

**NOTICE**  
**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](http://www.ceinsys.com), email: [cs@ceinsys.com](mailto:cs@ceinsys.com)

**NOTICE OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CEINSYS TECH LIMITED WILL BE HELD ON THURSDAY, 30<sup>TH</sup> SEPTEMBER, 2021 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, 2021 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, 2021 together with the Report of the Auditors thereon.

**Item No. 3 – Declaration of Dividend**

To declare Final Dividend of Rs. 2.25/- (Two Rupees Twenty-Five Paise Only) per Equity share of Rs. 10/- each for the Financial Year ended March 31, 2021.

**Item No. 4 – Re-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. 5 – Re-Appointment of Dr. Hemant Thakare (08132265) as Whole Time Director and Chief Operating Officer 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 hereby accorded for re-appointment of **Dr. Hemant Thakare (DIN: 08132265)** as Whole Time Director and Chief Operating Officer of the Company for the period of Three (3) years with effect from 28<sup>th</sup> May, 2021 on existing remuneration i.e Rs. 51,66,605/- (Rs. Fifty One Lakhs Sixty Six Thousand Six Hundred and Five Only) per annum and other terms of his employment with the authority to Board to provide increment upto 30% and incentives as per the Company Policy on the recommendation of Nomination and Remuneration Committee.”

“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** 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. 6– Approval of Material Related Party Transaction.**

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 Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company's policy on Related Party transaction(s), the Shareholders of the Company be and hereby accord for ratification / approval of material related party transaction entered / to be entered into by the Company with Primus Finance Private Limited as per the details set out in the explanatory statement annexed to the notice convening this meeting.”

**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.”

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



Pooja Karande  
(Company Secretary and  
Compliance Officer)

Place: Nagpur  
Date: 13<sup>th</sup> August, 2021

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

## 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, and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, 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](http://www.ceinsys.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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](http://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 and MCA Circular No. 2/2021 dated January 13, 2021.
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 Friday, 24<sup>th</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021, (both days inclusive), for the purpose of AGM.
9. Shareholders may note that the Board of Directors in their meeting held on 13<sup>th</sup> August, 2021 has recommended a final dividend of Rs. 2.25 per equity share. The record date for the purposes of final dividend for fiscal 2021 will be 23<sup>rd</sup> September, 2021.
10. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts /Cheques will be dispatched to the registered address of the members who have not updated their bank account details, at the earliest. In order to receive dividend/s in a timely manner, Members are requested to register / update their complete bank details: a) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and b) with Bigshare Services Private Limited (Registrar and Share Transfer Agent), if shares are held in physical mode (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf.
11. Members may note that pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. To enable compliance with TDS requirements, Members are requested to complete and/or update their Residential status, PAN and Category with their Depository Participants ("DPs") or in case shares are held in physical form with the Company / RTA by sending documents through e-mail.  
  
A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/ 15H, to avail the benefit of non-deduction of tax at source by email [tds@bigshareonline.com](mailto:tds@bigshareonline.com) by 11:59 p.m. IST on 23<sup>rd</sup> September, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [tds@bigshareonline.com](mailto:tds@bigshareonline.com). The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on 23<sup>rd</sup> September, 2021.
12. 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:

Dividend for the Financial Year	Year in Which Dividend Will Become Part Of IEPF
2019-20	2027
2018-19	2026
2015-16	2023

#### A. VOTING THROUGH ELECTRONIC MEANS

i) The remote e-voting period commences on Monday, 27<sup>th</sup> September, 2021 (9.00 a.m. IST) and ends on Wednesday, 29<sup>th</sup> September, 2021 (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose 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 Members, whose names appear in the Register of Members as on the record date cut-off date i.e. Thursday, 23<sup>rd</sup> September, 2021 may cast their vote electronically. 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, being Thursday, 23<sup>rd</sup> September, 2021.

iii) 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.

iv) 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.

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](mailto: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: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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.

**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](mailto:sushilkawadkar@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to [Mr. Anubhav Saxena](mailto:Mr. Anubhav Saxena) and/or [Ms. Soni Singh](mailto:Ms. Soni Singh) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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](mailto:cs@ceinsys.com) at least 4 days in advance before the start of the 23<sup>rd</sup> AGM. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the

**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](mailto:cs@ceinsys.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@ceinsys.com](mailto:cs@ceinsys.com).
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

23<sup>rd</sup> AGM, depending upon the availability of time.

- 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](mailto:cs@ceinsys.com), to be received at least 4 days in advance before the start of the 23<sup>rd</sup> AGM.

#### **OTHER INSTRUCTIONS:**

- 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.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ceinsys.com](http://www.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 Bank are listed.

#### **GENERAL**

- The relevant Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the Item Nos. 4, 5 and 6 of the Notice dated 13<sup>th</sup> August, 2021 is annexed hereto.
- 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.
- 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.
- The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. 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](mailto:cs@ceinsys.com) for the same.
- 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.
- The Securities and Exchange Board of India (SEBI) vide its circular dated 20<sup>th</sup> 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.

- 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).
- 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 dematerialized form with the depositories. Therefore, the Members holding shares in physical form are requested to take action to dematerialize the equity shares of the Bank promptly.
- 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**

##### Brief Profile

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.

##### Some 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 12<sup>th</sup> Indian Engineering Congress held at Nagpur.

- 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 of 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 working with Ceinsys Tech Limited as the Chief Operating Officer (COO).

**In the capacity of COO he is managing the following areas of operation at Ceinsys:**

- Leading & Monitoring the Human Resource (HR), Information Technology (IT) and Administration Departments ensuring:
  - Effective & Efficient Resource planning, Learning & Development, Training, Appraisal process, Career progression & succession planning and Capacity building as per the dynamic needs of the Organization and ensuring the statutory compliances.
  - Efficient IT infrastructure as per the diverse needs of the different projects and emerging
  - Technologies. Enhancement of IT capabilities envisaging the futuristic demands.
  - Implementation of Information security as desired by ISO 27000 and environment
  - Efficient Administration across all branches & site locations by providing administrative support in all the areas of operation.
- Heading the Lucknow branch & driving the Business:
  - To efficiently run the Lucknow branch as a profit center.
  - Driving the Businesses of all the domains of Ceinsys across UP.
  - To monitor the end to end project life cycle of all the projects executed from the Lucknow branch and territory of UP.
- Monitoring Project Execution Division:
  - Efficient monitoring of execution of all the projects across different domains of Ceinsys

- ensuring time bound and quality delivery to the clients.
  - Ensuring implementation of quality enhancement tools & optimization of resources.
  - Effective project management ensuring profitability for the Organization.
  - Implementation of efficient systems & processes in the entire area of operations
  - Responsible for Business continuity planning at Ceinsys through IT and Administration team.
- Sponsor for CMMI
    - Responsible for Planning, Conduction, Submission, Review and Post appraisal review processes for CMMI.
    - As a sponsor Ceinsys has witnessed growth in rating from Level 3 to Level 5 for latest CMMI Version i.e. CMMI V2 Multimodel.
    - Strategizing the policies, business plans, leading the teams to achieve Year on Year exponential growth for the division
  - Responsible for Business continuity planning at Ceinsys through IT and Administration team.
  - Prior to being appointed as COO, served as President & Business Unit Head for the Education software solutions business.

Dr. Hemant Thakare is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Dr. Hemant Thakare was appointed as Whole Time Director and Chief Operating Officer (COO) by the Shareholder of the Company through postal ballot meeting dated 30<sup>th</sup> June, 2018 for the period of 3 years with effect from 28<sup>th</sup> May, 2018 to 27<sup>th</sup> May, 2021. The Board at its meeting held on 21<sup>st</sup> May, 2021 on the recommendation of Nomination and Remuneration Committee has approved his appointment for further term of 3 years with effect from 28<sup>th</sup> May, 2021, on existing remuneration of rs. 51,66,605/- p.a. and other terms of his employment, subject to approval of Shareholder. The Company has received from Dr. Hemant Thakare (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.

Dr. Hemant Thakare 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. Hemant Thakare and his relatives, are concerned or interested in the said resolution



Sr. No.	Particulars	Dr. Hemant Thakare
1	DIN	08132265
2	Date of Birth & Age	12 <sup>th</sup> April, 1962, Age: 51 years
3	Date of Appointment	28 <sup>th</sup> 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	Experience	32 Years
7	Directorship held in other listed entities	NIL
8	Number of Board Meeting attended during FY 2020-21	Six (6)
9	Terms and Conditions of appointment or re-appointment	As per the resolution at item no.4 & 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	NIL
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

As per the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions

requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of SEBI (LODR), Regulations, 2015.

Members may please note that based on the criteria as mentioned above pursuant to the SEBI (LODR), Regulations, 2015, transactions with such related party as mentioned in Item No. 6 will become "Material" and therefore requires ratification/approval of the Company by Ordinary Resolution.

Sr. No.	Nature of Transactions	Name of the Related Director/ KMP and nature of their relationship	Name of the Related Party	Amount of transaction entered till date of this notice	Balance Expected Transaction for Approval	Total Amount of Transaction that will be entered during FY 2021-22
1	Unsecured Loan	Mr. Sagar Meghe, Common Director And Member	Primus Finance Private Limited	Rs.16,39,00,000/-	Rs.18,61,00,000/-	Rs.35,00,00,000/-

The Board of Directors recommends the above resolution for your approval.

Except Mr. Sagar Meghe and his relatives, none of the other Directors or key managerial personnel or their relatives is, in anyway, 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. 4 & 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

Particulars	2019	2020	2021
Net Sales	17,338.08	19,736.99	18,523.19
Other Income	359.96	403.69	217.77
<b>Total Income</b>	<b>17,698.04</b>	<b>20,140.69</b>	<b>18,740.96</b>
Expenditure	15,247.92	14,787.56	16,910.52
Depreciation and amortization expenses	423.06	387.59	337.20
Finance Cost	1,621.38	1,601.18	1,172.39
Profit/ (Loss) before tax	405.69	3,364.35	320.85
Exceptional Item	-	-	-
Provision for taxation (including Deferred Tax)	131.33	856.79	44.21
Profit/ (Loss) after tax	274.36	2,507.56	276.64

### 5) Foreign investments or collaborators, if any:

Presently as on 31<sup>st</sup> March, 2021, the Company has following:

Foreign investments in the Company	- 7015 shares of Rs. 10/- each
Promoter Category (Foreign)	- NIL
Public Category (Foreign)	- 7015 shares of Rs. 10/- each

The Company has no foreign collaborations

## II. Information about Dr. Hemant Thakare

### 1) Background Details, Recognition or Awards:

The brief background details and recognition of Dr. Hemant Thakare and 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. Hemant Thakare in Financial Year 2020-21 are as below –

Sr No.	Name	Remuneration Paid for FY 2020-21*
1	Dr. Hemant Thakare	48.53*

\* Remuneration referred above is the gross remuneration.

### 3) Job Profile and his Suitability

#### Dr. Hemant Thakare

Dr. Hemant Thakare was re-appointed as Whole Time Director and Chief Operating Officer of the Company for the period of Three (3) years with effect from 28<sup>th</sup> May, 2021 on existing terms and remuneration, subject to approval of shareholders. Dr. Hemant Thakare is responsible for Leading & Monitoring the Human Resource (HR), Information Technology (IT), Administration Departments as well as Heading the Lucknow branch and Monitoring Project Execution Division. He is also responsible for Planning, Conduction, Submission, Review and Post appraisal review and Sponsor for CMMI. Strategizing the policies, business plans, leading the teams to achieve Year on Year exponential growth for the division. The Board is confident that Dr. Hemant Thakare management capabilities will enable the Company to cross new milestones.

### 4) Remuneration Proposed:

The remuneration proposed for the Directors is detailed in the resolution and explanatory statement of resolution under Item No.4 & 5 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. Hemant Thakare 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. Hemant Thakare is proposed to be appointed as Whole Time Director and Chief Operating Officer and does not hold any shares in his

individual capacity. Apart from receiving remuneration as mentioned in the resolution, 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) due to COVID-19;
- Slack in demand due to lack of sufficient fund allocation for GIS related projects;
- 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.

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 driving 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.