



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

NOTICE OF 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 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, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("**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, November 15, 2024**) 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, November 15, 2024 ("**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 Rules, the Board of Directors of your Company on Tuesday, November 12, 2024, through circular resolution 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,**



November 22, 2024 and ends at **5.00 p.m. (IST)** on **Saturday, December 21, 2024**. 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.ceinsys.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

SPECIAL BUSINESS:

Item No. 1 - Adoption of amended Ceinsys Employee Stock Option Plan 2024

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

"RESOLVED THAT, pursuant to Section 62(1)(b) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act, and the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other rules, regulations, circulars and guidelines as may be applicable and subject to such approvals, consents, permissions and approvals as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ("the Board"), which term shall include its duly empowered Committee(s) constituted/ to be constituted by it to exercise its powers including the powers conferred by this resolution), the approval of the Members be and is hereby accorded to the amendments to Ceinsys Employee Stock Option Plan 2024 ("ESOP 2024") as described in the Explanatory Statement."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the ESOP 2024 or to suspend, withdraw or revive the ESOP 2024, in accordance with applicable laws prevailing from time to time, as it may deem fit, to give effect to this resolution."

"RESOLVED FURTHER THAT for the purpose of bringing into effect this resolution and generally for giving effect to this resolution, Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO and/or Mr. Kaushik Khona, Managing Director- India Operations and/or Dr. Abhay Kimmattkar, Managing Director and/or Mr. Samir Sabharwal, Chief Financial Officer and/or Ms. Pooja Karande, Company Secretary and Compliance Officer of the Company be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above including to file necessary forms/returns in this regard with the Registrar



of Companies or any other relevant authority and to settle any question or difficulty that may arise in this regard in the best interest of the Company.”

Item No. 2 – Approval of grant of Employee Stock Option equal or more than 1% of issued capital to Ms. Rashi Mehta and John Chwalibog under Ceinsys Employee Stock Option Plan 2024

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

“**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) of the Companies Act, 2013 (“Companies Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and the provisions of Foreign Exchange Management Act, 1999 (“**FEMA**”) and rules and regulations framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (“**SBEB Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**LODR Regulations**”); and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Reserve Bank of India, Ministry of corporate Affairs, Government of India, the Securities and Exchange Board of India (“**SEBI**”) and the BSE Limited; and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and upon recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer and grant such number of employee stock options, in one or more tranches, to the following person under the **Ceinsys Employee Stock Option Plan 2024 (“ESOP 2024”)**, owing to their employment in Technology Associates Inc; US, (Wholly Owned Step Down Subsidiary of the Company) which may individually be equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option –

| Name | Designation | No. of options to be granted |
|--------------------|--|------------------------------|
| Ms. Rashi Mehta | Vice President, Finance, Technology Associates Inc; US | 8,16,970 |
| Mr. John Chwalibog | President, Geospatial, Technology Associates Inc; US | 2,00,000 |

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO and/or Mr. Kaushik Khona, Managing Director- India Operations and/or Dr. Abhay Kimmatkar, Managing Director and/or Mr. Samir Sabharwal, Chief Financial Officer and/or Ms. Pooja Karande, Company Secretary and Compliance



Officer of the Company be and are hereby authorised to do all acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner and the Board or Nomination and Remuneration Committee/ such authorised person in its/his absolute discretion may deem fit and take steps which are incidental and ancillary in this connection.”

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

SD/-

**Company Secretary and
Compliance Officer**

Place: Nagpur

Date: November 21, 2024

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.ceinsys.com, 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. **Saturday, December 21, 2024.**
5. **The instructions for remote e-voting are as under:**
 - i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended, in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
 - ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, November 15, 2024 (“Cut-off date”)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial

Ceinsys Tech Ltd.

Registered Office: 10/5, IT Park, Opp. VNIT, Nagpur-440022.

Maharashtra, India | CIN: L72300MH1998PLC114790

info@ceinsys.com | EPABX: +91 712 2249033/358/930

Fax: +91 712 2249605

www.ceinsys.com



Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.

iii. The remote e-voting period commences from **9.00 a.m. (IST) on Friday, November 22, 2024** and ends at **5.00 p.m. (IST) on Saturday, December 21, 2024**. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

iv. The Board of Directors of your Company on **Tuesday, November 12, 2024**, has appointed Mr. Sushil Kawadkar, Practicing Company Secretary (Membership No. FCS 5725) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

v. The details of the process and manner for remote e-voting are explained herein below:

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. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

| | |
|---|--|
| | <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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </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 |

| | |
|---|--|
| | <p>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.</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 22 55 33</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 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@ceinsys.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@ceinsys.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.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** and **2** mentioned in the accompanying Notice

Item No. 1:

The Board of Directors of the Company at their meeting held on March 30, 2024 had approved Ceinsys Employee Stock Option Plan 2024 (“**ESOP 2024**”) which was subsequently approved by the Members of the Company at the Extra-Ordinary General Meeting (“**EGM**”) of the Company held on April, 29, 2024. The Members may refer to the Notice of EGM dated April 6, 2024 for the salient features of ESOP 2024 as available on the website of the Company at www.ceinsys.com.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on November 12, 2024 has proposed to amend the ESOP 2024, subject to approval of the Members of the Company.

The members may note that the proposed amendment is not prejudicial to the interest of the employees and does not reduce or curtail the rights of the employees under ESOP 2024.

The proposed amendment in ESOP 2024 is given as under:

| Clause No. | Existing Clause of ESOP 2024 | Proposed amended Provision |
|-------------------|--|--|
| Clause 7.1 | <i>The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place shall be specified in the letter issued to the Option Grantee at the time of Grant. Option granted under the Plan shall vest not earlier than minimum period of 1 (One) year and not later than maximum period of 2 (Two) years from the date of Grant.</i> | <i>The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place shall be specified in the letter issued to the Option Grantee at the time of Grant. Option granted under the Plan shall vest not earlier than minimum period of 1 (One) year and not later than maximum period of 3 (Three) years from the date of Grant.</i> |

Based on the recommendations of Nomination and Remuneration Committee, the Board has approved and recommended the amendment of ESOP 2024 set out at **Item No. 1** of the Notice for your approval as a Special Resolution.

Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

Item No. 2:

The Board of Directors of the Company at their meeting held on March 30, 2024 had approved Ceinsys Employee Stock Option Plan 2024 (“**ESOP 2024**”) which was subsequently approved by the Members of the Company at the Extra-Ordinary General Meeting (“**EGM**”) of the Company held on April, 29, 2024. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on November 12, 2024 has proposed to amend the ESOP



2024, subject to approval of the Members of the Company, as detailed in Special Resolution proposed at Item No. 1 read with Explanatory Statement for Item No. 1 above.

Considering the scale of business of the Company and the responsibilities, contribution and on-going efforts of Ms. Rashi Mehta, Vice President, Finance, Technology Associates Inc; US, and John Chwalibog, President, Geospatial, Technology Associates Inc; US, the Board based on the recommendation of the Nomination and Remuneration Committee of the Company at their respective meetings held on November 12, 2024, has recommended for approval of the Member, the grant of stock options equivalent to or exceeding 1% of the current issued share capital of the Company under ESOP 2024 to Ms. Rashi Mehta and John Chwalibog, the details of which are mentioned in the proposed resolution as set out in Item No. 2 of this Notice.

The Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 requires that issue of more than 1% of the options or shares in the Company to any employee in any one year shall be approved by the shareholders of the Company through a separate resolution, therefore, the Board recommends passing of the resolution as set out under Item No. 2 of the Notice for approval of the members as a Special Resolution.

Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

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

SD/-

**Company Secretary and
Compliance Officer**

Place: Nagpur

Date: November 21, 2024

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

Ceinsys Tech Ltd.

Registered Office: 10/5, IT Park, Opp. VNIT, Nagpur-440022.

Maharashtra, India | CIN: L72300MH1998PLC114790

info@ceinsys.com | EPABX: +91 712 2249033/358/930

Fax: +91 712 2249605

www.ceinsys.com