

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 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 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, February 14, 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, February 14, 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 Tuesday, February 11, 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 21, 2025** and ends at **5.00 p.m. (IST) on Saturday, March 22, 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 -Approval of payment of commission to Non-Executive Independent Directors of the Company.

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 Sections 149, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulations 17(6) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), and in terms of the recommendation by the Nomination and Remuneration Committee at its meeting held on January 17, 2025 and approval of the Board of Directors at its meeting held on January 17, 2025 and subject to such approvals, permissions and sanctions, if any, as applicable, the consent of members of the Company be and is hereby accorded, for payment of commission to the Non-Executive Independent Directors of the Company for an amount not exceeding one percent of the net profits of the Company commencing from April 1, 2026 based on net profit of the FY 2025-26, in addition to the sitting fees for attending the meeting(s) of the Board of Directors of the Company or any Committee thereof, computed as per the provisions of the section 198 of the Companies Act, 2013, to be divided amongst the Independent Directors aforesaid in such manner and subject to such ceiling as the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company may from time to time determine.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board may do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT 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 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 - Re-appointment of Mr. Prashant Kamat as Whole Time Director and Chief Executive Officer (CEO) with nomenclature as the Vice Chairman and CEO of the Company.

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 Sections,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 to the Companies Act, 2013; 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 based on the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors at its meeting held on February 11, 2025 the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Prashant Kamat (DIN: 07212749) as Whole Time Director and Chief Executive Officer (CEO) with a nomenclature as “Vice Chairman and CEO” of the Company for a further period of 3 (Three) years with effect from February 17 , 2025 to February 16, 2028 on the following terms and remuneration not more than:

Fixed Pay: Rs.3,65,90,400/- (Rupees Three Crore Sixty-Five Lakhs Ninety Thousand and Four Hundred 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;

Variable Pay: Mr. Prashant Kamat shall be eligible for variable pay upto Rs. 1,56,81,600/- (Rupees One Crore Fifty Six Lakhs Eighty One Thousand and Six Hundred Only) per annum which shall be subject to approval / modification of / by 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.

Gratuity: Rs. 1,83,012/- (Rupees One Lakh Eighty-Three Thousand and Twelve Only) per annum.

Employer Contribution to PF: Rs.4,56,576/- (Rupees Four Lakhs Fifty-Six Thousand Five Hundred and Seventy-Six) per annum.

Total Pay: Rs. 5,22,72,000/- (Rupees Five Crores Twenty-Two Lakhs and Seventy-Two Thousand Only) per annum. The annual salary may be increased by the Board every financial year based on the performance of Mr. Prashant Kamat & performance of the Company which will be on the recommendations of Nomination and Remuneration Committee and subject to approval of Shareholders of the Company. Increase in any particular year does not create an obligation on the Board to increase in the subsequent year.

Employee Stock Option Plan (“ESOP”): Mr. Prashant Kamat will also be eligible for Stock Options of the Company, in addition to the salary and variable pay as mentioned above and employee stock options already granted/vested and exercised by him, subject to Employee Stock Options Scheme duly drafted by the Nomination and Remuneration Committee and recommended by Board of Directors of the Company for approval of Shareholders of the Company at their duly conveyed meeting.

Company Perks:

1. The Company shall, during the employment of Mr. Prashant Kamat, provide him with a laptop, I pad & mobile phone.
2. Mr. Prashant Kamat will ensure that the provisions and conditions of any computer use policy or the manufacturer’s instructions regarding its use are observed at all times.
3. The Company shall pay the monthly bills for usage of all of the above devices.
4. The Company shall provide him with 2 (two) credit cards, with a credit limit as mutually agreed between Mr. Prashant Kamat and the Board. All amounts paid towards expenses incurred for or during performance of his duties shall be paid by the Company.
5. He shall also be entitled to Company car for use while in the employment of the Company. The car shall be used by him until February 16, 2025 and he will have an option to buy the vehicles at nominal value of ₹5,000/- at the end of the tenure. Perquisite Tax for this transaction will be borne

by the Company. Insurance, fuel expenses, driver expenses and maintenance for the car shall be borne by the Company, without any limit on amount of the expenses. An amount, as permissible under applicable law shall be added to his salary as a perquisite. This shall be over and above the salary and variable pay mentioned above.

Insurance: The Company shall obtain medical insurance cover to the tune of Rs. 25,00,000 (INR Twenty-five lacs) for Mr. Prashant Kamat and his family, including his wife, children, parents and parents-in-law. This shall also include hospitalization expenses.

“RESOLVED FURTHER THAT if in any financial year during the currency of tenure of Mr. Prashant Kamat in the Company, the Company has no profit or its profit is inadequate, the remuneration as mentioned in the above resolution shall continue to be paid to Mr. Prashant Kamat 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 reenactment thereof, for the time being in force).”

“RESOLVED FURTHER THAT 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 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 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. 3 - Appointment of Mr. Rohan Singh as an Executive Vice President- Strategic Initiatives, of the Company and for payment of remuneration to him as a related party for holding the office or place of profit.

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

“RESOLVED THAT pursuant to Section 188(1) (f) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and any other law for the time being in force the 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); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors at its meeting held on January 17, 2025, the consent of members of the Company be and is hereby accorded for appointment of Mr. Rohan Singh as an Executive Vice President - Strategic Initiatives of the Company at a remuneration of Rs. 2,00,00,000 (Rupees Two Crore only) per annum payable in AED subject to the applicable withholding

tax, effective from March 22, 2025 with an increment as may be decided by the Board on the recommendation of Nomination and Remuneration Committee subject to ceiling of 10% per annum."

"RESOLVED FURTHER THAT 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 Chief Financial Officer and/or Company Secretary of the Company be and are hereby jointly and severally authorised to do or cause to do all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company."

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

SD/-

**Company Secretary and
Compliance Officer**

Place: Nagpur
Date: February 20, 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. **Saturday, March 22, 2025**.

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, February 14, 2025 (“Cut-off date”)**. Only those Members 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 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, February 21, 2025** and ends at **5.00 p.m. (IST) on Saturday, March 22, 2025**. 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, February 11, 2025**, 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.	<ol style="list-style-type: none"> 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. 2. 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 3. 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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </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. 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. 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. 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 22 55 33

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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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, 2 and 3** mentioned in the accompanying Notice

Item No. 1:

As per the provisions of Sections 149, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and taking into account the roles and responsibilities of the Non-Executive Independent Directors, it is proposed that the remuneration by way of commission be paid, collectively to all the Non-Executive Independent Directors of the Company.

It is pertinent to note that the Non-Executive Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience, technology and digital expertise, industry and sector experience / knowledge, financial and risk management, governance, global business / international expertise, public policy, etc. The Non-Executive Independent Directors attend the meetings of the Board of Directors and the Committees of which he/she is a part thereof thereby devoting their sufficient time and attention to its professional obligations for informed and balanced decision making. They also help in bringing independent judgement to bear on Board deliberations and assist in implementing the best corporate governance. Having regard to the above and in order to retain the rich expertise of the Non-Executive Independent Directors, the Nomination & Remuneration Committee at its meeting held on January 17, 2025, recommended payment of Commission to Non-Executive Independent Directors, to the Board. The Board of Directors at its meeting held on January 17, 2025, accorded their consent for payment of commission to Non-Executive Independent Directors as per the details as set out in Item 1 of this Notice.

The amount of commission shall be payable each year after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

The above payment to Non-executive Independent Directors will be in addition to the sitting fees payable to them for attending Board/committee meetings, which at present is fixed at Rs.100,000/- per meeting.

None of the Directors/key managerial personnel and/or their relatives, except the concerned non-executive Independent directors are directly or indirectly concerned or interested, financially or otherwise, to the extent of their shareholding, if any, and remuneration that may be received by them in the resolution set out in Item No. 1 of the Notice.

Item No. 2:

The Board of Directors based on the recommendation of Nomination and Remuneration Committee and Audit Committee at its meeting held on February 11, 2025, has, subject to the approval of members, re-appointed Mr. Prashant Kamat as Whole Time Director, Vice Chairman and CEO with the nomenclature as Vice Chairman and CEO of the Company for a further period of 3 (three) years from the expiry of his present term, i.e., with effect from February 17, 2025, on the terms and conditions including remuneration as detailed in resolution set out at item no. 2 of this Notice.

Mr. Prashant Kamat is Whole Time Director, Vice Chairman and CEO of the Company. 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.

The Board of Directors is of the opinion that Mr. Prashant Kamat's knowledge and diverse experience in leadership roles across multiple regions and industries, will continue to be of great value to the Company.

Mr. Prashant Kamat is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013..Mr. Prashant Kamat, Vice Chairman and CEO of the Company including his relatives may be deemed to be concerned or interested in the Special Resolution at Item No. 2 of this Notice. 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 Special Resolution as set out in Item No. 2 of this Notice.

Item No 3

Pursuant to the provisions of Section 188 and rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the members of the Company be and is sought for appointment of Mr. Rohan Singh as an Executive Vice President- Strategic Initiatives, of the Company and for payment of remuneration to him as a related party for holding the office or place of profit.

Mr. Rohan Singh is a seasoned legal professional with extensive experience in corporate law, international arbitration, and commercial legal advisory. He currently serves as a Legal Consultant at Mohammed Al Hashimi, Advocates and Legal Consultants in Dubai. Mr. Rohan holds a Master of Laws (LL.M.) from Georgetown University Law Centre and a dual B.L.S. & LL.B. from the University of Mumbai. His diverse experience spans prominent firms across the UAE, Singapore, India, and the UK, providing strategic legal solutions to multinational clients. Mr. Rohan is also actively involved in pro-bono initiatives and community service, reflecting his commitment to social responsibility.

Mr. Rohan Singh is Son in Law of Mr. Sagar Dattatraya Meghe, Promoter and Non-Executive Non-Independent Director cum Chairman of the Company.

The provision of Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and Its Powers) Rules, 2014 requires shareholder's approval for payment of remuneration to a related party exceeding Rs. 2.50 Lakhs per annum.

The Board on recommendation of Nomination and Remuneration Committee and Audit Committee, at their respective meetings held on January 17, 2025 has approved appointment of Mr. Rohan Singh, subject to approval of Shareholders as an Executive Vice President - Strategic Initiatives of the

Company at a remuneration of Rs. 2,00,00,000/- (Rupees Two Crore only) per annum payable in AED subject to the applicable withholding tax with an increment as may be decided by the Board on the recommendation of Nomination and Remuneration Committee subject to ceiling of 10% per annum.

The Board of Directors is of the opinion that the proposed transaction put up for approval is in ordinary course of business and at arm's length.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Sagar Meghe, Non-Executive Non-Independent Director Cum Chairman is concerned or interested financially or otherwise in the resolution at Item no. 3 of this notice.

The Board of Directors recommends the resolution for approval of Shareholders by way of Ordinary Resolution as set out in Item No. 3 of this Notice.

DETAILS OF DIRECTORS SEEKING RE-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 RE-APPOINTMENT.

Name of Director	Mr. Prashant Kamat
DIN	07212749
Date of Birth	22/06/1966
Age	58 years
Date of Re-Appointment	With effect from February 17,2025
Qualifications	Mechanical Engineering from IIT
Nature of Expertise in specific functional areas	Operations, finance, strategic marketing, business expansion, and new product development.
Experience	Over 30 years
Directorship held in other listed entities	-Nil-
Other Directorships	1) Allygram Systems And Technologies Private Limited 2) Allygrow Technologies Private Limited
Chairmanships/Memberships of the Committees of other public limited companies	-Nil-
Number of Shares held in the Company	3,54,800 Equity Shares of Rs 10/- each
Relationship with any Director(s) of the Company	Not related to any of the Directors of the Company.

ADDITIONAL INFORMATION FOR AGENDA ITEM NO. 2:
STATEMENT CONTAINING REQUIRED INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013
I. General Information:

- 1) **Nature of Industry:** The Company is into Information Technology and Enabled Services.
- 2) **Date of commencement of commercial production/Services:** May 05, 1998 and various expansions thereafter.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

4) Financial performance based on given indicators (Amount in Lakhs)

Particulars	2022	2023	2024
Net Sales	19,619.55	16,704.41	20,567.73
Other Income	131.03	106.49	238.00
Total Income	19,750.58	16,810.90	20,805.73
Expenditure	17,422.95	14,809.89	16,375.19
Depreciation and amortization expenses	291.11	287.31	393.65
Finance Cost	922.63	835.42	555.80
Profit/ (Loss) before tax	1,113.89	878.28	3,481.09
Exceptional Item	-	-	-
Provision for taxation (including Deferred Tax)	346.89	242.27	1,022.66
Profit/ (Loss) after tax	767.00	636.01	2,458.43

5) Foreign investments or collaborators, if any: As on March 31, 2024, the Company has following:

Foreign investments in the Company: 3,58,348 shares of ₹ 10/- each

Promoter Category (Foreign) : NIL

Public Category (Foreign): 3,58,348 shares of ₹ 10/- each

The Company has no foreign collaborations as on March 31, 2024.

II. Information about Mr. Prashant Kamat
1) Background Details, Recognition or Awards:
Mr. Prashant Kamat

Mr. Prashant Kamat is Whole Time Director, Vice Chairman and CEO of the Company since February 17, 2022. He is an accomplished executive with 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 corporate.

Over the last 30 years, his career is characterized by significant accomplishments and increasing responsibilities.

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.

2) **Past Remuneration:** Details of Remuneration paid to Mr. Prashant Kamat in Financial Year 2023- 24 are as below –

Sr No.	Name	Remuneration Paid for FY 2023-24# (Amount in ₹)
1.	Mr. Prashant Kamat	3,94,68,148.00

#Remuneration referred above is Gross remuneration and includes Variable Pay

3) Job Profile and Suitability

Mr. Prashant Kamat

Mr. Prashant Kamat is an accomplished executive with proven track record in operations, finance, strategic marketing, business expansion and new product development. In last 30 years of his professional journey, 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. The Company is confident that his diverse management capabilities will enable the Company to achieve new milestones.

Place: Nagpur
Date: February 20, 2025
Registered Office: 10/5, I.T. Park,
Nagpur-440022, Maharashtra, India

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

SD/-

**Company Secretary and
Compliance Officer**