

CEINSYS TECH LIMITED
(CIN: L72300MH1998PLC114790)
Registered Office: 10/5, I.T. Park, Nagpur- Maharashtra- 440022- India
Tel No.: 0712- 2249033/ 358/ 930
E-mail: cs@ceinsys.com Website: www.ceinsys.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 20 & 22 of the Companies (Management and Administration Rules, 2014)]

To
All Members,
Ceinsys Tech Limited

NOTICE is hereby given that pursuant to the provisions of Section 110 of Companies Act, 2013 read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below be passed by the Members through Postal Ballot only by voting through electronic means (“**remote e-voting**”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on March 31, 2022, has appointed Mr. Sushil Kawadkar (Membership No. FCS 5725), to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Sunday, April 17, 2022 and ends at 5.00 p.m. (IST) on Monday, May 16, 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on or before Wednesday, May 18, 2022.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website : www.ceinsys.com and on the website of National Securities Depository Limited (“NSDL”) www.evoting.nsdl.com.

Item No. 1 - Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing ₹ 20,00,00,000/- (Rupees Twenty Crores) divided into of 2,00,00,000 (Two crore) equity shares of ₹ 10/- each to ₹ 30,00,00,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹ 10/- ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

***V The Authorised Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) Equity Shares of face value of ₹ 10/- (Rupees Ten) each with power to increase the capital and to divide the shares in the capital for the time being in several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify, or abrogate any such rights, privileges, as permitted by the Articles of Association of the Company.”

“RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Item No.2 - Appointment of Mr. Prashant Kamat (DIN: 07212749) as Director of the Company

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. Prashant Kamat 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. 3 - Appointment of Mr. Prashant Kamat (DIN: 07212749) as the Whole Time Director and Chief Executive Officer (CEO) with nomenclature as the Vice Chairman and CEO of the Company for the period from 17th February, 2022 to 16th February, 2025.

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

“RESOLVED THAT based on the recommendations of the Nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and pursuant to Article of Association of the Company, subject to approval of Central Government, the consent of the members be and is hereby accorded for appointment of Mr. Prashant Kamat (DIN: 07212749) as Whole Time Director and Chief Executive Officer(CEO) with a nomenclature as “Vice Chairman and CEO” of the Company for a period of 3 (Three) years with effect from 17th February, 2022 to 16th February, 2025 and on other terms of appointment as mentioned below:

Fixed Salary:

1. For the first financial year, the Company shall pay to Mr. Prashant Kamat an annual base salary of ₹ 3,15,00,000 (Indian Rupees Three crore fifteen lacs), which shall be subject to deductions for income tax in accordance with applicable laws;
2. The salary will accrue on a day-to-day basis and will be payable by equal monthly instalments in arrears by credit transfer, normally on the first working day of each calendar month, for previous month; and
3. The annual salary may be increased by the Board every financial year based on the performance of Mr. Prashant Kamat & performance of the Company. Increase in any particular year does not create an obligation on the Board to increase in the subsequent year.

Variable Pay:

Mr. Prashant Kamat shall be eligible for variable pay of ₹ 1,25,00,000 (Indian Rupees One crore Twenty Five lacs); from financial year 2022-2023 onwards which shall be subject to approval of Board based on his performance/Key Performance Indicators (KPIs) as may be decided by Board in consultation with Nomination and Remuneration Committee from time to time.

Employee Stock Option Plan (“ESOP”):

Mr. Prashant Kamat will also be eligible for Stock Options of the Company, in addition to Variable pay as mentioned above subject to Employee Stock Options Scheme duly drafted by the Nomination and Remuneration Committee and recommended by Board of Directors of the Company for approval of Shareholders of the Company in their duly conveyed meeting.

Company Perks:

1. The Company shall, during the employment of Mr. Prashant Kamat, provide him with a laptop, i-pad & mobile phone.

2. Mr. Prashant Kamat will ensure that the provisions and conditions of any computer use policy or the manufacturer's instructions regarding its use are observed at all times.
3. The Company shall pay the monthly bills for usage of all of the above devices.
4. The Company shall provide him with 2 (two) credit cards, with a credit limit as mutually agreed between the Mr. Prashant Kamat and the Board. All amounts paid towards expenses incurred for or during performance of his duties shall be paid by the Company.
5. He shall also be entitled to Company car for use while in the employment of the Company. The car shall be used by him for 3 (three) years and he will have an option to buy the vehicles at nominal value of ₹ 5,000/- at the end of the tenure. Perquisite Tax for this transaction will be borne by the company. Insurance, fuel expenses and maintenance for the car shall be borne by the Company, without any limit on amount of the expenses. An amount, as permissible under applicable law shall be added to his salary as a perquisite. This shall be over and above the salary and variable pay mentioned above.

Insurance:

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

“RESOLVED FURTHER THAT if in any financial year during the currency of tenure of Mr. Prashant Kamat in the Company, the Company has no profit or its profit is inadequate, the Salary as mentioned in above resolutions shall continue to be paid to Mr. Prashant Kamat in accordance with the provisions of section 197 and Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) by passing special resolutions at a duly conveyed general meeting of Shareholders, wherever required.”

“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 in their absolute discretion, which they may think necessary, expedient or desirable to give effect to this resolution.”

Item No. 4 - Approval for Ceinsys Employee Stock Option Scheme 2022 - Plan 1 for the Employees of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and pursuant to the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021, (the “SEBI SBEB Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “Listing Regulations”), Foreign Exchange Management Act, 1999, (“FEMA”) and any other applicable Rules, Regulations, Circulars and Guidelines in each case including any statutory modification(s), amendment(s) thereto or re-enactments thereof, (hereinafter referred to as ‘Applicable Laws’), the Memorandum

and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms, conditions, modifications and amendments as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee thereof, including the Nomination and Remuneration Committee or any other committee which the Board may constitute/designate to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to introduce and implement the "Ceinsys Employee Stock Option Scheme 2022 - Plan 1" ("Plan 1"), the salient features of which are furnished in the explanatory statement forming part of this Notice."

"RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at any time not exceeding 1,96,188 (One Lakh Ninety Six Thousand One Hundred and Eighty Eight) equity shares of ₹ 10/- (Rupees Ten Only) each (the "Equity Shares") (or such other number adjusted for change in capital structure or corporate actions in terms of Plan 1 as per applicable law), upon exercise of Options at such price, in one or more tranches, subject to maximum of 3 tranches and on such terms and conditions including vesting criteria, as may be fixed or determined by the Board from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Plan 1 on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances where such Options shall lapse and to grant such number of Options, to such employees of the Company at par or at such other price, at such time and on such terms and conditions as set out in the Plan 1 and as the Board may in its absolute discretion think fit, subject to applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Plan 1 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the Plan 1, as the Board may in its absolute discretion think fit, subject to applicable laws."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, share split, consolidation or other reorganization of capital structure of the Company, as the case may be, the number of Options and/or the shares to be allotted upon exercise of Options shall be reasonably adjusted in accordance with the provisions of the Plan 1 without affecting any other rights or obligations of the eligible employees who have been granted Options under Plan 1."

"RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in Plan 1, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the SEBI SBEB Regulations, Listing Regulations and other applicable laws unless such variation, amendment, modification or alteration is not detrimental to the interest of the eligible employees who have been granted Options under Plan 1."

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under Plan 1 on the Stock Exchange, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Plan 1.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of Plan 1, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the Plan 1 and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of Board of Directors or to any Key Managerial Personnel, to do all such acts, deeds, matters and things as may be necessary in this regard.”

Item No. 5 - Extension of the Ceinsys Employee Stock Option Scheme 2022 - Plan 1 to the Employees of the Subsidiary and/or Associate Company (ies), if any, of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Share Capital and Debenture) Rules, 2014, read along with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (the “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Foreign Exchange Management Act, 1999, (“FEMA”) and any other applicable Rules, Regulations, Circulars and Guidelines in each case including any statutory modification(s), amendment(s) thereto or re-enactments thereof, (hereinafter referred to as ‘Applicable Laws’), the Memorandum and Articles of Association of the Company, any other rules, regulations and guidelines issued by any other regulatory or governmental authority and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms, conditions, modification and amendments as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the Members be and is hereby

accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee thereof, including the Nomination and Remuneration Committee or any other committee which the Board may constitute/designate to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to extend the benefit of the **“Ceinsys Employee Stock Option Scheme 2022 - Plan 1” (“Plan 1”)** to or for the benefit of such person(s) who are permanent employees of subsidiary and associate company(ies), if any, of the Company, whether working in India or outside India, and the future subsidiary and associate companies of the Company, if any, and/or to the Directors of the Subsidiary and Associate Companies whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the Plan 1 but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.”

“RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are permanent employees of subsidiary and associate companies, if any, of the Company, whether working in India or outside India, and the future subsidiary and associate companies of the Company, if any, and/or to the Directors of the Subsidiary and Associate Companies whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the Plan 1 but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of employee Stock Options (Options”) not exceeding 1,96,188 (One Lakh Ninety Six Thousand One Hundred and Eighty Eight) convertible into equivalent number of equity shares (or such other number adjusted for change in capital structure or corporate actions in terms of Plan 1 as per applicable law), at such price and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, SEBI SBEB Regulations, Listing Regulations, FEMA (including any statutory amendment(s), modification(s) or re-enactment(s) of the Act or the SEBI SBEB Regulations or Listing Regulations or FEMA, for the time being in force) and other rules, regulations and guidelines, if any, Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to create, offer, issue and allot at any time, 1,96,188 (One Lakh Ninety Six Thousand One Hundred and Eighty Eight) equity shares of ₹ 10/- (Rupees Ten only) each (the “Equity Shares”) (or such other number adjusted for change in capital structure or corporate actions in terms of Plan 1 as per applicable law), upon exercise of Options at such price, in one or more tranches subject to maximum of 3 tranches and on such terms and conditions including vesting criteria, as may be fixed or determined by the Board in its sole and exclusive discretion.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement Plan 1 on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances where such Options shall lapse and to grant such number of Options, to such employees and Directors of the Subsidiary and Associate Company, at par or at such other price, at such time and on such terms and conditions as set out in Plan 1 and as the Board may in its absolute discretion think fit, subject

to applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of Plan 1 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive Plan 1, as the Board may in its absolute discretion think fit, subject to applicable laws.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, share split, consolidation or other reorganization of capital structure of the Company, as the case may be, the number of Options and/or the shares to be allotted upon exercise of Options shall be reasonably adjusted in accordance with the provisions of the Plan 1 without affecting any other rights or obligations of the eligible employees who have been granted Options under Plan 1.”

“RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Options, shall rank *pari-passu* in all respect including dividend with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in Plan 1, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the SEBI SBEB Regulations, Listing Regulations and other applicable laws.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under Plan 1 on the Stock Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Plan 1.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of Plan 1, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of Plan 1 and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of Board of Directors or to any Key Managerial Personnel, to do all such acts, deeds, matters and things as may be necessary in this regard.”

Item No. 6 - Approval for Ceinsys Employee Stock Option Scheme 2022 - Plan 2 for Mr. Prashant Kamat, Vice Chairman and Chief Executive Officer of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and pursuant to the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021, (the “SEBI SBEB Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “Listing Regulations”), Foreign Exchange Management Act, 1999, (“FEMA”) and any other applicable Rules, Regulations, Circulars and Guidelines in each case including any statutory modification(s), amendment(s) thereto or re-enactments thereof, (hereinafter referred to as ‘Applicable Laws’), the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms, conditions, modifications and amendments as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee thereof, including the Nomination and Remuneration Committee or any other committee which the Board may constitute/ designate to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to introduce and implement the “Ceinsys Employee Stock Option Scheme 2022 - Plan 2” (“**Plan 2**”) to or for the benefit of the Mr. Prashant Kamat , Vice Chairman and Chief Executive Officer (“CEO”) of the Company, the salient features of which are furnished in the explanatory statement annexed hereto.”

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of the CEO of the Company under Plan 2, such number of employee Stock Options (Options”) not exceeding 7,41,812 (Seven Lakhs Forty One Thousand Eight Hundred and Twelve) convertible into equivalent number of equity shares of ₹ 10/- (Rupees Ten only) each (the “Equity Shares”) (or such other number adjusted for change in capital structure or corporate actions in terms of the Plan 2 as per applicable law), at such price and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Act read with relevant rules made thereunder, the provisions of SEBI SBEB Regulations, consent of the Members of the Company be and is hereby accorded authorising the Board to create, offer and grant from time to time such number of options in one or more tranches, subject to maximum of 3 tranches under Plan 2 exercisable into equal number of equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid up as per terms of Plan 2, which may equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option to the CEO of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Plan 2 on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances where such Options

shall lapse and to grant such number of Options, to the CEO of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the Plan 2 and as the Board may in its absolute discretion think fit, subject to applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Plan 2 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the Plan 2, as the Board may in its absolute discretion think fit, subject to applicable laws.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, share split, consolidation or other reorganization of capital structure of the Company, as the case may be, the number of Options and/or the shares to be allotted upon exercise of Options shall be reasonably adjusted in accordance with the provisions of the Plan 2 without affecting any other rights or obligations of the CEO who have been granted Options under the Plan 2.”

“RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the Plan 2, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the SEBI SBEB Regulations, Listing Regulations and other applicable laws.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the Plan 2 on the Stock Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan 2.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of Plan 2, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the Plan 2 and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of Board of Directors or to any Key Managerial Personnel, to do all such acts, deeds, matters and things as may be necessary in

this regard.”

Item No. 7: Approval of Material Related Party Transaction(s)

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 Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into arrangements/transactions/contracts with below mentioned related parties (“Related Party”), relating to transactions the details of which are more particularly set out in the explanatory statement of this Notice, provided however that the aggregate amount/ value of all such arrangements/transactions/contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during any one financial year, provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (INR in Cr.)
Allygrow Technologies Pvt Ltd (ATPL), Allygram Systems and Technologies Private Limited (ASTPL) and Grammer AG and group entities of Grammer AG: <ul style="list-style-type: none"> • Grammer Interior Components GmbH • Grammer Railway Interior GmbH • Grammer Interior Changchun Co., Ltd. • Grammer Interior (Shanghai) Co., Ltd. • Grammer Seating (Jiangsu) Co., Ltd. • Grammer Seating (Shaanxi) Co., Ltd. • Grammer Interior Beijing Co., Ltd. • Grammer Inc. • Grammer Industries Inc. • Toledo Molding & Die, LLC • Grammer Seating (Ningbo) Co., Ltd. • Grammer Vehicle Parts (Shengyang) Co., Ltd. 	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Providing engineering design services and other components of the Joint Venture Agreement	Up to 35.00 (Aggregate)

<ul style="list-style-type: none">• Changchun GRAMMER FAWSN Vehicle Parts Co.,Ltd• Grammer Vehicle Parts (Qingdao) Co., Ltd			
--	--	--	--

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 Orders of the Board of Directors for
CEINSYS TECH LIMITED

Place: Nagpur
Date: April 14, 2022
Registered Office:
10/5, I.T. Park, Nagpur-440022
Maharashtra, India

SD/-
Pooja Karande
Company Secretary and
Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.

2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

3. Members are requested to register/update their e-mail addresses, in respect of electronic holding with the Depository through the concerned Depository Participants and in respect of physical holdings with the RTA by following the due procedure. Members may note that notice will also be available in on the Company's website www.ceinsys.com, website of the Stock Exchange i.e; BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com.

4. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Monday, May 16, 2022.

5. The instructions for remote e-voting are as under:

i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.

ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, April 8, 2022 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on Sunday, April 17, 2022 and ends at 5.00 p.m. (IST) on Monday, May 16, 2022. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

iii. The Board of Directors of the Company has appointed Mr. Sushil Kawadkar (Membership No. FCS 5725), as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

iv. The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="539 1391 1474 1794">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="539 1832 1474 1975">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sushilkawadkar@reddifmail.com with a copy marked to evoting@nsdl.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 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena/ Ms. Soni Singh at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to : www.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 : www.ceinsys.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

In conformity with the provisions of Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the business under **Item No. 1 to 7** mentioned in the accompanying Notice

Item No 1:

The present Authorised Share Capital of the Company is ₹ 20,00,00,000/- (Rupees Twenty Crores) comprising of 2,00,00,000 (Two crore) equity shares of ₹ 10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on March 31, 2022, had accorded its approval for increasing the Authorised Share Capital from ₹ 20,00,00,000/- (Rupees Twenty Crores) to ₹ 30,00,00,000 (Rupees Thirty Crore) by creation of 10,00,00,000 (Ten Crore) additional equity share of ₹ 10/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from ₹ 20,00,00,000/- (Rupees Twenty Crores) to ₹ 30,00,00,000 (Rupees Thirty Crore) by creation of 1,00,00,000 (One Crore) additional equity shares of ₹ 10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection by the Members at the registered office of the Company (copies thereof will also be available for inspection) between 11:00 a.m. to 1:00 p.m. on all working days (except Saturdays and Sundays), upto and including the last date of voting on the Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Item No 2 & 3:

The Board of Directors at their meeting held on 14th February, 2022 on the recommendation of the Nomination & Remuneration Committee appointed Mr. Prashant Kamat (DIN: 07212749) as an Additional Director in terms of Section 161 and other applicable provisions, if any of the Companies Act, 2013 with effect from 17th February, 2022 who shall hold the office up to the date of ensuing Annual General Meeting (AGM) of the Company and the Board at the same meeting on the recommendation of Nomination and Remuneration Committee also appointed him as Whole Time Director and Chief Executive Officer (CEO) with nomenclature as the Vice Chairman and CEO of the Company for the period from 17th February, 2022 to 16th February, 2025 on terms and conditions including remuneration as mentioned in the resolution at item no. 4. The Company has also entered into employment agreement with him which will be open for inspection by the Members at the registered office of the Company (copies thereof will also be available for inspection) between 11:00 a.m. to 1:00 p.m. on all working days (except Saturdays and Sundays), upto and including the last date of voting on the Postal Ballot.

Brief Profile

Mr. Prashant Kamat is an accomplished executive with proven track record in operations, finance, strategic marketing, business expansion and new product development.

Post his master’s degree in Mechanical Engineering from IIT, Mumbai, Mr. Prashant Kamat started his career in the year 1994 assuming a technical role in a large multinational corporate.

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

During this period he has successfully enabled product & services companies to fulfil their growth imperatives both organically and inorganically through differentiated offerings that deliver value, new market entry, mergers, acquisitions and alliances.

Mr. Prashant Kamat is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received from Mr. Prashant Kamat (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.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS FOR ITEM NO. 2 & 3

Sr. No	Particulars	Mr. Prashant Kamat
1.	DIN	07212749
2.	Date of Birth (DOB) and Age	22-06-1966 55 yrs.

3.	Date of Appointment	17-02-2022
4.	Qualifications	M.Tech, BE(Mech)
5.	Nature of Expertise in specific functional areas	Operations, Finance, Strategic Marketing, Business Expansion and New Product Development.
6.	Experience	30 years
7.	Directorship held in other listed entities	NIL
8.	Number of Board Meeting attended during the year	1 (one)*
9.	Terms and Conditions of appointment or re-appointment	As per resolution at Item no. 4 of this notice
10.	Sitting Fees/Commission	Not Applicable
10.	Other Directorships	<u>Director in 3 Companies:</u> 1. Allygram Systems and Technologies Private Limited 2. Allygrow Technologies Private 3. Allygrow Technologies UK 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 other directors, manager and other Key Managerial Personnel of the Company	NIL

Note: *Mr. Prashant Kamat was appointed as an Additional Director and Whole-Time Director and Chief Executive Officer (CEO) with a nomenclature as Vice Chairman and CEO of Ceinsys Tech Limited with effect from 17th February, 2022, subject to the approval of Shareholders of the Company, therefore he has attended only 1(one) Board meeting held during the year.

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

Mr. Prashant Kamat, Vice Chairman and CEO of the Company including his relatives may be deemed to be concerned or interested in the Ordinary and Special Resolution at Item No. 2 & 3 respectively of this Postal Ballot Notice. Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

Item Nos. 4 & 5:

Equity-based compensation is an effective means of aligning the long-term interests of the employees with those of the Company and provide an opportunity to employees to participate in the growth of a Company and create long-term wealth. With a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents, and to retain them for ensuring sustained growth, your Company intends to implement an Employee Stock Option Plan namely "Ceinsys Employee Stock Option Scheme 2022 - Plan 1" for eligible employees of the Company including employees of its subsidiary and associate companies, if any.

With the above objective, and based on the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors of the Company (hereinafter referred to as the “Board”), which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the compensation committee (“Compensation Committee”) under the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021, (“SEBI SBEB Regulations”) has proposed ‘Ceinsys Employee Stock Option Scheme 2022 – Plan 1’ (hereinafter referred to as the “**Plan 1**”). Plan 1 has been formulated in accordance with the SEBI SBEB Regulations. The terms and broad framework of the Plan 1 has been approved by the Board of Directors of the Company in their meeting held on March 31, 2022.

Under Plan 1, the eligible employees shall be granted Options which will be exercisable into equity shares of ₹ 10/- (Rupees Ten Only) each of the Company (the “Equity Shares”). The maximum number of Equity Shares to be issued and allotted under Plan 1 shall be limited to 1,96,188 (One Lakh Ninety Six Thousand One Hundred and Eighty Eight) Equity Shares of the Company.

The salient features of Plan 1 are as below:

Sr. No.	Description	Particulars
1.	Brief description of the Scheme	<p>This proposed plan called the “Ceinsys Employee Stock Option Scheme 2022 – Plan 1” provides alternatives to the Company to grant incentives to eligible employees (as identified by the Compensation Committee), by way of Stock Options. Subject to applicable law and terms and conditions of Plan 1, the eligible employees shall be entitled to receive Equity Shares upon fulfilment of vesting conditions as determined by the Compensation Committee including payment of Exercise Price and satisfaction of Tax obligation arising thereon.</p> <p><u>The objectives of the Company for providing Employee Incentive Scheme is to:</u></p> <ul style="list-style-type: none"> • Attract, retain and motivate talented and critical employees; • Incentivize employees to contribute towards the growth of the Company; • Greater loyalty and motivation while aligning the incentives of various stakeholders; • Encourage employees to contribute towards the growth of the company; and • Reward employee performance with ownership in proportion to their contribution.
2.	Total number of Options to be offered and granted	<ul style="list-style-type: none"> • The total number of Options that may be granted in the aggregate shall be such number that would entitle the grantees to acquire, in one or more tranches subject to maximum of 3 tranches, not exceeding 1,96,188 (One Lakh Ninety Six Thousand One

		<p>Hundred and Eighty Eight) Equity Shares of ₹ 10/- each (Rupees Ten Only) fully paid-up (“Equity Shares”). Upon exercise, each Option entitles the relevant grantee to one Equity Share (i.e. one Option will entitle the grantee to one Equity Share).</p> <ul style="list-style-type: none"> • Further, as per SEBI SBEF Regulations, the Compensation Committee shall in accordance with the Plan 1 and applicable laws determine the procedure for making a fair and reasonable adjustment to the number of Option and to the Exercise Price in case of corporate actions such as rights issues, bonus issues, merger, sale of division, share split, consolidation and others. In this regard following shall be taken into consideration by the Compensation Committee: <ul style="list-style-type: none"> (a) the number and the price of Option shall be adjusted in a manner such that total value of the Option remains the same after the corporate action; and (b) the Vesting Period and the life of the Option shall be left unaltered as far as possible to protect the rights of the Option Holders.
3.	<p>Identification of classes of employees entitled to participate and be beneficiaries in the Scheme(s)</p>	<p>Following classes of employees, shall be eligible to participate in Plan 1:</p> <ul style="list-style-type: none"> (a) All permanent employees of the Company, working in India or outside India; (b) Directors of the Company whether whole time or not but excluding an Independent Director; or (c) an employee as defined in (i) or (ii) above of a subsidiary and associate (future subsidiary & associate, if any), in India or outside India. <p>Following persons are not entitled to participate in Plan 1:</p> <ul style="list-style-type: none"> (a) an employee who is a promoter or a person belonging to the promoter Group; or (b) a Director who either himself/herself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company. (c) a Director being an independent director. <p>The eligibility of an employee shall be determined by the Compensation Committee as per the eligibility criteria.</p>
4.	<p>Requirements of vesting, period of vesting and maximum period within which the Options shall be vested</p>	<p>The Board or the Compensation Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, and which may be specified in the</p>

		<p>respective grant letters/option agreement or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Options granted would vest will be subject to vesting period as specified below.</p> <p>Vesting period for Options: 100% of the Options Granted shall vest at the end of 1 (one) year from the Date of Grant or such time period as may be prescribed under the Applicable Law including but not limited to SEBI SBEB Regulations. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Compensation Committee.</p>
5.	Exercise price or pricing formula	The Exercise price for Options granted under Plan 1 shall be Rs.10/- (Rupees Ten Only) each.
6.	Exercise period and the process of exercise	<p>An Option Vested with an Option Holder must be Exercised by him/her within 5 years from the date of vesting (in maximum of 3 tranches) or such other period as may be decided by the Compensation Committee from time to time.</p> <p>The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his desire to exercise such Options in such manner and on such format as may be prescribed by the Compensation Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.</p>
7.	The appraisal process for determining the eligibility of employees for the scheme(s)	The Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Compensation Committee at its sole discretion, from time to time.
8.	Maximum number of Options to be issued per employee and in aggregate	<p>The maximum number of options under Plan 1 that may be granted to each employee in any year, in aggregate, shall not exceed 1% (one percent) of the issued equity share capital.</p> <p>If the number of Options that may be offered to any specific employee exceed 1% (one percent) or more of the issued capital (excluding warrants & conversion) of the Company at the time of grant of Options, then the Company shall take prior approval from members of the Company.</p>

9.	Maximum quantum of benefits to be provided per employee under the Plan	The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the Equity Shares on the exercise date.
10.	Whether the Plan is to be implemented and administered directly by the Company or through a trust	The Company shall directly implement and administer the Plan 1 through the Board /the Compensation Committee.
11.	Whether the Plan involves new issue of Equity Shares by the Company or secondary acquisition or both	Plan 1 contemplates only issue of fresh/primary shares by the Company.
12.	The amount of loan to be provided for implementation of Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable as the Plan 1 is being implemented through Direct route.
13.	Maximum percentage of secondary acquisition that can be made by the trust for the purpose of the Plan	Not Applicable as the Plan 1 is being implemented through Direct route.
14.	A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 of SEBI SBEB Regulations	The Company shall comply with the applicable accounting policies as prescribed under Regulation 15 of SEBI SBEB Regulations and other applicable laws.
15.	Method of Options' valuation	The Company shall use such valuation method(s) as may be prescribed from time to time in accordance with applicable laws for valuation of the Options granted, to calculate the employee compensation cost.

16.	The conditions under which Options vested in employees may lapse and the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	<ul style="list-style-type: none"> • If an Option Holder's employment is terminated by the Company or its Subsidiary(ies) or Associate(s) for convenience (including Constructive Termination), then all the Options that have been Granted under this Plan shall be deemed to have Vested immediately and automatically on the date of such termination, subject to minimum vesting period of one (1) year from the date of grant; and all such Vested Options which have not been Exercised by such Option Holder will be available for Exercise by the Option Holder within a period of 90 days from his/ her termination. • In case of resignation, all vested options can be exercised by the Option holder within 90 days from the date of resignation whereas all unvested options as on date of such resignation shall stand cancelled with effect from the date of resignation. • In case of termination of employment for misconduct, then all Options Granted but not Vested and all Vested Options that have not been Exercised, shall immediately and automatically lapse on the date of notice of termination of employment or engagement, without any obligations whatsoever on the Company or the Board and its Committees. Other conditions are more particularly described in Plan 1.
17.	Lock-in period, if any	The shares issued pursuant to exercise of options shall not be subject to any lock-in period.
18.	Declaration	In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.
19.	Terms & conditions for buyback, if any, of specified securities:	The Compensation Committee has the powers to specify the procedure and other terms and conditions for buy-back of Options granted, if to be undertaken at any time by the Company, in compliance with applicable laws.
20.	Listing	The equity shares to be allotted pursuant to the exercise of the stock options under Plan 1, shall be listed on stock exchanges, where the shares of the Company are listed.

Other Terms

The Board or the Compensation Committee shall have the absolute authority to vary or modify the terms of Plan 1 in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, amendment, modification or alteration is not detrimental to the interest of the eligible employees who have been granted Options under Plan 1.

Regulation 6 of SEBI SBEB Regulations requires that every employee stock option scheme shall be approved by the Members of the Company by passing a special resolution in a general meeting. Further, as the Ceinsys Employee Stock Option Scheme 2022 - Plan 1 entails further issue of shares, consent of the Members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013. Accordingly, the Special Resolution set out at Item Nos. 4 & 5 of this Notice is proposed for approval by the members

The Options to be granted under Plan 1 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. Further, Plan 1 conforms to the provisions of SEBI SBEB Regulations.

Directors/Key Managerial Personnel of the Company/their relatives who may be granted Options under Plan 1 may be deemed to be concerned or interested in the Special Resolution at Item Nos. 4 & 5 of this Postal Ballot Notice. Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

All the material documents, referred to in the Notice, including the copy of Plan 1, are available for inspection by the Members at the registered office of the Company (copies thereof will also be available for inspection) between 11:00 a.m. to 1:00 p.m. on all working days (except Saturdays and Sundays), upto and including the last date of voting on the Postal Ballot.

The Board recommends Special Resolutions mentioned in Item Nos. 4 & 5 of the Notice for approval of the Members of the Company.

Item No. 6:

The "Employee Stock Option Scheme 2022 - Plan 2" ("**Plan 2**") has been designed to provide incentives to Mr. Prashant Kamat, Vice Chairman and Chief Executive Officer (herein after called as "CEO") of Ceinsys Tech Limited (the "Company") whose contribution (previous, present and / or potential) is important to the success of the Company, by offering him an opportunity to participate in the Company's future performance, through award of employee stock options in relation to the Shares of the Company. The Company envisages that Plan 2 will, apart from serving the purpose of rewarding the CEO for his contribution to the Company, also enable the Company to remain competitive in the talent market by strengthening the interdependence between the CEO and the Company for mutual prosperity.

With the above objective, and based on the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors of the Company (hereinafter referred to as the "Board"), which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the compensation committee ("Compensation Committee")

under the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021, (“SEBI SBEB Regulations”) has proposed Plan 2. Plan 2 has been formulated in accordance with the SEBI SBEB Regulations. The terms and broad framework of Plan 2 has been approved by the Board of Directors of the Company in their meeting held on March 31, 2022 and further amended in their meeting held on 14th April, 2022.

Under Plan 2, Mr. Prashant Kamat, Vice Chairman and Chief Executive Officer (“CEO”) of the Company shall be granted Options which will be exercisable into equity shares of ₹ 10/- (Rupees Ten Only) each of the Company (the “Equity Shares”). The maximum number of Equity Shares to be issued and allotted under Plan 2 shall be limited to 7,41,812 (Seven Lakhs Forty One Thousand Eight Hundred and Twelve) Equity Shares of the Company. The Plan 2 will be administered by the Nomination and Remuneration Committee of the Board constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 (the “Act”).

The salient features of Plan 2 are as follows:

Sr. No.	Description	Particulars
1.	Brief description of the Scheme	<p>This proposed plan called the “Ceinsys Employee Stock Option Scheme 2022 - Plan 2” provides alternatives to the Company to grant incentives to Mr. Prashant Kamat, Vice Chairman and CEO (hereinafter “CEO”) of the Company by way of Stock Options. Subject to applicable law and terms and conditions of Plan 2, the CEO shall be entitled to receive Equity Shares upon fulfilment of vesting condition as determined by the Compensation Committee including payment of Exercise Price and satisfaction of Tax obligation arising thereon.</p> <p>The Plan has been designed to provide incentives to the CEO of the Company whose contribution (previous, present and / or potential) is important to the success of the Company, by offering him an opportunity to participate in the Company’s future performance, through award of employee stock options in relation to the Shares of the Company.</p>
2.	Total number of Options to be offered and granted	<ul style="list-style-type: none"> • The total number of Options that may be granted in the aggregate shall be such number that would entitle the grantee to acquire, in one or more tranches subject to maximum of 3 tranches, not exceeding 7,41,812 (Seven Lakhs Forty One Thousand Eight Hundred and Twelve) Equity Shares of ₹ 10/- each (Rupees Ten Only) fully paid-up (“Equity Shares”). Upon exercise, each Option entitles the relevant grantee to one Equity Share (i.e. one Option will entitle the grantee to one Equity Share). • Further, as per SEBI SBEB Regulations, the Compensation Committee shall in accordance with the Plan and applicable laws determine the procedure for making a fair and reasonable adjustment to the number of Option and to the Exercise Price in case of corporate actions such as rights issues, bonus issues,

		<p>merger, sale of division, share split, consolidation and others. In this regard following shall be taken into consideration by the Compensation Committee:</p> <p>(c) the number and the price of Option shall be adjusted in a manner such that total value of the Option remains the same after the corporate action; and</p> <p>(d) the Vesting Period and the life of the Option shall be left unaltered as far as possible to protect the rights of the Option Holder.</p>
3.	Identification of classes of employees entitled to participate and be beneficiaries in the Scheme(s)	Mr. Prashant Kamat, Vice Chairman and Chief Executive Officer of the Company
4.	Requirements of vesting, period of vesting and maximum period within which the Options shall be vested	<p>The detailed terms and conditions relating to criteria for vesting, the period over which and the proportion in which the Options granted would vest will be subject to vesting period as specified below.</p> <p>Vesting period for Options: 100% of the Options Granted shall vest at the end of 1 (one) year from the Date of Grant or such time period as may be prescribed under the Applicable Law including but not limited to SEBI SBEB Regulations.</p>
5.	Exercise price or pricing formula	The Exercise Price of the Options granted under the Plan 2 shall be ₹ 10/- (Rupees Ten Only) each.
6.	Exercise period and the process of exercise	<p>An Option Vested with an Option Holder must be Exercised by him within 5 years from the date of vesting (in maximum of 3 tranches) or such other period as may be decided by the Compensation Committee from time to time.</p> <p>The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his desire to exercise such Options in such manner and on such format as may be prescribed by the Compensation Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.</p>
7.	The appraisal process for determining the eligibility of	The Compensation Committee will be entitled to determine the appraisal process as per terms of Plan 2.

	employees for the scheme(s)	
8.	Maximum number of Options to be issued per employee and in aggregate	The maximum number of options under Plan 2 that may be granted to the CEO, in aggregate, shall not exceed 7,41,812 (Seven Lakhs Forty-One Thousand Eight Hundred and Twelve) Equity Shares. At the time of vesting or exercise of stock options by the CEO, his direct and indirect holding, shall not exceed 10% of the outstanding equity shares of the Company
9.	Maximum quantum of benefits to be provided per employee under the Plan	The maximum quantum of benefits underlying the Options granted to the CEO shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the Equity Shares on the exercise date.
10.	Whether the Plan is to be implemented and administered directly by the Company or through a trust	The Company shall directly implement and administer the Plan 2 through the Board / the Compensation Committee.
11.	Whether the Plan involves new issue of Equity Shares by the Company or secondary acquisition or both	Plan 2 contemplates only issue of fresh/primary shares by the Company.
12.	The amount of loan to be provided for implementation of Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable as the Plan 2 is being implemented through Direct route.
13.	Maximum percentage of secondary acquisition that can be made by the trust for the purpose of the Plan	Not Applicable as the Plan 2 is being implemented through Direct route.
14.	A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 of	The Company shall comply with the applicable accounting policies as prescribed under Regulation 15 of SEBI SBEB Regulations and other applicable laws.

	SEBI Regulations	SBEB
15.	Method of Options' valuation	The Company shall use such valuation method(s) as may be prescribed from time to time in accordance with applicable laws for valuation of the Options granted, to calculate the employee compensation cost.
16.	The conditions under which Options vested in employees may lapse and the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	<ul style="list-style-type: none"> • If an Option Holder's employment is terminated by the Company for convenience (including Constructive Termination), then all the Options that have been Granted under this Plan shall be deemed to have Vested immediately and automatically on the date of such termination, subject to minimum vesting period of one (1) year from the date of grant; and all such Vested Options which have not been Exercised by such Option Holder will be available for Exercise by the Option Holder within a period of 90 days from his termination or 90 days from the date of vesting, whichever is later • In case of resignation, all vested options can be exercised by the Option holder within 90 days from the date of resignation whereas all unvested options as on date of such resignation shall stand cancelled with effect from the date of resignation. • In case of termination of employment for misconduct, then all Options Granted but not Vested and all Vested Options that have not been Exercised, shall immediately and automatically lapse on the date of notice of termination of employment or engagement, without any obligations whatsoever on the Company or the Board and its Committees. <p>Other conditions are more particularly described in Plan 2.</p>
17.	Lock-in period, if any	The shares issued pursuant to exercise of options shall not be subject to any lock-in period.
18.	Declaration	In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.
19.	Terms & conditions for buyback, if any, of specified securities:	The Compensation Committee has the powers to specify the procedure and other terms and conditions for buy-back of Options granted, if to be undertaken at any time by the Company, in compliance with applicable laws.
20.	Listing	The equity shares to be allotted pursuant to the exercise of the stock options under Plan 2, shall be listed on stock exchanges, where the shares of the Company are listed.

Other Terms

The Board or the Compensation Committee shall have the absolute authority to vary or modify the terms of Plan 2 in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, amendment, modification or alteration is not detrimental to the interest of the eligible employee i.e. Mr. Prashant Kamat who have been granted Options under Plan 2.

Regulation 6 of SEBI SBEB Regulations requires that every employee stock option scheme shall be approved by the Members of the Company by passing a special resolution in a general meeting. Further, as the Ceinsys Employee Stock Option Scheme 2022 – Plan 2 entails further issue of shares, consent of the Members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013. Accordingly, the Special Resolution set out at Item No. 6 of this Notice is proposed for approval by the members.

The Options to be granted under Plan 2 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. Further, Plan 2 conforms to the provisions of SEBI SBEB Regulations.

Mr. Prashant Kamat, the Vice Chairman and CEO of the Company who may be granted Options under Plan 2 including his relatives may be deemed to be concerned or interested in the Special Resolution at Item No. 6 of this Postal Ballot Notice. Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

All the material documents, referred to in the Notice, including the copy of Plan 2, are available for inspection by the Members at the registered office of the Company (copies thereof will also be available for inspection) between 11:00 a.m. to 1:00 p.m. on all working days (except Saturdays and Sundays), upto and including the last date of voting on the Postal Ballot.

The Board recommends Special Resolution mentioned in Item No 6 of the Notice for approval of the Members of the Company.

Item No 7:

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. Regulation 23 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 further states that a related party to which the subsidiary of a listed entity is a party but listed entity is not a party, shall also require prior approval of the audit committee of listed entity if the value of such 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 annual consolidated turnover of the Company for the financial year 2020-21 together with the annual consolidated turnover of Allygrow Technologies Private Limited which became Subsidiary Company of the Company in the month of February, is ₹ 2,42,51,06,834

Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 2,42,51,06,83.40 (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the prior approval of the Members will be required for the same.

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. 8 will become "Material" and therefore requires approval of the shareholders Company by 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 of SEBI (LODR), Regulations, 2015.

Particulars of Material Related Part Transactions:

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (INR in Cr.)*
Allygrow Technologies Pvt Ltd (ATPL), Allygram Systems and Technologies Private Limited (ASTPL) and Grammer AG and group entities of Grammer AG: <ul style="list-style-type: none"> • Grammer Interior Components GmbH • Grammer Railway Interior GmbH • Grammer Interior Changchun Co., Ltd. • Grammer Interior (Shanghai) Co., Ltd. • Grammer Seating (Jiangsu) Co., Ltd. • Grammer Seating (Shaanxi) Co., Ltd. • Grammer Interior Beijing Co., Ltd. • Grammer Inc. • Grammer Industries Inc. • Toledo Molding & Die, LLC • Grammer Seating (Ningbo) Co., Ltd. • Grammer Vehicle Parts (Shengyang) Co., Ltd. • Changchun GRAMMER FAWSN Vehicle Parts Co.,Ltd • Grammer Vehicle Parts (Qingdao) Co., Ltd 	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Providing engineering design services and other components of the Joint Venture Agreement	Upto 35.00

*Note: *Revenue may accrue from one or more of the above-mentioned entities either individually or in aggregate.*

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. The Company has relied upon the transfer pricing report provided by E &Y to Allygram Systems and Technologies Private Limited (ASTPL) on the appropriateness of arm's length pricing. However, as the above transaction is covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on March 31, 2022, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Shareholders/Members are requested to note following disclosures of Interest:

Name of Related Party	Nature of Concern or Interest
<p>Allygrow Technologies Private Limited Allygram Systems and Technologies Private Limited (ASTPL) and Grammer AG and group entities of Grammer AG:</p> <ul style="list-style-type: none"> • Grammer Interior Components GmbH • Grammer Railway Interior GmbH • Grammer Interior Changchun Co., Ltd. • Grammer Interior (Shanghai) Co., Ltd. • Grammer Seating (Jiangsu) Co., Ltd. • Grammer Seating (Shaanxi) Co., Ltd. • Grammer Interior Beijing Co., Ltd. • Grammer Inc. • Grammer Industries Inc. • Toledo Molding & Die, LLC • Grammer Seating (Ningbo) Co., Ltd. • Grammer Vehicle Parts (Shengyang) Co., Ltd. • Changchun GRAMMER FAWSN Vehicle Parts Co.,Ltd • Grammer Vehicle Parts (Qingdao) Co., Ltd 	<p>Allygram Systems and Technologies Private Limited (ASTPL) is stepdown subsidiary of the Company and Grammar AG has 30% Shareholding in ASTPL.</p> <p>A Joint Venture Agreement (JVA) is entered into among Allygrow Technologies Private Limited (ATPL), Allygram Systems and Technologies Private Limited (ASTPL) and Grammer AG for Providing engineering design services to Grammer AG and its group entities as mentioned herein.</p>

Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

Sr. No.	Particulars	Details
a.	A summary of the information provided by the management to the Audit Committee	The details of the proposed transactions including the nature, terms, value percentage of the Company's annual consolidated turnover, tenure and proposed limits etc. were placed in the Audit Committee at its meeting held on March 31, 2022.
b.	Justification for why the proposed transactions is in the interest of the Company	The transaction is a Joint Venture Agreement with Grammer AG, who is one of the world's leading Tier-1 automotive manufacturer. Hence, the JVA enhances the credibility of the Company/its Subsidiaries and augments its brand value.

ADDITIONAL INFORMATION FOR AGENDA ITEM NO. 3 & 4.

STATEMENT CONTAINING REQUIRED INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information:

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

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

Particulars	2019	2020	2021
Net Sales	17,333.08	19,736.99	18,523.19
Other Income	359.96	403.69	217.77
Total Income	17,698.04	20,140.69	18740.96
Expenditure	15,247.92	14,787.56	16910.52
Depreciation and amortization expenses	423.06	387.59	337.20
Finance Cost	1621.38	1,601.18	1,172.39
Profit/ (Loss) before tax	405.69	3,364.35	320.85
Exceptional Item	-	-	-
Provision for taxation (including DeferredTax)	131.33	856.79	44.21
Profit/ (Loss) after tax	274.36	2,507.56	276.64

5) **Foreign investments or collaborators, if any:** As on 31st March, 2021, the Company has following:

Foreign investments in the Company - 7015 shares of ₹ 10/- each

Promoter Category (Foreign) - NIL

Public Category (Foreign) - 7015 shares of ₹ 10/- each

The Company has no foreign collaborations as on 31st March, 2021.

II. Information about Mr. Prashant Kamat

1) **Background Details, Recognition or Awards:** The brief background details and recognition of Mr. Prashant Kamat 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 Mr. Prashant Kamat in Financial Year 2020-21 are as below -

Sr No.	Name	Remuneration Paid for FY 2020-21# (₹ In Lakhs)
1.	Mr. Prashant Kamat	NIL

Mr. Prashant Kamat was appointed as an Additional Director and Whole-Time Director and Chief Executive Officer (CEO) with the nomenclature as Vice-Chairman and CEO of Ceinsys Tech Limited with effect from 17th February, 2022, therefore no remuneration was paid to him during the Financial Year 2020-2021.

3) Job Profile and his Suitability

Mr. Prashant Kamat is an accomplished executive with proven track record in operations, finance, strategic marketing, business expansion and new product development. In last 30 years of his professional journey, he has successfully enabled product & services companies to fulfil their growth imperatives both organically and inorganically through differentiated offerings that deliver value, new market entry, mergers, acquisitions and alliances. The Company is confident that his diverse management capabilities will enable the Company achieve new milestones

4) Remuneration Proposed:

The remuneration proposed for the Mr. Prashant Kamat is detailed in the Special resolution under Item No.4.

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 has gone through major change in the industry in the recent past. Keeping in view the type of the industry, size and internal functioning of the Company, the responsibilities and capabilities of Mr. Prashant Kamat, 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.

Mr. Prashant Kamat is appointed as an Additional Director and Whole Time Director and Chief Executive Officer (CEO) with nomenclature as the Vice Chairman and CEO of the Company and his wife Ms. Vrishali Kamat holds 1,798,20 (1.17 %) shares in the Company. Apart from receiving remuneration as mentioned in the resolution and as disclosed hereunder, Mr. Prashant Kamat is not related to any of the Directors and Key Managerial Personnel of the Company.

III. 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;
- Increased Establishment cost, Selling, General & Administrative Expenses as company ventured into new business segments;
- Pressure on pricing;
- High Interest rates.
- Slow debtor recovery

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.

By Orders of the Board of Directors for
CEINSYS TECH LIMITED

Place: Nagpur
Date: April 14, 2022
Registered Office:
10/5, I.T. Park, Nagpur-440022
Maharashtra, India

SD/-
Pooja Karande
Company Secretary and
Compliance Officer