



Date: April 29, 2024

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

Sub: Proceedings of Extra-Ordinary General Meeting of the Company
Scrip Code: 538734

Dear Madam/Sir,

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), please find enclosed herewith proceedings of Extra-Ordinary General Meeting of the Company held on April 29, 2024 at 11:30 A.M.(IST) through Video Conferencing (VC) & Other Audio Visual Means (OAVM).

You are requested to take the same on your records.

Thanking You

For Ceinsys Tech Limited

Pooja Sunil Karande
Company Secretary &
Compliance Officer
M. No. A54401

Encl.: As above

BRIEF PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

A. Date, Time and Venue of the Extra Ordinary General meeting:

The Extra Ordinary General Meeting (“EGM”) of Ceinsys Tech Limited was held on Monday, April 29, 2024, through two-way Video Conference (VC) /Other Audio Visual Means (OAVM) in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The meeting commenced at 11:30 a.m. The deemed venue for the EGM was the Registered office of the Company situated at “10/5, I.T. Park, Nagpur-440022”.

B. Proceedings in brief:

- The meeting commenced at 11:30 AM with a welcome address by Ms. Pooja Karande Company Secretary and Compliance Officer of the Company (“the Company Secretary”).
- The Company Secretary informed the members that the Company had taken all feasible efforts to enable members to participate through video conference and vote at the EGM.
- Mr. Sagar Meghe, Non-Executive, Non- Independent Director cum Chairman of the Company (“the Chairman”) chaired the proceedings of the Extra Ordinary General Meeting.
- He then introduced each of the Directors & KMPs of the Company who attended the EGM. He confirmed the presence of the Directors & KMPs including Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO, Mr. Kaushik Khona, Managing Director- India Operations, Dr. Abhay Kimmatkar, Managing Director, Mr. Kishore Dewani, Independent Director & Chairman of Audit Committee, Mr. Dhruv Kaji, Independent Director & Chairman of Nomination and Remuneration Committee, Dr. Satish Wate, Independent Director & Chairman of Stakeholders Relationship and Grievance Committee, Mrs. Maya Swaminathan Sinha, Independent Director and CA Amita Saxena, Chief Financial Officer of the Company.
- He also confirmed the presence of Mr. Rupesh Shah on behalf of M/s Chaturvedi & Shah LLP, Chartered Accountants, Statutory Auditors of the Company, Mr. Sushil Kawadkar, Secretarial Auditor of the Company and scrutinizer for this EGM.
- As per the record of attendance, 45 members attended the meeting through VC. The requisite quorum being present through Video Conference, the Chairman called the meeting to order and authorized Ms. Pooja Karande to give general instructions to the members.
- The Company Secretary informed that the Meeting was held through VC/OAVM in compliance with various circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.
- She, inter alia, informed the members that the documents which are statutorily required to be kept open were available electronically for inspection by the members during the EGM.

- She further informed that the Company had received 5 requests from members to register them as speakers at the EGM well in advance.

The Chairman then authorized the Company Secretary to continue with the proceedings further.

The Notice of the EGM dated April 6, 2024 was taken as read with the permission of the Members.

The following items of business as set out in the Notice convening the EGM were commended for members consideration and approval:

S.No.	Resolution	Type of Resolution
SPECIAL BUSINESS:		
1	Appointment of Mrs. Maya Swaminathan Sinha (DIN: 03056226) as an Independent Woman Director of the Company.	Special Resolution
2	Continuation of appointment of Mr. Sagar Meghe (DIN: 00127487) as Non-Executive and Non-Independent Director Cum Chairman of the Company.	Ordinary Resolution
3	Appointment of Mr. Kaushik Khona (DIN: 00026597) as Director and Managing Director, India Operations of the Company.	Special Resolution
4	Authorization under Section 186 of the Companies Act, 2013.	Special Resolution
5	Approval of Material Related Party Transaction(s).	Ordinary Resolution
6	Issue of 14,89,086 Share warrants and 12,50,658 Equity Shares on Preferential basis to certain Non-Promoters.	Special Resolution
7	Issue of 16,07,429 Share Warrants on a Preferential basis to certain persons under promoter and promoter group of the Company.	Special Resolution
8	Approval of 'Ceinsys Employee Stock Incentive Scheme 2024' ("Scheme").	Special Resolution
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").	Special Resolution
10	Approval of 'Ceinsys Employees Stock Option Plan 2024' for the Employees of the Subsidiaries.	Special Resolution

The Company Secretary requested the members to ask their questions/express their views. A total of 5 speaker shareholders spoke/raised queries/made comments.

Thereafter, Mr. Prashant Kamat, WTD, Vice Chairman and CEO, Mr. Kaushik Khona, Managing Director-India Operations, Dr. Abay Kimmattkar, Managing Director and CA Amita Saxena, Chief Financial Officer of the Company answered/responded/clarified on all the questions/comments of the members registered as speakers.

The Company Secretary then thanked all the members for their participation at the EGM and for their constructive suggestions, observations and questions and thereafter apprised the members that the e-voting platform will continue to be available for 30 minutes post conclusion of the EGM.

The Chairman then authorized the Company Secretary to declare the results of e-voting and disseminate the same to the stock exchange and also upload on the website of the Company within two working days from the conclusion of the EGM.



He thanked all and declared proceedings as closed.

C. **Voting by members:**

- The remote e-voting period which had commenced on Friday, April 26, 2024 at 09.00 AM ended on Sunday, April 28, 2024 at 5:00 PM.
- The Company had provided a facility to the members to cast their votes electronically, on all resolutions set forth in the Notice of EGM of the Company.
- The Board of Directors of the Company at their meeting held on March 30, 2024 had appointed, Mr. Sushil Kawadkar, Practicing Company Secretaries (FCS No. 5725, CP No. 5565) as the Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and through e-voting system of NSDL at the EGM.

Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, through e- voting system of NSDL during the EGM.

The meeting was attended by 45 members.

The meeting commenced at 11:30 AM and concluded at 12:46 PM after being open for 30 minutes for e-voting to be completed.

Thanking You,

For Ceinsys Tech Limited

Pooja Sunil Karande
Company Secretary &
Compliance Officer
M. No. A54401