



Date: April 6, 2024

To,
The Corporate Relationship Department,
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street, Mumbai- 400001

Subject: Notice of Extra-Ordinary General Meeting of Ceinsys Tech Limited

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Scrip Code: 538734

Dear Madam / Sir,

In furtherance to our disclosure dated March 30, 2024 read with corrigendum dated April 3, 2024 and April 6, 2024 and pursuant to Regulation 30 of SEBI Listing Regulations and other applicable provisions of Listing Regulations, please find enclosed herewith the Notice convening Extraordinary General Meeting ("EGM") of the Company scheduled to be held on Monday, April 29, 2024 at 11:30 AM (IST) through Video Conference ("VC");/ Other Audio-Visual means ("OAVM") to transact the special business as set out in the Notice of EGM dated April 6, 2024.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Notice of EGM has been sent through email today i.e. April 6, 2024 to all the members of the Company whose email addresses are registered with Depository Participant(s) or Registrar and Share Transfer Agent of the Company.

The Company is pleased to provide to the Members e-voting facility through National Securities Depository Limited (NSDL) to exercise the right to vote on resolutions to be considered at the EGM and the business may be transacted through e-voting facility, pursuant to the provisions of the Companies Act, 2013, including Rules thereunder and the Regulations, as amended.

Mr. Sushil Kawadkar, Company Secretary in Practice, has been appointed as the Scrutinizer for e-voting for the forthcoming EGM under Regulation 44 of the Listing Regulations and the Companies (Management and Administration) Amendment Rules, 2015.

The Cut-off date for determining eligibility of Members to vote on the resolutions set out in the Notice of EGM by remote e-voting or by e-voting at the EGM and to attend the EGM has been fixed as Monday, April 22, 2024.



The remote e-voting period commences on Friday, April 26, 2024 at 9.00 a.m. (IST) and ends on Sunday, April 28, 2024 5.00 p.m. (IST).

This information is also being uploaded on the Company's website at www.ceinsys.com.

You are requested to take the above information on your records.

Thanking you.

Yours faithfully,

For Ceinsys Tech Limited

Pooja Karande
Company Secretary
& Compliance Officer
(M. No. A54401)

Enclosure: As above

CEINSYS TECH LIMITED
(CIN: L72300MH1998PLC114790)
Registered Office: 10/5, I.T. Park, Nagpur- Maharashtra- 440022- India
Tel No.: 0712- 2249033/ 358/ 930
E-mail: cs@ceinsys.com Website: www.ceinsys.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (“EGM”) of the Members of Ceinsys Tech Limited (“**Company**”) will be held on Monday, 29th April, 2024 at 11:30 AM through Video Conference facility (‘VC’) or Other Audio – Visual Means (‘OAVM’), to transact the following Special businesses. The venue of the EGM shall be deemed to be the registered office of the Company at 10/5, IT Park, Nagpur – 440022.

SPECIAL BUSINESS:

Item No. 1 -

Appointment of Mrs. Maya Swaminathan Sinha (DIN: 03056226) as an Independent Woman Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for appointment of Mrs. Maya Swaminathan Sinha (DIN: 03056226), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 13th February, 2024 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Woman Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 13th February, 2024 upto 12th February, 2029”.

“RESOLVED FURTHER THAT the Board and/or any of the Executive Directors and/or Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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Item No. 2**Continuation of appointment of Mr. Sagar Meghe (DIN: 00127487) as Non-Executive and Non-Independent Director Cum Chairman of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘the Act’) read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘the SEBI Listing Regulations’) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and that of the Board of Directors, consent of the Members be and is hereby accorded for continuation of appointment of **Mr. Sagar Meghe (DIN: 00127487)** as Director (designated as Non-Executive and Non-Independent Director Cum Chairman) of the Company for a term of 4 (four) years with effect from 30th March, 2024 till 29th March, 2028 and that he shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT the Board and/or any of the Executive Directors and/or Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Item No. 3**Appointment of Mr. Kaushik Khona (DIN: 00026597) as Director and Managing Director, India Operations of the Company:**

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

“RESOLVED THAT pursuant to recommendations of the Nomination and Remuneration Committee and Audit Committee, Mr. Kaushik Khona (DIN: 00026597) who was appointed by the Board of Directors as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013 and also in respect of whom a notice of candidature has been received by the Company from a Member, be and is hereby appointed as a Director of the Company with effect from 30th March, 2024.”

“RESOLVED FURTHER THAT pursuant to recommendations of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof and subject to the approval of the Central Government, if any, or such other approvals as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Kaushik Khona (DIN: 00026597) as Managing Director, India Operations of the Company for a period of three (3) years with effect from 30th March, 2024 to 29th March, 2027, and to him, receiving remuneration, payments, perquisites, benefits and amenities as given below:

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A. Fixed Pay:

1. For the first financial year, the Company shall pay to Mr. Kaushik Khona an annual salary of Rs. 3,00,00,000/- (CTC) (Indian Rupees Three Crore Only), which shall be subject to deductions for Income Tax in accordance with applicable laws;
2. The salary will accrue on a day-to-day basis and will be payable by equal monthly instalments in arrears by credit transfer, normally on the first working day of each calendar month for previous month; and
3. The annual salary will be reviewed by the Board every financial year based on the performance of the Company.;

B. Variable Pay:

1. All the future increments in the remuneration of Mr. Kaushik Khona, whenever happens will be paid in Variable Pay until Variable Pay becomes 30% of CTC. Mr. Kaushik Khona shall be eligible for Variable Pay which shall be subject to approval of Board based on his performance & Company Performance / key performance indicators (KPIs) as may be decided by Board in consultation with Nomination and Remuneration Committee from time to time.

C. Perquisites, Benefits and Amenities:**1. Car:**

The Company shall provide a Company owned new SUV car and a driver during the period of employment of Mr. Kaushik Khona, for which the cost of car, the driver salary, the fuel and the maintenance will be paid by the Company as per agreed limits per annum in addition to the Annual Salary as mentioned in point no. A above.

2. Medical Expenses:

Mr. Kaushik Khona and his direct family members will also be covered under the Company Medclaim policies as per Company policy.

3. Gratuity :

Rs. 6,32,592/- (Rupees Six Lakhs Thirty-Two Thousand Five Hundred and Ninety Two Only) as per Company policy.

4. Employer Contribution to Provident Fund:

Rs. 21,600/- (Rupees Twenty One Thousand Six Hundred Only) per annum as per Company policy.

“RESOLVED FURTHER THAT notwithstanding anything contained above, if in any financial year during the currency of tenure of Mr. Kaushik Khona in the Company, the Company has no profit or its profit is inadequate, the Salary as mentioned in the above resolution shall continue to be paid to Mr. Kaushik Khona in accordance with the provisions of section 197 and Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in

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force) by passing special resolutions at a duly conveyed general meeting of Shareholders, wherever required."

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

Item No. 4
Authorization under Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, and in supersession to the earlier resolutions passed in this regard consent of the Members of the Company be and is hereby accorded to (a) give loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.3,00,00,00,000/- (Rupees Three Hundred Crores Only) outstanding at any time, notwithstanding that such investments made including to be made, outstanding loans including given or to be given and guarantees and security provided including to be provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above the Board be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 5

Approval of Material Related Party Transaction(s)

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 177, 188 and other applicable provisions of the Companies Act, 2013 and pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to enter into

arrangements/transactions/contracts with below mentioned related parties (“Related Party”), relating to transactions, the details of which are more particularly set out in the explanatory statement of this Notice, provided however that the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during Financial Year 2024-25, provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (INR in Cr.)
Allygrow Technologies Pvt Ltd (ATPL), Allygram Systems and Technologies Private Limited (ASTPL) and Grammer AG and group entities of Grammer AG: <ul style="list-style-type: none"> • Grammer Interior Components GmbH • Grammer Automotive Metall GmbH • Grammer Americas LLC • Grammer Industries LLC • Grammer Railway Interior GmbH • Grammer Interior Changchun Co., Ltd. • Grammer Interior Tianjin Co., Ltd. • Grammer Interior (Shanghai) Co., Ltd. • Grammer Seating (Jiangsu) Co., Ltd. • Grammer Seating (Shaanxi) Co., Ltd. • Grammer Interior Beijing Co., Ltd. • Grammer Inc. • Grammer Industries Inc. • Toledo Molding & Die, LLC • Grammer Seating (Ningbo) Co., Ltd. • Grammer Vehicle Parts (Shengyang) Co., Ltd. • Changchun GRAMMER FAWSN Vehicle Parts Co.,Ltd • Grammer Vehicle Parts (Qingdao) Co., Ltd. 	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Providing engineering design services and other components of the Joint Venture Agreement	Up to 50.00 Cr.(Aggregate)

RESOLVED FURTHER THAT all executive Directors and/or Company Secretary of the Company be and is hereby authorized individually to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

Item No. 6

Issue of 14,89,086 Share warrants and 12,50,658 Equity Shares and on Preferential basis to certain Non-Promoters

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

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“RESOLVED THAT pursuant to the provisions of sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (“Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and the provisions of Foreign Exchange Management Act, 1999 (“FEMA”) and rules and regulations framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“ICDR Regulations”**); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“LODR Regulations”**), the Listing Agreements entered into by the Company with the BSE Limited; and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Reserve Bank of India, Ministry of corporate Affairs, Government of India, the Securities and Exchange Board of India (“SEBI”), the BSE Limited, and any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard and the enabling provisions of the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to offer, issue and allot, on a preferential basis (i) 14,89,086 share warrants of face value INR 10/- each, for cash at an issue price of INR 559.90 per warrant including a premium of INR 549.90/- per warrant and on such other terms and conditions as may be determined and (ii) 12,50,658 equity shares of face value INR 10/- each, for cash at an issue price of INR 559.90/- per share including a premium of INR 549.90/- per share and on such other terms and conditions as may be determined to the below mentioned persons under non-promoter category:

Sr. No.	Name of proposed allottees	Category	Nature of instrument	Proposed no. of instruments to be issued
1.	Rare CP Fund I LP	Non-Promoter	Share warrants	14,89,086
2.	Rare CP Fund I LP	Non-Promoter	Equity shares	7,44,543
3.	JNRD-SPV LLC	Non-Promoter	Equity shares	1,48,909
4.	Raisoni Capital Finance Private Limited	Non-Promoter	Equity shares	1,78,603

5.	Treble Trading and Investment Company Private Limited	Non-Promoter	Equity shares	1,78,603
TOTAL				27,39,744

RESOLVED FURTHER THAT the “Relevant Date” for calculating the minimum issue price of the share warrants and equity shares to be allotted pursuant to preferential issue, in terms of Regulation 161 of the SEBI ICDR Regulations shall be 28th March 2024, the latest working day, which is the date thirty days prior to the date on which the meeting of shareholders is proposed to be held to consider the proposed preferential issue i.e., 29th April 2024 (excluding the holidays and weekends).

RESOLVED FURTHER THAT the issue and allotment of the warrants shall be on the following terms and conditions:

- i. The warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of equity shares of face value of INR 10/- each to the warrant holders;
- ii. An amount equivalent to 25% of the consideration shall be payable at the time of subscription and the balance 75% shall be payable by the allottees on the exercise of the warrant(s) from their bank accounts;
- iii. In the event that, an allottee do not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such warrants shall stand forfeited by Company;
- iv. The price determined above and the number of equity shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, the warrants by themselves, until exercise of the conversion option and allotment of equity shares, do not give the warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- vi. The Company shall procure the listing and trading approvals for the equity shares to be issued and allotted to the warrant holders upon exercise of the warrants from the Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulations.
- vii. The pre-preferential shareholding of the proposed allottees shall be locked-in as prescribed under the ICDR Regulations from time to time.
- viii. Allotment of the share warrants shall be made only in dematerialised form. The monies to be received by the Company from the proposed allottees for application of the share warrants pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with section 42 and 62 of the Companies Act;

- ix. The equity shares so allotted on exercise of the warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing equity shares of the Company.
- x. The warrants and equity shares issued pursuant to the exercise of the warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT the issue and allotment of the equity shares shall be on the following terms and conditions:

- i. The proposed share allottees shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof;
- ii. The consideration for allotment of equity shares shall be paid to the Company by the proposed allottees from their bank accounts;
- iii. The pre-preferential shareholding of the proposed share allottees, if any, and equity shares to be allotted to the proposed share allottees shall be locked-in as prescribed under the ICDR Regulations from time to time.
- iv. Allotment of the equity shares shall be made only in dematerialised form. The monies to be received by the Company from the proposed allottees for application of the equity shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with section 42 and 62 of the Companies Act;
- v. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders' resolution;
- vi. The equity shares so allotted shall rank pari-passu in all respect with the existing equity shares of the Company;

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the share warrants and equity shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO and/or Dr. Abhay Kimmatkar, Managing Director and/or CS Pooja Karande, Company Secretary and Compliance Officer of the Company are hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions."

Item No. 7

Issue of 16,07,429 Share Warrants on a Preferential basis to certain persons under promoter and promoter group of the Company

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

“**RESOLVED THAT** pursuant to the provisions of sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (“Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**LODR Regulations**”), the Listing Agreements entered into by the Company with the BSE Limited; and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Ministry of Corporate Affairs, Government of India, the Securities and Exchange Board of India (“**SEBI**”), the BSE Limited, and any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard and the enabling provisions of the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to offer, issue and allot, on a preferential basis 16,07,429 fully convertible warrants, each convertible into one equity share of face value INR 10/- each, for cash at an issue price of INR 559.90/- per warrant including a premium of INR 549.90/- per warrant and on such other terms and conditions as may be determined to the below mentioned allottees:

Sr. No.	Name of proposed allottees	Category	Proposed no. of warrants to be issued
1.	Mr. Sagar Dattatraya Meghe	Promoter	7,14,413
2.	Mrs. Devika Sagar Meghe	Promoter Group	7,14,413
3.	Mr. Raghav Sameer Meghe	Promoter Group	1,78,603
TOTAL			16,07,429

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RESOLVED FURTHER THAT the “Relevant Date” for calculating the minimum issue price of the share warrants to be allotted pursuant to preferential issue, in terms of Regulation 161 of the SEBI ICDR Regulations shall be 28th March 2024, the latest working day, which is the date thirty days prior to the date on which the meeting of shareholders is proposed to be held to consider the proposed preferential issue i.e., 29th April 2024 (excluding the holidays and weekends).

RESOLVED FURTHER THAT the issue and allotment of the share warrants shall be on the following terms and conditions:

- i. The warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of equity shares of face value of INR 10/- each to the warrant holders;
- ii. An amount equivalent to 25% of the consideration shall be payable at the time of subscription and the balance 75% shall be payable by the allottees on the exercise of the warrant(s) from their bank accounts;
- iii. In the event that, an allottee do not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such warrants shall stand forfeited by Company;
- iv. The price determined above and the number of equity shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, the warrants by themselves, until exercise of the conversion option and allotment of equity shares, do not give the warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- vi. The Company shall procure the listing and trading approvals for the equity shares to be issued and allotted to the warrant holders upon exercise of the warrants from the Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulations.
- vii. The pre-preferential shareholding of the proposed allottees shall be locked-in as prescribed under the ICDR Regulations from time to time.
- viii. Allotment of the share warrants shall be made only in dematerialised form. The monies to be received by the Company from the proposed allottees for application of the share warrants pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with section 42 and 62 of the Companies Act;
- ix. The equity shares so allotted on exercise of the warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing equity shares of the Company.

- x. The warrants and equity shares issued pursuant to the exercise of the warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of share warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO and/or Dr. Abhay Kimmatkar, Managing Director and/or CS Pooja Karande, Company Secretary and Compliance Officer of the Company are hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions.”

Item No. 8

Approval of ‘Ceinsys Employee Stock Incentive Scheme 2024’ (“Scheme”)

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, and pursuant to Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the provisions of relevant regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum and Articles of Association of the Ceinsys Tech Limited (“**Company**”) and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members’ of the Company be and is hereby accorded to the introduction and implementation of ‘**Ceinsys Employee Stock Incentive Scheme 2024**’ (“**Scheme**”) and authorizing the Board of Directors of the Company ((hereinafter referred to as the “**Board**” which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred

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by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding **6,50,000 (Six Lakh Fifty Thousand)** employee stock options ("**Option(s)**") to or for the benefit of such eligible employee as designated by the Company, within the meaning of the Scheme (other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Scheme, exercisable into not more than **6,50,000 (Six Lakh Fifty Thousand)** equity shares of face value of **Rs.10/- (Rupees Ten)** each fully paid-up, where one employee stock Option would convert in to one equity share upon exercise, on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Scheme on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme."

"RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws

and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO and/or Dr. Abhay Kimmatkar, Managing Director and/or Ms. Pooja Karande, Company Secretary and Compliance Officer of the Company be and are hereby authorised to do all acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner and the Board / such authorised person in its/his/her absolute discretion may deem fit and take steps which are incidental and ancillary in this connection.”

Item No. 9

Approve grant of Employee Stock Options equal to or more than 1 % of the issued capital of the Company to the identified employee under ‘Ceinsys Employee Stock Incentive Scheme 2024’ (“Scheme”).

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, and pursuant to Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (**“SBEB Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum and Articles of Association of the Ceinsys Tech Limited (**“Company”**) and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members’ of the Company be and is hereby to accorded to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options (**“Options”**) during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company subject to approval of Shareholders via Special Resolution, for such identified employee before Grant of such options.

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Details of the identified employee for grant of Options exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company are as below:

Sr No.	Employee Name	Designation	No. of Options Granted
1.	Prashant Kamat	Whole Time Director, Vice Chairman and CEO	6,50,000

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO and/or Dr. Abhay Kimmatkar, Managing Director and/or Ms. Pooja Karande, Company Secretary and Compliance Officer of the Company be and are hereby authorised to do all acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner and the Board / such authorised person in its/his/her absolute discretion may deem fit and take steps which are incidental and ancillary in this connection.”

Item No. 10

Approval of ‘Ceinsys Employees Stock Option Plan 2024’ for the Employees of the Subsidiaries

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

“**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) of the Companies Act, 2013 (“Companies Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and the provisions of Foreign Exchange Management Act, 1999 (“**FEMA**”) and rules and regulations framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (“**SBEB Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**LODR Regulations**”); and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Reserve Bank of India, Ministry of corporate Affairs, Government of India, the Securities and Exchange Board of India (“**SEBI**”) and the BSE Limited; and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its

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powers including Nomination and Remuneration Committee or any other committee which the Board may constitute/designate to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to introduce and implement the **Ceinsys Employee Stock Option Plan 2024 ("ESOP 2024")** to create and grant from time to time, in one or more tranches, not exceeding **13,00,000 (Thirteen Lakhs)** options to or for the benefit of such person(s) who are permanent employees of the subsidiary companies of the Company, whether working in India or outside India (selected on the basis of criteria to be decided by the Board), whether whole-time or not but excluding Independent Director(s), and the employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, SBEB Regulations, LODR Regulations, FEMA (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and other rules, regulations and guidelines, if any, Memorandum and Articles of Associations of the Company, the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot at any time, **13,00,000 (Thirteen Lakhs)** equity shares ("equity shares") of INR 10/- each (or such other number adjusted for change in capital structure or corporate actions in terms of the ESOP 2024 as per applicable law), upon exercise of options at such price, in one or more tranches and on such terms and conditions including vesting criteria, as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT the maximum number of equity shares granted to eligible employees under the ESOP 2024 shall not exceed **13,00,000 (Thirteen Lakhs)** at such price or prices as may be determined by the Nomination and Remuneration Committee in its sole and absolute discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the ESOP 2024 on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances where such options shall lapse and to grant such number of options, to such employees of its subsidiaries (including step down subsidiaries) at such price as determined by the Board of Directors, at such time and on such terms and conditions as set out in the ESOP 2024 and as the Board may in its absolute discretion think fit, subject to applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the ESOP 2024 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the ESOP 2024, as the Board may in its absolute discretion think fit, subject to applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other re-organisation of capital structure of the Company, as the case may be, the number of awards and/or the shares to be allotted upon exercise of the awards shall be reasonably

adjusted and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted options under the ESOP 2024.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company upon the exercise of options, shall rank pari passu in all respect including dividend with then existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the ESOP 2024, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the SBEB Regulations, LODR Regulations and other applicable laws unless such variation, amendment, modification or alteration is not detrimental to the interest of the eligible employees who have been granted Options under the ESOP 2024.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO and/or Dr. Abhay Kimmatkar, Managing Director and/or Ms. Pooja Karande, Company Secretary and Compliance Officer of the Company be and are hereby authorised to do all acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner and the Board / such authorised person in its/his/her absolute discretion may deem fit and take steps which are incidental and ancillary in this connection."

Registered Office :
10/5, IT Park, Nagpur – 440022

Date: 6th April, 2024
Place: Nagpur

By order of the Board of Directors
For Ceinsys Tech Limited

Sd/-
Pooja Karande
Company Secretary
Membership No. : A54401

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions at item no. 1 to 10 are annexed hereto.
2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular Nos.14/2020 dated 8 April, 2020, 17 / 2020 dated 13 April, 2020, 3/2022 dated 5 May, 2022, 11/2022 dated 20 December, 2022 and 9/2023 dated 25 September, 2023 ('MCA Circulars'), and other applicable Circular issued by the Securities and Exchange Board of India ('SEBI Circular') has allowed the Companies to conduct the EGM through VC or OAVM till 30th September, 2024. In accordance with the MCA Circulars, provisions of the Companies Act, the EGM of the Company is being held through VC / OAVM. The National Securities Depository Limited (NSDL) will be providing facilities in respect of:
 - a) voting through remote E-voting;
 - b) participation in the EGM through VC/OAVM facility;
 - c) E-voting during the EGM.
3. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote at the EGM instead of himself/herself, and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the MCA Circulars through VC, the facility for appointment of proxies by the members shall not be available. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. In compliance with the MCA Circulars and SEBI Circulars, Notice of this EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the EGM will also be available on the Company's website www.ceinsys.com, website of BSE Limited ('BSE') at www.bseindia.com and on the website of Company's Registrar and Transfer Agent, www.evoting.nsdl.com.
6. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

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7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Members who wish to inspect the documents, as mentioned in the Notice of the EGM or as required under the law, may write to the Company at cs@ceinsys.com and the Company shall endeavour to provide inspection of documents by such Member. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on cs@ceinsys.com.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.ceinsys.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

PROCEDURE FOR REMOTE E-VOTING:

10. In terms of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the e-voting facility (the "Remote e-voting") to its Members holding shares in dematerialized form, as on the cut-off date, being close of business hours on Monday, 22nd April, 2024, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. For this purpose, the Company has engaged the services of National Securities Depositories Ltd ("NSDL") as the Agency to provide e-voting facility.

The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	From 9.00 AM (IST) on Friday, April 26, 2024
End of e-Voting	Upto 5.00 PM. (IST) on Sunday, April 28, 2024

11. In terms of the Companies (Management and Administration) Rules, 2014 with respect to the voting through electronic means, the Company is also offering the facility for e-voting services provided by NSDL at the EGM. The Members attending the Meeting through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the EGM through e-voting system for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the EGM through VC / OAVM but shall not be entitled to vote at the EGM. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being Monday, 22nd April, 2024.

12. The Company has appointed Mr. Sushil Kawadkar, Practicing Company Secretaries, as the Scrutinizer for scrutinizing the Remote e-voting and the e-voting process at the EGM in a fair and transparent manner and he has communicated his willingness to be appointed as such and will be available for the same.
13. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, 22nd April, 2024. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to vote.
15. The Scrutiniser shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and 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 shall make, not later than two working days of the conclusion of the EGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing and declare the result of the voting forthwith. The Results declared along with the report of the scrutiniser shall be placed on the website of the Company www.ceinsys.com and also on the website of <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairperson or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited.
16. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, 29th April, 2024.
17. The voting rights shall be as per the number of equity shares held by the Member(s) as on Monday, 22nd April, 2024 being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
18. The instructions for shareholders voting electronically and joining the EGM through video conferencing (VC) or other audio visual means (OAVM) are as under:

Remote e-voting Instructions for Shareholders are as follows:

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.

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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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p>   <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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

	<p>authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <ol style="list-style-type: none"> 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 sushilkawadkar@reddifmail.com with a copy marked to evoting@nsdl.co.in.
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

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to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@ceinsys.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 cs@ceinsys.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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

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

Registered Office :

10/5, IT Park, Nagpur – 440022

Date: 6th April, 2024

Place: Nagpur

**By order of the Board of Directors
For Ceinsys Tech Limited**

Sd/-

**Pooja Karande
Company Secretary
Membership No. : A54401**

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EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

In conformity with the provisions of Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR ITEM NO. 1 TO 10

The following statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice:

IN RESPECT OF ITEM NO. 1

Mrs. Maya Swaminathan Sinha (DIN: 03056226) was appointed as an Additional Director (in the capacity of Woman Independent Director) on the Board of the Company with effect from 13th February, 2024 to hold office till the conclusion of the next General Meeting of the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, Mrs. Maya Swaminathan Sinha shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mrs. Sinha is eligible to be appointed as an Independent Director for a term of upto five consecutive years. The Company has received notice under Section 160 of the Act from Mrs. Sinha proposing her candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mrs. Sinha. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and is registered in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

The Board of Directors at their meeting held on 30th March 2024, and based on the recommendations of Nomination and Remuneration Committee and Audit Committee, have approved the appointment of Mrs. Sinha as a Non-Executive Independent Woman Director of the Company, not liable to retire by rotation to hold office for a term of 5 (Five) consecutive years from 13th February, 2024 upto 12th February, 2029, subject to approval of the Shareholders.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations.

Mrs. Sinha is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has also received declarations from Mrs. Sinha that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mrs. Sinha fulfil the conditions for appointment as Independent Woman Director as specified in the Act and the Listing Regulations.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

Except the appointee director Mrs. Maya Swaminathan Sinha, with regard to the resolution of her respective appointment, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the passing of Special Resolution as set out at Item No. 1 of the Notice for approval by the members.

Brief Profile:

Mrs Maya Swaminathan Sinha is an ex-IRS officer who took voluntary retirement from Govt in 2010. During her 28-year tenure with Govt of India, she served for 21 years with the Income Tax Department and also served in various roles in Metro as well as non-Metro cities, but specialised in Investigation where she did long stints in Delhi and Mumbai. On deputation, she first served with the Khadi and Village Industries Commission (KVIC) as its commissioner. This is an autonomous body responsible for creation of employment through promotion of rural entrepreneurship. She also served a tenure as the Deputy Chairman of the Jawaharlal Nehru Port Trust (JNPT) .

After taking voluntary retirement, she commenced her journey of entrepreneurship, first by setting up a cutting-edge advisory service for PPPs (Private Public Partnerships) called Clear Maze Consulting Pvt Ltd and later also set up CMC Skills Pvt Ltd, a company engaged in implementation of skill development projects, customised to the needs of Industry.

In addition to her entrepreneurial responsibilities, she is an Independent Director on diverse Boards of companies in Financial Services, Shipping, Defence, Aviation, Travel retail and Infrastructure:

- Shriram Finance Ltd
- Shreyas Shipping Ltd
- TATA Boeing Aerospace Ltd
- TATA Lockheed Martin Aerostructures Ltd
- Reliance Naval and Engineering Ltd
- Vishnusurya Projects and Infra Ltd

She is also a part of the Board of Governors of IIM, Lucknow.

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IN RESPECT OF ITEM NO. 2

The Members may note that pursuant to SEBI's amendment dated 15th July, 2023, applicable with effect from 1st April, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be. Further, the continuation of director serving on the Board of Directors of a listed entity as on 31st March, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after 31st March, 2024.

Mr. Sagar Meghe was appointed as the Director of the Company w.e.f. 9th September, 1998 not liable to retire by rotation and presently he is the Chairman of the Board of the Company.

Therefore, Mr. Sagar Meghe (DIN: 00127487) can continue as Director of the Company w.e.f. 1st April, 2024 only if Members approve continuation of his appointment as Director of the Company.

Members may note that Mr. Sagar Meghe, has played a pivotal role as the Board Member of Company.

Brief Profile

Mr. Sagar Meghe is a philanthropist and a visionary leader with exceptional foresight for bringing about intellectual awakening and transformation in the socio-economic fields.

His philanthropic work cuts across the social strata in the fields of education, health care, women empowerment, youth development, orphan care, and farmer support.

While working on the overall social development for the past three and a half decades, he has also galvanized his family business into a conglomerate. Today he owns several businesses in Banking, Infrastructure, Information Technology, Manufacturing, Power, and Agriculture sectors.

As a part of his interests, he forayed into the IT industry and founded the company, Ceinsys Tech Limited which is a pioneer in offering technology solutions for various domains under infrastructure projects and has contributed immensely to different sectors of the Indian economy. Currently, Mr. Sagar Meghe is the Non-Executive Non-Independent Director Cum Chairman of the Company.

The Board believes that his continuation and guidance on the Board will significantly continue to contribute to Company's growth and long-term value creation.

In view of the above and after careful consideration of his performance over the past years and on recommendations of the Nomination and Remuneration Committee and Audit Committee, the Board subject to approval of the Members, approved the continuation of Sagar Meghe as Non-Executive, Non-Independent Director cum Chairman of the Company for a period of 4 (four) consecutive years w.e.f. 30th March, 2024 till 29th March, 2028 and shall not be liable to retire by rotation.

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Considering the above, the Board recommends his continuation as Director by way of Ordinary Resolution as set out in Item no 2 of this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Sagar Meghe (being the appointee) including his relatives, are interested in or concerned financially or otherwise in the resolution.

IN RESPECT OF ITEM NO. 3

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company at their meeting held on 30th March, 2024 appointed Mr. Kaushik Khona (DIN: 00026597) as an Additional Director and Managing Director-India Operations of the Company for a period of three (3) years with effect from 30th March, 2024 to 29th March, 2027, subject to approval of Shareholders on terms and conditions including remuneration as mentioned in the Special Resolution at item no.3 of the Notice of EGM. The Company has also entered into employment agreement with him which will be open for inspection by the Members at the registered office of the Company as provided under Section 190 of the Companies Act, 2013.

Brief Profile:

Mr. Kaushik Khona, is a Chartered Accountant, Company Secretary, Cost and Management Accountant with 35 years plus of experience in varied Industries including Aviation, Travel, Forex, Facility management services, Machinery manufacturing, Agro- Bio fertiliser- Tissue culture and Veterinary products, Shipping, Rubber tyre, Agro processed Value added Products & Wind Mills sector with in depth exposure in devising and implementing business strategies, Turn-around Management, Business Reengineering and Business operations, Finance & Accounts, Tax Management and administration, Budgeting-MIS, Systems implementation.

He is an Enterprising leader & planner with a strong record of contributions in streamlining operations, invigorating businesses, heightening productivity, reducing costs, implementing systems and procedures.

In addition to above Mr. Khona is well versed with a business environment of different economies and has been instrumental in formulating strategic plans for growth & sustainability of the business, M&A, Strategic Buy Out, Sell Off and Business Reengineering.

Mr. Kaushik Khona is not disqualified from being appointed as a Director and Managing Director in terms of Section 164 of the Companies Act, 2013. The Company has received from Mr. Kaushik Khona (i) consent in writing to act as Director and Managing Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 pursuant to Rule 14(1) of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-I in terms of section 184 (1), Pursuant to Rule 9(1) of companies (Meeting of Board and its Power) Rules, 2014 and other applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Kaushik Khona (being the appointee) including his relatives, are interested in or concerned financially or otherwise in the resolution.

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The Board of Directors is of the opinion that Mr. Kaushik Khona's knowledge and diverse experience in leadership roles across multiple regions and industries, will be of great value to the Company and the remuneration as proposed is required to be approved by the Members by passing special resolution pursuant to Section 197 read with Schedule V of the Companies Act, 2013, due to inadequacy of profits, hence the Board recommends the Special Resolution at item no.3 of the notice of EGM for approval by the Members of the Company.

IN RESPECT OF ITEM NO. 4

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned under Item No. 4 of this Notice.

The Company in order to achieve inorganic growth is always in search of new opportunities in the market by way of new acquisitions for its business expansion and operational efficiency. Further, in order to achieve long-term strategic and business objectives, the Company may have to invest in other bodies corporates or grant loans, give guarantee or provide security to other persons or other body corporate as and when required.,

In view of the same, there is a need to ensure that the Company has adequate limit(s) in place to ensure that the investment decisions are not deferred and are timely met / loan(s) are granted / security(ies) or guarantee(s) on behalf of the loan(s) are timely provided.

Members may note that pursuant to Section 186 of the Act, a Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid-up share capital. free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting. Accordingly, the Members had enhanced the prescribed limits up to Rs. 1,25,00,00,000/- (Rupees One Hundred and Twenty-Five Crores Only), which was approved by members by passing Special Resolution at the EGM held on 15th January, 2022.

However, in view of the aforesaid reasons mentioned, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.3,00,00,00,000/- (Rupees Three Hundred Crores Only), as proposed in this Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 4 for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in resolution Item No. 4 of the accompanying notice. The Board recommends the resolution at Item No.4 to be passed as a Special Resolution.

IN RESPECT OF ITEM NO. 5

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered

individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statement of the Company. Regulation 23 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 further states that a related party to which the subsidiary of a listed entity is a party but listed entity is not a party, shall also require prior approval of the audit committee of listed entity if the value of such transaction entered with or transactions to be entered individually or taken together with a related party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statement of the Company. The Audit Committee provided its prior omnibus approval for financial year 2024-25 for this related party transaction at its meeting held on 30th March, 2024 which was also approved by Board at its meeting held on 30th March, 2024. The Audit Committee while considering this related party transaction considered last annual consolidated turnover of the Company for i.e. financial year 2022-23 which was coming to is Rs. 21,949.81 Lakhs. Accordingly, any transaction(s) by the Company with its related party exceeding Rs.2,194.98 Lakhs (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the prior approval of the Members will be required for the same.

Members may please note that based on the criteria as mentioned above pursuant to the SEBI (LODR), Regulations, 2015, transactions with such related party as mentioned in Item No. 5 will become "Material" and therefore requires approval of the shareholders Company by Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23 of SEBI (LODR), Regulations, 2015.

Particulars of Material Related Party Transactions:

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (INR in Cr.)
Allygrow Technologies Pvt Ltd (ATPL), Allygram Systems and Technologies Private Limited (ASTPL) and Grammer AG and group entities of Grammer AG: <ul style="list-style-type: none"> • Grammer Interior Components GmbH • Grammer Automotive Metall GmbH • Grammer Americas LLC • Grammer Industries LLC • Grammer Railway Interior GmbH • Grammer Interior Changchun Co., Ltd. • Grammer Interior Tianjin Co., Ltd. • Grammer Interior (Shanghai) Co., Ltd. • Grammer Seating (Jiangsu) Co., Ltd. • Grammer Seating (Shaanxi) Co., Ltd. • Grammer Interior Beijing Co., Ltd. • Grammer Inc. • Grammer Industries Inc. • Toledo Molding & Die, LLC • Grammer Seating (Ningbo) Co., Ltd. • Grammer Vehicle Parts (Shengyang) Co., Ltd. • Changchun GRAMMER FAWSN Vehicle Parts Co.,Ltd • Grammer Vehicle Parts (Qingdao) Co., Ltd. 	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Providing engineering design services and other components of the Joint Venture Agreement	Up to 50.00 Crore(Aggregate)

Note: *Revenue may accrue from one or more of the above-mentioned entities either individually or in aggregate.

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. The Company has relied upon the transfer pricing report provided by E & Y to Allygram Systems and Technologies Private Limited (ASTPL) on the appropriateness of arm's length pricing. However, as the above transaction is covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on 30th March, 2024, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

Name of Related Party	Nature of Concern or Interest
Allygrow Technologies Private Limited Allygram Systems and Technologies Private Limited (ASTPL) and Grammer AG and group entities of Grammer AG: <ul style="list-style-type: none"> • Grammer Interior Components GmbH • Grammer Automotive Metall GmbH • Grammer Americas LLC • Grammer Industries LLC • Grammer Railway Interior GmbH • Grammer Interior Changchun Co., Ltd. • Grammer Interior Tianjin Co., Ltd. • Grammer Interior (Shanghai) Co., Ltd. • Grammer Seating (Jiangsu) Co., Ltd. • Grammer Seating (Shaanxi) Co., Ltd. • Grammer Interior Beijing Co., Ltd. • Grammer Inc. • Grammer Industries Inc. • Toledo Molding & Die, LLC • Grammer Seating (Ningbo) Co., Ltd. • Grammer Vehicle Parts (Shengyang) Co., Ltd. • Changchun GRAMMER FAWSN Vehicle Parts Co.,Ltd • Grammer Vehicle Parts (Qingdao) Co., Ltd. 	Allygram Systems and Technologies Private Limited (ASTPL) is stepdown subsidiary of the Company and Grammar AG has 30% Shareholding in ASTPL. A Joint Venture Agreement (JVA) is entered into among Allygrow Technologies Private Limited (ATPL), Allygram Systems and Technologies Private Limited (ASTPL) and Grammar AG for Providing engineering design services to Grammar AG and its group entities as mentioned herein.

Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

Sr. No.	Particulars	Details
a.	A summary of the information provided by the management to the Audit Committee	The details of the proposed transactions including the nature, terms, value percentage of the Company's annual consolidated turnover, tenure and proposed limits etc. were placed in the Audit Committee at its meeting held on 30 th March, 2024
b.	Justification for why the proposed transactions is in the interest of the Company	The transaction is a Joint Venture Agreement with Grammer AG, which is one of the world's leading Tier-1 automotive manufacturer. Hence, the JVA enhances the credibility of the Company/its Subsidiaries and augments its brand value.

IN RESPECT OF ITEM NO. 6 AND 7:

The Board of Directors (“Board”) of the Company in their meeting held on 30th March 2024, have approved to raise the funds by way of issuance of equity shares and share warrants convertible into equivalent equity shares of the Company on the preferential basis. The Board decided to issue, offer and allot 30,96,515 share warrants for cash on preferential basis at a price of INR 559.90/- per share warrant (including a premium of INR 549.90/-) at an aggregate consideration of INR 1,73,37,38,749 (Rupees One Hundred and Seventy Three Crores Thirty Seven Lakhs Thirty Eight Thousand Seven Hundred and Forty Nine Only) to certain Promoters/ Promoter Group and Non-Promoters and 12,50,658 equity shares for cash on preferential basis at a price of INR 559.90/- per share warrant (including a premium of INR 549.90/-) at an aggregate consideration of INR 70,02,43,415 (Rupees Seventy Crores Two Lakhs Forty Three Thousand and Four Hundred and Fifteen Only) to certain Non-Promoters.

The equity shares to be allotted on exercise of option by warrant holder pursuant to the above resolution shall rank *pari- passu* in all respects including dividend with then existing equity shares of the Company.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 (“Companies Act”) read with Rules framed thereunder and in accordance with the provisions of Chapter V – “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

A. Objects of the preferential issue:

The Company is proposing to raise funds by way of issue of warrants and equity shares of the Company for the following objectives –

- a) Expansion of existing business operations and setting up a delivery center of Company in India;
- b) Strategic business acquisitions/ investments outside India
- c) Working Capital Requirements

The Company shall utilise the proceeds of the preferential issue in the following manner:

Utilisation of Issue Proceeds

The proceeds of the issuance of equity shares and share warrants aggregating up to INR 2,43,39,82,164 (Rupees Two Hundred Forty Three Crores Thirty Nine Lakhs Eighty Two Thousand One Hundred Sixty Four Only) from preferential allotment of up to 12,50,658 (Twelve Lakh Fifty Thousand Six Hundred and Fifty Eight Only) equity shares and 30,96,515 (Thirty Lakhs Ninety Six Thousand Five Hundred Fifteen) share warrants shall be utilised in following manner:

S. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (INR crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Strategic business acquisitions/ investments outside India	1,70,37,87,515	Within 3 years from the receipt of funds received
2.	Expansion of existing business operations and setting up a delivery center of Company in India	48,67,96,433	Within 3 years from the receipt of funds
3.	Working Capital Requirement	24,33,98,216	Within 3 years from the receipt of funds
TOTAL		2,43,39,82,164	

**considering 100% conversion of warrants into equity shares within the stipulated time.*

Given that the preferential issue includes issuance of convertible warrants, the 75% of the issue proceeds in respect of share warrants shall be received by the Company within 18 (eighteen) months from the date of allotment of the warrants in terms of Chapter V of the ICDR Regulations, and accordingly, the same will be utilised within 36 months from the date of receipt of these funds.

In terms of the BSE Circular No. 20221213-47 dated 13 December, 2022, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the issue proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilised (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Our Company will have flexibility to deploy the Issue Proceeds. Pending utilization of the proceeds from the Preferential Issue, the Company may invest the funds in fixed deposits, inter-corporate deposits, mutual funds, equity shares or any other suitable investment avenue as deemed fit by the board or by the office authorized by Board for the period where the funds are idle and not invested for aforesaid purposes as permitted under applicable laws.

B. Monitoring of utilization of funds:

- a) Given that the issue size exceeds INR 100 Crores (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the ICDR Regulations, the Company has appointed Care Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the preferential issue ("Monitoring Agency").
- b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchange.

C. Maximum number of specified securities to be issued:

The Board of the Company in their meeting held on Saturday, 30th March 2024, have approved to raise the funds required by way of issuance of equity shares and share warrants convertible into equivalent equity shares of the Company on the preferential basis. The Board decided to issue, offer and allot 30,96,515 share warrants for cash on preferential basis at a price of INR 559.90/- per share warrant (including a premium of INR 549.90/-) at an aggregate consideration of INR 1,73,37,38,749 (Rupees One Hundred and Seventy Three Crores Thirty Seven Lakhs Thirty Eight Thousand Seven Hundred and Forty Nine Only) to certain persons under Promoters and Promoter Group and Non-Promoters and 12,50,658 equity shares for cash on preferential basis at a price of INR 559.90/- per share warrant (including a premium of INR 549.90/-) at an aggregate consideration of INR 70,02,43,415 (Rupees Seventy Crores Two Lakhs Forty Three Thousand and Four Hundred Fifteen Only) to certain Non-Promoters.

D. Basis of pricing of the issue:

The issue price of the fully convertible share warrants to be allotted pursuant to the present preferential issues shall be INR 559.90/- per warrant and of the equity share shall be INR 559.90/- per share, which is higher of the floor price determined under Regulation 164 of the ICDR Regulations, or the price determined under the valuation report from the independent registered valuer under Regulation 166A of the ICDR Regulations or the price determined in accordance with the provisions of the Articles of Association of the Company.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the issue price of INR 559.90 per share warrant and INR 559.90 per equity share has been

fixed taking into account the valuation report dated 30th March, 2024, issued by Mr. Shreyansh M. Jain, an Independent registered valuer (IBBI/RV/03/2019/12124) that certified the floor price of INR 559.90/- in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link www.ceinsys.com.

The equity shares of the Company are listed on BSE Limited and are frequently traded in accordance with the ICDR Regulations. Provisions of Regulations 164(1) of Chapter V of the ICDR Regulations prescribe the minimum price at which the preferential issue may be made which states that the price shall not be less than higher of the following:

- (a) the 90 (Ninety) trading days volume weighted average price of the equity shares of the Company quoted on the BSE Limited, preceding the Relevant Date, i.e. INR 447.30/- per equity share;
- (b) the 10 (Ten) trading days volume weighted average price of the equity shares of the Company quoted on the BSE Limited, preceding the Relevant Date, i.e., INR 559.90/- per equity share.

Accordingly, the floor price in terms of Regulation 164 of the ICDR Regulation, is INR 559.90/- per share warrant and INR 559.90/- per equity share, being higher of the above two prices.

E. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the preferential issue of the share warrants and equity shares is Thursday, 28th March 2024 ("**Relevant Date**"), the latest working day, being 30 days prior to the date of the Extra Ordinary General Meeting ("**EGM**"), i.e., 29th April 2024 (excluding the holidays and weekends).

F. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the identified persons under Promoter and Promoter Group and Non-Promoters as detailed in point I below.

G. Intent of the promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

Except for Mr. Sagar Dattatraya Meghe, Mrs. Devika Sagar Meghe and Mr. Raghav Sameer Meghe none of the directors, promoters and key managerial personnel intends to subscribe to the preferential issue of convertible warrants.

H. Timeframe within which the preferential issue shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of share warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

I. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

The Company proposes to issue convertible share warrants and equity shares by way of preferential issue as per the details given herein below:

Sr. No.	Name of the Proposed Allottee	Ultimate beneficial owners	Category	Pre-preferential shareholding		Preferential issue of securities (present issue)	Post-preferential shareholding*	
				(No. of shares)	% of holding		(No. of shares)	% of holding
1.	Rare CP Fund I LP	The fund is owned: 1. 33.33% by The Raisoni and Mehta 2022 Irrevocable Trust 2. 33.33% by The Rajendra Raisoni 2022 Irrevocable Trust; and 3. 33.33% by The Ramesh Chand Mehta 2022 Irrevocable Trust. Each of the trust is discretionary and irrevocable in nature and managed by their trustee (Premier Trust Company	Non-Promoter	Nil	Nil	7,44,543 shares and 14,89,086 share warrants	22,33,629	10.80%

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		4465 S Jones Blvd Las Vegas, NV 89103)						
3.	JNRD-SPV LLC	The fund is owned: 1. 33.33% by The Rasoni and Mehta 2022 Irrevocable Trust 2. 33.33% by The Rajendra Rasoni 2022 Irrevocable Trust; and 3. 33.33% by The Ramesh Chand Mehta 2022 Irrevocable Trust. Each of the trust is discretionary and irrevocable in nature and managed by their trustee (Premier Trust Company 4465 S Jones Blvd Las Vegas, NV 89103)	Non-Promoter	Nil	Nil	1,48,909 shares	1,48,909	0.72%
4.	Rasoni Capital Finance Private Limited	Mr. Prem Grover	Non-Promoter	Nil	Nil	1,78,603 shares	2,48,238	1.20%
5.	Treble Trading And Investment Company Private Limited	Mr. Sandeep Meghe	Non-Promoter	2,75,000	1.68%	1,78,603 shares	4,53,603	2.19%

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6.	Mr. Sagar Dattatraya Meghe	Not applicable	Promoter	26,42,511	16.17%	7,14,413 share warrants	33,56,924	16.23%
7.	Mrs. Devika Sagar Meghe	Not applicable	Promoter Group	10,51,986	6.44%	7,14,413 share warrants	17,66,399	8.54%
8.	Mr. Raghav Sameer Meghe	Not applicable	Promoter Group	Nil	Nil	1,78,603 share warrants	1,78,603	0.86%

(*). Assuming full conversion of share warrants into equity shares issued through this Notice

There will be no change of control in the Company consequent to the preferential issue.

J. Shareholding Pattern of the Company before and after the preferential issue:

Shareholding pattern before and after the proposed preferential issue is provided as **Annexure A** to the Notice.

K. The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed Allottee(s) is as under –

S. No.	Name of the Proposed Allottee	Status
1.	Rare CP Fund I LP	Non-Promoter
2.	JNRD-SPV LLC	Non-Promoter
3.	Raisoni Capital Finance Private Limited	Non-Promoter
4.	Treble Trading And Investment Company Private Limited	Non-Promoter
5.	Mr. Sagar Dattatraya Meghe	Promoter
6.	Mrs. Devika Sagar Meghe	Promoter Group
7.	Mr. Raghav Sameer Meghe	Promoter Group

There will be no change of control in the Company consequent to the preferential issue. Further, there will be no change in the status of the proposed allottees consequent to the preferential issue.

L. Lock-in Period:

The equity shares, share warrants and equity shares arising out of conversion of warrants shall be subject to a lock-in for such period as specified under Regulation 167 of the ICDR Regulations.

M. Requirements as to re-computation of price:

Since the equity shares of the Company has been listed on the recognized stock exchange for a period of more than ninety trading days prior to the Relevant Date, the Company is not required to re-compute the price of equity shares and therefore, the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.

N. Practicing Company Secretary's Certificate:

A copy of the certificate from a CS Sushil Kawadkar, Practicing Company Secretary certifying that the preferential issue is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations shall be open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon and shall also be available on website of the Company at www.ceinsys.com under the 'Investors' section at link <https://www.ceinsys.com/investors/>.

O. Material terms of the proposed preferential issue:

The material terms of the proposed preferential issue are stipulated in the special resolution as set out at Item No. 6 and 7 of this Notice.

P. Disclosure pertaining to wilful defaulters and fugitive economic offender:

Neither the Company, nor its directors or promoters have been declared as wilful defaulter or a fraudulent borrower as defined under Regulation 2(III) of the ICDR Regulations. None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

Q. Other Disclosures:

- a. The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- b. No allotment under the present preferential issues are proposed to be made for consideration other than cash. No asset of the Company is being charged as security.
- c. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2023-24.

Accordingly, the approval of the Members by way of special resolution is required in terms of the applicable provisions of section 42 and section 62 of the Act read with applicable rules thereto and relevant

provisions of the ICDR Regulations and accordingly, the approval of the Members of the Company is being sought.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore, recommends the special resolution as set out Item No. 6 and 7 in the accompanying notice for your approval.

Except for Mr. Sagar Dattatraya Meghe, Mrs. Devika Sagar Meghe and Mr. Raghav Sameer Meghe and their immediate relatives, none of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 7 of this Notice, except to their shareholding in the Company.

IN RESPECT OF ITEM NO. 8 AND 9:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme.

The Company recognizes the indispensable contribution of its key employee to organizational advancement and prosperity. It firmly believes in acknowledging and rewarding this value by fostering a culture of employee ownership. To cultivate this spirit and to attract, retain, motivate, and incentivize vital talents, the Company is committed to implementing an employee stock option scheme namely '**Ceinsys Employee Stock Incentive Scheme 2024**' ("**Scheme**") for Mr. Prashant Kamat, Whole Time Director, Vice Chairman and Chief Executive Officer ("**CEO**") of the Company as a strategic initiative aimed at bolstering Company's overall growth trajectory. This initiative aligns with the Company's growth objectives and commitment to creating value for its shareholders.

This Scheme will comprise of Grant as may be determined by the Nomination and Remuneration Committee ("**Committee**") from time to time. The criteria for grant would be determined by the Committee based on factors such as length of service, grade, individual performance ratings over past few years, present contribution, potential contribution, conduct, etc. as it may deem relevant.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), the Company seeks members' approval for the implementation of the Scheme.

Accordingly, the Committee and the Board of Directors of the Company at their respective meetings held on 30th March, 2024 had approved the introduction of the Scheme, subject to your approval.

The main features of the Scheme are as under:

a) Brief Description of the Scheme:

Keeping in view the aforesaid objectives, the Scheme contemplates grant of Options to the eligible employee of the Company. After vesting of Options, an employee earns a right, but not obligation, to exercise the Vested Options within the Exercise Period and obtain equity shares of the Company subject to payment of Exercise Price and satisfaction of any tax obligation arising thereon.

The Committee shall act as compensation committee for the administration of the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

b) Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed **6,50,000 (Six Lakh Fifty Thousand)**. Each Option when exercised would be converted in to one equity share of Rs.10/- (Rupees Ten) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of **6,50,000 (Six Lakh Fifty Thousand)**, shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the Scheme:

All employees and directors (hereinafter referred to as “**Employees**”) of the Company shall be eligible subject to determination or selection by the Committee. Following classes of employees/ directors are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India,
- (ii) a Director of the Company, whether whole time director or not including a non-executive director who is not a Promoter or member of the Promoter Group
but excludes
 - a. an Employee who is a Promoter or belongs to the Promoter Group;

- b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and
- c. a Director being an Independent Director.

d) Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest on expiry of the minimum period of **1 (One) year** from the date of grant of Options and not later than maximum period of **2 (Two) years** from the date of Grant.

The vesting dates in respect of the Options granted under the Scheme shall be determined by the Committee.

Options shall vest essentially based on continuation of employment/ service as per requirement of SBEB Regulations. Apart from this, vesting shall be subject to achievement of mandatory one or more of the corporate performance conditions such as return on capital employed, revenue, earnings before interest, tax, depreciation and amortization, shareholders value creation and such other conditions as may be determined by the Committee subject to satisfaction of which the Options would vest.

The specific vesting schedule and conditions for the employee shall be determined by the Committee, which shall be disclosed in the grant letter.

e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than the maximum period of **2 (Two) years** from the date of grant.

f) Exercise price or pricing formula:

The Exercise Price per Option shall be the face value of the Shares as on the date of Grant.

The Exercise Price shall be specified in the letter issued to the Option Grantee at the time of the Grant.

g) Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion **5 (Five)** years from the date of respective vesting, or such other period as may be decided by the Committee.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of

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requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining the eligibility of the employee shall be based on period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options under the Scheme that may be granted to each Employee per Grant and in aggregate be not more than **6,50,000 (Six Lakhs Fifty Thousand Only)** at the time of Grant of Option.

j) Maximum quantum of benefits to be provided per employee under the Scheme:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Scheme.

k) Route of the Scheme implementation:

The Scheme shall be implemented and administered directly by the Company.

l) Source of acquisition of shares under the Scheme:

The Scheme contemplates issue of fresh/ primary shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present Scheme.

n) Maximum percentage of secondary acquisition:

This is not relevant under the present Scheme.

o) Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SBEB Regulations. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other

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Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SBEB Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

q) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the directors' Report.

r) Period of lock-in:

The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. Usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The Board has sought your approval to implement '**Ceinsys Employee Stock Incentive Scheme 2024**' ("**Scheme**"). The Company consistently believes in the philosophy of creating entrepreneurial teams to operate its businesses and create superior shareholder return. It would be implemented keeping in view the incentivization requirements of the key employees through equity-based compensation.

It is imperative that the teams led by holders of designated positions, have substantial interest in the business and for that reason grant of so much of the employee stock Options ("**Options**") have been proposed to retain and incentivize driving performance leading to improved corporate growth and profitability.

In the background above, approval of the shareholders is being sought for the issue of so much of the Options to the aforesaid personnel being equal to or more than 1% (One percent) of the issued capital of the Company as on date of grant.

However, in terms of Regulation 6(3)(d) of the SEBI SBEB & SE Regulations, a separate resolution is required to be passed by shareholders if it is intended to Grant of Option to identified employees, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of Option.

The Committee has recommended a grant of 6,50,000 Options to Mr. Prashant Kamat, Whole Time Director, Vice Chairman and Chief Executive Officer, which the total Options put together will exceed 1% of the issued capital of the Company.

To enable grant of such Options, the Board of Directors are seeking approval of shareholders by way of separate resolution as required under the SBEB Regulations.

Consent of the members is being sought by way of special resolution pursuant to section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB Regulations. A draft copy of the “**Ceinsys Employee Stock Incentive Scheme 2024**” is available for inspection at the Company’s registered office / corporate office during official hours on all working days till the last date of the e-voting.

The Board of Directors of the Company believes that the proposed plan is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 8 and 9 in the accompanying notice for your approval.

Except Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO and his immediate relatives, none of the Directors or key managerial personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 8 and 9 of this Notice, except to their shareholding in the Company.

IN RESPECT OF ITEM NO. 10

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Equity based compensation plans are an effective tool to reward the employees and key talents working with the Company.

Accordingly, the Nomination and Remuneration Committee of the Directors (“Committee”) and the Board of Directors of the Company at their respective meetings held on 30th March, 2024 have approved the introduction of the scheme, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”), the Company seeks your approval for the implementation of the scheme and grant of options thereunder to the eligible employees of the subsidiary companies including step down subsidiaries of the Company, as decided from time to time as per provisions of the Plan read with provisions of SBEB Regulations.

The salient features of ESOP 2024 are:

a) Brief Description of the Scheme:

This proposed scheme called the “Ceinsys Employee Stock Option Plan 2024” (“ESOP 2024” or “Plan”) has been designed to provide incentives to the employees of subsidiaries (including step down subsidiaries) by offering an opportunity to participate in the Company’s future performance, through award of employee stock options in relation to the shares of the Company. Subject to applicable law and terms and conditions of ESOP 2024, the eligible employees shall be entitled to receive equity shares upon fulfilment of vesting condition as determined by the Compensation Committee including payment of exercise price and satisfaction of tax obligation arising thereon.

b) Total number of Options to be granted:

The total number of Options to be granted under the Plan shall not exceed 13,00,000 (Thirteen Lakhs). Each Option when exercised would be converted in to one equity share of INR 10/- each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the Plan remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 13,00,000 (Thirteen Lakhs), shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the Scheme:

All employees of the subsidiary companies of the Company shall be eligible subject to determination or selection by the Committee being an employee, who has been working in India or outside India;

but does not include—

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- (a) an employee who is a promoter or belongs to the promoter group; and
 - (b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and
 - (c) a director being an Independent Director
- d) **Requirements of Vesting and period of Vesting and maximum period within which the Options shall be vested:**
The vesting schedule and vesting conditions subject to which vesting would take place shall be specified in the letter issued at the time of grant.
- e) **Exercise price or pricing formula:**
The exercise price shall be specified in the letter issued at the time of the grant.
- f) **Exercise period and the process of exercise:**
The exercise period in respect of Options shall be specified in the letter of grant issued at the time of grant by the Committee.

The Options shall be deemed to have been exercised when an option grantee will make an application in writing to the Company or by any other means as decided by the Committee, for the issue of shares against the Options vested in him, subject to payment of exercise price and compliance of other requisite conditions of exercise.
- g) **Appraisal process for determining the eligibility of employees under the Scheme:**
The appraisal process for determining the eligibility of the employees shall be determined by the Committee.
- h) **Maximum number of Options to be issued per employee and in aggregate:**
The maximum number of options under ESOP 2024 that may be granted to the employees, in aggregate, shall not exceed 13,00,000 (Thirteen Lakh) equity shares.
- i) **Maximum quantum of benefits to be provided per employee under the Scheme:**
The maximum quantum of benefits underlying the options issued to the employees shall depend upon the market price of the shares as on the date of exercise of options. Apart from grant of Options as stated above, no monetary benefits are contemplated under the ESOP 2024.
- j) **Route of the Scheme implementation:**
The ESOP 2024 shall be implemented and administered directly by the Company through its Nomination and Remuneration Committee.
- k) **Source of acquisition of shares under the Scheme:**
The ESOP 2024 contemplates issue of fresh/ primary shares by the Company

- l) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**
This is not relevant under the present ESOP 2024.
- m) Maximum percentage of secondary acquisition:**
This is not relevant under the present ESOP 2024.
- n) Accounting and Disclosure Policies:**
The Company shall follow the Ind AS 102 on 'Share based Payments' and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SBEB Regulations.
- o) Method of Option valuation:**
The Company shall adopt 'fair value method' for valuation of Options as prescribed under Ind AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time.
- p) Declaration:**
In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on earning per share of the Company shall also be disclosed in the Directors' Report.
- q) Period of lock-in:**
The shares arising out of exercise under ESOP 2024 shall not be subject to any lock-in period.
- r) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:**
The Compensation Committee has the powers to specify the procedure and other terms and conditions for buy-back of Options granted, if to be undertaken at any time by the Company, in compliance with applicable laws

Consent of the members is being sought by way of special resolution pursuant to section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB Regulations. A draft copy of the ESOP 2024 is available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

The Board of Directors of the Company believes that the proposed plan is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 10 in the accompanying notice for your approval.

None of the directors or key managerial personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 10 of this Notice, except to their shareholding in the Company.

ANNEXURE TO ITEM NO: 1, 2 & 3

DETAILS OF DIRECTORS SEEKING APPOINTMENT.

INFORMATION PURSUANT TO 1.2.5 OF THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS- 2) AND REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING DIRECTOR SEEKING RE-APPOINTMENT

Name of Director	Mrs. Maya Swaminathan Sinha
DIN	03056226
Designation/ Category of Directorship	Non-Executive and Independent Director
Age	65
Nationality	Indian
Date of first appointment on the Board	Appointed with effect from 13 th February 2024
Qualifications	BA (Honours) Economics and Mathematics, MA Econometrics, Monetary Finance and Public Economics.
Experience/ Brief profile (including expertise in specific functional area)	As per the details provided under Explanatory Statement for Item No.1 of Notice of EGM
Terms and Conditions of Appointment	As per the details provided under Explanatory Statement for Item No.1 of Notice of EGM
Remuneration last drawn	N.A.
Remuneration proposed to be paid	Sitting Fees
Number of equity shares held in the Company or for any other person on a beneficial basis	Nil
Number of Board Meetings attended during FY 2023-24 (up to 30th March, 2024)	1 (One)
Membership of Committees of Board of the Company	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee
Directorship held in other listed entities	<ul style="list-style-type: none"> • Reliance Naval and Engineering Limited

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	<ul style="list-style-type: none"> • Vishnusurya Projects and Infra Limited • Shriram Finance Limited • Shreyas Shipping And Logistics Limited • Shriram City Union Finance Limited 												
Other Directorships	<ul style="list-style-type: none"> • Clear Maze Foundation • Tata Boeing Aerospace Limited • CMC Skills Private Limited • CMCEE Mega Skills Private Limited • Clear Maze Consulting Private Limited • Shriram Equipment Finance Company Limited • Prabhat Properties Private Limited • Tata Lockheed Martin Aerostructures Limited 												
Chairmanships/Memberships of the Committees of other public limited companies	<table border="1"> <thead> <tr> <th>Company Name</th> <th>Chairmanships/Memberships of the Committees</th> </tr> </thead> <tbody> <tr> <td>Shreyas Shipping and Logistics Limited</td> <td>Chairman - Audit Committee Chairman - Nomination and Remuneration Committee Member - Corporate Social Responsibility Committee</td> </tr> <tr> <td>Shriram Finance Limited</td> <td>Member - Audit Committee Member - Nomination and Remuneration Committee Member - ESG Committee</td> </tr> <tr> <td>Tata Boeing Aerospace Limited</td> <td>Member - Audit Committee Member - Nomination and Remuneration Committee Member - Corporate Social Responsibility Committee</td> </tr> <tr> <td>Reliance Naval And Engineering Limited</td> <td>Member - Audit Committee Member - Nomination and Remuneration Committee</td> </tr> <tr> <td>Vishnusurya Projects and Infra Limited</td> <td>Member - Audit Committee Member - Nomination and Remuneration Committee Member - Corporate Social Responsibility Committee</td> </tr> </tbody> </table>	Company Name	Chairmanships/Memberships of the Committees	Shreyas Shipping and Logistics Limited	Chairman - Audit Committee Chairman - Nomination and Remuneration Committee Member - Corporate Social Responsibility Committee	Shriram Finance Limited	Member - Audit Committee Member - Nomination and Remuneration Committee Member - ESG Committee	Tata Boeing Aerospace Limited	Member - Audit Committee Member - Nomination and Remuneration Committee Member - Corporate Social Responsibility Committee	Reliance Naval And Engineering Limited	Member - Audit Committee Member - Nomination and Remuneration Committee	Vishnusurya Projects and Infra Limited	Member - Audit Committee Member - Nomination and Remuneration Committee Member - Corporate Social Responsibility Committee
Company Name	Chairmanships/Memberships of the Committees												
Shreyas Shipping and Logistics Limited	Chairman - Audit Committee Chairman - Nomination and Remuneration Committee Member - Corporate Social Responsibility Committee												
Shriram Finance Limited	Member - Audit Committee Member - Nomination and Remuneration Committee Member - ESG Committee												
Tata Boeing Aerospace Limited	Member - Audit Committee Member - Nomination and Remuneration Committee Member - Corporate Social Responsibility Committee												
Reliance Naval And Engineering Limited	Member - Audit Committee Member - Nomination and Remuneration Committee												
Vishnusurya Projects and Infra Limited	Member - Audit Committee Member - Nomination and Remuneration Committee Member - Corporate Social Responsibility Committee												
Names of listed entities from which he/she resigned in past three years	Nil												
Relationship with any Director(s) / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel												

In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the details provided under Explanatory Statement for Item No.1 of Notice of EGM
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Name of Director	Mr. Sagar Meghe
DIN	00127487
Designation/ Category of Directorship	Non-Executive and Non-Independent Director
Age	53
Nationality	Indian
Date of first appointment on the Board	Appointed with effect from 9 th September, 1998
Qualifications	B.Com.
Experience/ Brief profile (including expertise in specific functional area)	As per the details provided under Explanatory Statement for Item No.2 of Notice of EGM
Terms and Conditions of Appointment	As per the details provided under Explanatory Statement for Item No.2 of Notice of EGM
Remuneration last drawn	Sitting Fees
Remuneration proposed to be paid	Sitting Fees
Number of equity shares held in the Company or for any other person on a beneficial basis	26,42,511
Number of Board Meetings attended during FY 2023-24 (up to 30th March, 2024)	6 (Six)
Membership of Committees of Board of the Company	<ul style="list-style-type: none"> • Nomination and Remuneration Committee • Corporate Social Responsibility Committee
Directorship held in other listed entities	Nil
Other Directorships	<ul style="list-style-type: none"> • Eduvantage Foundation • Pious Management Services Private Limited • Meghes Educational Institutions • Meghe Education Foundation • Datta Meghe Foundation • Late Radhikabai Meghe Mahila Shikshan Sanstha • Seaview Management Services Private Limited • Nagpur Management Services Private Limited • Meghes Agro Research Private Limited • Learntact Education Private Limited • Adcc Academy Private Limited • Waterstone Management Services Private Limited • Sincare Management Services Private Limited

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	<ul style="list-style-type: none"> • Contemporary Management Services Private Limited • Vibrant Fiscal Services Limited • Primus Finance Private Limited • Fundfuel Management Services Private Limited
Chairmanships/Memberships of the Committees of other public limited companies	Nil
Names of listed entities from which he/she resigned in past three years	Nil
Relationship with any Director(s) / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA

Name of Director	Mr. Kaushik Khona
DIN	00026597
Designation/ Category of Directorship	Director and Managing Director-India Operations
Age	56 years
Nationality	Indian
Date of appointment on the Board	Appointed with effect from 30 th March, 2024
Qualifications	F.C.A.,F.C.S.,F.C.M.A.,D.B.F.,LLB (Spl),D.T.P., M.Com
Experience/ Brief profile (including expertise in specific functional area)	As per the details provided under Explanatory Statement for Item No.3 of Notice of EGM
Terms and Conditions of Appointment	As per the details provided under the Special Resolution at Item No.3 and Explanatory Statement for Item No.3 of Notice of EGM
Remuneration proposed to be paid	As per the details provided under the Special Resolution at Item No.3 and Explanatory Statement for Item No.3 of Notice of EGM
Number of equity shares held in the Company or for any other person on a beneficial basis	Nil
Number of Board Meetings attended during FY 2023-24	N.A.
Directorship held in other listed entities	Nil
Other Directorships	Nil
Companies in which the appointee is a Managing Director, Chief Executive	Nil

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Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	
Chairmanships/Memberships of the Committees of other public limited companies	Nil
Names of listed entities from which he/she resigned in past three years	Nil
Relationship with any Director(s) / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel

Registered Office :
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**By order of the Board of Directors
For Ceinsys Tech Limited**

**Date: 6th April, 2024
Place: Nagpur**

**Sd/-
Pooja Karande
Company Secretary
Membership No. : A54401**

Annexure A
Shareholding pattern before and after the proposed preferential issue of share warrants and equity shares

Sr. No	Category of Investor	Pre Issue Equity Shares*		Post Issue Equity Shares #	
		No of shares held	% of Shareholding	No of shares held	% of Shareholding
(A)	Promoters Holding				
1	Indian:				
	Individuals / HUF	44,66,067	27.33%	60,73,496	29.36%
	Bodies Corporate	45,78,529	28.02%	45,78,529	22.13%
	Sub Total (A) (1)	90,44,596	55.35%	1,06,52,025	51.49%
2	Foreign:				
	Individuals (NRI/ Foreign Individuals)	-	-	-	-
	Sub Total (A) (2)				
	Total Shareholding of Promoter and Promoter Group (A) = Sub Total (A) (1) + A (2)				
(B)	Non-Promoters' holding				
	Institution Investor	-	-	-	-
	Sub Total (B) (1)	90,44,596	55.35%	1,06,52,025	51.49%
2	Non- Institution:				
(a)	Associate Companies / Subsidiaries				
(b)	Directors And their relatives (Non-Promoter)	73,753	0.45%	73,753	0.36%
(c)	Key Managerial Personnel	1,806	0.01%	1,806	0.01%
(d)	Relatives of Promoters (Non-Promoter)	-	-	-	-
(e)	Trusts (Non-Promoter)	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	-	-	-	-
(g)	Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	37,87,060	23.18%	37,87,060	18.31%
(h)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	21,71,349	13.29%	21,71,349	10.50%
(i)	Non-resident Indians	3,38,074	2.07%	3,38,074	1.63%
(j)	Bodies Corporate	6,09,802	3.73%	33,49,546	16.19%
(k)	Others (Clearing Members/HUF)	3,12,957	1.92%	3,12,957	1.51%
	Sub Total (B) (2)	72,94,801	44.65%	1,00,34,545	48.51%
	GRAND TOTAL= Sub Total (B) (1) +Sub Total (B) (2)	1,63,39,397	100.00%	2,06,86,570	100.00%

*The aforesaid shareholding is based on capital as on 30th March, 2024 considering allotment of all equity shares and full conversion of share warrants issued through this notice but without taking into consideration any potential dilutions by way of issuance of shares under the ESOP Scheme of the Company.

ADDITIONAL INFORMATION FOR AGENDA ITEM NO. 3:

STATEMENT CONTAINING REQUIRED INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information:

- 1) **Nature of Industry:** The Company is into Information Technology and Enabled Services.
- 2) **Date of commencement of commercial production/Services:** May 05, 1998 and various expansions thereafter.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

4) Financial performance based on given indicators (Amount in Lakhs)

Particulars	FY 2020-21	FY 2021-22	FY 2022-23
Net Sales	18,523.19	19,619.55	16,704.41
Other Income	217.77	131.03	106.49
Total Income	18,740.96	19,750.58	16,810.90
Expenditure	16,910.52	17,422.95	14,809.89
Depreciation and amortization expenses	337.20	291.11	287.31
Finance Cost	1,172.39	922.63	835.42
Profit/ (Loss) before tax	320.85	1,113.89	878.28
Exceptional Item	-	-	-
Provision for taxation (including Deferred Tax)	44.21	346.89	242.27
Profit/ (Loss) after tax	276.64	767.00	636.01

- 5) **Foreign investments or collaborators, if any:** As on March 31, 2023, the Company has following:
 Foreign investments in the Company - 12,63,647 shares of ₹ 10/- each
 Promoter Category (Foreign) - NIL
 Public Category (Foreign) - 12,63,647 shares of ₹ 10/- each
 The Company has no foreign collaborations as on March 31, 2023.

II. Information about Mr. Kaushik Khona

1) **Background Details, Recognition or Awards:**

Mr. Kaushik Khona

Mr. Kaushik Khona, is a Chartered Accountant, Company Secretary, Cost and Management Accountant with 35 years plus of experience in varied Industries including Aviation, Travel, Forex, Facility management services, Machinery manufacturing, Agro- Bio fertiliser- Tissue culture and Veterinary products, Shipping, Rubber tyre, Agro processed Value added Products & Wind Mills sector with in depth exposure in devising and implementing business strategies, Turn-around Management, Business Reengineering and Business operations, Finance & Accounts, Tax Management and administration, Budgeting-MIS, Systems implementation.

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He is an Enterprising leader & planner with a strong record of contributions in streamlining operations, invigorating businesses, heightening productivity, reducing costs, implementing systems and procedures.

In addition to above Mr. Khona is well versed with a business environment of different economies and has been instrumental in formulating strategic plans for growth & sustainability of the business, M&A, Strategic Buy Out, Sell Off and Business Reengineering.

2) **Past Remuneration:** Details of Remuneration paid to Mr. Kaushik Khona in Financial Year 2022- 23 are as below:

Sr No.	Name	Remuneration Paid for FY 2022-23#
1.	Mr. Kaushik Khona	NA

Mr. Kaushik Khona was appointed as an Additional Director and Managing Director, India Operations of Ceinsys Tech Limited with effect from 30th March, 2024, therefore no remuneration was paid to him during the Financial Year 2022-23.

3) Job Profile and Suitability

Mr. Kaushik Khona

Mr. Kaushik Khona is an accomplished executive with proven track record in varied Industries including Aviation, Travel, Forex, Facility management services, Machinery manufacturing, Agro- Bio fertiliser-Tissue culture and Veterinary products, Shipping, Rubber tyre, Agro processed Value added Products & Wind Mills sector with in depth exposure in devising and implementing business strategies, Turn-around Management, Business Reengineering and Business operations, Finance & Accounts, Tax Management and administration, Budgeting-MIS, Systems implementation. In last 35 years of his professional journey, he is well versed with a business environment of different economies and has been instrumental in formulating strategic plans for growth & sustainability of the business, M&A, Strategic Buy Out, Sell Off and Business Reengineering. The Company is confident that his diverse management capabilities will enable the Company achieve new milestones

4) Remuneration Proposed:

The remuneration proposed for Mr. Kaushik Khona is detailed in the resolutions under item no. 3 read with explanatory statement thereto annexed to the Notice.

5) Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The proposed remunerations are commensurate with the size of the Company and nature of the industry. The salary structures of the managerial personnel have gone through major change in the industry in the recent past. Keeping in view the type of the industry, size and internal functioning of the Company, the responsibilities, and capabilities of Mr. Kaushik Khona, the proposed remuneration is competitive with the remuneration paid by other companies to such similar positions in the same industry.

6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

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Mr. Kaushik Khona is appointed as an Additional Director and Managing Director, India Operations of the Company with effect from 30th March, 2024. Apart from receiving remuneration as mentioned in the resolution and as disclosed hereunder, Mr. Kaushik Khona is not related to any of the Directors and Key Managerial Personnel of the Company.

III. OTHER INFORMATION:

1) Reasons of ~~loss or~~ inadequate profits

- Slack in demand due to lack of sufficient fund allocation for GIS related projects;
- Increased Establishment cost, Selling, General & Administrative Expenses as company ventured into new business segments;
- Pressure on pricing;
- High Interest rates;
- Slow debtor recovery;
- During the financial year 2022-23, Employee Benefit expense which includes Share based payment has been charged to Profit and Loss Account.

2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profit in measurable terms.

- Reduce break-even;
- Enhance performance;
- Sustain the business ecosystem;
- Strengthening Leadership and outsourcing;
- Specialization and focused business Drive.

The Company through concerted marketing efforts has managed not only to hold but actually increase the market share. To create additional hold in the market, the Company has adopted latest technology and Driving business initiatives in newer domains such as transportation and software development and the company is also looking for organic as well inorganic growth.

3) Expected increase in productivity and profit in measurable terms.

Though the Geospatial Industry and general economic conditions is unpredictable, in anticipation of revival of the market in the near future, the above steps are expected to increase the productivity and profits of the Company.

Registered Office :

10/5, IT Park, Nagpur – 440022

Date: 6th April, 2024

Place: Nagpur

By order of the Board of Directors
For Ceinsys Tech Limited

Sd/-
Pooja Karande
Company Secretary
Membership No. : A54401

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