

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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 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, June 27, 2025**, 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, June 27, 2025**, (“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 May 3, 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 Thursday, July 3, 2025** and ends at **5.00 p.m. (IST) on Friday, August 1, 2025**. 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 BSE Limited 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 - Appointment of Mr. Phaneesh Murthy (DIN: 00388525) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Phaneesh Murthy (DIN: 00388525), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from May 3, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from May 3, 2025 upto May 2, 2030”.

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

Item No. 2- Appointment of Mr. Surej Kunhithayil Poyil (DIN: 10999955) as Director of the Company under Non-Executive and Non-Independent category

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

“RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications(s) or enactment thereof for the time being in force) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and Articles of Association of the Company and pursuant to the recommendations of Nomination and Remuneration Committee, Mr. Surej Kunhithayil Poyil (DIN: 10999955) who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director under Executive Category of the Company with effect from May 3, 2025, and also in respect of whom a notice of candidature has been received by the Company from a Member be and is hereby appointed as Director of the Company under Non-Executive and Non-Independent Category with effect from June 28, 2025, liable to retire by rotation.”

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

Item No. 3 –Approval of Material Related Party Transaction(s)

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

“RESOLVED THAT pursuant to the provisions of Section 177, 188 and other applicable provisions of the Companies Act, 2013 and pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent of the Shareholders of the Company be and is hereby accorded to the Company to enter into arrangements/transactions/contracts with below mentioned related parties (“Related Party”), relating to transactions the details of which are more particularly set out in the explanatory statement of this Notice, provided however that the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the

Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during Financial Year 2025-26, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (INR in Lakhs.)
Ceinsys Tech Limited Allygram Systems and Technologies Private Limited (ASTPL) and Grammer AG and group entities of Grammer AG: <ul style="list-style-type: none"> • Grammer Interior Components GmbH • Grammer Automotive Metall GmbH • Grammer Americas LLC • Grammer Industries LLC • Grammer Railway Interior GmbH • Grammer Interior Changchun Co., Ltd. • Grammer Interior Tianjin Co., Ltd. • Grammer Interior (Shanghai) Co., Ltd. • Grammer Seating (Jiangsu) Co., Ltd. • Grammer Seating (Shaanxi) Co., Ltd. • Grammer Interior Beijing Co., Ltd. • Grammer Inc. • Grammer Industries Inc. • Toledo Molding & Die, LLC • Grammer Seating (Ningbo) Co., Ltd. • Grammer Vehicle Parts (Shengyang) Co., Ltd. • Changchun GRAMMER FAWSN Vehicle Parts Co.,Ltd • Grammer Vehicle Parts (Qingdao) Co., Ltd. • Grammer Automotive Puebla S.A. De C.V. • Grammer do Brasil Ltda 	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Income from Providing engineering design services and other components of the Joint Venture Agreement	Upto INR. 5,000.00 (Aggregate)

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

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

SD/-

**Pooja Karande
Company Secretary and
Compliance Officer**

Place: Nagpur
Date: July 1, 2025
Registered Office: 10/5, I.T. Park,
 Nagpur-440022, Maharashtra, India

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 **Friday, August 1, 2025**.
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

	<p>successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; 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.

	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 use 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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.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 3** mentioned in the accompanying Notice

Item No. 1:

Mr. Phaneesh Murthy (DIN: 00388525) was appointed as an Additional Director (in the capacity of Independent Director) on the Board of the Company with effect from May 3, 2025, 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. Phaneesh Murthy 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.

Mr. Phaneesh Murthy is eligible to be appointed as an Independent Director for a term of five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 ("Act") from a member proposing Mr. Phaneesh Murthy's candidature as an Independent Director of the Company. The Company has received the consent from Mr. Phaneesh Murthy to act as a Director and has also received a declaration that he meets with the

criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and is registered in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

The Board of Directors at its meeting held on May 3, 2025, and based on the recommendations of Nomination and Remuneration Committee and Audit Committee have approved the appointment of Mr. Phaneesh Murthy as a Non-Executive Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (Five) consecutive years from May 3, 2025 to May 2, 2030, subject to approval of the Shareholders by Special Resolution.

Based on the skills, competence and expertise in understanding of business dynamics and experience in guiding and leading management teams, the Board on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Phaneesh Murthy would be beneficial to the Company.

In the opinion of the Board, Mr. Phaneesh Murthy fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

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

Except the appointee director Mr. Phaneesh Murthy, with regard to the resolution of his respective appointment, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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

Brief Profile:

Mr. Phaneesh Murthy has established himself as an industry leader over his 25 year career in business. Having successfully structured and managed large outsourcing deals for Fortune 500 companies, Phaneesh remains a vital asset to any business venture he pursues. Mr. Murthy has been an active consultant for a strategy consulting firm he founded called "Primentor, Inc".

He received his BS from the Indian Institute of Technology in Chennai and followed that up with an MBA from the Indian Institute of Management in Ahmedabad. Phaneesh was determined to apply his knowledge and motivation in the business world. After graduating in 1987, Phaneesh began his climb. A few of Phaneesh's career highlights are as follows:

From 1987 to 1992 Phaneesh worked in Sales and Marketing for Sonata Software Ltd. From 1995 to 2002 Mr. Phaneesh Murthy served as Worldwide Head of Sales and Marketing, Communications, and the Product Solutions Group of Infosys Ltd. As the Global Sales Head of Infosys Ltd, Mr. Phaneesh Murthy is widely credited for taking the organization from just \$2 million in revenues to \$700 million in under 10 years. In January 2003, he founded and was a Consultant for Quintant Services Limited, a Business Services Provisioning company with a global services delivery model. He joined iGATE as its CEO in 2003 and was its CEO until 2013 where he restructured a loss making company to a highly profitable company and took revenues up from close to nothing to about \$1.2 billion, putting iGATE on the map of global outsourcers.

Item No. 2:

Mr. Surej Kunhithayyil Poyil (DIN: 10999955) was appointed by Board on the recommendation of Nomination and Remuneration Committee as an Additional Director under Executive category on the Board of the Company with effect from May 3, 2025, to hold office till the conclusion of the next General Meeting of the Company. He was also appointed as Chief Executive Officer (CEO) of Technology Associates Inc, USA, Wholly Owned Subsidiary of the Company with effect from April 3, 2025 and CEO designate of the Company effective from January 1, 2026.

Pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Surej Kunhithayyil Poyil 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 on June 28, 2025, have approved the regularization of appointment of Mr. Surej Kunhithayyil Poyil from an Additional Director under Executive category to Non-Executive Non-Independent Director of the Company with effect from June 28, 2025, liable to retire by rotation, subject to approval of the Shareholders by Ordinary Resolution.

Mr. Surej Kunhithayyil Poyil 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. Surej Kunhithayyil Poyil (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. Surej Kunhithayyil Poyil's knowledge and diverse experience across multiple regions and industries, will be of great value to the Company.

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

Except the appointee director Mr. Surej Kunhithayyil Poyil, with regard to the resolution of his respective appointment, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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

Brief Profile:

Mr. Surej Kunhithayyil Poyil is a B Tech (Honors), Electronics from National Institute of Technology Calicut. He has successfully completed Executive Leadership Development Program from Harvard in the year 2002. He has substantial experience in Technology, Business, Product Engineering, Data and AI outsourcing supporting enterprises in strategy, sales, operations and executive management roles across industries. He has wide experience in Managing large clients, large businesses and pool of people. He brings high integrity, tremendous credibility and an extreme sense of partnership to client engagements with a focus on customer satisfaction and keeping and growing client relations.

In his last assignment Mr. Surej was CEO of Intelliswift at USA. Prior to this he was CTO of UST Global, USA and Vice President at Cognizant Technology Solutions, USA. He also had huge exposure with Tata Consultancy Services at India and USA.

Item No. 3:

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

with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statement of the Company. The Audit Committee provided its omnibus approval for financial year 2025-26 for related party transaction as mentioned at Item No. 3 of this Notice, at its meeting held on March 26, 2025, which was also approved by Board at its meeting held on March 26, 2025. The Audit Committee while considering this related party transaction considered annual consolidated turnover of the Company for i.e. financial year 2023-24 which was ₹ 25,294.00 Lakhs. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 2,529.40 Lakhs (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the prior approval of the Members will be required for the same.

Members may please note that based on the criteria as mentioned above pursuant to the SEBI (LODR), Regulations, 2015, transactions with such related party as mentioned in Item No. 3 might become "Material" and therefore requires approval of the shareholders of the Company by way of Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23 of SEBI (LODR), Regulations, 2015.

Particulars of Material Related Part Transactions:

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (INR in Lakhs.)
Ceinsys Tech Limited Allygram Systems and Technologies Private Limited (ASTPL) and Grammer AG and group entities of Grammer AG: <ul style="list-style-type: none"> • Grammer Interior Components GmbH • Grammer Automotive Metall GmbH • Grammer Americas LLC • Grammer Industries LLC • Grammer Railway Interior GmbH • Grammer Interior Changchun Co., Ltd. • Grammer Interior Tianjin Co., Ltd. • Grammer Interior (Shanghai) Co., Ltd. • Grammer Seating (Jiangsu) Co., Ltd. • Grammer Seating (Shaanxi) Co., Ltd. • Grammer Interior Beijing Co., Ltd. • Grammer Inc. • Grammer Industries Inc. • Toledo Molding & Die, LLC • Grammer Seating (Ningbo) Co., Ltd. • Grammer Vehicle Parts (Shengyang) Co., Ltd. • Changchun GRAMMER FAWSN Vehicle Parts Co.,Ltd • Grammer Vehicle Parts (Qingdao) Co., Ltd. • Grammer Automotive Puebla S.A. De C.V. • Grammer do Brasil Ltda 	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Income from Providing engineering design services and other components of the Joint Venture Agreement	Upto INR. 5,000.00 (Aggregate)

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

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

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their respective meetings held on March 26, 2025, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

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

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

Sr. No.	Particulars	Details
a.	A summary of the information provided by the management to the Audit Committee	The details of the proposed transactions including the nature, terms, value percentage of the Company's annual consolidated turnover, tenure and proposed limits etc. were placed in the Audit Committee at its meeting held on March 26, 2025
b.	Justification for why the proposed transactions is in the interest of the Company	The transaction is a Joint Venture Agreement with Grammer AG, which is one of the world's leading Tier-1 automotive manufacturer. Hence, the JVA enhances the credibility of the Company/its Subsidiaries and augments its brand value.

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

SD/-

**Pooja Karande
Company Secretary and
Compliance Officer**

Place: Nagpur
Date: July 1, 2025
Registered Office: 10/5, I.T. Park,
 Nagpur-440022, Maharashtra, India

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

Name of Director	Mr. Phaneesh Murthy
DIN	00388525
Designation/ Category of Directorship	Non-Executive and Independent Director
Age	61 years
Nationality	USA
Date of first appointment on the Board	Appointed with effect from May 3, 2025
Qualifications	Bachelor of Science, MBA
Nature of expertise in specific functional areas;	Wide experience in advisory, Strategy, Sales, Marketing, technology and general management
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer the explanatory statement set out of item no. 1 of the Notice
Terms and Conditions of Appointment	Appointment as a Non-Executive Independent Director for a period of five years with effect from May 3, 2025, upto May 2, 2030 not liable to retire by rotation.
Remuneration last drawn	Not Applicable
Remuneration proposed to be paid	<ul style="list-style-type: none"> • Sitting Fees for attending Board and Committee Meetings. • Commission as determined by the Board of Directors from time-to-time
Number of equity shares held in the Company or for any other person on a beneficial basis	Nil
Number of Board Meetings attended (upto the date of this Notice)	1 (One)
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	Cigniti Technologies (Resigned with effect from July 6, 2024)
Directorship in other companies (excluding foreign companies) as on date of this notice	<ol style="list-style-type: none"> 1. PM Ventures Private Limited 2. Magnasoft Consulting India Private Limited 3. Marlabs Innovations 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

Name of Director	Mr. Surej Kunhithayil Poyil
DIN	10999955
Designation/ Category of Directorship	Non-Executive and Non-Independent Director
Age	57 years
Nationality	USA
Date of first appointment on the Board	Appointed with effect from May 3, 2025
Qualifications	B Tech (Honors), Electronics, Executive Leadership Development Program (Harvard)
Nature of expertise in specific functional areas;	Wide experience in advisory, Strategy, Sales, Marketing, technology and general management
Terms and Conditions of Appointment	Please refer the Resolution and Explanatory statement set out at item no. 2 of the Notice
Remuneration last drawn	Not Applicable
Remuneration proposed to be paid	<ul style="list-style-type: none"> 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	Nil
Number of Board Meetings attended (upto the date of this Notice)	1 (One)
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	Nil
Directorship in other companies (excluding foreign companies) as on date of this notice	Nil
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