

September 04, 2023

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

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

Dear Sir/Madam,

Sub: Notice of 24th Annual General Meeting (AGM).

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

We wish to inform you that the **24th Annual General Meeting (AGM)** of the Company is scheduled to be held on **Wednesday, September 27, 2023 at 03.00 PM IST** through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) in compliance with applicable provisions of the Companies Act, 2013 read with General Circular Nos. 20/2020, 17/2020, 14/2020, 02/2021, 02/2022 and 11/2022 dated May 5, 2020, April 13, 2020, April 8, 2020, January 13, 2021, May 05, 2022 and December 28, 2022 respectively, issued by Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 respectively, issued by SEBI (collectively referred to as “SEBI Circulars”), without the physical presence of the Members at a common venue.

In this regard, we enclose herewith a copy of Notice of 24th Annual General Meeting. The said notice inter-alia contains the agenda proposed to be taken up, resolutions to be passed, manner of approval proposed, etc.). The same will be available on the website of Company at <https://www.ctepl.com/>.

The following are the details as required under Schedule III of Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

- Date of notice: August 11, 2023
- Brief details viz. agenda proposed to be taken up and resolution to be passed:

Ordinary Business – Ordinary Resolutions

1	To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and auditors thereon.
2	To appoint a Director in place of Mr. Stefan Hetges, Director (DIN:03339784) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Special Business – Special Resolutions

3	Re-appointment of Mr. Dharani Raghurama Swaroop (DIN: 00453250) as Whole-time Director and to fix his remuneration.
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Please refer AGM Notice for details on resolutions to be passed.

Registered & Corporate Office:

Cambridge Technology Enterprises Limited
Capital Park, 4th 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



- Manner of approval proposed: Item 1 & 2 - Ordinary Resolution(s); Item 3 – Special Resolution.

The business as set out in the Notice may be transacted through electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue e-voting on the date of the AGM will be provided by NSDL.

The remote e-voting period begins on Saturday, September 23, 2023 at 09:00 A.M. and ends on Tuesday, September 26, 2023 at 05:00 P.M. During this period shareholders' of the Company, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

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

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of September 20, 2023**. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2023, may cast their vote electronically.

Detailed procedure for Remote E-voting / E-voting at AGM / for attending AGM through VC or OAVM is provided in the Notice of the 24th AGM.

Further, as informed earlier vide our letter dated August 11, 2023, the Register of Members and Share Transfer Books of the company will remain closed from Thursday, September 21, 2023 to Wednesday, September 27, 2023 (both days inclusive) for the purpose of Annual General Meeting of the Company.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Cambridge Technology Enterprises Limited

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

Registered & Corporate Office:
Cambridge Technology Enterprises Limited
Capital Park, 4th 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

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91 Springboard Business Hub Pvt Ltd, 4th
Floor, #175 & #176, Dollars Colony, Phase 4,
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(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

NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE OF 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the Members of Cambridge Technology Enterprises Limited will be held on **Wednesday, September 27, 2023, at 03.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements.

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and auditors thereon.

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

To appoint a Director in place of Mr. Stefan Hetges, Director (DIN:03339784) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Re-appointment of Mr. Dharani Raghurama Swaroop (DIN: 00453250) as Whole-time Director and to fix his remuneration.

To consider, and if thought fit, to pass, with or without modification(s), the following 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 re-appointment of Mr. Dharani Raghurama Swaroop (DIN: 00453250) as a Whole - time Director of the Company, liable to be retire by rotation, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from March 01, 2024, 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. Dharani Raghurama Swaroop, the Company has no profits or its profits are inadequate, he shall be eligible to receive remuneration as set out above/in the Statement setting out material facts attached to this Notice, as the minimum remuneration notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013 and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II, Section III and Section IV of Part II of Schedule V to the Act, or any statutory act(s), rule(s), regulation(s), notification(s), modification(s) and enactment(s) thereof .

“RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this

Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies including filing of the necessary forms, if any, with the Registrar of Companies and/or delegating all or any of the power conferred herein to any Committee or any Director of the Company.”

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

**Hyderabad
August 11, 2023**

**Sd/-
Ashish Bhattad
Company Secretary & Compliance Officer
M. No. A34781**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts relating to Special Business to be transacted at the Annual General Meeting is annexed hereto. The Board of Directors of the Company at its Meeting held on August 11, 2023 considered that the special business under Item No. 3, being considered unavoidable, be transacted at the 24th AGM of the Company.

2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020, 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being convened through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility. The Company will also publish an advertisement in newspaper containing the details about the AGM i.e., the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of the notice of AGM at the Company’s website, manner of registering the email ID’s of those shareholders who have not registered their email addresses with the Company/RTA and other matters as may be required.

3. In compliance with the Circulars issued by MCA and SEBI, Notice of the AGM along with the Annual Report 2022-23 (consisting of Financial Statements including Board’s Report, Corporate Governance Report, Management Discussion & Analysis Report, Auditors’ Report and other documents required to be attached therewith) is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/Depository Participants. Physical copy of the notice of the 24th AGM along with Annual Report for the financial year 2022-23 shall be sent to those Members who request for the same. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website <https://www.ctepl.com/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

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

5. The Members of the Company at the 22nd Annual General Meeting ('AGM') held on September 27, 2021 approved the appointment of M/s. B R A N D & Associates LLP, Chartered Accountants as the Auditors of the Company for a period of five years from the conclusion of the said AGM till the conclusion of the 27th AGM to be held in the year 2026.

6. 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 scrutinize the e-voting system during AGM and remote e-voting process in a fair and transparent manner. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board Resolution or Authority letter, etc., authorizing its representative [with attested specimen signature of the duly authorized signatory(ies)] to attend the AGM through VC / OAVM on its behalf and/or to vote through remote e-voting/e-voting system provided in AGM. The said Resolution/Authority letter shall be sent to the Scrutinizer by email through its registered email address to priyanka@rajoraandco.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 21, 2023 to Wednesday, September 27, 2023 (both days inclusive) for the purpose of Annual General Meeting of the Company.

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

9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. Aarthi Consultants Private Limited.

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

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

Aarthi Consultants Private Ltd.,
1-2-285, Domalguda, Hyderabad - 500 029
Telangana State, India
Tel: +91-40-27638111, 27634445
Fax: +91-40-27632184

E-mail: info@arthiconsultants.com

11. Members holding shares in demat mode and have not updated their KYC details are requested to register/update the email, bank account details and other KYC details with their depositories through their depository participants. Members holding shares in physical mode and have not registered the email or updated their KYC details are requested to submit form ISR-1 (also available for download at website of the Company i.e., www.ctepl.com under investors section) along with supporting documents to update their email, bank account details and other KYC details with Company's RTA. You are requested to email the duly filled in form to info@arthiconsultants.com.

12. SEBI vide Circular No SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. SEBI vide above mentioned circular has mandated for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. The folios wherein any one of the cited document/details as mentioned above are not available on or after October 01, 2023, shall be frozen by the RTA. The RTA shall revert the frozen folios to normal status upon receipt of all the documents/details as stated above. Frozen folios shall be referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. Shareholders are requested to submit their PAN, Nomination, Contact details, Bank A/c details and Specimen signature to the Company's RTA i.e., Arthi Consultants Private Limited.

Also, SEBI has issued a Press Release dated March 08, 2023 advising all investors to ensure linking of their PAN with Aadhaar number prior to March 31, 2023, for continual and smooth transactions in securities market and to avoid consequences of non-compliance with the CBDT Circular No. 7 of 2022 (Notification F.No.370142/14/2022-TPL) dated March 30, 2022, as such accounts would be considered non-KYC compliant, and there could be restrictions on securities and other transactions until the PAN and Aadhaar are linked.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same. Members are requested to submit the nomination details to their DP in case the shares are held by them in electronic form and to Arthi Consultants Private Limited in case the shares are held in physical form. The forms are available on the website of the Company under Investors section.

For 'Nomination': Nomination through **Form SH-13** or cancellation or variation in nomination through **Form SH-14** as provided in the Rule 19 of Companies (Shares capital and debenture) Rules, 2014.

OR

For 'Declaration to Opt-out': The security holder can opt out of nomination through **Form ISR - 3** after cancelling his existing nomination, if any, through **Form SH-14**.

14. The Company has designated an exclusive email ID investors@ctepl.com, which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives.

15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to investors@ctepl.com on or before September 20, 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves

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

Members who would like to express their views or have questions or seeking any information with regard to the accounts and operations of the Company or the businesses covered under the Notice of AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before September 20, 2023 through email on investors@ctepl.com.

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

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

18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and certificate from the Secretarial Auditor of the confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection through electronic mode during the continuance of AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors@ctepl.com.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agents of the Company.

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

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

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

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 24TH AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING

1. In compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020 MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/21 dated January 13, 2021, MCA Circular No. 02/2022 dated May 05, 2022 and MCA Circular No. 11/2022 dated December 28, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, AGM is being held through VC/OAVM in compliance of the above said circulars and Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made

available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. No separate attendance form is being enclosed with the notice. The place of the AGM for the statutory purposes shall be the registered office of the Company.
5. The business as set out in the Notice may be transacted through electronic voting system. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022 and December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue e-voting on the date of the AGM will be provided by NSDL. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
6. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.ctepl.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.
7. A person, whose names is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date i.e., September 20, 2023, only shall be entitled to avail facility of remote e-voting or e-voting system to be provided in the meeting through VC/OAVM. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
8. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their e-vote again.

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

The remote e-voting period begins on **Saturday, September 23, 2023 at 09:00 A.M.** and ends on **Tuesday, September 26, 2023 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **September 20, 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 **September 20, 2023**.

How do I vote electronically using NSDL e-Voting system?





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

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.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

	<p>Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to priyanka@rajoraandco.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Senior Manager – NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company's Registrars and Transfer Agents, Aarthi Consultants Private Limited at info@arthiconsultants.com or to Company at investors@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@ctepi.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, email id, mobile number to investors@ctepi.com on or before September 20, 2023. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

6. Members who would like to express their views or have questions/seeking any information with regard to the accounts and operations of the Company or the businesses covered under the Notice of AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number at investors@ctepi.com on or before September 20, 2023. The same will be replied by the company suitably.
7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

OTHER INSTRUCTIONS

1. Any person other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode and becomes member of the Company after, the notice is send through e-mail and holding shares as of the cut-off date i.e. **September 20, 2023**, may follow steps mentioned in this notice under Step 1 (B) w.r.t Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 20, 2023 may follow steps mentioned in the Notice of the AGM under Step 1 (A) w.r.t Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode". Such shareholders can also send a request at evoting@nsdl.co.in or to Issuer/RTA to obtain login id and password.

2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him/board, who shall countersign the same.

3. The result declared along with the Scrutinizer's Report shall be placed on the Company's website i.e., <https://www.ctepi.com/> and on the website of NSDL i.e., <https://www.evoting.nsdl.com/> immediately after the result is declared by the Chairman or by any other person authorized by the Chairman and the same shall also be communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

4. In case of any queries with respect to remote e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. You may also send a request to evoting@nsdl.co.in or contact Mr. Amit Vishal, Asst. Vice President – 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, phone no. 022-24994360, or call on 022 - 4886 7000 and 022 - 2499 7000 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/ e-voting at the Meeting through VC/OAVM or who need assistance with using the technology before or during the meeting.

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

**Hyderabad
August 11, 2023**

**Sd/-
Ashish Bhattad
Company Secretary & Compliance Officer
M. No. A34781**

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

Item No. 3

Mr. Dharani Raghurama Swaroop was re-appointed as a Whole-time Director of the Company for a period of 5 years w.e.f. March 01, 2019 on the remuneration and other terms and conditions as approved by the members of the company in the Annual General Meeting held on September 28, 2018 and further partially modified by them on September 27, 2021. As the existing tenure of Mr. Dharani Raghurama Swaroop as Whole-time Director of the company will expire on March 01, 2024, the Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee, in its meeting held on 11th August 2023, has approved and recommended his re-appointment as Whole-time Director of the Company, for the approval of shareholders, for a further period of five years w.e.f. March 01, 2024 upto March 01, 2029 on the remuneration and terms and conditions, as detailed hereunder.

(A) Proposed Remuneration

a. Mr. Dharani Raghurama Swaroop shall perform his duties and be in charge of affairs of the Company subject to the superintendence, control and direction of the Board of Directors of the Company. He shall also exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.

b. In consideration of the performance of his duties, he shall be entitled to receive remuneration as stated herein below:-

I. Salary:

a. Consolidated Salary including House Rent Allowance: upto Rupees 90,00,000 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.

d. Gratuity as per the rules of the Company and/or Income Tax Act, 1961;

II. Perquisites and Allowances:

In addition to the above salary, the following may also be granted:

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. Swaroop for business and personal use. The same shall be subject to maximum limit of Rupees 15,00,000 per annum

c. 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.

d. Payment/Reimbursement of medical and hospitalization expenses of the Whole Time Director and his immediate family in accordance with the Company policy or Rupees 20,00,000/- per annum whichever is higher.

e. Leave Travel Allowance/Assistance for self and family subject to maximum limit of Rupees 8,00,000/- per annum.

f. 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.

g. Special allowance or such other perquisites and allowance as per the policy/rules of the company in force and/or as may otherwise be decided by the Board from time to time subject to a maximum limit of Rupees 10,00,000/- per annum.

III. Variable Pay:

In addition to the above mentioned salary, Mr. Swaroop will be eligible to receive Variable Pay for each of the financial years or part thereof, as may be decided by the Nomination and Remuneration Committee / Board of Directors of the Company, subject to maximum limit of Rupees 15,00,000 per annum, taking into consideration performance of Mr. Swaroop and the performance of the Company.

IV. Loans/Advances:

(a) Granting of loans/advances according to Company's policy applicable to employees.

(b) Continuation of Loans, if already availed.

V. Stock Grant:

Mr. Dharani Raghurama Swaroop 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.

(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.

(e) The remuneration may be altered or varied from time to time by the Board or Nomination & Remuneration Committee, as it may, in its discretion, deem fit, within the maximum amount approved by the Shareholders.

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

Currently, Mr. Swaroop is being paid remuneration as per Section II of Part II of Schedule V of the Companies Act, 2013 due to inadequate profits. Also, during the currency of tenure of Mr. Swaroop, the remuneration payable to him in any financial year may exceed the applicable slab prescribed based on effective capital of the Company. Provided, remuneration in excess of the

permissible slab as mentioned under Part A of Section II of Part II of Schedule V to the Companies Act, 2013 may be paid, if shareholders pass a special resolution. 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. Hence, approval of shareholders is required by way of special resolution.

The Board of Directors, and the Nomination and Remuneration Committee of the Company, at its meeting held on August 11, 2023, has approved re-appointment of Mr. Swaroop and payment of remuneration as stated above and recommended the same to the Shareholders for their approval. 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. Swaroop is commensurate with his duties and responsibilities as the Whole Time Director of the Company. The special resolution proposed to be passed is pursuant to Clause (iii) of Section II of Part II of Schedule V to the Companies Act, 2013 and also an enabling resolution, permitting the Company to pay the remuneration to Mr. Swaroop even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013.

Profile of Mr. Dharani Raghurama Swaroop

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

Mr. Dharani Raghurama Swaroop is a senior board member with a vast knowledge of running businesses and setting them on a growth trajectory. With an experience of nearly three decades in the IT space, he has begun businesses in multiple geographies like Philippines, Singapore, Malaysia and US while handling their operations and strategy smoothly. He heads the overall operations in Asia Pacific and is responsible for the corporate governance and statutory compliances-related aspects of CTEL. Prior to his association with CTEL, Swaroop co-founded a successful IT systems integration company comprising of more than 150 personnel. He has over 35 years of experience in the field of IT Services and Corporate Strategic Planning. Swaroop holds an Electrical Engineering degree from Jawaharlal Nehru Technological University, India.

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

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. Dharani Raghurama Swaroop as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2, as applicable, are stated below.

Considering Mr. Swaroop'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. Swaroop and their relatives to the extent of their shareholding interest, if any, in the Company for Item No. 3, 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. 3. 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, , based on the recommendation of Nomination & Remuneration Committee, recommends the resolutions

stated in the Item no. 3 for the approval of the Members of the Company by way of Special Resolution. He is not debarred or disqualified from holding the office by virtue of any SEBI Order or any other authority or pursuant to provisions of Section 164 of the Companies Act, 2013.

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

I. GENERAL INFORMATION			
Nature of industry	Information Technology		
Date or expected date of commencement of commercial production	The Company is existing and was incorporated on January 28, 1999 and has been in the business for many years since 1999.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.		
Financial performance based on given indicators:	Financial Year ended: (in INR lakhs')		
Particulars	31.03.2021	31.03.2022	31.03.2023
Revenue from operations	3651.90	4647.88	6306.08
Total Expenses	3458.53	4371.05	6045.34
Profit/(Loss) before tax	322.10	375.60	496.04
Profit/(Loss) after tax	224.03	205.82	355.81
Paid-up Share Capital	1963.10	1963.10	1963.10
Reserves and Surplus	1804.65	2291.57	2630.35
Earnings Per Share	1.14	1.05	1.81
Total Comprehensive Income	232.69	220.33	339.64
	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., www.ctepl.com . Further, the Company has made foreign investments as stated in its financial statements, which forms part of this report. Overseas, It has two wholly owned subsidiaries by name Cambridge Technology Inc., USA and Cambridge Technology Investments Pte. Ltd., Singapore and three step down subsidiaries namely Cambridge Innovation Capital LLC., USA, Cambridge Biz Serve Inc., Philippines and CT Asia SDN. BHD., Malaysia. The Company has not entered into any foreign collaboration.		
II. INFORMATION ABOUT THE APPOINTEE:			
Background details	Mr. Dharani Raghurama Swaroop is a Whole – Time Director in the Company. He works with the Company since 1999. He has a degree in Electrical Engineering from Jawaharlal Nehru Technological University.		

Past remuneration	Rupees 83,75,000/- for the financial years 2022-23 & 45,90,000 for the financial year 2021-22.
Recognition or awards	Nil
Job profile and his suitability	Mr. Dharani Raghurama Swaroop is a senior board member with a vast knowledge of running businesses and setting them on a growth trajectory. With an experience of nearly three decades in the IT space, he has begun businesses in multiple geographies like Philippines, Singapore, Malaysia and US while handling their operations and strategy smoothly. He heads the overall operations in Asia Pacific and is responsible for the corporate governance and statutory compliances-related aspects of CTEL. Prior to his association with CTEL, Swaroop co-founded a successful IT systems integration company comprising of more than 150 personnel. He has over 37 years of experience in the field of IT Services and Corporate Strategic Planning. Swaroop holds an Electrical Engineering degree from Jawaharlal Nehru Technological University, India. He is a member of Audit Committee, Stakeholders Relationship Committee and occupies Chairmanship of Finance Committee of the Company. He has been instrumental in establishing Company's business in various geographical areas and the Company would achieve all-round excellence in its business under his leadership and valuable guidance.
Remuneration proposed	<p>i. Consolidated Salary including House Rent Allowance: upto Rupees 90,00,000 per annum payable monthly.</p> <p>ii. Performance Bonus not exceeding 10,00,000 per annum payable quarterly/half yearly or as may be determined by the Board.</p> <p>ii. Special allowance subject to limit of Rupees 10,00,000 per annum</p> <p>iii. Variable pay subject to limit of Rupees 15,00,000 per annum.</p> <p>iv. Perquisites, allowances, reimbursement of expenses, other benefits, etc., respectively, as set out in detail herein above.</p>
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The remuneration of Mr. Swaroop is comparable to that drawn by peers in the similar capacity in the industry and is commensurate with the size of the Company, the Managerial position, profile, knowledge, skills and responsibilities shouldered by Mr. Dharani Raghurama Swaroop.</p> <p>Further, the Nomination and Remuneration Committee perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Swaroop before recommending the remuneration as proposed hereinabove.</p>
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	As on the date of this notice, Mr. Dharani Raghurama Swaroop holds 29,200 Equity Shares of Rupees 10/- each of the Company. Apart from above and besides the remuneration proposed, he does not have any other pecuniary relationship with the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company.

III. OTHER INFORMATION	
Reasons of loss or inadequate profits	<p>Currently, there is no loss and the Company's business is profitable. There is no major reason for inadequate profits, as there is an increase in revenue and profits.</p> <p>However, the Profits are still inadequate for the remuneration proposed in terms of the provisions of section 197, 198 and schedule V of the Companies Act, 2013.</p>
Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures which are in the best interest of the company and to improve the margins. Your Company has strengthened its partner ecosystem to provide access to cutting edge solution to its clients and build reference ability in client acquisition. Your company has added a referenceable client/companies in each of its focus verticals. Company is taking active steps to demonstrate its body of work to acquire new and existing clients to achieve scale and profitability. Company is also looking forward to control cost in all areas.
Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits and productivity in measurable terms.
IV. DISCLOSURE: Requisite disclosure regarding remuneration, service contracts, notice period, severance fees, stock options etc. has been mentioned in the Board of Director's report under the heading "Corporate Governance", attached to the Financial Statements for the year ended March 31, 2023.	

Also, details of Mr. Dharani Raghurama Swaroop as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2, as applicable, are stated as below:

Name of the Director	Mr. Dharani Raghurama Swaroop
DIN	00453250
Date of Birth	April 09, 1959
Date of first appointment on the Board	28 th January, 1999
Age	64 Years
Brief Resume	Mr. Dharani Raghurama Swaroop is a senior board member with a vast knowledge of running businesses and setting them on a growth trajectory. With an experience of nearly three decades in the IT space, he has begun businesses in multiple geographies like Philippines, Singapore, Malaysia and US while handling their operations and strategy smoothly. He heads the overall operations in Asia Pacific and is responsible for the corporate governance and statutory compliances-related aspects of CTEL. Prior to his association with CTEL, Swaroop co-founded a successful IT systems integration company comprising of more than 150 personnel. He has over 35 years of experience in the field of IT Services and Corporate Strategic Planning. Swaroop holds an Electrical Engineering degree from Jawaharlal Nehru Technological University, India. He is a member of Audit Committee, Stakeholders Relationship Committee and occupies Chairmanship of Finance Committee of the Company.

Qualification	Degree in Electrical Engineering from Jawaharlal Nehru Technological University.
Experience	He has more than 37 years of experience
Terms & Conditions of appointment along with Remuneration sought to be paid	<p>i. Consolidated Salary including House Rent Allowance: upto Rupees 90,00,000 per annum payable monthly.</p> <p>ii. Performance Bonus not exceeding 10,00,000 per annum payable quarterly/half yearly or as may be determined by the Board.</p> <p>iii. Special allowance subject to limit of Rupees 10,00,000 per annum</p> <p>iv. Variable pay subject to limit of Rupees 15,00,000 per annum.</p> <p>v. Perquisites, allowances, reimbursement of expenses, other benefits, etc., respectively, as set out in detail herein above.</p> <p>The terms and conditions along with detailed remuneration are as specified in Notice of 24th Annual General Meeting to be conducted on September 27, 2023 and the same is available on website of the Company i.e., www.ctepl.com.</p>
Remuneration last drawn	Remuneration drawn for the FY 2022-23 is INR 83,75,000/-
Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Nature of his expertise in specific functional areas	Statutory Compliances, Overseeing Operations, IT Services and Corporate Strategic Planning
Number of Meetings of the Board attended during the year 2022-23	07
Names of Companies/LLP in which he holds the directorship	Cambridge Technology Enterprises Limited, DS Unics Infotech Private Limited and CTE Web Apps Private Limited.
Names of Listed Companies in which he holds the directorship	Cambridge Technology Enterprises Limited
Name of Listed entities from which he has resigned in the past three years	Nil
Names of Companies (including Listed Companies) in which he holds the membership of Committees of the Board	He is a member of the following Committees of the Board of the Cambridge Technology Enterprises Limited (Listed Entity) viz., Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Finance Committee.
Shareholding in the Company including shareholding as a beneficial owner	He holds 29200 Equity Shares (0.15%) of the Company.

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

Hyderabad
August 11, 2023

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

Annexure - 1

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

Name of the Director	Mr. Stefan Hetges
DIN	03339784
Date of Birth	July 19, 1963
Date of first appointment on the Board	November 15, 2010
Age	60 Years
Brief Resume	Stefan joined Cambridge Technology as a part of the acquisition of smartShift, the leading provider of tool-based modernization of complex IT systems. Stefan started his career as a consultant at Cambridge Technology Group. Stefan acquired the assets of i-Cube from Razorfish in a management buyout and formed smartShift.
Qualification	Masters in Computers from University of Constance, Germany
Experience	He has more than 30 years of experience
Terms & Conditions of appointment along with Remuneration sought to be paid	Appointed as Non – Executive Non Independent Director w.e.f May 14, 2015 and liable to retire by rotation. He is eligible for Sitting fees for attending Board and / or Committee Meetings.
Remuneration last drawn	Sitting fees for attending Board Meetings for the FY 2022-23 is INR 15,000/-. However, he waived his right for receipt of the same.
Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Nature of his expertise in specific functional areas	Information Technology. Leading companies to lower IT cost by optimizing, migrating or transforming IT systems
Number of Meetings of the Board attended during the year 2022-23	01
Names of Companies/LLP in which he holds the directorship	Cambridge Technology Enterprises Limited, smartShift Technologies Private Limited, smartShift GMBH and smartShift AG
Names of listed entities in which he holds the directorship	Cambridge Technology Enterprises Limited
Name of Listed entities from which he has resigned in the past three years	Nil
Names of Companies (including Listed Companies) in which he holds the membership of Committees of the Board	Nil
Shareholding in the Company including shareholding as a beneficial owner	Mr. Stefan Hetges does not hold any shares in the Company directly. He is a member and director of smartShift AG, which is a shareholder of the company holding 20,06,100 (10.22%) equity shares of the Company.

CORPORATE INFORMATION

BOARD OF DIRECTORS

1. **Mr. Dharani Raghurama Swaroop** - Whole – Time Director
2. **Mr. Chirravuri Subrahmanya Leeladhar** – Executive Director & Chief Financial Officer
3. **Mrs. Jayalakshmi Kumari Kanukollu** - Independent Director
4. **Mr. Sridhar Lalpet** - Independent Director
5. **Mr. Stefan Hetges** - Non-Executive Director
6. **Ms. Manjula Aleti** – Independent Director
7. **Amudala Sreeramulu Nageswar Rao** - Independent Director
8. **Mr. Srinivas Medepalli** - Independent Director

MANAGEMENT TEAM

1. **Mr. Dharani Raghurama Swaroop** - Whole – Time Director
2. **Mr. Chirravuri Subrahmanya Leeladhar** – Executive Director & Chief Financial Officer
3. **Mr. Sanjiv Nathwani** – Chief Business Officer, Cambridge Technology Inc., USA
4. **Mr. Raghavan Madabhushi** – Senior Vice President
5. **Nitin Tyagi** - Senior Vice President - Enterprise Solutions, Cambridge Technology Inc., USA
6. **Sudip Kar** - Senior Vice President – Delivery, Cambridge Technology Inc., USA

CFO & COMPANY SECRETARY

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

REGISTERED & CORPORATE OFFICE

Cambridge Technology Enterprises Limited
Capital Park, 4th Floor, Unit No. 403B & 404, Plot No. 1-98/4/1-13, 28 & 29, Survey No.72,
Image Gardens Road, Madhapur, Hyderabad – 500081, Telangana State, India.
Tel: +91-40-67234400 Fax: +91-40-67234800
URL: <https://www.ctepl.com/>
E-mail ID: investors@ctepl.com; cte_secretarial@ctepl.com
CIN: L72200TG1999PLC030997

BANKERS

HDFC Bank Limited, Kotak Mahindra Bank Limited, Citi Bank N.A., IDBI Bank Limited & Axis Bank Limited

STATUTORY AUDITORS

B R A N D & Associates LLP, Chartered Accountants
Ground Floor, Sri Durga Nilayam, Plot – 622, Aurora Colony,
Banjara Hills, Hyderabad - 500 034, Telangana State, India

INTERNAL AUDITORS

M. Anandam & Co., Chartered Accountants
7 'A' Surya Towers, Sardar Patel Road,
Secunderabad - 500 003, Telangana State, India

REGISTRAR AND SHARE TRANSFER AGENTS

Aarhi Consultants Private Ltd
CIN: U74140TG1992PTC014044
SEBI Registration No. INR000000379
1-2-285, Domalguda, Hyderabad – 500 029, Telangana.
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