Notice

NOTICE is hereby given that the 17th Annual General Meeting of the Members of Cambridge Technology Enterprises Limited will be held on Friday, 30th September, 2016, at 10.30 A.M. at FATPCCI Auditorium, Ground Floor, FTAPCCI, FAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana State, India to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr.Stefan Hetges, Director (DIN:03339784) who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider, 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, if any, of the Companies Act, 2013 and the Rules framed thereunder, the re-appointment of M Anandam & Co, Chartered Accountants (Firm's Regn. No. 000125S), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 22ndAnnual General Meeting of the Company to be held in the year 2021, be and is hereby approved subject to recommendation by the Board and ratification of appointment by the Members at every Annual General Meeting till 22nd Annual General Meeting, on such remuneration, as may be agreed upon by the Board of Directors and the Auditors."

By the order of the Board For Cambridge Technology Enterprises Limited

Hyderabad 29th August, 2016 Sd/-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.
- 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. In terms Articles of Association of the Company and pursuant to Companies Act, 2013, Mr. Stefan Hetges, Director (DIN: 03339784) of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offershimselffor re-appointment. Information about such Directors 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 reappointment of Mr. Stefan Hetges, Director (DIN: 03339784).
- 4. 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.
- 5. 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.
- 6. 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.
- 7. The Company has designated an exclusive email ID investors@ctepl.com, which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives. 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).
- 8. 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.
- 9. 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.
- 10. A Route Map showing direction to reach the venue of 17th Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard 2 on General Meeting.
- 11. 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/SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, 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.
- 12. 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 sharesheld in dematerialized form with their respective Depository Participants and in respect of shares heldin 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@ctepl.com The Members may also note that the said notice & Reports are also being uploaded on the website of the Company at www.ctepl.com.

- 13. 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 heldby 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.
- 14. The Securities and Exchange Board of India (SEBI)has mandated the submission of Permanent AccountNumber (PAN) by every participant in securities market. Members holding shares in electronic formare, 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.
- 15. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 26th September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of Annual General Meeting of the Company.

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 17th 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 27th September, 2016 at 9.00 A.M and ends on 29th September, 2016 at 5:00 P.M. During this period, Members holding shares either in physical form or demat form, as on 24th September, 2016, i.e. cut-off date, may cast their vote electronically. The evoting 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., 24th September, 2016, 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 and on the website of CDSL 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 voting period begins on 27th September, 2016 at 9.00 A.M and ends on 29th September, 2016 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 24th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	 Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	 In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	 Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation'

menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company name<CAMBRIDGE TECHNOLOGY ENTERPRISES LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

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

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

Contact details for queries relating to e-voting:

Mr. Mehboob Lakhani, Assistant Manager Address:16th Floor, PhirozeJeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.

Email ID: 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 29th August, 2016

Annexure

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

Name of the Director	Stefan Hetges
DIN	03339784
Date of Birth	19 th July, 1963
Age	53 Years
Qualification	Masters in Computers from University of Constance, Germany
Date of first Appointment on the Board	15 th November, 2010
Experience	More than 20 years' of experience
Terms & Conditions of Re-appointment along with Remuneration sought to be paid	Only sitting fees is sought to be paid as he is a Non – Executive Director w.e.f 14 th May 2015.
Remuneration last drawn	INR 65,26,800 as at March 31, 2013 as an Executive Director & CEO of the Company
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Expertise in Specific Functional Area	Information Technology. Leading companies to lower IT cost by optimizing, migrating or transforming IT systems
Number of Meetings of the Board attended during the year	1 meeting attended during the financial year 2015-16.
Names of Companies in which he holds the directorship	Cambridge Technology Enterprises Limited, smartShift Technologies Private Limited, smartShift GMBH andsmartShift AG
Names of Companies in which he holds the membership of Committees of the Board	Nil
No of Shares held in the Company as on 31st March 2016	Nil

Stefan Hetges joined CTE as a part of the recent acquisition of smartShift, the leading provider of tool-based modernization of complex IT systems. Stefan started his career as a consultant at Cambridge Technology Group. In 1993, he joined i-Cube as the first employee and was instrumental in the company's growth and later became responsible for i-Cube's European business. The company grew to over \$100 million in revenue and went public in 1998. In 1999, i-Cube was acquired by razorfish. In 2001, Stefan acquired the assets of i-Cube from razorfish in a management buyout and formed smartShift. Stefan has a Masters in Computer from University of Constance, Germany.

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]

: Unit No. 04-03, Level 4, Block 1, Cyber Pearl, Hitec-City, Madhapur, Hyderabad-81.

: Cambridge Technology Enterprises Limited

Name of the Company

Registered Office

Ver	nue of the Meeting	FATPCCI Auditorium, Ground Floor, FTAPCCI, FAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana State, India.
Dat	e and Time	Friday, the 30 th day of September, 2016 at 10.30 A.M.
Na	ame of the member(s)	
Re	gistered address	
E-r	mail	
Fo	lio no. / Client ID*	
DF	P ID*	
No	o. of shares held	
	point:	(s) of shares of the above named company, hereby
1.	Name:	, residing at
	E-mail:	or failing him / her
2.	Name:	, residing at
	having E-mail:	or failing him / her
3.	Name:	, residing at
	E-mail:	or failing him / her
Ge	neral Meeting of the Co	and vote (on a poll) for me / us and on my / our behalf at the Annual empany, to be held on Friday, the 30th day of September, 2016 at 10.30th, Ground Floor, FTAPCCI, FAPCCI Marg, Red Hills, Hyderabad – 500 004,

Telangana State, India and at any adjournment thereof in respect of resolution as indicated below:

Resolution	Resolution	(Please mention no. of shares)	
No.		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements		
2. To appoint a Director in place of Mr. Stefan Hetges, Director (DIN: 03339784) who retires by rotation and being eligible, offers himself for re-appointment			
3.	Re – appointment of Statutory Auditors		

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.

	Affix
Signed this day of	revenue stamp of
	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	: FATPCCI Auditorium, Ground Floor, FTAPCCI, FAPCCI Marg, Red Hills, Hyderabad – 500 004, Telangana State, India.
Date and Time	: Friday, the 30 th day of September, 2016 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 sh	nares in Electronic form
I certify that I am a member / prox	y for the member of the Company.
	Annual General Meeting of the Company at FATPCCI Auditorium, larg, Red Hills, Hyderabad – 500 004, Telangana State, India, on 2016 at 10.30 A.M.
Name of the member / proxy	Signature of the member / proxy

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

(in BLOCK letters)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Aashish Kalra, Chairman & CEO
 Mr. Dharani Raghurama Swaroop,
 Mr. Venkat Motaparthy, Independent Director
 Mr. B. Muralidhar, Independent Director
 Mrs. K. Jayalakshmi Kumari, Independent Director
 Mr. Stefan Hetges 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@aarthiconsultants.com CIN: U74140TG1992PTC014044

