

TRANSCRIPT OF THE 23rd ANNUAL GENERAL MEETING OF CEINSYS TECH LIMITED HELD AT 11.30 A.M. ON THURSDAY, SEPTEMBER 30, 2021 THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS

BEGINNING OF THE MEETING

Company Secretary: CS Pooja Karande

Dear valued Shareholders, Directors, Invitees, Guests, and Ladies and Gentleman.

A very good Morning to all of you.

I, CS Pooja Karande, Company Secretary and Compliance Officer of CEINSYS TECH Limited welcome you all to this 23rd Annual General Meeting of Ceinsys Tech Limited. The AGM is being conducted through Video Conferencing as permitted by Ministry of Corporate Affairs and Securities and Exchange Board of India (“SEBI Circular”) vide various circulars in compliance with the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

The Company has provided facility for remote e-voting. Remote e voting was available from Monday, 27th September, 2021 at 9.00 a.m. to Wednesday, 29th September, 2021 at 5.00 p.m. (IST). In order to get maximum participation of shareholders at the AGM, we have provided facility for voting electronically at this meeting. This is a facility by which all shareholders who have not voted through remote e-voting will be able to vote. I request Shri Sagar Meghe Sir being Chairman of the Company to start the meeting.

Chairman: Mr. Sagar Meghe

I, Sagar Meghe the Chairman of CEINSYS TECH Limited, welcome the members to the 23rd Annual General Meeting. This meeting is being held through video conference in accordance with the circular issued by the Ministry of Corporate Affairs and SEBI.

Before we start the main proceedings of the meeting, I would like to acknowledge the presence of:

1. Dr. Abhay Kimmatkar, Managing Director
2. Mr. Rahul Johrapurkar, Joint Managing Director
3. Dr. Hemant Thakare, Whole Time Director & COO
4. Mr. Dhruv Kaji, Independent Director and Chairman of Nomination and Remuneration Committee
5. Mr. Kishore Dewani, Independent Director & Chairman of Audit Committee
6. Mr. Satish Wate, Independent Director & Chairman of Stakeholders Relationship and Grievance Committee
7. Mr. Chanchal Bhaiyya, Chief Financial Officer

Apart from Board members and KMP’s, we also have key executives and senior management joining from their respective locations.

We also have with us:

- ❖ Mr. Ajay Sharma on behalf of M/s Chaturvedi & Shah LLP, Chartered Accountants, Statutory Auditors of the Company.
- ❖ Mr. Sushil Kawadkar, Secretarial Auditor of the Company, and scrutinizer for this AGM
- ❖ Mr. Anil Parakh on behalf M/s V. K. Surana & Co., Chartered Accountants Internal Auditor of the Company have also joined this meeting.

We have the requisite quorum present through video conference to conduct the proceedings of this meeting. Participation of members through video conference is being reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013.

The quorum being present, I call this meeting to order.

I now request and authorise Ms. Pooja Karande, Company Secretary & Compliance officer, to provide general instructions to the members regarding participation in this meeting.

GENERAL INSTRUCTIONS TO THE MEMBERS

Company Secretary: CS Pooja Karande

Thank you, Chairman Sir,

Ms. Renu Challu, Independent Director of the Company has informed that she will not be able to attend the AGM due to health issues.

The Company has taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the AGM. Members may note that this Annual General Meeting is being held through video conference in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI. The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements, has been made available electronically on the website of the Company for inspection by the members during the AGM.

As the AGM is being held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection is not available.

The Company has received few requests from members to register them as speakers at the meeting and we have registered them.

The Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice. Members who have not cast their votes yet electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting

through the e-voting system provided by NSDL. Members can click on “Vote” tab on the video conference screen to avail this feature.

Please note that there will not be voting by show of hands.

Members are requested to refer to the Instructions provided in the notice, for a seamless participation through video conference. In case members face any difficulty, they may reach out on the helpline numbers.

I now request Chairman sir to address the members of the Company.

CHAIRMAN SPEECH

Chairman: Mr. Sagar Meghe

It gives me a great pleasure to extend a warm welcome to you all to the 23rd Annual General Meeting of Ceinsys Tech Limited.

I hope your family and you are safe and in good health. Once again, this year, we are holding this meeting over a virtual platform eluding the conventional ambience due to the prevailing unprecedented circumstances. I would like to specially thank you all for sparing your valuable time and joining us virtually. I gratefully acknowledge your continued trust and support extended to the Company, that have bolstered us to progress over the years.

Innovation and creativity are the norm of the day which has hastened organizations to become more agile, responsive, resilient and optimally geared to succeed in adversity. Against the backdrop of this turbulence, your company was able to maintain the operations and achieve innovative and strategic wins during the year. Most notably was the prestigious order from Chhattisgarh InfoTech Promotion Society (CHiPS) for Design, Development & Implementation of Khanij Online 2.0 portal. Other notable wins were from BSNL UP and Maharashtra Jeevan Pradhikaran.

While the Company was able to manage revenue at near levels as of last financial year, the profitability has been impacted due to the pandemic crisis. To brief you about the performance, your Company achieved revenue of Rs. 187.41 Cr in 2020-21 at Standalone basis. The PBT at standalone basis showed decline and is at Rs. 3.21 Cr for year 2020-21. Despite the challenging situation, your Company was able to reduce the overall debt levels leading to improvement in the debt equity ratio to 0.88x. It gives me immense pleasure to announce that, your Board has proposed a final dividend of Rs. 2.25 per share for the fiscal year 2020-21.

While the on-going pandemic is expected to cause near term business volatility, the long-term prospects of the company look favorable and very encouraging. Your Company will continue to focus on increasing its market share from existing as well as new clients, by positioning state of art offerings with the aim to meet Customer Delight. Your Company is building a

profitable roadmap and have charted a path towards long-term sustainable growth, with a lean cost base, disciplined capital allocation and highly skilled workforce.

On behalf of the Board of Directors and the leadership team, I sincerely thank the shareholders, customers and all stakeholders for their continued confidence and faith reposed in the Company. I would also like to place on record the sincerity, hard work, commitment and dedication of the employees. It will certainly be our endeavor to put in our best efforts for sustained growth, expansion and prosperity of the Company benefitting all stakeholders. Thank you everyone, please stay safe and healthy!!

I now request and authorise, Company Secretary, to provide a summary of the Auditors' Report.

BUSINESSESS OF THE MEETING

Company Secretary: CS Pooja Karande

Thank you, Sir.

The Statutory Auditors, M/s Chaturvedi & Shah LLP, and Secretarial Auditor, Mr. Sushil Kawadkar, have expressed unqualified opinion in the respective audit reports for the Financial Year 2020-21. There were no qualifications, observations or adverse comments on Financial Statements and matters, which have any material bearing on the functioning of the Company. The Statutory Auditors' report on Standalone Financial Statements and Consolidated Financial Statements are available on Page numbers 53 and 97 of the Annual Report. The Secretarial Audit Report is enclosed as Annexure 4 to the Board's Report on Page number 20 of the Annual Report.

As the Notice is already circulated to all the members with the permission, I take the Notice convening the meeting as read. Members may please note that there will be no voting by show of hands. We now take up the resolutions as set forth in the Notice.

We will open the floor for any questions by members after all the resolutions are tabled.

The **first item** on the agenda as per the notice is:

To consider and adopt the Audited Standalone Financial statements as at 31st March, 2021, the Profit & Loss A/C as on that date and the Report of Board of Director's and Auditors thereon as an Ordinary Resolution.

- The Company's accounts for the year ended 31st March, 2021 along with Director's and Auditors Report, a letter to the Shareholders and Management Discussion and Analysis Report have been circulated to you. As there were no qualifications, observations or adverse comments on Financial Statements and matters, which have any material bearing on the functioning of the Company. With permission, I take them as read.

The **Second item** on the agenda as per the notice is:

To consider and adopt the Audited Consolidated Financial Statements as at 31st March, 2021, the Profit & Loss A/C as on that date and the Report of Board of Directors & Auditors thereon as an Ordinary Resolution.

- The Company`s accounts for the year ended 31st March, 2021 along with Director`s and Auditors Report, a letter to the Shareholders and Management Discussion and Analysis Report have been circulated to you.
- As there were no qualifications, observations or adverse comments on Financial Statements and matters, which have any material bearing on the functioning of the Company. With permission, I take them as read.

The **Third item** on the agenda as per the notice is:

To declare a Final Dividend on Equity Share, for the year ended on 31st March, 2021 as an Ordinary Resolution.

- As you all are aware that the Board has recommended Final Dividend for the year 2020-21. The Board of Directors has recommended a Final Dividend of Rs. 2.25/- per Equity Share. i.e. 22.5% of the face value.

The **Fourth item** on the agenda as per the notice is:

To appoint a Director in place of Dr. Hemant Thakare (DIN: 08132265), who retires by rotation, and being eligible, offers himself as an Ordinary Resolution.

Now we will consider the Special Business

The **Fifth item** on the agenda as per the notice is :

To Re-Appoint Dr. Hemant Thakare (08132265) as Whole Time Director and Chief Operating Officer of the Company with effect from 28th May, 2021 on existing terms and remuneration as mentioned in the resolution as a Special Resolution.

The **Sixth item** on the agenda as per the notice is:

To approve Material Related Party Transaction with Primus Finance Private Limited as an Ordinary Resolution.

QUESTION AND ANSWER

Company Secretary: CS Pooja Karande

Chairman Sir, 2 shareholders have registered themselves as Speaker. We will unmute the speaker one by one. We will take questions, comments, of all the Speakers together and after all the Speakers have spoken, the respective officers of the Company will answer. We have allotted time of 1 min to each speaker.

Company Secretary: CS Pooja Karande

Mr. P.D. Gupta is Unmuted.

I request Mr. P.D Gupta to please accept the request to unmute.

Sir, please go ahead.

Speaker No. 1: Mr. PD Gupta:

Hello, Am I audible? Good Morning to everyone and I wish good health to all with your family members in the circumstances. Sir, at the outset I appreciate positive attitude of Secretarial department. I asked a query regarding your Annual Return-MGT-7 for FY 2020-21, which was rectified within hours and confirmed me that yes, we have rectified it. Hats off to the secretarial department of the Company.

Secondly, we are group of shareholders at Delhi since the shares were listed at SME platform. We are long time shareholders and still we are holding and we will hold the shares till it comes to our expectations we started in the Company. To be very frank till date, in our view, actually in my view I can't say for anybody, but in my view, the Company is yet to reach that level which we expected from the confidence which we had on the Promoters, on their ability and expertise, but it will come, definitely it will come we have confidence. Sir, one more thing actually, I want that the liquidity in our shares is very less, very illiquid shares. I request can't it be listed on NSE also, as I don't think there is any problem for the Company and at an appropriate time we can think of split also, in the split of face value that can also be considered for the liquidity purpose. And one more thing I want sir that what are the orders in hand as on date of our Company and what is our vision and target for the current financial year for coming 2, 3, 4, 5 years, because we are long time shareholders, we are not short time shareholders. So, I request you to please clarify this. Thank you very much.

Company Secretary: CS Pooja Karande

Thank You sir we appreciate your involvement and interest in the Company, we will positively consider your suggestion for listing and also split off of shares. For orders in hand I request Dr. Abhay Kimmatkar to throw a light on that.

Managing Director: Dr. Abhay Kimmatkar

Thank you so much Mr. Gupta and showing the confidence in the Company's performance and expectation that you feel the Company will come as to what you expected. Currently, as we close our quarterly and half yearly bookings we have 122Cr\$ of order booking at this point in time and we have visibility of closing more numbers in next half of the year. So we are compete of what we have anticipated on what projects and numbers we had targeted so we are pretty confident on achieving that. Thank you.

Company Secretary: CS Pooja Karande

Thank You Abhay Sir!

Now I request Mr. Sunil Sahaje to please Unmuted yourself.

Speaker No. 2: Mr. Sunil Sahaje:

I would like to know what measures the Company is taking to tackle with Pandemic?

CS Pooja Karande

As to the question of Mr. Sunil Sahaje, I would request again Dr. Abhay Kimmatkar Sir to please answer.

Managing Director: Dr. Abhay Kimmatkar

Thanks Mr. Sunil, We talk of our mitigation and preparation so we did lot of measures. We created a business continuity plan and we created in such a small time within a week's time when the pandemic was declared. We hurdled up and created a plan which was pretty robust and we started our production basis on that, so we demonstrated extraordinary dedication and shifted remote delivery model with minimal loss of productivity by focusing more on innovative technologies. Company has responded quickly and efficiently to meet an evolved continuity plan and through the guidance of senior management we ensured the continuity of our business operations throughout the year. We also took care of employee's safety, their wellbeing, health matters.

Thanks for your question.

Company Secretary : CS Pooja Karande

Thank You Sir

Dear shareholders, thank you for joining our 23rd AGM today and for taking time to participate in today's AGM.

Members may note that the voting on the NSDL platform will continue to be available for the next 30 minutes. Therefore, members who have not cast their vote yet are requested to do so. The Board of Directors has appointed CS Sushil Kawadkar, Practicing Company Secretary, as the Scrutinizer to supervise the e-voting process. We had 19 members participating today in this 23rd Annual General Meeting.

May I now request Shri Sagar Meghe Sir to conclude the Meeting.

Chairman: Mr. Sagar Meghe

I hereby authorize Ms. Pooja Karande, the Company Secretary, to declare the result of the voting and place the results on the website of the Company at the earliest. The resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of requisite number of votes.

We had 19 members participating today in this 23rd Annual General Meeting Thank you all for attending the meeting and I hereby declare the proceedings as closed. Thank you very much.

Company Secretary: CS Pooja karande

The e-voting facility for the Members who have not voted through remote e-voting will continue to be available for 30 minutes after the meeting

Meeting concluded at 12:22 PM