restructuring, Human Resources, etc. His long experience in the above said areas has sharpened his aforesaid skills. His skills and capabilities will be extremely helpful for the Company for development and growth of its business and guiding its HR department.

Mr. Srinivas Medepalli has given his consent to act as Director of the Company. He also confirmed his eligibility to be appointed/re-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. Srinivas Medepalli is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from Mr. Srinivas Medepalli 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(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He declared that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He 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, Mr. Srinivas Medepalli fulfill the conditions for appointment as an Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015. Mr. Srinivas Medepalli do not hold any shares in the Company either directly or on beneficial basis. He acts as a Director of another listed entity i.e., Gennex Laboratories Limited. As on date, he does not hold membership of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Board in any listed entity. There is no relationship between directors inter-se. The Board of Directors further confirm that in the opinion of the Board, Mr. Srinivas Medepalli, proposed to be appointed as Independent Director 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 has expertise in specific functional areas and is eminent personality in his respective field. Mr. Srinivas Medepalli by taking active participation in the Board and/or Committee meetings may play critical role in Business Leadership and Strategic Planning, etc., which will enhance the transparency and decision making process of the Board of Directors. Nomination & Remuneration Committee recommended to the Board that the proposed Independent Director have the capabilities identified by it and required of him. 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 his services. The mentioned points in this para and his brief profile justifies choosing Mr. Srinivas Medepalli for appointment as an Independent Director of the Company.

Hence, it is proposed to appoint Mr. Srinivas Medepalli as Non-Executive Independent Director of the Company and to hold office for five consecutive years with effect from March 08, 2023. However, continuance of his Directorship is subject to compliance of Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014 within the prescribed time.

Necessary documents in this regard including copy of the draft of appointment letter of Mr. Srinivas Medepalli as Non-Executive Independent Director setting out the terms and conditions, 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 this Postal Ballot 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. The terms & conditions of appointment of Independent Directors are also available on the website of the Company viz., <https://www.ctepl.com/>

Mr. Srinivas Medepalli and his relatives are interested in the special resolution set out at Item No. 3 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. 3 of the notice except to the extent of their shareholding in the Company.

The Board of Directors, considering the experience and expertise of Mr. Srinivas Medepalli and based on recommendation of Nomination and Remuneration Committee, recommends the special resolution at Item No. 3 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 & Compliance Officer (M. No. A34781)**

**Place: Hyderabad**

**Date: March 07, 2023**