



**CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED**

**CIN: L72200TG1999PLC030997**

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

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**POSTAL BALLOT NOTICE**

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

<b><u>Remote e-voting starts on</u></b>	<b><u>Remote e-voting ends on</u></b>
Tuesday, April 15, 2025 at 9.00 a.m. IST	Wednesday, May 14, 2025 at 5.00 p.m. IST

Dear Member(s),

**NOTICE** is hereby given to the shareholders of Cambridge Technology Enterprises Limited (**the “Company”**) pursuant to the provisions of Section 110, 108 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively the **“Act”**) read with General Circular Nos.14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 03/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 09/2023 dated 25<sup>th</sup> September 2023 and 09/2024 dated 19<sup>th</sup> September 2024 issued by the Ministry of Corporate Affairs, Government of India (the **“MCA Circulars”**), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October 2024 issued by Securities and Exchange Board of India (‘SEBI Circular’), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**“SS-2”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the shareholders by way of special resolution for matters as considered in the Resolutions appended below through postal ballot by voting through electronic means (**“remote e-voting”**) only.

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

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

We are pleased to offer e-voting facility in terms of Section 108 of the Companies Act and the relevant Rules as well as in compliance with provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (**“the Regulations”**). The remote e-voting period

commences from 9.00 a.m. (IST) on Tuesday, April 15, 2025, and ends at 5.00 p.m. (IST) on Wednesday, May 14, 2025. The Scrutinizer will submit her report to the Chairman or Company Secretary or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Friday, May 16, 2025 at the registered office of the Company. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <https://www.ctepl.com/> and on the website of National Securities Depository Limited ("NSDL") <http://www.evoting.nsdl.com/>.

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

#### **Special Business:**

##### **1. Appointment of Mr. Tarakad Narayanan Kannan (DIN 10942544) as Non-Executive, Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17, 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Tarakad Narayanan Kannan (DIN 10942544), who was appointed as an Additional Director (Non-Executive & Independent) of the Company by the Board of Directors with effect from February 15, 2025 and who holds office up to the date of ensuing General Meeting/conclusion of Postal Ballot, being eligible, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director and also as an Independent Director of the Company for a period of five (5) consecutive years with effect from February 15, 2025 upto February 14, 2030 (both days inclusive) and the term shall not be subject to retirement by rotation.

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

##### **2. Change in designation of Ms. Jayalakshmi Kumari Kanukollu (DIN 03423518) from Non-Executive Independent Director to Non-Executive Non-Independent Director.**

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

**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactments thereof for the time being in force, based on the recommendation and approval of the Board of Directors, and based on the recommendation of Nomination & Remuneration Committee, consent of the members be and is hereby accorded for change in designation of Ms. Jayalakshmi Kumari Kanukollu (holding DIN: 03423518 and whose term as an Independent Director of the Company expired on March 13, 2025)

from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from March 14, 2025.

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

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

**Place: Hyderabad  
Date: April 03, 2025**

**Ashish Bhattad  
Company Secretary & Compliance Officer (M. No. 34781)**

## **Notes:**

1. The relevant Explanatory Statement setting out the material facts relating to aforesaid Resolutions and reasons/rationale for the proposed Special Business pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, is annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment are also annexed to this Notice.
2. The Company is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Aarthi Consultants Private Limited, the Company's Registrars and Transfer Agent ('RTA') as on Friday, April 04, 2025 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, April 04, 2025. A person who is not a Member of the Company as on the cut-off date should treat this Notice for information purposes only.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Depository Participants/RTA. The instructions for e-Voting are appended to this Postal Ballot Notice. Since the voting is by way of electronic means (remote e-voting) only, the Postal Ballot form is not enclosed.
4. The remote e-voting will commence on Tuesday, April 15, 2025 at 9.00 a.m. IST and ends on Wednesday, May 14, 2025 at 5.00 p.m. IST. Please note that e-Voting module will be disabled for voting after Wednesday, May 14, 2025 and 5.00 p.m. IST and that voting shall not be allowed beyond the said date and time. During this period, the Members holding shares either in physical form or dematerialized form, as on the cut-off date, may cast their vote electronically. Once vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. Members may also please note that the notice of the postal ballot and all other accompanying documents are available on the Company's website at: <https://www.ctepl.com>. Notice of postal ballot will also be available on websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, <https://www.bseindia.com/> and National Stock Exchange of India Limited, <https://www.nseindia.com/> and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members who have any queries, may write to the Company at: [investors@ctepl.com](mailto:investors@ctepl.com). Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days (i.e. except Saturdays, Sundays & Public Holidays) up to the date of conclusion of this Postal Ballot i.e., until the last date of remote e-voting at the Registered Office of the company.
6. Resolutions passed by the members through Postal Ballot by way of remote e-voting are deemed to have been passed effectively at a General Meeting of the members. The Special Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, May 14, 2025.
7. The Board of directors of the Company has appointed Ms. Priyanka Rajora, Practicing Company Secretary [C P No. 22886] (Proprietor of M/s. Rajora and Co, Practicing Company Secretaries) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and

transparent manner. After completion of her scrutiny, the Scrutinizer will submit her Report to the Chairman/ Company Secretary/ or any person authorized by him.

8. The results of the Postal Ballot by way of remote e-voting will be declared on or before 5.00 p.m. (IST) on Friday, May 16, 2025 at the Registered Office of the Company. After declaration, the results of the Postal Ballot and e-voting along with the Scrutinizer's Report will be placed on the Company's website <https://www.ctepl.com/> and on the website of NSDL i.e., <https://www.evoting.nsdl.com/> besides communicating the same to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed.
9. The vote in this postal ballot cannot be exercised through proxy.
10. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA. Further this is to inform you that Company's Registrars and Transfer Agents, Aarthi Consultants Private Limited also have a facility to temporary register email address on their website under Investor Services/ Go Green Feedback Tab [http://www.aarthiconsultants.com/investor\\_services](http://www.aarthiconsultants.com/investor_services).

#### **INSTRUCTIONS FOR REMOTE E-VOTING:**

- i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by Listed Entities, the Company is providing facility of remote e-voting to all its Members, to enable them to cast their votes electronically in respect of the business as stated in notice of Postal Ballot. The business set forth in the notice of Postal Ballot shall be transacted through e-Voting Services only. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.
- ii. **The remote e-voting period begins on Tuesday, April 15, 2025 at 9.00 a.m. IST and ends on Wednesday, May 14, 2025 at 5.00 p.m. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. April 04, 2025, 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 April 04, 2025. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.**
- iii. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. April 04, 2025 (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through remote e-voting.
- iv. The details of the process and manner for remote e-voting are explained herein below:

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





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

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <div><p><b>NSDL Mobile App is available on</b></p><div> <b>App Store</b></div><div> <b>Google Play</b></div><div></div><div></div></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**B) Login Method 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

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

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [priyanka@rajoraandco.com](mailto:priyanka@rajoraandco.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **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), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's Registrars and Transfer Agents, Aarthi Consultants Private Limited at [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com) or to Company at [investors@ctopl.com](mailto:investors@ctopl.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@ctopl.com](mailto:investors@ctopl.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

## **OTHER INSTRUCTIONS**

1. In case of any queries with respect to remote e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000. You may also send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com), or contact Mr. Amit Vishal, Deputy Vice President – NSDL, T301, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai-400051, e-mail: [evoting@nsdl.com](mailto:evoting@nsdl.com), phone no. 022 2499 4561 or call on 022 - 4886 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 or who need assistance with using the technology before or during the remote e-voting.

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

**Place: Hyderabad  
Date: April 03, 2025**

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

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

**Item No. 1: Appointment of Mr. Tarakad Narayanan Kannan (DIN 10942544) as Non-Executive, Independent Director of the Company.**

The Board of Directors appointed Mr. Tarakad Narayanan Kannan (having DIN 10942544) as an Additional Director (Non-Executive & Independent) effective from February 15, 2025 in its meeting dated February 14, 2025 in terms of Section 161 of the Companies Act, 2013 (the "Act") and he holds office up to the date of forthcoming General Meeting/Conclusion of Postal Ballot of the Company. Based on the recommendation of Nomination & Remuneration Committee and approval of the Board, and subject to approval of shareholders, he is also appointed as an Independent Director of the Company for a period of five years with effective from February 15, 2025, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015').

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

**Profile of Mr. Tarakad Narayanan Kannan**

Mr. Kannan is a Confident and Successful Company Secretary with over 28 years of Post Qualification Experience and 33 years of overall experience covering across multiple verticals. Proven capability of building an aggressive organization and excellent problem solving & crisis management skills. Very effective with Investors, Boards, CEOs.

He is a B.Com graduate and a Fellow Member of the Institute of Company Secretaries of India (F.C.S.). Additionally, he's a Certified Labour Laws Consultant and a Certified CSR Professional, both accredited by ICSI. He's also registered as an Independent Director with the Indian Institute of Corporate Affairs (IICA).

**Key Strengths & Areas of Expertise:**

With a robust professional background, Mr. Kannan specializes in a variety of domains including Corporate Law, IPO & FPOs, Start-Ups, Capital Markets, Incorporation, Due-Diligence, Business & Financial Re-engineering, Corporate Governance, Employee Stock Options (ESOP), Labour Law compliances, and Corporate Social Responsibility (CSR).

He's been a Practicing Company Secretary since August 2019 & his key areas of practice include Company Law and Corporate Secretarial Services, Corporate Governance Services, Advising on RBI and FEMA Compliances, Labour Law-related Compliances, CSR-related Compliances, IPO / Rights Issue / Preferential Issue / ESOP / QIP, Slump Sale and Stamp Duty-related compliances, etc.

In his corporate experience, he served as the Company Secretary and Head of HR at TFL Quinn India Pvt. Ltd., a Germany-based multinational company, from November 2009 to July 2019. In this role, he managed corporate secretarial functions and legal due diligence. He handled buy-back of shares, amalgamation of companies, legal compliances, drafting of agreements and compliance under FEMA regulations. He also contributed to the company's corporate governance practices and played a key role in HR activities across 14 countries.

Mr. Kannan was associated with Cambridge Technology Enterprises Ltd from April 2006 to Nov 2009, during which he played a key role in the IPO process, Preferential Issues, QIPs, and ESOP

implementation. Additionally, he contributed to the acquisition of four companies and corporate restructuring, while managing investor relations and liaising with regulatory authorities.

Mr. Kannan was also associated with Vasant Chemicals Ltd as Group Company Secretary & Manager Corporate Affairs, Ram Informatics Ltd as Manager Accounts & Company Secretary, Visaka Industries Ltd as Company Secretary, Pennar Group of Companies as Asst. Company Secretary.

With over 28 years of experience in corporate governance, secretarial services, and compliance management, Mr. Kannan has consistently demonstrated the ability to manage diverse legal and regulatory requirements for organizations across multiple sectors.

As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) 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. Tarakad Narayanan Kannan seeking appointment is given below:

<b>Name of the Director and Designation</b>	Mr. Tarakad Narayanan Kannan (T.N. Kannan) - Non-Executive & Independent Director
<b>DIN</b>	10942544
<b>Age</b>	56 Years 7 months
<b>Date of Birth</b>	August 12, 1968
<b>Date of first appointment on the Board</b>	February 15, 2025
<b>Brief Resume</b>	<p>Mr. Kannan is a confident and accomplished Company Secretary with over 28 years of post-qualification experience and 33 years of overall experience across multiple verticals. With a proven track record in building successful organizations, he excels in problem-solving and crisis management. He's highly effective in working with investors, boards, and CEOs, consistently driving corporate growth and development. You may also refer above for brief resume.</p> <p>Mr. Kannan's key strengths include corporate law, IPOs, capital markets, start-ups, due diligence, corporate governance, labour law compliances, CSR, and financial reengineering.</p>
<b>Qualification</b>	<p>He holds a B.Com degree and is a Fellow Member of the Institute of Company Secretaries of India (ICSI).</p> <p>Additionally, he's a Certified Labour Laws Consultant and a Certified CSR Professional from ICSI. He's also a registered as an Independent Director with the Indian Institute of Corporate Affairs (IICA).</p>
<b>Experience</b>	<p>He has more than 28 years of experience.</p> <p>He's been a Practicing Company Secretary since August 2019. In his corporate experience, he worked in Companies such as TFL Quinn India Pvt. Ltd, Cambridge Technology Enterprises Ltd., Vasant Chemicals Ltd., Ram Informatics Ltd., Visaka Industries Ltd and Pennar Group of Companies.</p>
<b>Nature of Expertise in specific functional areas</b>	Corporate Law, Corporate Governance, Labour Laws, Corporate Restructuring, IPO & FPO's, Business & Financial Re-Engineering, Human Resources.
<b>Names of Companies/LLP in which he holds the directorship</b>	Cambridge Technology Enterprises Limited

<b>Names of listed entities in which he holds the directorship</b>	Cambridge Technology Enterprises Limited
<b>Names of Companies in which he holds the membership/ chairmanship of Committees of the Board</b>	Nil
<b>Names of Listed Companies in which he holds the membership/ chairmanship of Committees of the Board</b>	Nil
<b>Names of Listed entities from which the person has resigned from the directorship in the past three years</b>	Nil
<b>Number of Meetings of the Board attended during the year</b>	Not applicable.
<b>Terms &amp; Conditions of appointment along with Remuneration sought to be paid</b>	Draft letter of appointment of Independent Directors setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day (i.e. except Saturdays, Sundays & Public Holidays) up to the date of conclusion of remote e-voting and is also uploaded on the website of the company. Sitting fees for attending Board and / or Committee Meetings is sought to be paid to Mr. Tarakad Narayanan Kannan.
<b>Remuneration last drawn</b>	Not Applicable
<b>Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mr. T. N. Kannan is not related to any of the other Directors, Manager and other KMP of the Company.
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	Nil
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements/ the justification for choosing the appointee</b>	The skills and capabilities required for the role are Human Resources, Financial and Business Re-engineering. Mr. Kannan has skills and capabilities along with more than 28 years of experience in the matters pertaining to Corporate Law, Labour Laws, Corporate Restructuring, IPO & FPO's, Business & Financial Re-Engineering and Human Resources. His skills, long experience and capabilities will be extremely helpful for the Company in matters pertaining to Human Resources, providing creative solutions regarding finance and business. His appointment will be in the interest of the Company and he meets the criteria.

Mr. T. N. Kannan has given his consent to act as Director of the Company. He also confirmed his eligibility to be appointed as Director on the Company's Board and also that he does not attract any of the disqualifications prescribed under the Companies Act, 2013. Mr. T. N. Kannan is not disqualified from being appointed as Director in terms of Section 164 of the Act. In accordance with circular nos. LIST/COMP/14/2018-19 and NSE/CML/2018/02, both dated June 20, 2018, issued by BSE Limited and National Stock Exchange of India Limited ("NSE"), respectively, he is not debarred from holding the office of Director, by virtue of any SEBI order or any other such authority. The Company has also

received declaration from Mr. T. N. Kannan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He declared that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He has complied with sub-rule (1) and sub-rule (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. T. N. Kannan fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. T. N. Kannan does not hold any shares in the Company either directly or on beneficial basis. As on date, he does not hold membership of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Board in any listed entity. There is no relationship between directors inter-se. The Board of Directors further confirm that in the opinion of the Board, Mr. T. N. Kannan, proposed to be appointed as Independent Director possesses the relevant expertise, have rich experience and fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management of the Company. He has expertise in specific functional areas and is eminent personality in his respective field. Mr. T. N. Kannan by taking active participation in the Board and/or Committee meetings may play critical role in Human Resources, providing creative solutions regarding finance and business, etc., which will enhance the transparency and decision making process of the Board of Directors. Nomination & Remuneration Committee recommended to the Board that the proposed Independent Director have the capabilities identified by it and required of him. The Board considers that the continued services of the said director would be of immense benefit to the company and it is desirable to avail his services. The mentioned points in this para and his brief profile justifies choosing Mr. T. N. Kannan for appointment as an Independent Director of the Company.

Hence, it is proposed to appoint Mr. T. N. Kannan as Non-Executive Independent Director of the Company and to hold office for five consecutive years with effect from February 15, 2025.

Necessary documents in this regard including copy of the draft of appointment letter of Mr. T. N. Kannan as Non-Executive Independent Director setting out the terms and conditions, are available for inspection and such documents shall be so made available for inspection in physical or in electronic form during normal business hours on any working day (i.e. except Saturdays, Sundays & Public Holidays) up to the date of conclusion of this Postal Ballot at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company. The terms & conditions of appointment of Independent Directors are also available on the website of the Company viz., <https://www.ctepl.com/>

Mr. T. N. Kannan and his relatives are interested in the special resolution set out at Item No.1 of the notice relating to his appointment. Save and except as aforesaid, none of the Directors and Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the notice.

As per Regulation 17(1C)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Also, as per Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment or re-appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.



The Board of Directors, considering above said provisions, considering experience and expertise of Mr. T. N. Kannan and based on recommendation of Nomination and Remuneration Committee, recommends the special resolution at Item No. 1 of the Notice for approval of the members of the Company.

**Item No. 2: Change of designation of Ms. Jayalakshmi Kumari Kanukollu (DIN 03423518) from Non-Executive Independent Director to Non-Executive Non-Independent Director.**

Ms. Jayalakshmi Kumari Kanukollu (holding DIN 03423518) was first appointed on the Board of the company on March 14, 2015 designated as an Independent Director. Upon completion of her first term, subject to the provisions of Section 152 of the Companies Act, 2013, she was further reappointed for her second term of five consecutive years as an Independent director w.e.f March 14, 2020.

Pursuant to Section 149(11) of the Act, no independent director shall hold office for more than two consecutive terms, and the Board in its meeting held on February 14, 2025 was informed that the term of Ms. Jayalakshmi Kumari, Independent Director is expiring on March 13, 2025, and basis the recommendation of the Nomination and Remuneration Committee, the board approved change in designation/re-appointment of Ms. Jayalakshmi Kumari, as a Non – Executive Non – Independent Director effective March 14, 2025, subject to the approval of Shareholders and liable to retire by rotation.

Ms. Jayalakshmi has given her consent to change her designation. She also confirmed that she does not attract any of the disqualifications prescribed under the Companies Act, 2013. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. In accordance with circular nos. LIST/COMP/14/2018-19 and NSE/CML/2018/02, both dated June 20, 2018, issued by BSE Limited and National Stock Exchange of India Limited (“NSE”), respectively, she is not debarred from holding the office of Director, by virtue of any SEBI order or any other such authority.

**Brief Profile:** With a deep passion of teaching Ms. Jayalakshmi Kumari brings more than 20 years of experience from the educational sector having worked for leading schools and colleges in Hyderabad. Presently, she is working with the Ignite IAS as a faculty in the field of political science. With proven ability to constantly challenge and improve existing processes and systems, she has been participating and rendering voluntary services to many social organizations. Ms. Jayalakshmi Kumari has a Ph.D. in Social Sciences, M.A in Economics, M.A in Political Science, M.A. in Hindi, M. Phil, M. Ed, & B. Ed.

In the opinion of the Board, Ms. Jayalakshmi possesses the relevant expertise & considers that the continued services of the said director would be of immense benefit to the company and it is desirable to avail her services.

As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Clause 1.2.5 of the Secretarial Standard 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of Ms. Jayalakshmi is given below:

<b>Name of the Director</b>	Ms. Jayalakshmi Kumari Kanukollu
<b>DIN</b>	03423518
<b>Age</b>	56 years 7 months
<b>Date of Birth</b>	August 08, 1968
<b>Date of first appointment on the Board</b>	March 14, 2015
<b>Brief Resume</b>	Ms. Jayalakshmi Kumari brings more than 20 years of experience from the educational sector having worked for leading schools and colleges in Hyderabad. Presently, she is working with the Ignite IAS as a faculty in the field

	of political science. With proven ability to constantly challenge and improve existing processes and systems, she has been participating and rendering voluntary services to many social organizations.
<b>Qualification</b>	Ms. Jayalakshmi Kumari has a Ph.D. in Social Sciences, M.A in Economics, M.A in Political Science, M.A. in Hindi, M. Phil, M. Ed, & B. Ed.
<b>Experience</b>	Ms. Jayalakshmi Kumari has more than 20 years of experience in the educational sector.
<b>Nature of her Expertise in specific functional areas</b>	Economics, Social & Political Sciences, Voluntary Services.
<b>Names of Companies/LLP in which she holds the directorship</b>	Cambridge Technology Enterprises Limited
<b>Names of listed entities in which she holds the directorship</b>	Cambridge Technology Enterprises Limited
<b>Names of Companies in which she holds the membership/ chairmanship of Committees of the Board</b>	Cambridge Technology Enterprises Limited - She is a Chairman of the Nomination and Remuneration Committee and Stakeholders Relationship Committee
<b>Names of Listed Companies in which she holds the membership/ chairmanship of Committees of the Board</b>	Cambridge Technology Enterprises Limited - She is a Chairman of the Nomination and Remuneration Committee and Stakeholders Relationship Committee
<b>Names of Listed entities from which the person has resigned from the directorship in the past three years</b>	Brightcom Group Limited
<b>Number of Meetings of the Board attended during the year</b>	05
<b>Terms &amp; Conditions of appointment along with Remuneration sought to be paid</b>	Change in designation to Non – Executive Non Independent Director w.e.f March 14, 2025 subject to Shareholders approval and liable to retire by rotation. Sitting fees for attending Board and / or Committee Meetings is sought to be paid to Ms. Jayalakshmi.
<b>Remuneration last drawn</b>	Sitting fees amounting to Rupees 15,000/- per meeting for attending Board and Committee Meetings of the Company has been paid to Ms. Jayalakshmi during the year. Other than sitting fees, she did not receive any remuneration.
<b>Disclosure of relationships between directors inter-se/Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Ms. Jayalakshmi is not related to any of the other Directors, Manager and other KMP of the Company.
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	She does not hold any shares in the Company whereas her son, Mr. Sai Sriram Kanukollu holds 10 shares in the Company.
<b>The justification for choosing the appointee</b>	The Board of Directors of the company are of the opinion that Ms. Jayalakshmi is a person of integrity. Considering her association with the Company as an Independent Director for last decade and her experience in specific functional areas, the Board considers that the continued services of the said director would be of immense benefit to the company.

Ms. Jayalakshmi and her relatives are interested in the special resolution set out at Item No. 2 of the notice relating to her change in designation. Save and except as aforesaid, none of the Directors and Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the notice.

As per Regulation 17(1C)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board of Directors, desirous of availing continued services from Ms. Jayalakshmi, considering above said provisions, considering experience and expertise of Ms. Jayalakshmi and her association with the Company as an Independent Director for last decade, and further considering that no independent director shall hold office for more than two consecutive terms, and based on recommendation of Nomination and Remuneration Committee, recommends the special resolution at Item No. 2 of the Notice for approval of the members of the Company.

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

**Sd/-**

**Place: Hyderabad  
Date: April 03, 2025**

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

**Registered & Corporate Office:**

**Cambridge Technology Enterprises Limited**

Capital Park, 4<sup>th</sup> Floor, Unit No. 403B & 404,  
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