

**CTE****Cambridge Technology Enterprises**17<sup>th</sup> September, 2014

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

corp.compliance@bseindia.com  
Ph: 022-22721233/4  
Fax: 022 2272 2039, 022 2272 3719  
Dear Sir,

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

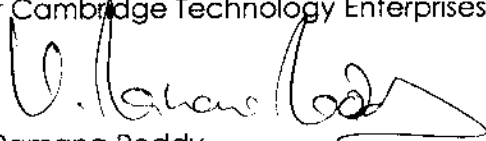
cmist@nse.co.in  
Ph: 022-26598100-8114  
Fax No: 022- 26598120

**Sub: Clause 36 of the Listing Agreement**  
**Ref.: BSE Scrip Code: 532801, NSE Code CTE**

We hereby inform you that company's wholly owned subsidiary **M/s. Cambridge Technology India Private Limited**, Bangalore (Transferor company) would be merged with Transferee company/holding company viz., Cambridge Technology Enterprises Limited w.e.f. 1<sup>st</sup> April, 2012 as per the order dated 7<sup>th</sup> August, 2014 received from the Honorable High Court of Karnataka (copy enclosed) with respect to petition no.140/2013 filed pursuant to Section 391 and 394 of the Companies Act, 1956. Kindly take the same on record.

Thanking you.

Yours faithfully,  
For Cambridge Technology Enterprises Limited



V Ramana Reddy  
CFO & Company Secretary

**Regd. & Corporate Office:** Cambridge Technology Enterprises Limited  
Unit No 04 - 03, Level 4, Block 1, Cyber Pearl  
HITEC - City Madhapur, Hyderabad - 500 081, India.  
Tel: + 91 40 4023 4400, Fax: 4023 4600, www.ctepl.com  
CIN: L72200AP1999PLC030997

**Branch Office:**  
Sagar Complex, 2nd Floor, No 6/1, Banerghatta Main Road,  
Bangalore - 560 029, Karnataka, India.  
Tel.: +91- 80 - 4299 5777 / 2552 1044, Fax: +91-80-4299 5779

18353/14

Per Lord  
(24)

IN THE HIGH COURT OF KARNATAKA AT BANGALORE

DATED THIS THE 7<sup>TH</sup> DAY OF AUGUST 2014

BEFORE

THE HON'BLE MR. JUSTICE A S BOPANNA

COMPANY PETITION NO.140/2013

**BETWEEN:**

CAMBRIDGE TECHNOLOGY  
INDIA PRIVATE LIMITED  
A COMPANY INCORPORATED UNDER  
THE COMPANIES ACT  
HAVING ITS REGISTERED OFFICE AT  
"SHAURYA, PLOT NO.739, 13<sup>TH</sup> CROSS  
7<sup>TH</sup> BLOCK, JAYANAGAR  
BANGALORE-560 070

... PETITIONER

(BY SRI NIKHIL KAMATH, ADV. FOR  
M/S. KRISHNA MURTHY & COMPANY)

**AND:**

NIL

(BY SRI PREMA HATTI, CGC FOR ROC  
SRI K S MAHADEVAN &  
SRI V JAYARAM, ADVs. FOR OL)

... RESPONDENT

THIS PETITION IS FILED UNDER SECTION 391 AND 394  
OF THE COMPANIES ACT, 1956, PRAYING TO  
APPROVE/SANCTION THE SCHEME OF AMALGAMATION AS  
ANNEXED IN "ANNEXURE-L".

THIS PETITION COMING ON FOR ORDERS, THIS DAY,  
THE COURT MADE THE FOLLOWING:

**CERTIFIED TRUE COPY**

This Certified copy contains.....5.....Pages  
And Copying charges of ₹.....15.....is  
Received

For CAMBRIDGE TECHNOLOGY ENTERPRISES LTD.

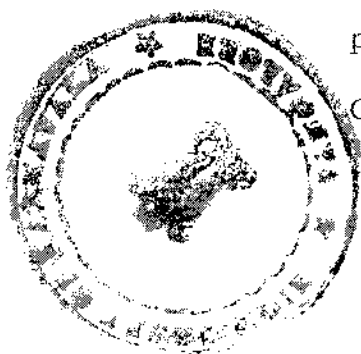
V. Ramana Reddy  
CFO & Company Secretary



**ORDER**

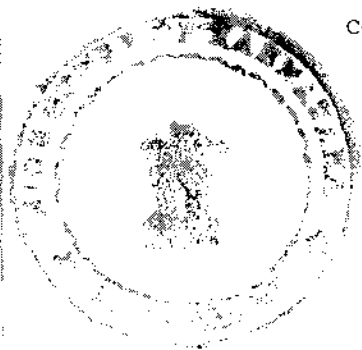
The petitioner herein is the Transferor Company in respect of the Scheme of Amalgamation evolved between the Transferor and the Transferee Company.

2. The petitioner herein which is wholly owned subsidiary of the Transferee Company was incorporated initially on 04.04.1996 in the name and style "Q Soft Systems and Solutions Private Limited". Thereafter the name was changed as "Cambridge Technology India Private Limited" on 19.12.2008. The Board of Directors of the petitioner-company in their meeting held on 28.12.2012 had considered the scheme and had approved the same. Pursuant thereto, in the normal course, the consent of the shareholders, secured and unsecured creditors would be necessary and a meeting is to be convened in that regard. In the instant case, since the scheme had been considered and approved by the shareholders, secured and un-secured creditors, the petitioner-company was before this Court in C.A.No.352/2013 seeking that the convening of the



meeting be dispensed. This Court by the order dated 27.06.2013 had permitted the same. Pursuant thereto, the instant petition has been filed.

3. This Court had directed issue of notice to the Regional Director and also to the Official Liquidator and the petition was ordered to be advertised in "*The Hindu*" English Daily and "*Vijaya Karnataka*" Kannada Daily. On receipt of the notice, the Registrar of Companies on behalf of the Regional Director has filed an affidavit dated 09.06.2014. A perusal of the same would indicate that the Competent Authority after considering the Scheme has not found any anything objectionable in the Scheme. The Official Liquidator who had been notified had secured the verification of the Books and Documents relating to the petitioner-Company through Sri N. Swamynathan, Chartered Accountant appointed for that purpose through leave of this Court. Based on the report submitted by the Chartered Accountant, the Official Liquidator has indicated that the affairs of the company have not been conducted in any manner



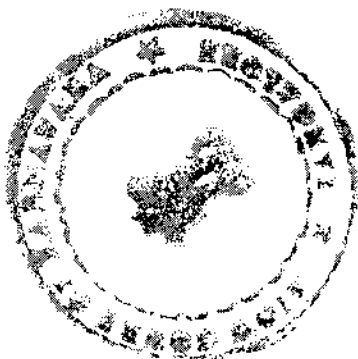
prejudicial to the interest of the members of the company or to that of the public interest.

4. In that view, a perusal of the Scheme at the outset would indicate that the same has been formulated for the betterment and interest of the Transferor Company and also to its shareholders and employees. The Transferor Company is even otherwise a wholly owned subsidiary of the Transferee Company. The competent authorities in any event have not raised any objection nor has any person appeared before this Court and objected to the Scheme despite publication of the same. Hence, the prayer made in the petition deserves to be granted.

5. In the result, the following:

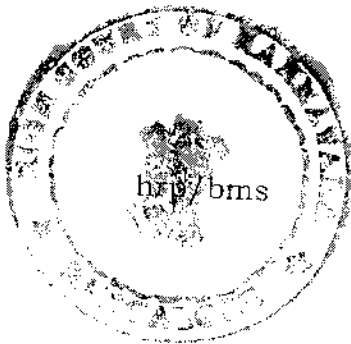
**ORDER**

- (i) The petition is allowed.
- (ii) The scheme as at Annexure-A for amalgamation of the petitioner-Transferor Company with the Transferee Company is approved.



- (iii) In view of the sanction of the scheme, the petitioner-Company being the Transferor Company shall stand dissolved without the order of winding up.
- (iv) Copy of the order shall be filed with the Registrar of Companies within a period of thirty days from the date of receipt of a copy of this order.

Sd/-  
JUDGE



'TRUE COPY'

*W. Srinivasulu* 18/8/14  
Section Officer,  
High Court of Karnataka  
Bangalore-560 001

- a) The date on which the application was made *14-8-14*
- b) The date on which charges and additional charges if any are called for —
- c) The date on which charges and additional charges if any are deposited/Paid —
- d) The date on which the copy is ready *18-8-14*
- e) The date of notifying that the copy is ready for delivery *18-8-14*
- f) The date on which the applicant is required to appear on or before *21-8-14*
- g) The date on which the copy is delivered to the Applicant *19/8/14*
- h) Examined by *[Signature]*