

CEINSYS TECH LIMITED

(Formerly ADCC Infocad Ltd.)

(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 POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration Rules, 2014)]

To

All Members,

Ceinsys Tech Limited**(Formerly ADCC Infocad Limited)**

Notice is hereby given that pursuant to the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below be passed by the Members through Postal Ballot/e-Voting.

Accordingly, draft resolutions & explanatory statements setting out the material facts & reasons thereof in respect of the proposed resolutions in terms of Section 102 read with Section 110 of the Companies Act, 2013 is annexed herewith for your consideration.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the postal ballot form and return the same duly completed in the enclosed self-addressed postage prepaid envelope. Postal Ballot Form(s), if sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage prepaid envelope. The duly completed postal ballot form(s) should reach to the office of Scrutinizer not later than 5.00 p.m. (17:00 Hours IST) on June 30, 2018, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

As required under the provisions of Section 108 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility to its Members to exercise their votes by electronic voting system. Furthermore, the company has engaged the services of CDSL (Central Depository Services (India) Limited) to provide e-Voting facility. The instructions for e-Voting are annexed to this notice.



Mr. Sushil Kawadkar, Practicing Company Secretary having office at 63, Income Tax Colony, Pratap Nagar, Nagpur- 440 022, Maharashtra, India, is appointed as a Scrutinizer at the meeting of the Board of Directors of the Company, who in the opinion of the Board can conduct the Postal ballot voting as well as e-voting process in a fair & transparent manner.

The Scrutinizer shall, after the receipt of assent or dissent of the Members in writing or by electronic means on or before June 30, 2018, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before July 02, 2018 to the Company. The Result shall be announced by the Chairman of the Company on Monday, July 02, 2018 on or before 05:00 p.m. at Company's Registered Office situated at 10/5, I.T. Park, Nagpur- Maharashtra- 440022- India.

The Resolutions, if approved, will be taken as passed effectively on the last date on which the company received duly completed postal ballot forms as per SS-2 issued by ICSI i.e. June 30, 2018 & it will be communicated to the BSE Limited, Depository, Registrar and Share Transfer Agent and will also be displayed on the Company's website: www.ceinsys.com

The Notice, along with Postal ballot Form, has also been placed on the Company's website www.ceinsys.com for perusal of Members.

ITEM NO. 1

ALTERATION/SUBSTITUTION OF ARTICLES OF ASSOCIATION

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** by means of postal ballot and e-voting:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Shareholders of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company by a new set of Articles of Association.”

“RESOLVED FURTHER that any of the Directors or Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

ITEM NO. 2

RE- DESIGNATION OF MR. SAGAR MEGHE

To consider and, if thought fit, to pass with or without modification(s), the following resolution as the **Special Resolution** by means of postal ballot and e-voting:

“RESOLVED THAT in supersession of earlier resolution passed by the shareholders in this regard through Postal Ballot dated August 04, 2017 and pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under



(including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and pursuant to Article of Association of the Company and subject to approval of Central Government, if any, the consent of shareholders of the Company be and is hereby accorded to re-designate Mr. Sagar Meghe from Whole Time Director with the Nomenclature of Chairman to Managing Director with the Nomenclature of Chairman and Managing Director (CMD) of the Company with effect from July 1, 2018 to June 30, 2021 with a remuneration not exceeding Rs. 1,68,00,000/- per annum (Rupees One Crore Sixty Eight Lacs) for his services.

“RESOLVED FURTHER THAT if Company has no profit or its profit is inadequate in any financial year, the remuneration will be paid to him as minimum remuneration subject to the requirements and remuneration limits as prescribed in Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).”

“RESOLVED FURTHER THAT the period of office of Mr. Sagar Meghe shall not be liable for determination by way of retirement by rotation.”

“RESOLVED FURTHER THAT any Director of the Company or the 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 settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

ITEM NO. 3

REVISION IN REMUNERATION OF DR. ABHAY KIMMATKAR, JOINT MANAGING DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following resolution as the **Special Resolution** by means of postal ballot and e-voting:

“RESOLVED THAT in supersession of earlier resolution passed by the shareholders in this regard through Postal Ballot dated August 04, 2017 and pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and pursuant to Article of Association of the Company and subject to approval of Central Government, if any, the consent of shareholders of the Company be and is hereby accorded to revise the remuneration of Dr. Abhay Kimmatkar, Jt. Managing Director (DIN: 01984134) of the Company not exceeding Rs. 80,40,231/- per annum (Rupees Eighty Lacs Forty Thousand Two Hundred and Thirty One) with effect from April 01, 2018 for his services with an increment as may be decided by the Board on the recommendation of Nomination and Remuneration Committee subject to ceiling of 30% per annum.

Incentive, if any in a financial year shall be as per the Policy of the Company.

“RESOLVED FURHTER THAT except revision in remuneration the terms of appointment of Dr. Abhay Kimmatkar will be same as earlier up to March 31, 2020.”

“RESOLVED FURTHER THAT if Company has no profit or its profit is inadequate in any financial year, the remuneration and incentive will be paid to him as minimum remuneration subject to the requirements and remuneration limits as prescribed in Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).”

“RESOLVED FURTHER THAT any Director of the Company or the 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 settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

ITEM NO. 4

APPOINTMENT OF DR. HEMANT THAKARE AS DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and 161 read with Rule 8 & 13 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the SEBI (LODR), Regulation, 2015, **Dr. Hemant Thakare (DIN: 08132265)** who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and he is liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director of the Company or the 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 settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

ITEM NO. 5

APPOINTMENT OF DR. HEMANT THAKARE AS WHOLE TIME DIRECTOR AND CHIEF OPERATING OFFICER OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as the **Special Resolution** by means of postal ballot and e-voting:

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and pursuant to Article of Association of the Company and subject to

approval of Central Government, if any, the consent of shareholders of the Company be and is hereby accorded to appoint Dr. Hemant Thakare as Whole Time Director and Chief Operating Officer (COO) of the Company with effect from May 28, 2018 to May 27, 2021 with remuneration not exceeding Rs. 46,96,914/- per annum (Forty Six Lacs Ninety Six Thousand Nine Hundred and Fourteen) to Dr. Hemant Thakare (DIN: 08132265), for his services with an increment as may be decided by the Board on the recommendation of Nomination and Remuneration Committee subject to ceiling of 30 % per annum.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Incentive, if any shall be as per the Policy of the Company.”

“RESOLVED FURTHER THAT if Company has no profit or its profit is inadequate in any financial year, the remuneration and incentive will be paid to him as minimum remuneration subject to the requirements and remuneration limits as prescribed in Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).”

“RESOLVED FURTHER THAT any Director of the Company or the 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 settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

ITEM NO. 6

APPOINTMENT OF CA DINESH KUMAR SINGH AS DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and 161 read with Rule 8 & 13 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the SEBI (LODR), Regulation, 2015, **CA Dinesh Kumar Singh (DIN: 02754631)** who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and he is liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director of the Company or the 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 settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

ITEM NO. 7

APPOINTMENT OF CA DINESH KUMAR SINGH AS WHOLE TIME DIRECTOR WITH THE NOMENCLATURE OF DIRECTOR-FINANCE AND CHIEF FINANCIAL OFFICER OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** by means of postal ballot and e-voting:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and pursuant to Article of Association of the Company and subject to approval of Central Government, if any, the consent of shareholders of the Company be and is hereby accorded to appoint CA Dinesh Kumar Singh as Whole Time Director with the nomenclature of Director-Finance and Chief Financial Officer (CFO) of the Company with a remuneration not exceeding Rs.60,24,226/- per annum (Rupees Sixty Lacs Twenty Four Thousand Two Hundred and Twenty Six) with effect from May 28, 2018 to May 27, 2021, for his services with an increment as may be decided by the Board on the recommendation of Nomination and Remuneration Committee subject to ceiling of 30 % per annum.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

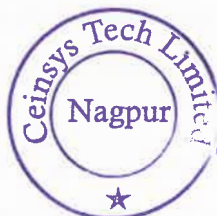
Incentive, if any shall be as per the Policy of the Company.

“RESOLVED FURTHER THAT if Company has no profit or its profit is inadequate in any financial year, the remuneration and incentive will be paid to him as minimum remuneration subject to the requirements and remuneration limits as prescribed in Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).”

“RESOLVED FURTHER THAT any Director of the Company or the 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 settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

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


**Jinesh Vora
Company Secretary**



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

Place: Nagpur
Date: May 28, 2018

Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating in respect of the aforesaid items set out in the Notice is annexed hereto.
2. Mr. Sushil Kawadkar, Practicing Company Secretary having office at 63, Income Tax Colony, Pratap Nagar, Nagpur- 440022, Maharashtra, India, has been appointed as a Scrutinizer at the meeting of Board of Directors of the Company, who in the opinion of the Board can conduct the Postal ballot voting as well as e-voting process in a fair & transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services(India) Limited as on May 25, 2018 (being cut-off date for determining the Members to whom the Notice shall be dispatched).
4. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants and in case of Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
7. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to cs@ceinsys.com. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. 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 of May 25, 2018 only shall be entitled to avail the facility of e-voting as well as voting through Postal Ballot. A person who is not a Member as on cut-off date should accordingly treat the Postal Ballot Notice for information purpose only.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed with the Assent (for) or Dissent (against), in the enclosed self-addressed postage prepaid envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 p.m.) on June 30, 2018. However, envelopes containing postal ballots, if sent by courier or registered / speed

post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 p.m. on June 30, 2018, it will be considered that no reply from the Member has been received.

11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are given in this Notice. E-Voting will commence on June 1, 2018 at 10:00 A.M. and will end on June 30, 2018 at 5:00 p.m. E-Voting shall not be allowed beyond the said time and date.
12. The Scrutinizer shall after the receipt of assent or dissent of the Members in writing or by electronic means on or before June 30, 2018 shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before July 2, 2018. The Result shall be announced by the Chairman of the Company on Monday, July 2, 2018 on or before 05:00 p.m. at Company's Registered Office situated at 10/5, I.T. Park, Nagpur- Maharashtra- 440022- India and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. June 30, 2018. will be taken to be date of passing the resolution

VOTING THROUGH ELECTRONIC MEANS

The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating e-voting for Postal Ballot process. The instructions to Members for voting electronically are as under:

- 1) The voting period (including e-voting) Commences on June 01, 2018 at 10.00 a.m. and ends on June 30, 2018 at 5.00 p.m (i.e.17:00 Hours IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 25, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) The Members should log on to the e-voting website www.evotingindia.com.
- 3) Click on "Members" tab.
- 4) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Next enter the Image Verification as displayed and Click on Login.





- 6) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 7) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (4)

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

- 14) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 15) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 17) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 19) Note for Non-Individual Members and Custodians:
 - ❖ Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ❖ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of Members receiving the physical copy of the Notice of Postal Ballot (for Members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy]:

- A. Please follow all steps from Sr. no. (1) to (19)
- B. The voting period begins on June 01, 2018 at 10:00 a.m. and ends on June 30, 2018 at 05:00 p.m.. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 25, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 1

The Companies Act, 2013 (the Act) has been further amended by Companies Amendment Act, 2015 and Companies Amendment Act, 2017. In order to bring the existing Articles of Association (AOA) of the Company in line with the provisions of the Act, the Company will have to make numerous changes in existing AOA. It is therefore considered desirable to adopt a comprehensive new set of AOA of the Company in substitution of and to the exclusion of the existing AOA.

Pursuant to provisions of Section 14 of Companies Act, 2013, amendment of AOA requires approval of Shareholders by way of Special Resolution.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution.

A copy of the proposed AOA to be adopted is available for inspection by the members at the Registered Office of the Company during working hours on any working day from the date of dispatch of the Notice upto the last date of voting .i.e. June 30, 2018 and is also available on the website of the Company at <http://www.ceinsys.com/investor/>.

None of Directors/Key Managerial Personnel or their relatives are in a way interested or concerned in the resolution.

ITEM NO. 2

Mr. Sagar Meghe was appointed as Whole-time Director with the Nomenclature of Chairman of the Company with effect from 1st May 2016. Mr. Sagar Meghe is also one of the promoters of Ceinsys Tech Limited. He has an exceptional foresight for bringing about intellectual awakening and transformation in social, educational, economic and cultural fields. His varied experience and vision has always helped the Company to achieve vision of the Company. Under his able guidance and support, the Company has witnessed two decades of diversification and multifold growth.

On the recommendation of Nomination and Remuneration Committee, the Board is of opinion that the Company will be more benefited by the services of Mr. Sagar Meghe if he serves the position of Managing Director and Chairman of the Company for which Mr. Sagar Meghe has also given his consent.

The Board of Directors at their meeting held on May 28, 2018, on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to approval of shareholders re-designated Mr. Sagar Meghe (DIN: 00127487) from Whole Time Director with the Nomenclature of Chairman to Managing Director with the Nomenclature of Chairman and Managing Director (CMD)

of the Company with effect from 1st July, 2018 for a term and on the terms and conditions including remuneration as mentioned in the resolution.

Your Directors recommend the approval of proposed Special resolution by the Members.

Except Mr. Sagar Meghe himself and his relatives, none of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs is concerned or interested in the said resolution.

ITEM NO. 3

Dr. Abhay Kimmatkar was appointed as Jt. Managing Director of the Company with effect from 01st April, 2015. With his considerable wealth of experience, Dr. Abhay Kimmatkar brings immense value to the Board of Ceinsys. His tireless efforts have played a significant role in building Ceinsys as more sustainable company. His well-articulated vision on ever changing environment of the Engineering, Geospatial and Information Technology world has enabled the Company to cross several milestones of success and achieve goals. His extensive experience and hands on approach in the field has shown the new path of success to the Company.

On the recommendation of Nomination and Remuneration Committee, the Board is of opinion that his services should continue to be available with the Company to achieve greater heights. Thus, taking into consideration the duties and responsibilities of Dr. Abhay Kimmatkar as the Jt. Managing Director and the prevailing managerial remuneration in the industry, the Board recommend revising his remuneration.

The Board of Directors at their meeting held on May 28, 2018, on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to approval of shareholders revised the remuneration of Dr. Abhay Kimmatkar (DIN: 01984134) not exceeding Rs. 80,40,231/- per annum (Rupees Eighty Lacs Forty Thousand Two Hundred and Thirty One) with effect from April 01, 2018, for his services with an increment as may be decided by the Board on the recommendation of Nomination and Remuneration Committee subject to ceiling of 30 % per annum.

Your Directors recommend the approval of proposed Special resolution by the Members.

Except Dr. Abhay Kimmatkar himself, none of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs is concerned or interested in the said resolution.

ITEM NO. 4 & 5

The Board of Directors at their meeting held on May 28, 2018, on the recommendation of the Nomination and Remuneration Committee (NRC) appointed Dr. Hemant Thakare (DIN: 08132265) as an Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) who shall hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Hemant Thakare for the office of Director of the Company.

Dr. Hemant Thakare is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received from Dr. Hemant Thakare (i) consent in writing to act as 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-1 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.

Further, the Board of Directors at the same meeting, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders appointed Dr. Hemant Thakare as Whole-time Director and Chief Operating Officer (COO) of the Company in professional capacity in accordance with Section II (B) of Part II of Schedule V of the Act, for a period of Three (3) years commencing from May 28, 2018 on the terms and conditions including remuneration as mentioned in the Resolution.

Your Directors recommend the approval of proposed Special resolution by the Members.

Except Dr. Hemant Thakare himself, none of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs is concerned or interested in the said resolution.

ITEM NO. 6 & 7

The Board of Directors at their meeting held on May 28, 2018, on the recommendation of the Nomination and Remuneration Committee (NRC) appointed CA Dinesh Kumar Singh (DIN: 02754631) as an Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) w.e.f. May 28, 2018 who shall hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of CA Dinesh Kumar Singh for the office of Director of the Company.

CA Dinesh Kumar Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received from CA Dinesh Kumar Singh (i) consent in writing to act as 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-1 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.

Further, the Board of Directors at the same meeting, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders appointed CA Dinesh Kumar Singh who is also currently the Chief Financial Officer of the Company, as Whole-time Director of the

Company with the Nomenclature Director-Finance and Chief Financial Officer (CFO) of the Company in his professional capacity in accordance with Section II (B) of Part II of Schedule V of the Act, for a period of Three (3) years commencing from May 28, 2018 on the terms and conditions including remuneration as mentioned in the Resolution.

Your Directors recommend the approval of proposed Special resolution by the Members.

Except CA Dinesh Kumar Singh himself, none of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs is concerned or interested in the said resolution.

STATEMENT CONTAINING REQUIRED INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 FOR AGENDA ITEM NO. 2, 3, 5, 7.

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 Rs)**

Particulars	2015	2016	2017
Net Sales	97,67,91,918	1,25,04,97,152	1,60,52,41,412
Other Income	76,93,555	79,08,982	1,05,03,639
Total Income	98,44,85,473	1,25,84,06,134	1,61,57,45,051
Expenditure	78,86,47,140	99,69,47,573	1,27,04,22,497
Depreciation and amortization expenses	2,36,07,319	2,88,72,727	3,56,93,323
Finance Cost	7,47,67,032	11,04,89,842	15,04,67,750
Profit/ (Loss) before tax	9,74,63,982	12,20,95,992	15,91,61,481
Provision for taxation (including Deferred Tax)	2,64,39,523	4,78,61,880	5,19,51,849
Profit/ (Loss) after tax	6,56,30,176	7,42,34,112	10,72,09,632

5) Foreign investments or collaborators, if any:

Presently as on 31st March, 2018, the Company has following

Foreign investments in the Company	– 4950 Shares of Rs. 10/- each
Promoter Category (Foreign)	– NIL
Public Category (Foreign)	– 4950 Shares of Rs. 10/- each
The Company has no foreign collaboration	

II. Information about Mr. Sagar Meghe, Dr. Abhay Kimmatkar, Dr. Hemant Thakare and CA Dinesh Kumar Singh

1) Background Details, Recognition or Awards:

Mr. Sagar Meghe

Mr. Sagar Meghe is the Executive Chairman of Ceinsys Tech Limited. He holds a degree of Bachelors in Commerce from Nagpur University. With over 25 years of experience, in highly diverse fields, he has successfully demonstrated his skills as a leader; a fact acknowledged by all his peers. A few of the areas where he has excelled include Information Technology, Education, Politics and socio economic development. He is one of the promoters of the Meghe group, a large, diverse conglomerate with its head office in Nagpur. Mr. Sagar Meghe has been a Member of the Legislative Council from Nagpur region for Maharashtra State Assembly. He has demonstrated exceptional foresight in bringing about intellectual awakening and transformation in social, educational, economic and cultural fields of rural Maharashtra. His vast reservoir of experience, coupled with futuristic vision, has helped the entire group of companies to work with a shared vision and values, resulting in a very satisfied work force. Mr. Sagar Meghe's exceptional man management skills, and his emphasis on the value of human resource has led to a very dedicated & loyal resource pool.

His vision and passion have been integral to Ceinsys's success, building the company from a small start up to one of the Central India's leading, most recognized Engineering, Geospatial & IT Solutions Company.

Mr. Sagar Meghe, being one of the Promoters of the Company has been associated with the company since its inception and presently managing the affairs of Ceinsys Tech Limited in the capacity of Whole Time Director & Chairman.

Dr. Abhay Kimmatkar

Dr. Abhay Kimmatkar is Ph.D. in Business Management along with Masters in Business Administration, with degree in Bachelor of Engineering from Nagpur University. He has overall experience of 21+ years. He is also having membership of Professional societies viz; The Institute of Engineers, NHA, etc. He is an engineering technocrat with strong business orientation. He has travelled worldwide for various official Assignments, conference and presentation to USA, Switzerland, Germany, China, France, Italy, Sri Lanka, Indonesia, Netherlands, UAE, Australia, Austria, Oman, Qatar, Malaysia, Hong Kong, Macau. Etc. He is multi-tasker and believes in overall development. An avid learner, he has successfully demonstrated leadership in a predominantly techno savvy industry.

Dr. Abhay Kimmatkar is currently serving as the Jt. Managing Director of Ceinsys Tech Limited and he initiates and leads Strategy and Business Development activities. Prior to joining Ceinsys Tech Limited, he was associated with Yeshawantrao Chavan College of Engineering.

His major associations –

- Being patron member of Association of Geospatial Industries (AGI) he participated in various Technology Benchmarking and Policy Advocacies with various Government departments. He is chairman of Transport Infrastructure Committee, AGI.
- Immediate Past Hon. Secretary, Maharashtra State Centre, Institute of Engineers (IEI) (India)
- Governing Body Member of Government Polytechnic, Mumbai
- Governing Body Member of SNDT Women's University Engg Science Institute, Mumbai
- He has also represented on state committee for Creating a Framework & Act for New Technological University in the state of Maharashtra.
- Past Jt. Secy. Asso. of Management of Unaided Private Medical & Dental Colleges of Maharashtra (AMUPMDC)

Dr. Hemant Thakare

Born in 1962, Dr. Hemant Thakare is a graduate in Civil Engineering and Post-graduate in Structural Engineering from Visvesvaraya National Institute of Technology (Earlier known as Visvesvaraya Regional College of Engineering), Nagpur. In 2018, He was awarded PhD in Civil Engineering by RTMNU. He joined Yeshwantrao Chavan College of Engineering, Nagpur, a flagship institute of Meghe Group of Institutions in 1984 and is Professor of Civil Engineering & Executive Director (Technical).

He has been actively associated with the various bodies of Nagpur University. He has served as H.E.Chancellor's (Governor's) Nominee on Senate for two terms, Dean, Faculty of Engineering & Technology and Chairman of Board of Physical Education and Recreation.

He is actively associated with Indian Concrete Institute and The Institution of Engineers (India), the largest Professional Body of Engineers since last two decades and was member of Organising Committees for various All India Seminars, National Conventions held at Nagpur. He was Honorary Secretary of The Institution of Engineers (India) Nagpur Local Centre for two terms, Past Chairman of Maharashtra State Centre and is currently Chairman of Nagpur Local Centre. He was the Governing Council Member of Indian Concrete Institute for 1999-2001, Council Member of The Institution of Engineers (India) for three terms from 1996 to 2008. He is also life member of Indian Society for Technical Education, Indian Water Works Association, Indian Geotechnical Society, Indian Society of Earthquake Technology and Indian Hydraulic Society. He was the Organising Secretary for 12th Indian Engineering Congress held at Nagpur.

He is actively associated with various social, educational, sports and cultural organizations in and around Nagpur and currently President of Amateur Boxing Association of Nagpur District. He has the distinction of being the youngest Executive Councillor of Nagpur University at the age of 27, youngest Chairman, Board of Physical Education and Recreation, Nagpur University at the age of 30, youngest Dean, Faculty of Engineering and Technology, Nagpur University at the age of 32 and youngest Council Member of the Institution of Engineers (India) at the age of 34, youngest Vice President of The Institution of Engineers (India) at the age of 43 years and youngest Chairman of Maharashtra State Centre.

He is on Governing Bodies of all the technical institutions of Meghe Group of Institutions and was on Governing Body Government Polytechnic, an autonomous Polytechnic of Govt. of Maharashtra as well as Laxminarayan Institute of Technology, a conducted College of RTM Nagpur University. He is also the Founder Director of Tirupati Urban Co-operative Bank, Nagpur.

Dr. Hemant Thakare has over 33 years of rich experience in engineering, social and educational field and is currently serving Ceinsys Tech Limited as the Senior Executive Advisor.

CA Dinesh Kumar Singh

CA Dinesh Kumar Singh serves as a Chief Financial Officer (CFO) of Ceinsys Tech Limited since July, 2015 and supervises the finance and accounts department. A Fellow Member of The Institute of Chartered Accountants of India, CA Dinesh Kumar Singh is a Commerce graduate from Kolkata University, and has also done MBA from National Institute of Business Management (NIBM).

CA Dinesh Kumar Singh holds a demonstrated track record for more than two decades of hands-on experience of Accounts, Finance, Statutory Compliances, Due diligence, Corporate Governance, Secretarial Functions, Miscellaneous Statutory Audit Compliances, MIS, fund flow, Working Capital monitoring, Costing, and Budgeting in the ITES, Power, Cement, Metal and Engineering Industries.

He is proficient in evaluating and analyzing the organization's Fiscal performance and provides recommendations on the impact of short and long-term strategies, areas for improvement and introduction of any new wings/business opportunities by providing current and expected future financial trends.

CA Dinesh Kumar Singh provides Fiscal leadership to the company for external reporting with statutory bodies, Taxation authorities, Bankers, Insurance companies, Merchant Bankers, Registrars etc.

Before joining Ceinsys, CA Dinesh Kumar Singh was associated with Reliance Power Ltd (VIPL) as Vice President Finance and Accounts, HINDALCO Industries Limited as Sr. General Manager heading Finance, Control and Accounts and Lafarge India as AGM heading Accounts and Control function.

2) **Past Remuneration**

Details of Remuneration paid to Mr. Sagar Meghe, Dr. Abhay Kimmatkar, Dr. Hemant Thakare and CA Dinesh Kumar Singh in Financial Year 2017-18 are as below –

Sr No.	Name	Remuneration Paid for FY 2017-18
1	Mr. Sagar Meghe	1,62,00,000
2	Dr. Abhay Kimmatkar	43,50,248
3	Dr. Hemant Thakare*	0
4	CA Dinesh Kumar Singh**	52,28,442

*Dr. Hemant Thakare was appointed as an Additional Director of Ceinsys Tech Limited in the month of May, 2018, therefore no remuneration was paid to him during the financial year 2017-18.

** CA Dinesh Kumar Singh has received remuneration in the capacity of Chief Financial Officer.

3) Job Profile and his Suitability

Mr. Sagar Meghe

Mr. Sagar Meghe, being an Executive Chairman, provides leadership, strategic vision and direction to the Company's business overall operations. He is steering Ceinsys Tech Limited for over 20 years and has rich and varied experience in the Engineering, Geospatial & IT solutions. He also has the experience of handling diverse nature of businesses and has a legendary vision to take the business forward to next level. He leads by personal example and has assured the success of the Company for over the last 20 years. Considering his vast experience, his Leadership skills, exceptional man management skills, his emphasis in which the Company operates and also the contributions made by him towards the growth of the Company, the Board is confident that Mr. Sagar Meghe's management capabilities will enable the Company progress further and reach pinnacle of success.

Dr. Abhay Kimmatkar

Dr. Abhay Kimmatkar is the Jt. Managing Director at Ceinsys Tech Limited and is responsible for Business development and operations activities. Having immense experience of 25+ years Dr. Abhay has been showcasing his exceptional skills in networking with people and clients across the globe. Since his joining in the year 2007, Dr. Abhay has been constantly expanding the business through various partnerships, acquisitions and developmental plans. He has been a great contributor in creating the Company Road Map on the lines of Vision and Mission. The Board is confident that Dr. Abhay Kimmatkar's management capabilities will enable the Company cross new milestones.

Dr. Hemant Thakare

Dr. Hemant Thakare is serving as the Sr. Executive Advisor at Ceinsys Tech Limited. Having 33 years of rich experience in engineering, social and educational field, his foresight has brought laurel of success to the Company. The Board is confident that Dr. Hemant Thakare's technical expertise and overall execution and management capabilities will enable the Company progress further.

CA Dinesh Kumar Singh

CA Dinesh Kumar Singh was appointed as the Chief Financial Officer of the Company on 29th July, 2015. Since then he has been proficient in evaluating and analyzing the organization's Fiscal performance and is providing recommendations on the impact of short and long-term strategies, areas for improvement and introduction of new wings/business opportunities by providing current and expected future financial trends. His vast knowledge of Tax Laws, Corporate Laws and Finance and Accounts has played a vital role in crafting and implementing an excellent legal compliance management system and Corporate Governance in the Company. He is providing Fiscal leadership to the company for external reporting with statutory bodies, Taxation authorities, Bankers, Auditors, Insurance companies, Merchant Bankers, Registrars etc. and communication with the, clients and vendors. The Board is confident that CA Dinesh Kumar Singh's immense knowledge, expertise and diverse experience in the fields of Finance and Accounts function will enable the Company to sustain and grow more efficiently and effectively.

4) Remuneration Proposed:

The remuneration proposed for the Directors is detailed in the resolution under Item No.2, 3, 5, & 7 read with explanatory statements thereof.

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 undergone 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. Sagar Meghe, Dr. Abhay Kimmatkar, Dr. Hemant Thakare and CA Dinesh Kumar Singh 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.

Mr. Sagar Meghe

Mr. Sagar Meghe is a Promoter Director of the Company and holds 8,11,454 (7.32%) shares in his individual capacity (including Joint holding in which Mr. Sagar Meghe is First Holder). Apart from receiving remuneration and dividend, he does not receive any emoluments from the Company and is also not related to any managerial personnel of the Company.

Dr. Abhay Kimmatkar,

Dr. Abhay Kimmatkar is Jt. Managing Director of the Company and holds 4800 (0.04%) shares in his individual capacity. Apart from receiving remuneration and dividend, he does not receive any emoluments from the Company and is also not related to any managerial personnel of the Company.

Dr. Hemant Thakare

Dr. Hemant Thakare was appointed on May 28, 2018 by Board of Directors and apart from receiving remuneration he does not receive any emoluments from the Company and is also not related to any managerial personnel of the Company.

CA Dinesh Kumar Singh

CA Dinesh Kumar Singh is Chief Financial Officer of the Company. He does not hold any share in the Company. Apart from receiving remuneration, he does not receive any emoluments from the Company and is also not related to any managerial personnel of the Company.

III. OTHER INFORMATION:

1) Reasons of loss or inadequate profits

- General Economy slowdown of the country at large resulting in collapse of TIV (Total Industry Volume);
- 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.

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, Defence, Homeland Security and software development.

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.



ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS

1) Mr. Sagar Meghe

Mr. Sagar Meghe is the Executive Chairman of Ceinsys Tech Limited. He holds a degree of Bachelors in Commerce from Nagpur University. With over 25 years of experience, in highly diverse fields, he has successfully demonstrated his skills as a leader; a fact acknowledged by all his peers. A few of the areas where he has excelled include Information Technology, Education, Politics and socio economic development. He is one of the promoters of the Meghe group, a large, diverse conglomerate with its head office in Nagpur. Mr. Sagar Meghe has been a Member of the Legislative Council from Nagpur region for Maharashtra State Assembly. He has demonstrated exceptional foresight in bringing about intellectual awakening and transformation in social, educational, economic and cultural fields of rural Maharashtra. His vast reservoir of experience, coupled with futuristic vision, has helped the entire group of companies to work with a shared vision and values, resulting in a very satisfied work force. Mr. Sagar Meghe's exceptional man management skills and his emphasis on the value of human resource have led to a very dedicated & loyal resource pool.

His vision and passion have been integral to Ceinsys' success, building the company from a small start up to one of the Central India's leading, most recognized Engineering, Geospatial & IT Solutions Company.

Mr. Sagar Meghe, being one of the Promoters of the Company has been associated with the company since its inception and presently managing the affairs of Ceinsys Tech Limited in the capacity of Whole Time Director & Chairman.

Sr No.	Particulars	Information of Director
1)	Name of Director	Mr. Sagar Meghe
2)	Age	47 Years
3)	Experience	25 Years
4)	DIN	00127487
5)	Qualifications	B.Com.
6)	Date of First Appointment on Board	09 th September, 1998
7)	Number of Board Meeting attended during FY 2017-18	Seven (7)
8)	Terms and Conditions of appointment or re-appointment	As per the resolution at item no. 2 of this Notice read with Explanatory Statement thereto.
9)	Expertise in specific functional areas	Overall Business Management
10)	Other Directorship	1. Datta Agrovision Private Limited 2. Primus Finance Private Limited 3. ADCC Infocom Private Limited 4. Meghe Entertainment Private Limited 5. ADCC Academy Private Limited

		6. Meghe Education Foundation 7. Meghes Educational Institutions 8. Datta Meghe Health Club Limited
11)	Membership/Chairmanship of Committees of Board of Directors of other companies	NIL
12)	Number of Shares held in the Company	8,11,454 Shares (including as a Joint shareholding wherein he is the First holder)
13)	Relationship with any Director (s)/Manager and KMP of the Company	Not related

2) Dr. Abhay Kimmatkar

Dr. Abhay Kimmatkar is Ph.D. in Business management along with Masters in Business Administration, with degree in Bachelor of Engineering from Nagpur University. He has overall experience of 21+ years. He is also having membership of Professional societies viz, The Institute of Engineers, NHAI, etc. He is an engineering technocrat with strong business orientation. He has travelled worldwide for various official Assignments, conference and presentation to USA, Switzerland, Germany, China, France, Italy, Sri Lanka, Indonesia, Netherlands, UAE, Australia, Austria, Oman, Qatar, Malaysia, Hong Kong, Macau. Etc. He is multi-tasker and believes in overall development. An avid learner, he has successfully demonstrated leadership in a predominantly techno savvy industry.

Dr. Abhay Kimmatkar is currently serving as the Jt. Managing Director of Ceinsys Tech Limited and he initiates and leads Strategy and Business Development activities. Prior to joining Ceinsys Tech Limited, he was associated with Yeshawantrao Chavan College of Engineering.

His major associations / achievements –

- Being patron member of Association of Geospatial Industries (AGI) he participated in various Technology Benchmarking and Policy Advocacies with various Government departments. He is chairman of Transport Infrastructure Committee, AGI.
- Immediate Past Hon. Secretary, Maharashtra State Centre, Institute of Engineers (IEI) (India)
- Governing Body Member of Government Polytechnic, Mumbai
- Governing Body Member of SNTD Women's University Engg Science Institute, Mumbai
- He has also represented on state committee for Creating a Framework & Act for New Technological University in the state of Maharashtra.
- Past Jt. Secy. Asso. of Management of Unaided Private Medical & Dental Colleges of Maharashtra (AMUPMDC)

Sr No.	Particulars	Information of Director
1)	Name of Director	Dr. Abhay Kimmatkar
2)	Age	47 Years
3)	Experience	21 Years
4)	DIN	01984134
5)	Qualifications	B.E., MBA, PhD

6)	Date of First Appointment on Board	17 th December, 2007
7)	Number of Board Meeting attended during FY 2017-18	Eight (8)
8)	Terms and Conditions of appointment or re-appointment	As per the resolution at item no. 3 of this Notice read with Explanatory Statement thereto.
9)	Expertise in specific functional areas	IT & ITES Services & Business Development
10)	Other Directorship	ADCC Infocom Private Limited
11)	Membership/Chairmanship of Committees of Board of Directors of other companies	NIL
12)	Number of Shares held in the Company	4,800 Shares
13)	Relationship with any Director (s)/Manager and KMP of the Company	Not related

3) Dr. Hemant Thakare

Born in 1962, Dr. Hemant Thakare is a graduate in Civil Engineering and Post-graduate in Structural Engineering from Visvesvaraya National Institute of Technology (Earlier known as Visvesvaraya Regional College of Engineering), Nagpur. In 2018, He was awarded PhD in Civil Engineering by RTMNU. He joined Yeshwantrao Chavan College of Engineering, Nagpur, a flagship institute of Meghe Group of Institutions in 1984 and is Professor of Civil Engineering & Executive Director (Technical).

He has been actively associated with the various bodies of Nagpur University. He has served as H.E.Chancellor's (Governor's) Nominee on Senate for two terms, Dean, Faculty of Engineering & Technology and Chairman of Board of Physical Education and Recreation.

He is actively associated with Indian Concrete Institute and The Institution of Engineers (India), the largest Professional Body of Engineers since last two decades and was member of Organising Committees for various All India Seminars, National Conventions held at Nagpur. He was Honorary Secretary of The Institution of Engineers (India) Nagpur Local Centre for two terms, Past Chairman of Maharashtra State Centre and is currently Chairman of Nagpur Local Centre. He was the Governing Council Member of Indian Concrete Institute for 1999-2001, Council Member of The Institution of Engineers (India) for three terms from 1996 to 2008. He is also life member of Indian Society for Technical Education, Indian Water Works Association, Indian Geotechnical Society, Indian Society of Earthquake Technology and Indian Hydraulic Society. He was the Organising Secretary for 12th Indian Engineering Congress held at Nagpur.

He is actively associated with various social, educational, sports and cultural organizations in and around Nagpur and currently President of Amateur Boxing Association of Nagpur District. He has the distinction of being the youngest Executive Councillor of Nagpur University at the age of 27, youngest Chairman, Board of Physical Education and Recreation, Nagpur University at the age of 30, youngest Dean, Faculty of Engineering and Technology, Nagpur University at the age of 32 and youngest Council Member of the Institution of Engineers (India) at the age of 34, youngest Vice President of





The Institution of Engineers (India) at the age of 43 years and youngest Chairman of Maharashtra State Centre. He is on Governing Bodies of all the technical institutions of Meghe Group of Institutions and was on Governing Body Government Polytechnic, an autonomous Polytechnic of Govt. of Maharashtra as well as Laxminarayan Institute of Technology, a conducted College of RTM Nagpur University. He is also the Founder Director of Tirupati Urban Co-operative Bank, Nagpur.

Dr. Hemant Thakare has over 33 years of rich experience in engineering, social and educational field and is currently serving Ceinsys Tech Limited as the Senior Executive Advisor.

Sr No.	Particulars	Information of Director
1)	Name of Director	Dr. Hemant Thakare
2)	Age	56 Years
3)	Experience	33 Years
4)	DIN	08132265
5)	Qualifications	B.E (Civil), M.Tech (Structural Engineer) PHD (Civil Engineering)
6)	Date of First Appointment on Board	28 th May, 2018
7)	Number of Board Meeting attended during FY 2017-18	NIL*
8)	Terms and Conditions of appointment or re-appointment	As per the resolution at item no. 5 of this Notice read with Explanatory Statement thereto.
9)	Expertise in specific functional areas	IT & ITES Services, Structural Engineering, Business Development, Business Management and Administration
10)	Other Directorship	NIL
11)	Membership/Chairmanship of Committees of Board of Directors of other companies	NIL
12)	Number of Shares held in the Company	NIL
13)	Relationship with any Director (s)/Manager and KMP of the Company	Not Related

**Dr. Hemant Thakare was appointed as an Additional Director of Ceinsys Tech Limited in the month of May, 2018, therefore he has not attended Board Meetings in financial year 2017-18.*

4) CA Dinesh Kumar Singh

CA Dinesh Kumar Singh serves as a Chief Financial Officer (CFO) of Ceinsys Tech Limited since July, 2015 and supervises the Finance and Accounts department. A Fellow Member of The Institute of Chartered Accountants of India, CA Dinesh Kumar Singh is a Commerce graduate from Calcutta University, and has also done MBA from National Institute of Business Management (NIBM).

CA Dinesh Kumar Singh holds a demonstrated track record for more than two decades of hands-on experience of Accounts, Finance, Statutory Compliances, Due diligence, Corporate Governance, Secretarial Functions, Miscellaneous Statutory Audit Compliances, MIS, fund flow, Working Capital monitoring, Costing, and Budgeting in the ITES, Power, Cement, Metal and Engineering Industries.


He is proficient in evaluating and analyzing the organization's Fiscal performance and provides recommendations on the impact of short and long-term strategies, areas for improvement and introduction of any new wings/business opportunities by providing current and expected future financial trends. CA Dinesh Kumar Singh provides fiscal leadership to the company for external reporting with Statutory bodies, Taxation authorities, Bankers, Insurance companies, Merchant Bankers, Registrars etc.

Before joining Ceinsys, CA Dinesh Kumar Singh was associated with Reliance Power Ltd (VIPL) as Vice President Finance and Accounts, HINDALCO Industries Limited as Sr. General Manager heading Finance, Control and Accounts and Lafarge India as AGM heading Accounts and Control function.

Sr No.	Particulars	Information of Director
1)	Name of Director	CA Dinesh Kumar Singh
2)	Age	46 Years
3)	Experience	22 Years (Post Qualification)
4)	DIN	02754631
5)	Qualifications	B.Com (Hons.), MBA & Chartered Accountant
6)	Date of First Appointment on Board	29 th July, 2015
7)	Number of Board Meeting attended during FY 2017-18	Six (6)*
8)	Terms and Conditions of appointment or re-appointment	As per the resolution at item no. 7 of this Notice read with Explanatory Statement thereto.
9)	Expertise in specific functional areas	Finance, Accounts, Corporate Laws , Taxation and Supply Chain Management.
10)	Other Directorship	NIL
11)	Membership/Chairmanship of Committees of Board of Directors of other companies	NIL
12)	Number of Shares held in the Company	NIL
13)	Relationship with any Director (s)/Manager and KMP of the Company	Not Related

*CA Dinesh Kumar Singh attended the meetings as an invitee.

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


Jinesh Vora
Company Secretary
Place – Nagpur
Date – May 28, 2018



Registered Office:
10/5, I.T. Park, Nagpur-
Maharashtra-440022-India
CIN: L72300MH1998PLC114790
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