

September 01, 2017

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

corp.compliance@bseindia.com  
Ph: 022-22721233/4  
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The Listing Dept.,  
The National Stock Exchange of India Ltd  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai – 400 051

cmlist@nse.co.in  
Ph: 022-22728015/8332  
Fax No: 022- 26598120

Dear Sir,

**Sub: Notice of Annual General Meeting.**

**Ref: Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

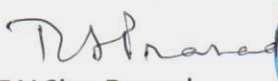
We wish to inform you that the 18<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Monday, 25<sup>th</sup> September, 2017, at 10.30 A.M. at Ruby Hall, 5th Floor, Hotel Peerless Inn, Plot #15 to 18, Lumbini Layout, GachiBowli, Hyderabad – 500 032, Telangana State, India.

We are enclosing herewith the Notice of 18<sup>th</sup> Annual General Meeting of the Company. The same is also available on the website of our Company at [www.ctepl.com](http://www.ctepl.com).

This is for your information and records.

Thanking you,  
Yours faithfully,

**For Cambridge Technology Enterprises Limited**

  
T V Siva Prasad  
(CFO, Company Secretary &  
Compliance Officer)



Registered & Corporate Office:

**Cambridge Technology Enterprises Ltd.**  
Unit No 04 - 03, Level 4, Block 1  
Cyber Pearl, Hitec City, Madhapur  
Hyderabad - 500 081, Telangana, India.  
Tel: +91-40-4023 4400  
Fax: +91-40-4023 4600

**Bengaluru**

Suraj Ganga Soft Park, Ground Floor  
No. 34, 1<sup>st</sup> Main Road, 3<sup>rd</sup> Phase  
JP Nagar, Bengaluru - 560 078, India.  
Tel: +91-80-4299 5777/2552 1044  
Fax: +91-80-4099 5779

**Mumbai**

Level 4, A-Wing, Dynasty Business Park  
Andheri-Kurla Road, Andheri (E)  
Mumbai - 400 059, Maharashtra, India.  
Tel: +91-22-6786 7410  
Fax: +91-22-6786 9199

**Chennai**

Unit No.205, A Block, 2<sup>nd</sup> Floor,  
Delta Wing, Raheja Tower,  
No. 177/8, Anna Salai,  
Chennai - 600 002, Tamilnadu, India.  
Tel: +91-44-6659 8000

CIN: L72200AP1999PLC030997

ctepl.com

## Notice of Annual General Meeting

NOTICE is hereby given that the 18<sup>th</sup> Annual General Meeting of the Members of Cambridge Technology Enterprises Limited will be held on **Monday, 25<sup>th</sup> September, 2017, at 10.30 A.M. at Ruby Hall, 5<sup>th</sup> Floor, Hotel Peerless Inn, Plot #15 to 18, Lumbini Layout, Gachibowli, Hyderabad – 500 032, Telangana State, India** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr.Aashish Kalra, Whole – time Director (DIN:01878010) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable statutes and laws, if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the Members at the 17<sup>th</sup> Annual General Meeting of the Company (“AGM”) held on September 30, 2016, the appointment of M Anandam & Co, Chartered Accountants (Firm's Regn. No.000125S), as the Statutory Auditors of the Company, to hold office till the conclusion of 22<sup>nd</sup> AGM of the Company to be held in the year 2021, be and is hereby ratified at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

### SPECIAL BUSINESS

4. **Increase in borrowing limits.**

**To Consider, and if thought, to pass, with or without modifications, the following resolution as a Special Resolution:**

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their meeting held on 29<sup>th</sup> September, 2007, pursuant to the provisions of Section 180(1)(C) of Companies Act, 2013 read with the rules made thereunder or any amendment or modifications thereof, from time to time and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the company to borrow moneys, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non-fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets or licenses or properties including stock in trade on such terms and conditions as may be considered suitable by the Board of Directors up to an amount the aggregate outstanding of which should not exceed, at any given time, Rs. 400 Crores (Rupees Four Hundred Crores only), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose”.

**“RESLOVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of such borrowings,

finalize and execute all such deeds, documents, instruments and writing as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and may delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person."

**5. Creation of Security on the Properties of the Company in favor of the Lenders.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013 read with the rules made thereunder or any amendment or modifications thereof, from time to time and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the company to exercise its powers, including the powers conferred by this resolution of the Company for creation of mortgage/hypothecation/pledge/charge/security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favor of lenders, located in India or abroad, including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or any other source, Trustees for holders of debentures/bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and /or other instruments or non - fund based facilities availed / to be availed by the company or any third party and / or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company or any third party in respect of such borrowing(s) provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 400 crores (Rupees Four Hundred Crores only) at any time."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of security, finalize and execute all such deeds, documents, instruments and writings as may be necessary, desirable or expedient, settle any question difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and may delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person."

**6. Raising of funds through Issue of FCCB's / other permissible Securities for an amount not exceeding USD 50 Million.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any amendments thereto or re-enactment thereof for the time being in force and as may be enacted from time to time (collectively, **the "Companies Act"**), the enabling provisions of the Memorandum and Articles of Association of the Company or any amendment thereof, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**) and the listing agreements entered into with the stock exchanges and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the **"SEBI ICDR Regulations"**), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**"SEBI Takeover Regulations"**), the provisions of the issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, the Foreign Exchange Management (Transfer or issue of Security by a

Person Resident Outside India) Regulations, 2000, the provisions of the Foreign Exchange Management Act, 1999, ("**FEMA**") and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the Government of India ("**Gol**"), the stock exchanges where the shares of the Company are listed (the "**Stock Exchanges**") and / or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (FIPB/ Secretariat for Industrial Assistance), RBI, Gol and any other governmental or regulatory authorities or any other appropriate authorities, institutions or bodies as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include any Committee(s) thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), subject to the necessary amendment of Memorandum and Articles of Association of the Company, if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted under applicable law), either in India or in the course of international offering(s) in one or more foreign markets, with or without green shoe option, such number of equity shares of the Company of face value Rupees 10/- each ("**Equity Shares**") and/or other equity linked or convertible financial instruments, Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**"), Foreign Currency Convertible Bonds ("**FCCBs**"), any other Depository Receipt Mechanism convertible into Equity Shares (either at the option of the Company or the holders thereof) at a later date, fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, and/or on preferential allotment basis, and/or private placement basis including without limitation through a qualified institutions placement ("**QIP**") in accordance with Chapter VIII of the SEBI ICDR Regulations, or any combination thereof, or by issue of prospectus and /or placement document/ or other permissible/requisite offer document or letter to any eligible person(s), including but not limited to qualified institutional buyers (as defined in the SEBI ICDR Regulations) ("**QIBs**") in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/ or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors ("**FII's**"), foreign portfolio investors ("**FPIs**"), Banks, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "**Investors**") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding **USD 50 Million** or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to

the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue")."

**"RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (twelve) months from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% (five per cent.) or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Eligible Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 60 (sixty) months from the date of allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year."

**"RESOLVED FURTHER THAT** in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time."

**"RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities determined in accordance with the Depository Receipt Scheme, 2014 (as amended), or the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 (as amended), or such other date as may be specified / notified by any Appropriate Authority from time to time in connection with FCCBs, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law."

**"RESOLVED FURTHER THAT** the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations."

**"RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- (a) The Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) The Equity Shares that may be issued or the convertible Securities upon conversion into Equity Shares by the Company shall rank paripassu with the existing Equity Shares of the Company in all respects; and

- (c) The number and /or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organization or restructuring.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

**“RESOLVED FURTHER THAT** the Board and/or agency or body authorized by the Board may issue Depository Receipt(s) or Certificate(s), representing the underlying Securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in Indian and/or International Capital Markets for the instruments of this nature and to provide for the tradability or free transferability thereof, as per the Indian/International practices and regulations and under the norms and practices prevalent in the Indian/International Markets.”

**“RESOLVED FURTHER THAT** in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation.”

**“RESOLVED FURTHER THAT** subject to the existing laws and regulations, such Securities to be issued, that are not subscribed, during the currency of the warrants or option or any right entitling the holder of Security to subscribe for Equity Shares or any other financial instruments, may be disposed off by the Board to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Company, including offering or placing them with resident or non-resident/ foreign investor(s) (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/ or otherwise) Flls/Mutual Funds/ Pension Funds/ Venture Capital Funds/ Banks and/or Employees and Business Associates of the Company or such other person(s) or entity(ies) or otherwise, whether or not such investors are members of the Company, as the Board may in its absolute discretion decide.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions but subject to necessary approvals and consents, the Board be and is hereby authorized on behalf of the Company to take all such actions, give such directions and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto including without limitation entering into of arrangements in consultation with the Advisor including arrangements for underwriting, marketing, listing, trading, appointment of lead manager(s)/ merchant banker(s), underwriter(s), guarantor(s), depository/ depositories, custodian(s), stabilizing agent(s), banker(s), advisor(s), registrar(s), paying and conversion agent(s), trustee(s), and other agents as may be required in order to facilitate or consummate the Issue, and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and allotment of the aforesaid Equity Shares and listing thereof with the Stock Exchanges and to approve and execute all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions and difficulties that may arise in the issue, offer and allotment of any of the Equity Shares whether in India or abroad, for the issue including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the Issue proceeds and to do all requisite filings with SEBI, the Stock Exchanges, FIPB, the Government of India, the Reserve Bank of India, if required and any other concerned authority in India or outside, and to agree to such conditions or modifications that may be imposed by SEBI, RBI, Stock Exchanges, FIPB or other authorities

while granting the requisite approvals or that may otherwise be deemed fit or proper by the Board and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the issue, and to give such directions that may be necessary or may arise in regard to or in connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all shareholders."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India as may be required in connection with the aforesaid issue, subject to requisite approvals from Reserve Bank of India, if any, and the Director or Directors of the Company or other officer or officers of the Company authorized by the Board be and is or are hereby authorized to sign and execute the application form and other documents required for opening the account, to operate the said account, and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company."

**"RESOLVED FURTHER THAT** the common seal of the Company, if and when required on any agreement, undertaking, deed or other document in India, be affixed as per the provisions of Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate[to the extent permitted by law] all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue."

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

Hyderabad  
24<sup>th</sup> August, 2017

**Tumuluri Venkata Siva Prasad**  
**CFO & Company Secretary**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A

member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing the representative to attend and vote on their behalf at the meeting.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business at Item 4 to 6 of the notice as set out above, is annexed hereto.
4. In terms Articles of Association of the Company and pursuant to Companies Act, 2013, Mr. Aashish Kalra, Whole - time Director (DIN: 01878010) of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Information about such Director as stipulated under SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2, is contained in the statement annexed hereto. The Board of Directors of the Company recommends the re-appointment of Mr. Aashish Kalra, Whole - time Director (DIN: 01878010).
5. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with the copy of the Annual Report. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting. 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.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.
7. Members are requested to notify change of address, if any, with pincode to the Company or to its Registrar and Share Transfer Agent quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
8. The Company has designated an exclusive email ID investors@ctepi.com, which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives. Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Investor Relations Department so as to reach the Company at least 7 days in advance before the date of the Annual General Meeting, specifying the point(s).
9. Securities and Exchange Board of India (SEBI) has issued a circular clarifying that it shall be mandatory for the transferee(s) to furnish copy of Permanent Account Number (PAN) card to the Company/Registrar and Transfer Agent of the Company for registration of transfer of shares in the physical mode. Members may please take a note of the same.
10. All relevant documents referred in the Notice shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10.00 A.M to 6.00 P.M) on all working days (except Saturdays) upto the date of AGM of the Company and shall also be available at the meeting.



11. A Route Map showing direction to reach the venue of 18<sup>th</sup> Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meeting.
12. The Certificate from the Auditors of the Company under regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2014 stating compliance as per SEBI (Share Based Employee Benefits) Regulations, 2014, as amended, from time to time and resolution of the company passed in the general meeting, on implementation of scheme, will be available for inspection by the members at the AGM.
13. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. Further pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, companies can serve Annual Report and other communications through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. **Accordingly, members are requested to support this initiative by registering 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. Aarathi Consultants Private Limited.** However, in case, a Member wishes to receive a physical copy of the said documents, such Member is requested to send an e-mail duly quoting his DP ID and Client ID or the Folio number, as the case may be, to investors@ctepi.com The Members may also note that the said notice & Reports are also being uploaded on the website of the Company at [www.ctepi.com](http://www.ctepi.com).
14. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
15. 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 shall submit their PAN details to the Company/Registrar and Transfer Agent.
16. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 19<sup>th</sup> September, 2017 to Monday, 25<sup>th</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.
17. Members are requested to bring their copy of the Annual Report to the AGM. Members/ Proxies should bring the Attendance Slip to the Meeting duly filled in for attending the Meeting.

#### **Voting through electronic means:**

1. In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote at the 18<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.
2. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice.

3. The e-voting period commences on **22<sup>nd</sup> September, 2017 at 9.00 A.M** and ends on **24<sup>th</sup> September, 2017 at 5:00 P.M.** During this period, Members holding shares either in physical form or demat form, as on **18<sup>th</sup> September, 2017, i.e. cut-off date**, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
4. The facility for voting through poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e – voting shall be able to exercise their right at the meeting.
5. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.
6. Mrs. B. Krishnaveni, Practicing Company Secretary [Membership No. ACS 9686] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
7. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
8. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. 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., **18<sup>th</sup> September, 2017**, only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
9. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting, then you can use your existing User ID and password for casting your vote.
10. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ctepl.com](http://www.ctepl.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India, where the equity shares of the Company are listed.
12. The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

**The instructions for members for voting electronically are as under:**

- (i) The e-voting period begins on **22<sup>nd</sup> September, 2017 at 9.00 A.M and ends on 24<sup>th</sup> September, 2017 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **18<sup>th</sup> September, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company name <CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

**Contact details for queries relating to e-voting:**

Mr. Mehboob Lakhani, Assistant Manager  
Address: 16<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400001.  
Email ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
Phone number: 18002005533

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

Sd/-  
**Tumuluri Venkata Siva Prasad**  
**CFO & Company Secretary**

Hyderabad  
24<sup>th</sup> August, 2017

## **AN EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 4**

Pursuant to the provisions of Companies Act, 1956, the shareholders of the company had, in their meeting on 29<sup>th</sup> September 2007, increased the borrowing limits of the company and authorized the Board of Directors to borrow funds, from time to time, for the business of the company, up to an amount, the aggregate, outstanding of which should not exceed, at any given time Rs. 200 Crores.

Keeping in view the Company's existing and future financial requirements, to support its business operations and for meeting the enhanced long term working capital needs of the Company, and for various other purposes including the purposes as mentioned below at Item No. 5, the Company may envisage requirement of funds in future. In this regard, the Company is desirous of raising finance as rupee loans, foreign currency loans, debentures, bonds and/ or other instruments including but not limited to instruments / securities as mentioned at item no. 6 or non-fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source including but not limited to sources as mentioned at item no. 6, located in India or abroad, whether unsecured or secured, which may exceed the aggregate of the paid-up capital and the free reserves of the Company.

Hence it is proposed by the Board of Directors at their meeting held on May 24, 2017 to increase the overall maximum borrowing limits upto Rs. 400 Crores (Rupees Four Hundred Crores only). In terms of Section 180(1)(c) of the Companies Act, 2013 and the rules made thereunder, the Board of Directors requires shareholder's approval by way of Special Resolution to borrow moneys in excess of aggregate of the paid-up share capital and its free reserves [reserves not set apart for any specific purpose] excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

The resolution contained in Item No. 4 of the accompanying Notice, accordingly, seek shareholders' approval as Special Resolution for increasing the borrowing limits.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the proposed resolution.

The Board recommends the resolution as set out in the Notice for your approval as Special Resolution.

### **Item No. 5**

In order to facilitate securing the borrowing made by the Company as stated above or towards other permissible borrowings, it would be necessary to create mortgages or charges on all or any of the assets or properties of the Company[both present and future]in favour of any lender, including but not limited to the Financial Institutions / Banks / Debenture Trustees / sources as mentioned at item no. 6, etc in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender[s].

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the company by a special resolution. Pursuant to Section 110 of the Companies Act, 2013 read with rules made thereunder, the item of business related to sale of the whole or substantially the whole of an undertaking of a company as specified under sub-clause (a) of sub-section (1) of section 180 shall be transacted only by means of voting through a postal ballot. The mortgages and the charges on any of the movable and / or immovable or any tangible or intangible assets / properties and / or the whole or any part the undertaking[s] of the Company may be regarded as lease or disposal of the Company's undertaking[s] within the meaning of section 180[1][a] of the Act read with Rules made thereunder. Hence the item of business related to lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking,

of the whole or substantially the whole of any of such undertakings can be transacted at General Meeting.

The resolution contained in Item No. 5 of the accompanying Notice, accordingly, seek members' approval for lease or disposal of the Company's undertaking[s] by creation of mortgages, charges, etc. thereon and for authorizing the Board of Directors [including committee thereof authorized for the purpose] of the Company to complete all the formalities in connection with creating charge on Company's properties.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the proposed resolution.

The Board recommends the resolution as set out in the Notice for your approval as Special Resolution.

#### **Item No. 6**

The Company has been pursuing opportunities for its growth and requires adequate capital for expansion or diversification of business from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements for its growth, capital expenditure, working capital, refinancing the existing borrowings and also such other corporate purposes or expenditures as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities, as and when available.

The requirement of funds is proposed to be met from both equity and/or debt from issuance of appropriate securities as defined in the resolutions and from both domestic and international markets. Prudence would require the funding to be structured with an appropriate mix of equity and/or debt to meet with the objective of optimization of the cost as well as conservative financial management.

Pursuant to section 62(1) of the Companies Act, 2013 and rules made thereunder, as amended in case the Company proposes to issue equity shares to any persons other than existing shareholders, whether or not such persons are shareholders, approval of shareholders through a special resolution is required.

The Board of Directors, accordingly, at their meeting held on May 24, 2017 has recommended to shareholders to give their consent through special resolution to the Board of Directors or any committee of the Board thereof to raise funds through issuance of Securities as stated in the resolution at item no. 6 such as **Equity Shares** and / or Global Depository Receipts [**"GDRs"**] and / or American Depository Receipts [**"ADRs"**] and / or Foreign Currency Convertible Bonds (**"FCCBs"**) and / or Debentures and / or any security convertible into Equity Shares and / or or any equity linked instruments, etc., [**"Securities"**] as may be appropriate by way of one or more public and/or private offerings, and/or on preferential allotment basis, and/or private placement basis including without limitation through a qualified institutions placement (**"QIP"**) or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document or letter to any eligible person(s) as stated in the resolution at item no. 6, who may or may not be the existing shareholders, at a price to be determined as per the SEBI (Issue of Capital & Disclosure Requirement) Regulations, as amended (the **"SEBI Regulations"**) or as per other applicable rules and regulations, upto an amount not exceeding **USD 50 Million** and / or an equivalent amount in Indian Rupees or any foreign currency. While no specific instrument or instruments of Securities has been identified at this stage, the Board may opt for an appropriate instrument in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and rules made there under from time to time, Articles of Association of the Company, the provisions of the Foreign Exchange Management Act, 1999, applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (**"SEBI"**), the Reserve Bank of India (**"RBI"**), the Government of India (**"GoI"**), the stock exchanges and / or any other competent governmental or regulatory authorities from time to time.

Pursuant to Sections 42 and 62 of the Companies Act, 2013, as amended read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Act"), as amended, a company offering or making an invitation to subscribe aforesaid Securities is required to obtain prior approval of the shareholders by way of the special resolution. Equity Shares, proposed to be issued, shall in all respects rank paripassu with the existing equity shares of the Company. If approved by the shareholders, QIP shall be completed within one year from the date of passing of Special Resolution. The Board may offer a discount of not more than 5% on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations. Equity Shares, proposed to be issued, shall in all respects rank paripassu with the existing Equity Shares of the Company.

For the reasons above, an enabling resolution is proposed for consideration of the Shareholders of the Company which has the effect of having an adequate authority and discretion, power to offer, create, issue, allot and market any securities to be issued, whether in one or more tranches to investors and to authorize Board of Directors (including any Committee thereof authorized for the purpose) to do all such acts, deeds and things on the matter on the terms and conditions as decided by the Board / Committee.

In view of the above, the resolutions contained in Item No. 6 of the accompanying Notice, accordingly, seek shareholders' approval through Special Resolution for raising funds as above through issue of Securities in one or more tranches and authorizing Board of Directors [including any Committee thereof authorized for the purpose] of the Company to complete all the formalities in connection with the issuance of Securities.

Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the Resolution to the extent of their shareholding in the Company.

The Board recommends these resolutions as set out in the Notice for your approval as Special Resolution.

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

Hyderabad  
24<sup>th</sup> August, 2017

**Tumuluri Venkata Siva Prasad**  
**CFO & Company Secretary**

## ANNEXURE - BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Additional Information on Directors seeking appointment/re-appointment in the Annual General Meeting (under sub regulation 3 of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard -2

**Mr. Aashish Kalra** is the Chairman, CEO & Whole-time Director of the Company. He is a pioneering equity investor in Technology, Infrastructure, Real Estate, Energy, Logistics and Hospitality. Initially, at CT LLC, Aashish Kalra was also one of the co-founders of Cambridge/Samsung Partners, one of the earliest independent venture capital firm in Boston in 1996 in partnership with Samsung of Korea with a vision to provide funding and assistance for seed and early stage IT companies. Being a co-founder of Cambridge Samsung Resources, a leading Systems Integrator, he also concluded successful partnerships and joint ventures with Hewlett-Packard, Marubeni, NEC and other global 1000 companies. CT LLC has been associated as founders and investors of several successful technology companies.

As a Chairman, he foresees the global operations of CT, providing strategic vision and leadership to the company. He is responsible for the overall company growth and expansion. He has been consistently quoted in leading Indian and International media and was featured in the "Young Turks" program on CNBC. He is an international speaker and has participated in several industry events in America, Europe, India, China and the Middle East. In 2008, he was named one of the "Outstanding 50 Asian Americans in Business".

The following are the details of Mr. Aashish Kalra:

<b>Name of the Director</b>	Mr. Aashish Kalra
<b>DIN</b>	01878010
<b>Date of Birth</b>	12 <sup>th</sup> February, 1971
<b>Date of first appointment on the Board</b>	14.05.2015
<b>Age</b>	46 Years
<b>Qualification</b>	Mr. Kalra attended The Doon School at Dehradun in India. He also holds a Master's degree in International Finance from Brandeis University, Waltham, USA, and graduated from St. Stephens College, Delhi with a Bachelor's degree in Economics (Honors). He did his thesis on the Japanese Financial System at Sophia University, Tokyo, Japan.
<b>Experience</b>	More than 24 years' of experience
<b>Terms &amp; Conditions of Re-appointment along with Remuneration sought to be paid</b>	The terms and conditions are same as his original appointment as Whole – time Director pursuant to shareholder's resolution dated September 07, 2015. The remuneration sought to be paid by the Company is Nil.
<b>Remuneration last drawn</b>	Mr. Aashish Kalra did not draw any remuneration from the Company.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Nil



<b>Expertise in Specific Functional Area</b>	Wide experience in the field of investment, finance, business strategy and management, private equity, technology, infrastructure, energy, partnerships and joint ventures.
<b>Number of Meetings of the Board attended during the year</b>	3 meetings attended during the financial year 2016 - 17.
<b>Names of Companies in which he holds the directorship</b>	Sankalp Buildwell Private Ltd, Mahakumbh Capital Advisors Private Ltd and Cambridge Energy Renewable Resources Private Ltd.
<b>Names of Companies in which he holds the membership of Committees of the Board</b>	Nil
<b>No of Shares held in the Company as on 31<sup>st</sup> March 2017</b>	Nil

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

Hyderabad  
24<sup>th</sup> August, 2017

**Tumuluri Venkata Siva Prasad**  
**CFO & Company Secretary**

## CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED

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

Tel: +91-40-4023 4400, Fax: +91-40-4023 4600

CIN: L72200AP1999PLC030997

Email: pvinayakam@ctepl.com

Website: www.ctepl.com

### FORM OF PROXY

#### [Pursuant to section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Cambridge Technology Enterprises Limited; CIN: L72200AP1999PLC030997  
Registered Office : Unit No.04-03, Level 4, Block 1, Cyber Pearl, Hitec-City, Madhapur, Hyderabad-81.  
Venue of the Meeting : Ruby Hall, 5th Floor, Hotel Peerless Inn, Plot #15 to 18, Lumbini Layout, GachiBowli,  
Hyderabad-500032, Telangana State, India  
Date and Time : Monday, 25<sup>th</sup> September, 2017 at 10.30 A.M.

Name of the member(s)	
Registered address	
E-mail	
Folio no. / Client ID*	
DP ID*	
No. of shares held	

\*Applicable for investors holding shares in Electronic form

I / We, being the member(s) of ..... shares of the above named company, hereby  
appoint:

1. Name: ..... , residing at..... having  
E-mail: ..... or failing him / her
2. Name: ..... , residing at.....  
having E-mail: ..... or failing him / her
3. Name: ..... , residing at..... having  
E-mail: ..... or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual  
General Meeting of the Company, to be held on Monday, 25<sup>th</sup> September, 2017 at 10.30 A.M. at Ruby  
Hall, 5th Floor, Hotel Peerless Inn, Plot #15 to 18, Lumbini Layout, GachiBowli, Hyderabad – 500 032,  
Telangana State, India and at any adjournment thereof in respect of resolution as indicated below:

Resolution No.	Resolution	(Please mention no. of shares)	
		For	Against
Ordinary Business			
1.	Adoption of Audited Consolidated & Standalone Financial Statements		
2.	To appoint a Director in place of Mr. Aashish Kalra, Chairman & CEO, Whole-time Director (DIN: 01878010) who retires by rotation and being eligible, offers himself for re-appointment		
3.	Re – appointment of Statutory Auditors		
Special Business			
4.	Increase in borrowing limits.		
5.	Creation of Security on the Properties of the Company in favor of the Lenders.		
6.	Raising of funds through Issue of FCCB's / other permissible Securities for an amount not exceeding USD 50 Million.		

Please put a tick mark (✓) in the appropriate column against the resolution indicated in the box. If a member leaves the "For" or "Against" column blank against the Resolution, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this ..... day of ..... 2017.

Affix revenue stamp of rupee One
--

\_\_\_\_\_  
Signature of the member

\_\_\_\_\_  
Signature of the proxy holder(s)

**Notes:**

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

## **CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED**

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

Tel: +91-40-4023 4400, Fax: +91-40-4023 4600

CIN: L72200AP1999PLC030997

Email: pvinayakam@ctepl.com

Website: www.ctepl.com

### **ATTENDANCE SLIP**

Name of the Company : Cambridge Technology Enterprises Limited  
Registered Office : Unit No. 04-03, Level 4, Block 1, Cyber Pearl, Hitec-City,  
Madhapur, Hyderabad-81.  
Venue of the Meeting : Ruby Hall, 5th Floor, Hotel Peerless Inn, Plot #15 to 18, Lumbini  
Layout, GachiBowli, Hyderabad – 500 032, Telangana State, India  
Date and Time : Monday, 25<sup>th</sup> September, 2017 at 10.30 A.M.

Name of the member(s) / Proxy	
Registered address	
E-mail	
Folio no. / Client ID*	
DP ID*	
No. of shares held	

\*Applicable for investors holding shares in Electronic form

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Annual General Meeting of the Company at Ruby Hall, 5th Floor, Hotel Peerless Inn, Plot #15 to 18, Lumbini Layout, GachiBowli, Hyderabad – 500 032, Telangana State, India, on Monday, 25<sup>th</sup> September, 2017 at 10.30 A.M.

\_\_\_\_\_  
Name of the member / proxy  
(in BLOCK letters)

\_\_\_\_\_  
Signature of the member / proxy

**Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

- |  |                        |
|--|------------------------|
| 1. <b>Mr. Aashish Kalra,</b>             | Chairman & CEO         |
| 2. <b>Mr. Dharani Raghurama Swaroop,</b> | Whole – Time Director  |
| 3. <b>Mr. Venkat Motaparthy,</b>         | Independent Director   |
| 4. <b>Mr. B. Muralidhar,</b>             | Independent Director   |
| 5. <b>Mrs. K. Jayalakshmi Kumari,</b>    | Independent Director   |
| 6. <b>Mr. Stefan Hetges</b>              | Non-Executive Director |

### **CFO & COMPANY SECRETARY**

T V Siva Prasad

### **BANKERS**

Kotak Mahindra Bank Limited, IDBI Bank Limited & Axis Bank Limited

### **STATUTORY AUDITORS:**

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

### **REGISTERED & CORPORATE OFFICE:**

Cambridge Technology Enterprises Limited  
Unit No. 04-03, Level 4, Block I, Cyber Pearl, Hitec City, Madhapur,  
Hyderabad – 500081  
Telangana State, India.  
Tel: +91-40-40234400  
Fax: +91-40-40234600  
URL :www.ctepl.com,  
E-mail ID : investors@ctepl.com  
CIN: L72200AP1999PLC030997

### **REGISTRAR AND SHARE TRANSFER AGENTS:**

Aarathi Consultants Private Ltd.,  
1-2-285, Domalguda, Hyderabad - 500 029  
Telangana State, India  
Tel: +91-40-27638111,  
Fax: +91-40-27632184  
info@aarathiconsultants.com  
CIN: U74140TG1992PTC014044

# AGM VENUE MAP

