

CEINSYS TECH LIMITED

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

Corporate Identification Number (CIN): L72300MH1998PLC114790] **Tel No.** 91 712 6782800]

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF CEINSYS TECH LIMITED WILL BE HELD ON WEDNSDAY, 30TH SEPTEMBER, 2020 11:30 A.M (IST) THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM'), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item No. 1 – Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Report of the Auditors thereon.

Item No. 3 – Declaration of Dividend

To declare Final Dividend of Rs. 2.50/- (Two Rupees and Fifty Paisa Only) per Equity share of Rs. 10/- each for the Financial Year ended March 31, 2020.

Item No. 4 – Re-Appointment of Director

To appoint a Director in place of Dr. Abhay Kimmatkar (DIN: 01984134), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 5 - Appointment of Dr. Abhay Kimmatkar as Managing Director

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 hereby accorded for appointment of **Dr. Abhay Kimmatkar (DIN: 01984134)** as Managing Director of the Company with effect from April 01, 2020 to March 31, 2023 with

existing remuneration not exceeding Rs. 92,46,266/- per annum (Rupees Ninety-Two Lakhs Forty-Six Thousand Two Hundred Sixty-Six) and existing terms of employment 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.”

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.

Incentive, if any shall be as per the Policy of the Company.”

“RESOLVED FURTHER THAT if Company has no profit or its profit is 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 all Executive Directors and Company Secretary of the Company be and are hereby authorized individually to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

Item No. 6 - Appointment of Mr. Rahul Johrapurkar as Director

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

“RESOLVED THAT pursuant to the provisions of Sections 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) pursuant to applicable provisions of the SEBI (Listing Obligations & Disclosure Requirement), Regulation, 2015, and based on the recommendation of Nomination and Remuneration Committee, the consent of Shareholders of the Company be and is hereby accorded for appointment of Mr. Rahul Johrapurkar as Director of the company whose office shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT all Executive Directors and Company Secretary of the Company be and is hereby authorized individually to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

Item No. 7 - Appointment of Mr. Rahul Johrapurkar as Joint Managing Director

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. Rahul Johrapurkar (DIN: 08768899) as Joint Managing Director of the Company with effect from June 25, 2020 to June 24, 2023 with remuneration not exceeding Rs. 60,00,000/- per annum (Rupees Sixty Lakhs) to Mr. Rahul Johrapurkar (DIN: 08768899) 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.

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.

Incentive, if any shall be as per the Policy of the Company.”

“RESOLVED FURTHER THAT if Company has no profit or its profit is 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 any of the Committee Members and Company Secretary of the Company be and are hereby authorized individually or severally to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

Place: Nagpur
Date: 07/09/2020

By order of the Board of Directors for
CEINSYS TECH LIMITED

Sd/-

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

Saurabh Somani
(Company Secretary and
Compliance Officer)

Notes

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ceinsys.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020

and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020, (both days inclusive), for the purpose of AGM.
9. Pursuant to the provisions of Sections 124 and 125 of the Act and Rules thereunder, any money transferred to the Unpaid Dividend Account of a company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF).

Members are requested to send their claims to the Company and the Company's Registrar and Share Transfer Agent (R & T Agent), i.e., Bigshare Services Private Limited, if any, before the amount becomes due for transfer to the above Fund. Members are requested to encash the dividend warrant(s) immediately on the receipt by them.

Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay to the R & T Agent. Due dates for transfer of unclaimed dividend to the IEPF are as follows:

Financial year	Date of Declaration	Dividend Percentage	Dividend Amount Un-paid	Year in Which Dividend Will Become Part Of IEPF
2015-16	29-09-2016	10%	3000	2023

A. VOTING THROUGH ELECTRONIC MEANS

- i) The remote e-voting period commences on Sunday, 27th September, 2020 (9.00 a.m. IST) and ends on Tuesday, 29th September, 2020 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 23rd September, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- ii) The Board of Directors has appointed Mr. Sushil Kawadkar, Practicing Company Secretary (Membership No.5725) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

- iv) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Wednesday, 23rd September, 2020, subject to applicable laws.
- v) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vi) 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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@rediffmail.com with a copy marked to evoting@nsdl.co.in
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 toll free no.: 1800-222-990 or send a request to Mr. Anubhav Saxena and/or Ms. Soni Singh at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring Annual report, user id/password for e-voting and updation of Bank Account Mandate for receipt of Dividend:

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

Following additional details need to be provided in case of updating Bank Account Details:

- a) Name and Branch of the Bank in which you wish to receive the dividend,
- b) the Bank Account type,
- c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions
- d) 9 digit MICR Code Number, and
- e) 11 digit IFSC Code
- f) a scanned copy of the cancelled cheque bearing the name of the first shareholder

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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote

e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@ceinsys.com at least 4 days in advance before the start of the 22nd AGM. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the 22nd AGM, depending upon the availability of time.
6. Members can submit questions in advance concerning the resolutions to be considered at the AGM, from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to cs@ceinsys.com, to be received at least 4 days in advance before the start of the 22nd AGM.

OTHER INSTRUCTIONS:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website cs@ceinsys.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

GENERAL

1. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the Item Nos. 5 to 7 of the Notice dated 7th September, 2020 is annexed hereto.
2. All correspondence regarding shares of the Company should be addressed to the Company's Registrar and Transfer Agent, Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road| Marol, Andheri East, Mumbai 400059, Maharashtra, India.

3. Members may avail of the facility for making nominations in respect of the shares held by them. All rights of transfer and/or to amounts payable in respect of the shares shall vest in the nominee in the event of the death of the shareholder. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, karta of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney.
4. Electronic copy of relevant documents referred to in the Notice and Explanatory Statement will be made available through email for inspection by the Members. A Member is requested to send an email to cs@ceinsys.com for the same.
5. A brief profile of all the Directors of the Company including profile of Directors seeking appointment/reappointment and as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India forms part of this Notice.
6. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Bigshare Services Private Limited / Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
7. The Members are requested to register their e-mail ID or new e-mail ID (if there is any change in email ID which has already been registered with the, Depository Participant (for shares held in demat form) or Company (for shares held in physical form).
8. SEBI vide its Notification dated June 8, 2018 and further amendment vide its Notification dated November 30, 2018, prescribed that the requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, the Members holding shares in physical form are requested to take action to dematerialise the equity shares of the Bank promptly.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

STATEMENT OF MATERIAL FACTS ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 (3) OF THE SECURITIES EXCHANGE BOARD OF INDIA (SEBI) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 4 & 5

Dr. Abhay Kimmatkar is an accomplished engineering professional with MBA and holding a Doctorate in Management Research with rich experience in diverse technical, commercial, operations and corporate roles in the Information Technology sector.

He is a versatile leader with an ability to connect people and businesses and forming long term collaboration and alliances with a strong belief that flexibility and interpersonal skills are critical for the business of the future due to multiculturalism and globalism.

At Ceinsys, he empowers, initiates and leads strategies in Business Development, Business Operations along with successful project deliveries.

He has played a key role in the growth of educational and government business of the Company as well as transforming Ceinsys's business model from product to solution based.

He has also efficaciously built strategies and Drew Business Plans for Company's growth by way of partnerships, acquisitions & developments.

He has been instrumental in augmenting and implementing new age technologies and innovations in Ceinsys along with successful project benchmarks.

He has held various positions namely:

- Hon. Secretary, Institute of Engineers (India), Maharashtra State Centre.
- Member of expert committee for Geospatial sector under Ministry of Skill Development and Entrepreneurship as an expert member from Industry.
- Chairman- AGI Committee for Transport Infrastructure for Roads & Highways, Railways, Airports & Waterways.
- Member Joint Working Group (JWG) for ISRO- AGI committee for Identifying Areas to utilize the ISRO Products & Solutions (Satellite Imageries, Applications, etc.) for the citizens through Industry collaborations.
- Steering committee member for Govt of Maharashtra for Establishment & Monitoring IIITs of Nagpur & Pune. Governing Body Member as Industry partner Representative for IIIT, Nagpur.
- Jt Secy, Association of Management of Unaided Private Medical & Dental Colleges of Maharashtra.

He is also a distinguished speaker / panellist at various Global / National Forums & Conferences such as:

- Speaker at BRICS forum of Geospatial World Forum (GWF), Geneva 2014.

- Panel Moderator for AGI event with state of Karnataka.
- Speaker/panelist on emerging trends for Global Geospatial Industry at Geospatial World Forum, Lisbon 2015.
- Speaker on Next Gen Smart Technology at Latin American Geospatial Forum, Mexico City, 2015.
- Panelist on Geospatial & BIM during GeoSmart 2016.
- Keynote speaker for NASCOM Product Conclave 2017 held in Pune and during GeoSmart 2017 conference in New Delhi.
- Speaker at "India Geospatial Leadership Summit", Dehradun.
- Speaker at One Mega Smart City Event held at Pragati Maidan, Delhi - Urban Planning - Session: Role of Geospatial Technologies in Enabling Smart Cities.

He has also won multiple awards and accolades for the Company namely:

- Autodesk Best Partner Award for Education Domain, EMIA, 2009.
- Candefero Canals Award for Best Growth Partner from Asia Pacific Japan (APJ) at Shanghai, 2014.
- Partner Excellence Platinum Award & Partner of the Year 2017 & 2018 by Digital Globe at Kuala Lumpur, Malaysia.
- ESRI Key Partner of the Year 2019 Award.

Prior to joining Ceinsys Tech Limited, he was associated with Yeshawantrao Chavan College of Engineering.

Dr. Abhay Kimmatkar is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013. The Company has received from Dr. Abhay Kimmatkar (i) consent in writing to act as Managing 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.

Dr. Abhay Kimmatkar 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 Dr. Abhay Kimmatkar and his relatives, are in any way, concerned or interested in the said resolution

Sr. No.	Particulars	Dr. Abhay Kimmatkar
1	DIN	01984134
2	Date of Birth & Age	6 th October, 1970, Age: 49 years
3	Date of Appointment	17 th December, 2007
4	Qualifications	B.E., MBA, PhD
5	Nature of Expertise in specific functional areas	IT & ITES Services & Business Development
6	Experience	24 Years
7	Directorship held in other listed entities	NIL

8	Number of Board Meeting attended during FY 2019-20	Four (4)
9	Terms and Conditions of appointment or re-appointment	As per the resolution at item no. 5 of this Notice read with Explanatory Statement thereto.
10	Other Directorship	ADCC Infocom Private Limited
11	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL
12	Number of Shares held in the Company	6300 Shares
13	Relationship with any Director (s) of the Company	NIL

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

Item No. 6 & 7

Brief Profile

Mr. Rahul Joharapurkar is an Instrumentation and Control Engineering graduate from the prestigious College of Engineering, Pune. He was ranked 2nd in the University (batch of 1992). Mr. Rahul Joharapurkar has an overall rich experience of more than 25 years in the field of Project Management covering both IT services and Control Systems. He initially joined Ceinsys Tech Limited in Technical Operations and gradually scaled the corporate ladder as Chief Delivery Officer.

Mr. Rahul Joharapurkar has a rich skill set encompassing Turnkey Project Management and Execution, Procurement, Outsourcing, Vendor Management, Contract Negotiation and Liaoning, budgeting and costing, Project P&L and much more.

With the above skill sets and technical acumen, he has successfully handled large and complex multi-stream Projects for the company in the domains of Control Systems & Automation, Geographical Information System, Smart Water Management Solutions, Professional Consultancy Services, etc.

He has been instrumental in adopting and implementing various main stream technologies within the Company.

Prior to joining Ceinsys he was associated with Honeywell, a global leader in Technology and Automation, and worked with them for over a decade in different roles and capacities spread across the globe including India, USA, UAE, Qatar, Kuwait and South Korea.

Mr. Rahul Joharapurkar is not disqualified from being appointed as a Director and Joint Managing Director in terms of Section 164 of the Companies Act, 2013. The Company has received from Mr. Rahul Joharapurkar (i) consent in writing to act as Director and Joint Managing 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.

Mr. Rahul Joharapurkar 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. Rahul Joharapurkar and his relatives, are in any way, concerned or interested in the said resolution

Sr. No.	Particulars	Mr. Rahul Joharapurkar
1	DIN	08768899
2	Date of Birth & Age	30 th October, 1970, Age: 49 years
3	Date of Appointment	25 th June, 2020
4	Qualifications	B.E- Instrumentation and Control Engineering
5	Nature of Expertise in specific functional areas	IT & ITES Services & Business Development
6	Experience	27 years
7	Directorship held in other listed entities	NIL
8	Number of Board Meeting attended during FY 2019-20	NIL*
9	Terms and Condition of appointment or re-appointment	As per the resolution at item no. 5 & 6 of this Notice read with Explanatory Statement thereto.
10	Other Directorship	NIL
11	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL
12	Number of Shares held in the Company	6300 Shares
13	Relationship with any Director (s) of the Company	NIL

**Mr. Rahul Joharapurkar was appointed as an Additional Director and Joint Managing Director, subject to approval of Shareholders, of Ceinsys Tech Limited in the month of June, 2020, therefore he has not attended Board Meetings in financial year 2019-20.*

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

STATEMENT CONTAINING REQUIRED INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 FOR AGENDA ITEM NO. 5, 6 & 7.

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	2018	2019	2020
Net Sales	13,625.70	17,338.08	19,736.99
Other Income	231.71	359.96	403.69
Total Income	13,857.41	17,698.04	20,140.69
Expenditure	11,787.28	15,247.92	14,787.56
Depreciation and amortization expenses	412.30	423.06	387.59
Finance Cost	1,451.74	1,621.38	1,601.18
Profit/ (Loss) before tax	206.10	405.69	3,364.35
Exceptional Item	54.04	-	-
Provision for taxation (including Deferred Tax)	11.14	131.33	856.79
Profit/ (Loss) after tax	140.92	274.36	2,507.56

5) Foreign investments or collaborators, if any:

Presently as on 31st March, 2020, the Company has following

:

Foreign investments in the Company - 9002 shares of Rs. 10/- each
Promoter Category (Foreign) - NIL
Public Category (Foreign) - 9002 shares of Rs. 10/- each

The Company has no foreign collaborations

II. Information about Dr. Abhay Kimmatkar and Mr. Rahul Johrapurkar

- 1) **Background Details, Recognition or Awards:** The brief background details and recognition of Dr. Abhay Kimmatkar and Mr. Rahul Johrapurkar forms part of this Notice under the head 'Statement of Material Facts pursuant to Section 102 of the Companies Act, 2013 And Regulation 36 (3) of The Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015'.

2) Past Remuneration

Details of Remuneration paid to Dr. Abhay Kimmatkar and Mr. Rahul Joharapurkar in Financial Year 2019-20 are as below –

(Rs. In Lakhs)

Sr No.	Name	Remuneration Paid for FY 2019-20#
1	Dr. Abhay Kimmatkar	80.75
2	Mr. Rahul Joharapurkar*	52.94

*Mr. Rahul Joharapurkar has received remuneration in the capacity of Senior Vice President-Chief Delivery Officer of the Company.

Remuneration referred above is the gross remuneration

3) Job Profile and his Suitability

Dr. Abhay Kimmatkar

Dr. Abhay Kimmatkar who was serving as Joint Managing Director was appointed as Managing Director at Ceinsys Tech Limited w.e.f. 1st April, 2020, subject to approval of shareholders. Dr. Abhay Kimmatkar is responsible for Business development and operations activities. Having immense experience of 24+ years Dr. Abhay has been showcasing his exceptional skills in networking with people and clients across the globe. Since his joining in the year 2007, Dr. Abhay has been constantly expanding the business through various partnerships, acquisitions and developmental plans. He has been a great contributor in creating the Company Road Map on the lines of Vision and Mission. The Board is confident that Dr. Abhay Kimmatkar's management capabilities will enable the Company to cross new milestones.

Mr. Rahul Joharapurkar

Mr. Rahul Joharapurkar who was serving as the Sr. Vice President- Chief Delivery Officer was appointed as Joint Managing Director w.e.f. 25th June, 2020, subject to approval of shareholders at Ceinsys Tech Limited. Mr. Rahul Joharapurkar is having 25+ years of rich experience in the Turnkey Project Management Execution, Procurement, Outsourcing, budgeting and costing and many more such skillset has brought laurel of success to the Company. He has been instrumental in adopting and implementing various main stream technologies within the Company. The Board is confident that Mr. Rahul Joharapurkar's technical expertise and overall execution and management capabilities will enable the Company progress further.

4) Remuneration Proposed:

The remuneration proposed for the Directors is detailed in the resolution under Item No.5, 6 and 7 read with Statement of Material Facts.

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

The proposed remunerations are commensurate with the size of the Company and nature of the industry. The salary structures of the managerial personnel have 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 Dr. Abhay Kimmatkar and Mr. Rahul Joharapurkar the proposed remuneration is competitive with the remuneration paid by other companies to such similar positions in the same industry

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

Dr. Abhay Kimmatkar

Dr. Abhay Kimmatkar is proposed Managing Director of the Company and holds 6300 (0.06%) shares in his individual capacity. Apart from receiving remuneration and dividend, he does not receive any emoluments from the Company and is also not related to any managerial personnel of the Company.

Mr. Rahul Joharapurkar

Mr. Rahul Joharapurkar is Additional Director and proposed Joint Managing Director of the Company and holds 6300 (0.06%) shares in his individual capacity. Apart from receiving remuneration and dividend, he does not receive any emoluments from the Company and is also not related to any managerial personnel of the Company.

I. OTHER INFORMATION:

1) Reasons of ~~loss or~~ 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 Dr.ive.

The Company through concerted marketing efforts has managed not only to hold but actually increase the market share. To create additional hold in the market, the Company has adopted latest technology and Dr.iving business initiatives in newer domains such as transportation and software development.

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

Though the Geospatial Industry and general economic conditions 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.