

Date: February 11, 2026

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

Scrip Code: 538734

Subject: Submission of Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

Further to our letter dated December 16, 2025 and February 9, 2026 please find enclosed herewith the copy of Notice of Postal Ballot dated February 11, 2026, seeking approval of the members by way of remote e-voting on following matters:

1. Approval for regularisation of Mr. Prashant Kamat (DIN:07212749) as Non-Executive Non-Independent Director of the Company.
2. Revision in remuneration of Dr. Abhay Kimmatkar (DIN:01984134) Managing Director of the Company.
3. Change in designation of Mr. Sagar Meghe (DIN 00127487) from Non-Executive Non-Independent Director-cum-Chairman to Whole Time Director and Chairman of the Company and fix his remuneration and terms of appointment.
4. Re-appointment of Dr. Abhay Kimmatkar (DIN: 01984134) as Managing Director of the Company.

This Postal Ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date** i.e. **Friday, February 6, 2026** ("Cut-off date"). The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members. The remote e-voting period commences from **9.00 a.m. (IST) on Friday, February 13, 2026** and ends at **5.00 p.m. (IST) on Saturday, March 14, 2026**. The results of the Postal Ballot will be announced on or before **Tuesday, March 17, 2026** at or before **5.00 p.m. (IST)**.

The Postal Ballot Notice is also available on the Company's website at www.cstech.ai.

Request you to take the same on record.

Thanking you.
For Ceinsys Tech Limited

Pooja Karande
Company Secretary
& Compliance Officer

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@cstech.ai Website: www.cstech.ai

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 20 & 22 of the Companies (Management and Administration Rules, 2014)]

To
All Members,
Ceinsys Tech Limited

NOTICE is hereby given that pursuant to the provisions of Section 110 of Companies Act, 2013 (“Act”) read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regards, latest circular no. 03/2025, dated 22 September 2025, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”) and other applicable provisions of the Companies Act, 2013, if any, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolutions appended below be passed by the Members as on the Cut-off date i.e **Friday, February 6, 2026**, through Postal Ballot only by voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on **Friday, February 6, 2026**, (“Cut-Off date”). If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of your Company at its meeting held on December 16, 2025, has appointed Mr. Sushil Kawadkar (Membership No. FCS 5725) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depositories Limited (“NSDL”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The remote e-voting period commences from **9.00 a.m. (IST)** on **Friday, February 13, 2026**, and ends at **5.00 p.m. (IST)** on **Saturday, March 14, 2026**. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within stipulated period of time.

The said results along with the Scrutinizer’s Report would be intimated to Stock Exchanges where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website: www.cstech.ai and on the website of National Securities Depository Limited (“NSDL”) www.evoting.nsdl.com.

SPECIAL BUSINESS:

Item No. 1 – Approval for regularisation of Mr. Prashant Kamat (DIN:07212749) as Non-Executive Non-Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152 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) pursuant to applicable provisions of the SEBI (LODR), Regulation, 2015, and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company at their respective meetings held on December 16, 2025, the approval of the Members of the Company be and is hereby accorded for regularisation of appointment of Mr. Prashant Kamat (DIN: 07212749) as a Non-Executive and Non-Independent Director of the Company with effect from January 1, 2026, who shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Executive Directors and/or Chief Financial Officer 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. 2- Revision in remuneration of Dr. Abhay Kimmatkar (DIN:01984134) Managing Director 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 in furtherance of the resolution passed by the members on September 29, 2025 at the 27th Annual General Meeting and pursuant to the provisions of Section 196, 197, 198, 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 of the Companies Act, 2013, and pursuant to Clause 6 of Nomination and Remuneration Policy of the Company, and subject to approval of Central Government, if any, and based on the recommendations of the Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors at its meeting held on November 6, 2025, the consent of the members be and is hereby accorded for revision in the remuneration, as mentioned below, of Dr. Abhay Kimmatkar (DIN: 01984134), Managing Director of the Company, with effect from April 1, 2025:

A. Fixed Pay: Rs. 1,26,77,212/- per annum (Rupees One Crore Twenty-Six Lakhs Seventy-Seven Thousand Two Hundred and Twelve only).

B. Variable Pay: Dr. Abhay Kimmatkar shall be eligible for Variable Pay of Rs. 31,32,732/- (Rupees Thirty-One Lakhs Thirty-Two Thousand Seven Hundred Thirty-Two only) which shall be subject to approval of the Board based on his performance/key performance indicators (KPIs) as may be decided by Board in consultation with Nomination and Remuneration Committee from time to time.

C. Total Pay: Rs. 1,58,09,944/- (Rupees One Crore Fifty-Eight Lakhs Nine Thousand Nine Hundred Forty-Four only) per annum.

D. Perquisites, Benefits and Amenities:

1. Car:

The Company shall provide a Company owned new SUV car upto an amount of Rs. 43,00,000/- and a driver during the period of employment of Dr. Abhay Kimmatkar, for which the cost of car, the driver salary and the fuel and the maintenance expenses upto Rs. 15,000/- per month will be paid by the Company in addition to the Annual Salary as mentioned in point no. A above.

2. Medical Expenses:

Dr. Abhay Kimmatkar and his direct family members will also be covered under the Company Medclaim policies as per Company policy.

3. Gratuity:

Rs. 2,55,096/- (Rupees Two Lakhs Fifty-Five Thousand and Ninety-Six only) per annum.

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** if in any financial year during the currency of tenure of Dr. Abhay Kimmatkar 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 Dr. Abhay Kimmatkar 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 force) by passing special resolutions at a duly conveyed general meeting of Shareholders, wherever required.”

“**RESOLVED FURTHER THAT** except for revision in remuneration of Dr. Abhay Kimmatkar as mentioned above all other terms and conditions of his appointment remain same.”

“**RESOLVED FURTHER THAT** any of the Executive Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and are 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. 3 – Change in designation of Mr. Sagar Meghe (DIN 00127487) from Non-Executive Non-Independent Director-cum-Chairman to Whole Time Director and Chairman of the Company and fix his remuneration and terms of appointment.

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 Sections 196, 197 and 203 of the Companies Act, 2013, (‘Act’) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Article of Association of the Company, subject to approval of Central Government, if any, and further to the recommendations of Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors at its meeting held on December 16, 2025, the consent of members of the Company be and is hereby accorded for change in designation of Mr. Sagar Meghe (DIN 00127487) from Non-Executive Non-Independent Director-cum-Chairman to Whole Time Director and Chairman of the Company for a term of three years with effect from December 16, 2025, on the terms and conditions of appointment including payment of remuneration with effect from December 16, 2025 as mentioned below:

Total Pay: Rs. 4,05,00,000/- (Rupees Four Crores and Five Lakhs Only) per annum. 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 the annual salary may be increased by the Board every financial year. Applicable withholding taxes will be deducted from the payments as and when applicable. Gratuity will be paid as per Payment of Gratuity Act 1972 and EPF Contributions will be applicable as per EPF Act 1952.”

“**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** notwithstanding anything contained above, if in any financial year during the currency of tenure of Mr. Sagar Meghe 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. Sagar Meghe 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 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 Chief Financial Officer and/or Company Secretary of the Company, be and are hereby severally authorised 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 and including filing of necessary forms with the Registrar of Companies and to do all such acts and deeds as may be required to give effect to this resolution.”

Item No. 4 – Re-appointment of Dr. Abhay Kimmatkar (DIN: 01984134) as Managing Director 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 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, and further to the recommendations of Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors at its meeting held on February 9, 2026, the consent of members of the Company be and is hereby accorded for re-appointment of Dr. Abhay Kimmatkar (DIN: 01984134) as Managing Director of the Company with effect from April 01, 2026 to March 31, 2029, on the terms and conditions of appointment including payment of remuneration as mentioned below:

A . Fixed Pay: Rs. 1,26,77,212/- per annum (Rupees One Crore Twenty-Six Lakh Seventy-Seven Thousand Two Hundred and Twelve only).

B. Variable Pay: Dr. Abhay Kimmatkar shall be eligible for Variable Pay of Rs. 31,32,732/- (Rupees Thirty-One Lakh Thirty-Two Thousand Seven Hundred Thirty-Two only) which shall be subject to approval of the Board based on his performance/key performance indicators (KPIs) as may be decided by Board in consultation with Nomination and Remuneration Committee from time to time.

C. Total Pay: Rs. 1,58,09,944/- (Rupees One Crore Fifty-Eight Lakh Nine Thousand Nine Hundred Forty-Four only) per annum.

Perquisites, Benefits and Amenities:

1. Car:

The Company shall provide a Company owned SUV car and a driver during the period of employment of Dr. Abhay Kimmatkar, for which the cost of car, the driver salary and the fuel and the maintenance expenses upto Rs. 15,000/- per month will be paid by the Company in addition to the Annual Salary as mentioned in point no. A above.

2. Medical Expenses:

Dr. Abhay Kimmatkar and his direct family members will also be covered under the Company Mediciam policies as per Company policy.

3. Gratuity:

Rs. 2,55,096/- (Rupees Two Lakhs Fifty-Five Thousand and Ninety-Six only) per annum pursuant to Payment of Gratuity Act 1972, as may be amended from time to time.

4. Employer Contribution to Provident Fund:

Rs. 21,600/- (Rupees Twenty-One Thousand Six Hundred Only) per annum as per Company policy and pursuant to EPF Act 1952, as may be amended from time to time.

“**RESOLVED FURTHER THAT** if in any financial year during the currency of tenure of Dr. Abhay Kimmatkar in the Company, the Company has no profit or its profits are inadequate, the Salary as mentioned in the above resolution shall continue to be paid to Dr. Abhay Kimmatkar 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 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 Chief Financial Officer and/or Company Secretary of the Company be and are 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.”

**By Orders of the Board of Directors for
CEINSYS TECH LIMITED**

Place: Nagpur
Date: February 11, 2026
Registered Office: 10/5, I.T. Park,
Nagpur-440022, Maharashtra, India

Sd/-
Pooja Karande
**Company Secretary and
Compliance Officer**

NOTES:

1. An 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 are annexed hereto.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. Members are requested to register/update their e-mail addresses, in respect of electronic holding with the Depository through the concerned Depository Participants and in respect of physical holdings with Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company (“RTA”) by following the due procedure. Members may note that this notice will also be available at the Company’s website www.cstech.ai, website of the Stock Exchange i.e; BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com.
4. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. on **Saturday, March 14, 2026**.
5. **The instructions for remote e-voting are as under:**

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.

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"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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

	<p>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.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 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 user your existing my easi username & password. 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.

	<p>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.</p> <p>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.</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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. 1800-21-09911</p>

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.com 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
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 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 : 022 - 4886 7000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com

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@cstech.ai.
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@cstech.ai. If you are an Individual shareholder 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.com 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.

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 under **Item No. 1 to 4** mentioned in the accompanying Notice

Item No. 1:

The Board of Directors based on the recommendation of Nomination and Remuneration Committee and Audit Committee at its meeting held on December 16, 2025, has, subject to the approval of members, approved appointment of Mr. Prashant Kamat as an Additional Director under Non-Executive Non-Independent Category of the Company with effect from January 1, 2026, to hold office till the conclusion of the next General Meeting of the Company.

Pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Prashant Kamat shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

The Board of Directors based on the recommendations of Nomination and Remuneration Committee and Audit Committee on December 16, 2025, has approved regularization of appointment of Mr. Prashant Kamat as Non-Executive Non-Independent Director of the Company with effect from January 1, 2026, liable to retire by rotation, subject to approval of the Shareholders by Ordinary Resolution.

Mr. Prashant Kamat is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received from Mr. Prashant Kamat (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.

The Board of Directors is of the opinion that Mr. Prashant Kamat's extensive experience and past association with the Company and valuable strategic insights will continue to be of great value to the Company and therefore, it is proposed to appoint him as Director under Non-executive Non-Independent category of the Company with effect from January 1, 2026.

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.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Prashant Kamat (being the appointee) including his relatives, are interested in or concerned financially or otherwise, in the Ordinary Resolution as set out in Item No. 1 of this Notice.

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

Brief Profile:

Mr. Prashant Kamat is an accomplished executive with proven track record in operations, finance, strategic marketing, business expansion and new product development.

During this period, he has successfully enabled product & services companies to fulfil their growth imperatives both organically and inorganically through differentiated offerings that deliver value, new market entry, mergers, acquisitions and alliances. As a techno-commercial professional, Mr. Prashant Kamat has a progressive career of over 30 years which is characterized by significant accomplishments and increasing responsibilities. He has a proven track record in operations, finance, strategic marketing, business expansion, and new product development.

Post his master's degree in mechanical engineering from IIT, Mumbai, Mr. Prashant Kamat started his career in the year 1994 assuming a technical role in a large multinational corporation. From February 17, 2022 till December 31, 2025, Mr. Kamat held the position of as Whole Time Director, Vice Chairman and CEO of the Company.

Item No. 2:

The Members of the Company had approved revision in remuneration of Dr. Abhay Kimmatkar by passing Special Resolution at the 27th Annual General Meeting of the Company held on September 29, 2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, through a resolution dated July 30, 2025, considered the proposal for revision in the remuneration payable of Dr. Abhay Kimmatkar, Managing Director with effect from April 1, 2025.

It is pertinent to note that it is necessary to revise the remuneration of Dr. Abhay Kimmatkar due to an inadvertent error noticed in the earlier salary bifurcation approved by the Nomination and Remuneration Committee, Audit Committee, Board on July 30, 2025, and subsequently approved by the Shareholders at the 27th AGM on September 29, 2025. The total remuneration including the fixed and variable pay as approved earlier remains unchanged; however, the component w.r.t. Employer Contribution to Provident Fund was inadvertently misstated and required correction to accurately reflect contribution. Therefore, the Company has sought approval of Shareholders of the Company for revision in remuneration of Dr. Abhay Kimmatkar to be effective from April 1, 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Dr. Abhay Kimmatkar including his relatives, are interested in or concerned financially or otherwise, in the Special Resolution as set out in Item No. 2 of this Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 2 of the Notice for approval by the members.

Item No. 3:

The Board of Directors based on the recommendation of Nomination and Remuneration Committee and Audit Committee at its meeting held on December 16, 2025, has, subject to the approval of members, approved change in designation of Mr. Sagar Meghe from Non-Executive Non-Independent Director-cum-Chairman to Whole Time Director and Chairman of the Company.

The Members are hereby informed that Mr. Meghe has been associated with the Company since the year of incorporation of the Company and has been instrumental in shaping the Company's growth through strategic advice, oversight and continuous guidance to the management team all these years.

Considering the growing scale of operations and need for dedicated executive leadership, it is proposed to change his designation from Non-Executive Non-Independent Director cum Chairman to Whole Time Director and Chairman of the Company for the term of 3 (Three) years with effect from December 16, 2025, to December 15, 2028, subject to approval of the Members.

The Board recommends the passing of Special Resolution as set out at Item No. 3 of the Notice for approval by the members.

Mr. Sagar Meghe is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

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 Special Resolution as set out in Item No. 3 of this Notice.

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, Meghe Group owns several businesses in Finance, Infrastructure, Information Technology, Power and Agricultural sectors. As 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.

Item No. 4:

The Board of Directors on the recommendation of Nomination and Remuneration Committee and Audit Committee, at its meeting held on March 26, 2023, had re-appointed Dr. Abhay Kimmatkar as Managing Director for a period of Three years with effect from April, 2023 to March, 31, 2026 which was subsequently approved the shareholders through Postal Ballot meeting held on June 29, 2023. Since, the term of appointment of Dr. Abhay Kimmatkar is due to expire on March 31, 2026, the Board of Directors based on the recommendation of Nomination and Remuneration Committee and Audit Committee at its meeting held on February 9, 2026, has, subject to the approval of members, re-appointed Dr. Abhay Kimmatkar as Managing Director of the Company for a further period of 3 (three) years from the expiry of his present term, i.e., with effect from April 1, 2026, on the terms and conditions including remuneration as detailed in resolution set out at item no. 4 of this Notice.

Brief Profile of Dr. Abhay Kimmatkar

Dr. Abhay Kimmatkar is an accomplished engineering professional with MBA and holding a Doctorate in Management Research with rich experience in diverse technical, commercial, operations and corporate roles in the Information Technology sector. He is a versatile leader with an ability to connect people and businesses and forming long term collaboration and alliances with a strong belief that flexibility and interpersonal skills are critical for the business of the future due to multiculturalism and globalism. At Ceinsys Tech Limited, Dr. Abhay Kimmatkar empowers, initiates and leads strategies in Business Development. His leadership has expanded beyond the boundaries of traditional business and has led many strategic initiatives that have had positive impact on multiple business areas, driving down costs, increasing revenues and improving the overall performance of various business units. He has also launched client-focused business plans and territory development roadmaps, forged alliances with new technology partners to provide enterprise level solutions in the domains of Water, Transportation, Geospatial domains to build new business verticals.

Dr. Abhay Kimmatkar 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. Abhay Kimmatkar (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.

The Board recommends the resolution for re-appointment of Dr. Abhay Kimmatkar as Managing Director on terms and conditions including remuneration as mentioned in the resolution at item no. 4, subject to approval of Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Dr. Abhay Kimmatkar including his relatives, are interested in or concerned financially or otherwise, in the Special Resolution as set out in Item No. 4 of this Notice.

**By Order of the Board of Directors for
CEINSYS TECH LIMITED**

Place: Nagpur
Date: February 11, 2026
Registered Office: 10/5, I.T. Park,
Nagpur-440022, Maharashtra, India

Sd/-
Pooja Karande
**Company Secretary and
Compliance Officer**

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
INFORMATION PURSUANT TO 1.2.5 OF THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS2) AND REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

Name of Director	Mr. Prashant Kamat
DIN	07212749
Designation/ Category of Directorship	Non-Executive and Non-Independent Director
Age	59 Years
Nationality	Indian
Date of first appointment on the Board	Appointed with effect from February 17, 2022
Qualifications	M.Tech, BE(Mech)
Nature of expertise in specific functional areas;	Operations, finance, strategic marketing, business expansion, and new product development
Experience	Over 30 years
Terms and Conditions of Appointment	Please refer to the Resolution and Explanatory statement set out at item no. 1 of the Notice
Remuneration last drawn	5,74,99,200/- (Rupees Five Crores Seventy-Four Lakhs Ninety-Nine Thousand and Two Hundred Only) per annum
Remuneration proposed to be paid	• Sitting Fees for attending Board and Committee Meetings.
Number of equity shares held in the Company or for any other person on a beneficial basis	6,81,344 Equity Shares of Rs 10/- each
Number of Board Meetings attended (upto the date of this Notice)	5 (Five)
Membership of Committees of Board of the Company	Nil
Names of other listed entities in which the Director holds the directorship and the membership of Committees of the board	Nil
Listed entities from which the Director has resigned/ term completion from Directorship in last three (3) years	Ceinsys Tech Limited (Resigned from the position of Whole Time Director, Vice-Chairman and CEO with effect from December 31, 2025)
Directorship in other companies (excluding foreign companies) as on date of this notice	• Aistragenai India Private Limited
Chairmanships/Memberships of the Committees of other public limited companies	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. Sagar Meghe
DIN	00127487
Designation/ Category of Directorship	Whole Time Director and Chairman
Age	55 years
Nationality	Indian
Date of first appointment on the Board	Appointed with effect from September 9, 1998
Qualifications	B.Com.
Nature of expertise in specific functional areas;	As per the details provided under Explanatory Statement for Item No.3 of Notice.
Experience	Over 30 years
Terms and Conditions of Appointment	Please refer the Resolution and Explanatory statement set out at item no. 3 of the Notice
Remuneration last drawn	Sitting Fees for attending Board/Committee meetings
Remuneration proposed to be paid	Please refer the Resolution and Explanatory statement set out at item no. 3 of the Notice
Number of equity shares held in the Company or for any other person on a beneficial basis	26,42,511 Equity Shares of Rs 10/- each
Number of Board Meetings attended (upto the date of this Notice)	6 (Six)
Membership of Committees of Board of the Company	<ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee
Names of other listed entities in which the Director holds the directorship and the membership of Committees of the board	Nil
Listed entities from which the Director has resigned/ term completion from Directorship in last three (3) years	Nil
Directorship in other companies (excluding foreign companies) as on date of this notice	<ul style="list-style-type: none"> • Meghes Educational Institutions • Datta Meghe Foundation • 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 • Contemporary Management Services Private Limited • Primus Finance Private Limited • Fundfuel Management Services Private Limited • Cotex Laxmi Healthcare Private Limited
Chairmanships/Memberships of the Committees of other public limited companies	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	Dr. Abhay Kimmatkar
DIN	01984134
Designation/ Category of Directorship	Managing Director
Age	55 years
Nationality	Indian
Date of first appointment on the Board	Appointed with effect from December 17, 2007
Qualifications	B.E., MBA, PhD
Nature of expertise in specific functional areas;	IT & ITES Services & Business Development
Experience	Over 30 years
Terms and Conditions of Appointment	Please refer the Resolution and Explanatory statement set out at item no. 4 of the Notice
Remuneration last drawn	Rs. 1,58,09,944/- (Rupees One Crore Fifty-Eight Lakh Nine Thousand Nine Hundred Forty-Four only) per annum.
Remuneration proposed to be paid	Please refer the Resolution and Explanatory statement set out at item no. 4 of the Notice
Number of equity shares held in the Company or for any other person on a beneficial basis	6,300 Equity Shares of Rs 10/- each
Number of Board Meetings attended (upto the date of this Notice)	6 (Six)
Membership of Committees of Board of the Company	<ul style="list-style-type: none"> • Stakeholders Relationship and Grievance Committee • Management Committee
Names of other listed entities in which the Director holds the directorship and the membership of Committees of the board	Nil
Listed entities from which the Director has resigned/ term completion from Directorship in last three (3) years	Nil
Directorship in other companies (excluding foreign companies) as on date of this notice	<ul style="list-style-type: none"> • ADCC Infocom Private Limited • YCCE Alumni Association
Chairmanships/Memberships of the Committees of other public limited companies	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