

NOTICE CEINSYS TECH LIMITED

(Formerly known as ADCC Infocad Limited)

Reg. Office: 10/5, I.T. Park, Nagpur-440022 [CIN: L72300MH1998PLC114790] [Tel No. 91 712 3014100]

Web: www.ceinsys.com, email: cs@ceinsys.com

NOTICE OF THE 21ST ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of CEINSYS TECH LIMITED will be held on 20th September, 2019 at 11:30 a.m. the registered office of the company at 10/5, I.T. Park, Nagpur-440022, Maharashtra to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

ADOPTION OF AUDITED FINANCIAL STATEMENT:

To receive, consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.

ITEM NO. 2

DECLARATION OF DIVIDEND:

To declare Final Dividend of Rs. 2.25/- per equity share on equity shares of Rs.10/- each for the Financial Year ended 31st March, 2019.

ITEM NO. 3

APPOINTMENT OF DIRECTOR:

To appoint a Director in place of Dr. Hemant Thakare (DIN: 08132265), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 4

APPOINTMENT OF MR. ARUN WANKHEDE AS INDEPENDENT DIRECTOR 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, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof and based on the recommendation of Nomination and Remuneration Committee Mr. Arun Wankhede (DIN: 06820023), who was appointed as an Additional Director of the Company with effect from August 24,

2019 under section 161 of the Act by the Board of Directors and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice from Members under section 160 of the Act proposing his Candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of Five (5) years commencing from August 24, 2019 to August 23, 2024."

"RESOLVED FURTHER THAT CA Dinesh Kumar Singh, Director Finance & CFO of the Company be and is hereby authorized individually to do all such acts, deeds and things as in his absolute discretion he may think necessary, expedient or desirable to give effect to this resolution."

ITEM NO. 5

APPOINTMENT OF MR. MIHIR DHARKAR AS DIRECTOR OF THE COMPANY:

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 Sections 149, 152, 160 and 161 read with Rule 8 & 13 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to applicable provisions of the SEBI (LODR), Regulation, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and he is liable to retire by rotation."

"RESOLVED FURTHER THAT CA Dinesh Kumar Singh, Director Finance & CFO of the Company be and is hereby authorized individually to do all such acts, deeds and things as in his absolute discretion he may think necessary, expedient or desirable to give effect to this resolution."

ITEM NO. 6

APPOINTMENT OF MR. MIHIR DHARKAR AS MANAGING DIRECTOR 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 Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and pursuant to Article of Association of the Company, subject to approval of Central Government, if any, the consent of shareholders of the Company be and is hereby accorded for appointment of Mr. Mihir Dharkar (DIN: 08543923) as Managing Director of the Company with effect from August 24, 2019 to August 23, 2022 with remuneration not exceeding Rs. 60,00,000- per annum (Rupees Sixty Lacs) to Mr. Mihir Dharkar (DIN:08543923) for his services with an increment as may be decided by the Board on the recommendation of Nomination and Remuneration Committee subject to ceiling of 30 % per annum.

Place: Nagpur
Date: 24th August, 2019

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

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost."

"RESOLVED FURTHER THAT if Company has no profit or its profits are inadequate in any financial year, the remuneration and incentive will be paid to him as minimum remuneration subject to the requirements and remuneration limits as prescribed in Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force)."

"RESOLVED FURTHER THAT CA Dinesh Kumar Singh, Director Finance & CFO of the Company be and is hereby authorized individually to do all such acts, deeds and things as in his absolute discretion he may think necessary, expedient or desirable to give effect to this resolution."

By order of the Board of Directors for
CEINSYS TECH LIMITED

CA Dinesh Kumar Singh
(Director Finance and CFO)
(DIN: 02754631)

NOTES

1. Information Regarding Appointment/ Re-Appointment of Director and Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of Special Business to be transacted are Annexed thereto.

2. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of him/ her, and the proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

5. Members/Proxies/Authorized Representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

7. The Register of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

8. The Register of Members and Share Transfer Books will remain closed from 15th September, 2019 to 20th September, 2019 for the purpose of determining the eligibility for payment of the dividend for the Financial Year ended March 31, 2019 and for E-voting.

9. Subject to the provisions of the Companies Act, 2013, Dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 14th September, 2019.

10. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

11. Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents, Bigshare Services Private Limited, Bharat Tin Works Building, 1st

Floor, Opp. Vasant Oasis, Makwana Road Marol, Andheri East, Mumbai – 400059, Maharashtra India. Tel.: 022 – 62638200.

12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with CA Dinesh Kumar Singh, Director Finance & CFO at the company's Registered Office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the company's unpaid dividend account, will, as per section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.

13. With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the company to send communications electronically.

14. The Annual Report 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the company / depository participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.

15. The Notice of the 21st AGM along with the attendance slip and proxy form is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

16. Members may also note that the Notice of the 21st AGM of Ceinsys Tech Limited along with Annual Report 2018-19 will be available on the company's website, www.ceinsys.com. The physical copies of the documents will also be available at the company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: cs@ceinsys.com

17. The Directors has furnished consent / declaration for their appointment/ re- appointment as required under the Companies Act, 2013 and the Rules there under.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the company.

19. All documents referred to in the Notice will be available for inspection at the company's registered office during normal business hours on working days up to the date of the AGM.

20. Shareholders are requested to notify their bank particulars giving the name of the bank and the branch and the nature of account and also any

change of address to the company's Registrar and Share Transfer Agent, M/s Bigshare Services Private Limited. Shareholders are hereby intimated that under mentioned instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholders is mandatory.

21. In order to provide better service to the shareholders, the company has introduced electronic clearing service (ECS) for payments of dividend. Shareholders desirous of availing ECS facility may provide the required information to our Share Registrars at their address given under Corporate Governance section of this report.

22. Shareholders are hereby informed that the bank particulars given by them at the time of opening a depository account will be used by the company for printing on the dividend warrants. This would ensure that the dividend warrants cannot be deposited in any account other than the one specified on the warrants. For the safety and interest of the Shareholders, it is important that bank account details are correctly provided to the Depository Participants. The bank mandate for shares held in physical form will not be applied for shares held in electronic form.

23. The e-voting period commences on 17th September, 2019 (10:00 a.m.) IST and ends on 19th September, 2019 (05:00 p.m.) IST. During this period shareholders of the company holding shares either in physical form or in dematerialized form, as on 14th September, 2019, i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently or cast vote again.

24. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through ballot form, as well as voting at the meeting through ballot.

25. The scrutinizer shall immediately after the conclusion of voting at the General Meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.

26. The results declared along with the scrutinizer's report shall be placed on the company's website www.ceinsys.com and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared.

The company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the company are listed.

27. The Shareholder needs to furnish the printed 'Attendance Slip' along with a valid identity proof such as the PAN Card, Passport, Aadhar Card or Driving License, to enter the AGM hall.

VOTING THROUGH ELECTRONIC MEANS: -

Pursuant to Provision of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide to its Members voting through electronic means. The Members can avail the said facility from a place other than the venue of the AGM (remote e-voting) which will be provided by the Central Depository Services Limited.

PROCEDURE FOR E-VOTING:

The instructions for members for voting electronically are as under:-

The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating e-voting. The instructions to Members for voting electronically are as under:

1) The voting period (including e-voting period) commences on 17th September, 2019 (10:00 a.m.) IST and ends on 19th September, 2019 (05:00 p.m.) IST. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2) The Members should log on to the e-voting website www.evotingindia.com

3) Click on "Members" tab.

4) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 character DP ID followed by 8 digits Client ID,

c. Members holding shares in physical form should enter Folio Number registered with the Company.

5) Next enter the image verification as displayed and Click on Login

6) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

7) If you are a first time user follow the steps given below:

FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM	
PAN	<p>Enter Your 10 Digit Alpha-Numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the company/Depository participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address ticker/postal ballot form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the Depository or Company please enter the Member Id / Folio Number in the dividend Bank details field as mentioned in instruction (iv).

8) After entering these details appropriately, click on "SUBMIT" tab.

9) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

11) Click on the EVSN for the relevant <Ceinsys Tech Limited> on which you choose to vote.

12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

14) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

16) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

17) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

18) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

19) Note for Non – Individual Member and Custodians

- ❖ Non-Individual Member (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ❖ The list of accounts linked in the login should be mailed to

helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

20) In case of Members receiving the physical copy of the Notice of AGM (for Members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy):

A. Please follow all steps from Sr. no. (1) to (19)

B. The voting period begins on 17th September, 2019 at 10:00 a.m. and ends on 19th, September 2019 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th September, 2019 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.

C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 24th August, 2019 has appointed Arun Wankhede as an Additional Director of the Company under the Non-Executive and Independent Category with effect from 24th August, 2019.

Brief Profile

Mr. Arun Wankhede is one of the prominent businessman of Nagpur. He has more than 38 years of rich experience in various fields of business. He has been associated with Ceinsys previously from July, 2014 to February, 2018 as a Non-Executive & Independent Director. Currently, he holds directorship at Vidarbha Manpower Services Private Limited.

A copy of the draft letter of appointment setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the registered office of the Company during business hours on any working day and terms of appointment is available on the website of the Company www.ceinsys.com.

As an Additional Director, Mr. Arun Wankhede holds office till the date of AGM and is eligible for being appointed as a Director in the Independent Category. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. Arun Wankhede as a Director of the Company in the Independent Category. The Company has also received a declaration from Mr. Arun Wankhede confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Arun Wankhede is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Director of the Company in the Independent

Category.

In the opinion of the Board, Mr. Arun Wankhede fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

Mr. Arun Wankhede is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Arun Wankhede and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 4 of this Notice is accordingly recommended for your approval.

Item No. 5 & 6

The Board of Directors at its meeting held on 24th August, 2019, on the recommendation of the Nomination and Remuneration Committee (NRC) appointed Mr. Mihir Dharkar (DIN: 08543923) as an Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) who shall hold office up to the date of this Annual General Meeting (AGM) of the Company.

Brief Profile

Mr. Mihir Dharkar possesses Professional Education of Bachelor of Business Management from Kingston University Campus Mumbai & B.Com. from Tamil Nadu University. He is having a rich professional experience of over a decade and he is a seasoned Member, Trustee with multiple Organizations and demonstrated success stories in the Management of Automotive Industry & Finance. He is also a member of "The Beverly Hills Realtors Association"; which is one of the prestigious & eminent Realtors Association of the World.

He possesses excellent negotiation skills along with the Business Development & Management expertise.

His initial professional career involves association with "Konkan Gyanpeeth" based at Karjat as Treasurer & "Datta Meghe Institute of Medical Sciences" as Purchase Director.

Later on he was associated with "Mercedes Benz - Encino" as Portfolio & VIP Sales Manager where he managed the entire sales force, maximizing sales figures and maintaining front and backend gross, that exceeded all goals set by the management.

As a Finance Director of the same company, he took the business to new heights bagging the slot of prestigious top 2% in the Nation. With his financial acumen he achieved all the targets superseding the expectations thereby maximizing profit for the company with lowest discrepancies in the western region market which included California, Nvidia & Arizona.

He was absolutely successful in his career journey till now, still he followed his passion and moved to Los Angeles in 2012 and Co-Founded "Red Olive Clothing" which was an Activewear / Sportswear clothing line company, with designs created by local talent and manufacturing done using locally sourced material from California,

thereby empowering the local economy. The finished goods were marketed and sold across California through a meticulously created Supply Chain Management system designed by himself which brought the Company lots of fortune. He later on sold the company for a profit in 2018.

His last association was with "Delray Urban Capital Fund" as Associate Principal, specialized in Residential & Commercial Acquisitions around Greater Los Angeles Area, managing and executing Development Projects & Foreign Investments, yielding high profit return for partners and Investors.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Mihir Dharkar for the office of Director of the Company.

Mr. Mihir Dharkar 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. Mihir Dharkar (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.

Further, the Board of Directors at the same meeting, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders appointed Mr. Mihir Dharkar as Managing Director of the Company in professional capacity in accordance with Section II (B) of Part II of Schedule V of the Act, for a period of Three (3) years commencing from August 24, 2019 on the terms and conditions including remuneration as mentioned in the Resolution.

Your Directors recommend the approval of proposed Special Resolution by the Members.

Mr. Mihir Dharkar is son of CMD Mr. Sagar Meghe's sister. Except Mr. Mihir Dharkar, Mr. Sagar Meghe and their relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested in the said resolution.

STATEMENT CONTAINING REQUIRED INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 FOR AGENDA ITEM NO. 5.

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	2017	2018	2019
Net Sales	13,613.04	13,625.70	17,338.08
Other Income	192.32	231.71	359.96
Total Income	13,805.36	13,857.41	17,698.04
Expenditure	11,950.83	11,787.28	15,247.92
Depreciation and amortization expenses	356.93	412.30	423.06
Finance Cost	1,394.15	1451.74	1621.38
Profit/ (Loss) before tax	103.45	206.10	405.69
Exceptional Item	-	54.04	-
Provision for taxation (including Deferred Tax)	89.42	11.14	131.33
Profit/ (Loss) after tax	14.03	140.92	274.36

5) Foreign investments or collaborators, if any:

Presently as on 31st March, 2019, the Company has following Foreign investments in the Company – NIL
Promoter Category (Foreign) – NIL
Public Category (Foreign) – NIL
The Company has no foreign collaboration

II. Information about Mr. Mihir Dharkar

1) Background Details, Recognition or Awards:

Mr. Mihir Dharkar possesses Professional Education of Bachelor of Business Management from Kingston University Campus Mumbai & B.Com. from Tamil Nadu University. He is having a rich professional experience of over a decade and he is a seasoned member Trustee with multiple Organizations and demonstrated success stories in the Management of Automotive Industry & Finance. He is also an eminent member of **"The Beverly Hills Realtors Association"**; which is one of the prestigious & eminent Realtors Association of the World.

He possesses excellent Negotiation skills along with the Business Development & Management expertise.

His initial Professional career involves association with **"Konkan Gyanpeeth"** based at Karjat as Treasurer & **"Datta Meghe Institute of Medical Sciences"** as **Purchase Director**.

Later on he was associated with **"Mercedes Benz - Encino"** as Portfolio & VIP Sales Manager where he managed the entire sales force, maximizing sales figures and maintaining front and backend gross, that exceeded all set goals by the management.

As a **Finance Director** of the same company, he took the business to new heights bagging the slot of prestigious top 2% in the Nation. With his financial acumen he over achieved all the targets superseding the expectations thereby maximizing profit for the company with Lowest discrepancies in the western region market which included California, Nvidia & Arizona. At such a young age this was indeed an achievement.

He was absolutely successful in his career journey till now, still he followed his passion and moved to Los Angeles in 2012 and Co-Founded **"Red Olive Clothing"** which was an Activewear / Sportswear clothing line company, with designs created by local talent and manufacturing done using locally sourced material from California,

thereby empowering the local economy. The finished goods were marketed and sold across California through a meticulously created Supply Chain Management system designed by himself which brought the Company lots of fortune. He later on sold the company for a profit in 2018.

His last association was with **"Delray Urban Capital Fund"** as Associate Principal, specialized in Residential & Commercial Acquisitions around Greater Los Angeles Area, managing & Executing Development Projects & Foreign Investments, yielding high profit return for partners and Investors.

Past Remuneration

Details of Remuneration paid to Mr. Mihir Dharkar in Financial Year 2018-19 are as below –

Sr. No.	Name	Remuneration Paid for FY 2018-19
1	Mr. Mihir Dharkar*	NIL

**Mr. Mihir Dharkar was appointed as an Additional Director of Ceinsys Tech Limited in the month of August, 2019, therefore no remuneration was paid to him during the financial year 2018-19.*

2) Job Profile and his Suitability

Mr. Mihir Dharkar as a Managing Director will look after over all management of the Company. Mr. Mihir Dharkar possesses a rich professional experience of over a decade and is a seasoned member Trustee with multiple Organizations with a demonstrated success stories in the Management of Automotive Industry & Finance. He possesses excellent Negotiation skills along with the Business Development & Management expertise. He has inherited an enormous legacy and shouldered higher assignments at a very young. In view of his enriched experience, appreciable contribution and enlarged leadership in his career till now, the Board is confident that Mr. Mihir Dharkar's diverse management capabilities will enable the Company cross new milestones.

3) Remuneration Proposed:

The remuneration proposed for Mr. Mihir Dharkar is detailed in the resolution under Item No. 6.

4) Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The proposed remuneration commensurate with the size of the Company and nature of the industry. The salary structure of the managerial personnel has undergone major change in the industry in the recent past. Keeping in view the type of the industry, size and internal functioning of the Company, the responsibilities and capabilities of Mr. Mihir Dharkar, the proposed remuneration is competitive with the remuneration paid by other companies to such similar position in the same industry.

5) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Mr. Mihir Dharkar is an Additional Director of the Company. Mr. Mihir Dharkar is son of CMD Mr. Sagar Meghe's sister. Apart from receiving remuneration, he does not receive any emoluments from the Company and is also not related to any managerial personnel of the Company.

III. OTHER INFORMATION:

1) Reasons of inadequate profits

- General Economy slowdown of the country at large resulting in collapse of TIV (Total Industry Volume);
- Slack in demand due to lack of sufficient fund allocation for GIS related projects;
- Increased Establishment cost, Selling, General & Administrative Expenses as company ventured into new business segments;
- Pressure on pricing;
- High Interest rates.

2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profit in measurable terms.

- Reduce break-even;
- Enhance performance;
- Sustain the business ecosystem;
- Strengthening Leadership and outsourcing;
- Specialization and focused business drive.

3) Expected increase in productivity and profit in measurable terms.

Though the Geospatial Industry and general economic condition is unpredictable in anticipation of revival of the market in the near future, the above steps are expected to increase the productivity and profits of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AND SEEKING FIXATION OF REMUNERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Dr. Hemant Thakare

Whole Time Director and Chief Operating Officer

Dr. Hemant Thakare is a graduate in Civil Engineering and Post-graduate in Structural Engineering from Visvesvaraya National Institute of Technology (Earlier known as Visvesvaraya Regional College of Engineering), Nagpur. In 2018, He was awarded Ph.D. in Civil Engineering by RTMNU. He joined Yeshwantrao Chavan College of Engineering, Nagpur, a flagship institute of Meghe Group of Institutions in 1984 and was Professor of Civil Engineering & Executive Director

(Technical).

He has been actively associated with the various bodies of Nagpur University. He has served as H.E. Chancellor's (Governor's) Nominee on Senate for two terms, Dean, Faculty of Engineering & Technology and Chairman of Board of Physical Education and Recreation.

His major associations / achievements-

- Actively associated with Indian Concrete Institute and The Institution of Engineers (India), the largest Professional Body of Engineers since last four decades. He was Honorary Secretary of The Institution of Engineers (India) Nagpur Local Centre for two terms, Past Chairman of Maharashtra State Centre and also Nagpur Local Centre. He was the Governing Council Member of Indian Concrete Institute for 1999-2001, Council Member of The Institution of Engineers (India) for four terms. He is also life member of Indian Society for Technical Education, Indian Water Works Association, Indian Geotechnical Society, Indian Society of Earthquake Technology and Indian Hydraulic Society. He was the Organising Secretary for 12th Indian Engineering Congress held at Nagpur.
- He is actively associated with various social, educational, sports and cultural organizations in and around Nagpur and was President of Amateur Boxing Association of Nagpur District. He has the distinction of being the youngest Executive Councillor of Nagpur University at the age of 27, youngest Chairman, Board of Physical Education and Recreation, Nagpur University at the age of 30, youngest Dean, Faculty of Engineering and Technology, Nagpur University at the age of 32 and youngest Council Member of the Institution of Engineers (India) at the age of 34 youngest Vice President of The Institution of Engineers (India) at the age of 43 years and youngest Chairman of Maharashtra State Centre. He is on Governing Bodies of all the technical institutions of Meghe Group of Institutions and was on Governing Body Government Polytechnic, an autonomous Polytechnic of Govt. of Maharashtra as well as Laxminarayan Institute of Technology, a conducted College of RTM Nagpur University. He is also the Founder Director of Tirupati Urban Co-operative Bank, Nagpur.
- Dr. Hemant Thakare has over 35 years of rich experience in engineering, social and educational field and is currently serving Ceinsys Tech Limited as the Chief Operating Officer.

Sr. No.	Particulars	Dr. Hemant Thakare
1)	DIN	08132265
2)	Date of Birth	12th April, 1962
3)	Date of Appointment	28th May, 2018
4)	Qualifications	B.E (Civil Engineering), M. Tech (Structural Engineering) Ph.D. (Civil Engineering)
5)	Nature of Expertise in specific functional areas	IT & ITES Services, Structural Engineering, Business Development, Business Management and Administration
6)	Directorship held in other listed entities	NIL
7)	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL
8)	Number of Shares held in the Company	NIL
9)	Relationship with any Director (s) of the Company	NIL

Mr. Arun Wankhede*Non-Executive Independent Director*

Mr. Arun Wankhede is one of the prominent businessman of Nagpur. He has more than 38 years of rich experience in various fields of business. He was associated with Ceinsys Tech Limited previously from July, 2014

to February, 2018 as a Non-Executive & Independent Director. Currently, he holds directorship of Vidarbha Manpower Services Private Limited.

Sr. No.	Particulars	Mr. Arun Wankhede
1)	DIN	(DIN: 06820023)
2)	Date of Birth	2nd November, 1955
3)	Date of Appointment	24th August, 2019
4)	Qualifications	HSC
5)	Nature of Expertise in specific functional areas	Business
6)	Directorship held in other listed entities	NIL
7)	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL
8)	Number of Shares held in the Company	NIL
9)	Relationship with any Director (s) of the Company	NIL

Mr. Mihir Dharkar*Managing Director*

Mr. Mihir Dharkar possesses Professional Education of Bachelor of Business Management from Kingston University Campus Mumbai & B.Com. from Tamil Nadu University. He is having a rich professional experience of over a decade and he is a seasoned Member, Trustee with multiple Organizations and demonstrated success stories in the Management of Automotive Industry & Finance. He is also a member of "The Beverly Hills Realtors Association"; which is one of the prestigious & eminent Realtors Association of the World.

He possesses excellent negotiation skills along with the Business Development & Management expertise.

His initial professional career involves association with "Konkan Gyanpeeth" based at Karjat as Treasurer & "Datta Meghe Institute of Medical Sciences" as Purchase Director.

Later on he was associated with "Mercedes Benz - Encino" as Portfolio

& VIP Sales Manager where he managed the entire sales force, maximizing sales figures and maintaining front and backend gross, that exceeded all goals set by the management.

As a Finance Director of the same company, he took the business to new heights bagging the slot of prestigious top 2% in the Nation. With his financial acumen he achieved all the targets superseding the expectations thereby maximizing profit for the company with lowest discrepancies in the western region market which included California, Nvidia & Arizona.

He was absolutely successful in his career journey till now, still he followed his passion and moved to Los Angeles in 2012 and Co-Founded "Red Olive Clothing" which was an Activewear / Sportswear clothing line company, with designs created by local talent and manufacturing done using locally sourced material from California, thereby empowering the local economy. The finished goods were marketed and sold across California through a meticulously created Supply Chain Management system designed by himself which brought the Company lots of fortune. He later on sold the company for a profit in 2018.

Sr. No.	Particulars	Mr. Mihir Dharkar
1)	DIN	08543923
2)	Date of Birth	19th January, 1988
3)	Date of Appointment	24th August, 2019
4)	Qualifications	B.Com & Bachelor of Business Management (Kingston University Campus Mumbai)
5)	Nature of Expertise in specific functional areas	Business Management, Administration, Finance & Marketing
6)	Directorship held in other listed entities	NIL
7)	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL
8)	Number of Shares held in the Company	NIL
9)	Relationship with any Director (s) of the Company	Mr. Mihir Dharkar is son of Mr. Sagar Meghe's Sister

FORM NO. MGT-11

PROXY FORM
CEINSYS TECH LIMITED

(Formerly known as ADCC Infocad Limited)

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) rules, 2014]

Registered office: 10/5, I.T. Park, Nagpur-440022 CIN: L72300MH1998PLC114790

Web: www.ceinsys.com E-mail: cs@ceinsys.com tel: 91 712 3014100

Name of the Member(s): _____

Registered Address: _____

E-mail Id: _____

Folio No/ Client Id: _____

DP ID: _____

I/We, Being the Member (s) Of _____ Shares Of The Above Named Company, Hereby Appoint

1) Name: _____ Email ID: _____

Address: _____

Signature: _____, or Failing Him/her

2) Name: _____ E-mailid: _____

Address: _____

Signature: _____, or Failing Him/her

3) Name: _____ Email ID: _____

Address: _____

Signature: _____, or Failing Him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual general Meeting of the company, to be held on Friday, 20th September, 2019 at 11:30 a.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

RES. No.	DESCRIPTION	FOR	AGAINST	ABSTAIN
	ORDINARY BUSINESS			
1)	Adoption Of Audited Annual Financial Statements And Reports Thereon For The Financial Year Ended March 31, 2019			
2)	Declaration Of Final Dividend Of 2.25/- Per Equity Share on Equity Shares of Rs. 10/- Each			
3)	To appoint a director in place of Mr. Hemant Thakare (DIN: 08132265), who retires by rotation			
	SPECIAL BUSINESS			
4)	Appointment of Mr. Arun Wankhede as Independent Director of the Company			
5)	Appointment of Mr. Mihir Dharkar as Director of the Company			
6)	Appointment of Mr. Mihir Dharkar as Managing Director of the Company			

Signed This _____ Day of September, 2019

Signature of Member: _____

Signature of Proxy Holder(S): _____

Affix Revenue
Stamp of Not
Less Than Rs. 1

NOTES

1. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at 10/5, I.T. Park, Nagpur - 440022 not later than Forty-eight Hours before the commencement of the aforesaid meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a proxy and both the member and the proxy attend the meeting; the proxy will stand automatically revoked.
4. In the case of Joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated.
5. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
6. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
7. Undated proxy form will not be considered valid.
8. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time; all such multiple proxies will be treated as in valid.

ATTENDANCE SLIP

CEINSYS TECH LIMITED

CIN: L72300MH1998PLC114790; Reg. off: 10/5, I.T. Park, Nagpur-440022, Maharashtra India

E- Mail: cs@ceinsys.com / www.ceinsys.com

21st Annual General Meeting - 20th September, 2019

Registered Folio No. / Dp Id No. / Client Id No

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Number of Shares Held:

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I Certify That I am a Member / Proxy / Authorized Representative for the member of the Company.

I hereby record my presence at the 21st Annual General Meeting of The Company At 10/5, I.T. Park,
Nagpur-440022, Maharashtra, India

Name of the Member / Proxy _____

Signature of the Member / Proxy _____

(IN BLOCK LETTERS)

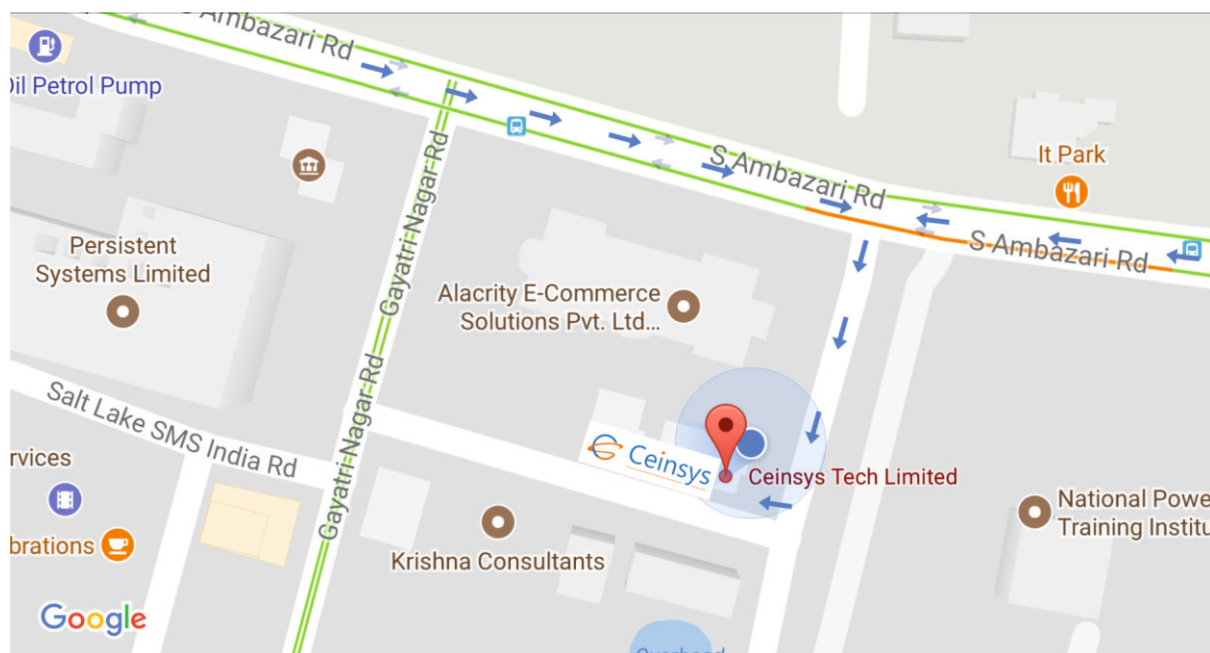
Shareholders can also cast their vote by Log on to the e-voting website www.evotingindia.com and through
CDSL's Mobile Application. Shareholders are requested to kindly read all the instructions carefully.

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of
the Annual Report to the AGM

Route map to the venue of the AGM

Venue: 10/5, I.T. Park, Nagpur- 440022

Landmark: Adjacent to National Power Training Institute, Nagpur



Notes:

1. Registration will start at 10:00 am on the day of Annual General Meeting (AGM).
2. Members are required to submit their duly signed Attendance Slips and get their entry passes stamped.
3. Members should submit their entry passes at the entrance of Venue of AGM.
4. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. This Attendance Slip is valid only in case shares are held on the cut-off date as prescribed in Notice of AGM.
6. Members who have received Annual Report and Attendance Slip in Electronic Mode are requested to print the Attendance Slip and submit duly filled in Attendance Slip at the entrance hall to attend the AGM.
7. **Electronic Voting (E-Voting):** The Business, as set out in the Notice, will also be transacted through E-Voting. Members are requested to refer to the detailed procedure on E-voting provided in the Notice of AGM.