

CEINSYS TECH LIMITED

(Formerly ADCC Infocad Ltd.)

(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 22 of the Companies (Management and Administration Rules, 2014)]

To

All Members,

Ceinsys Tech Limited

(Formerly ADCC Infocad Ltd)

Notice is hereby given that pursuant to the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 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/e-Voting.

Accordingly, draft resolution & explanatory statement setting out the material facts & reasons thereof in respect of the proposed resolutions in terms of Section 102 read with Section 110 of the Companies Act, 2013 is annexed herewith for your consideration.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the postal ballot form and return the same duly completed in the enclosed self-addressed postage prepaid envelope. Postal Ballot Form(s), if sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage prepaid envelope. The duly completed postal ballot form(s) should reach to the office of Scrutinizer not later than 5.00 p.m. on November 11, 2017, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

As required under the provisions of Section 108 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility to its Members to exercise their votes by electronic voting system. Furthermore, the company has engaged the services of CDSL (Central Depository Services (India) Limited) to provide e-Voting facility. The instructions for e-Voting are annexed to this notice.



Mr. Sushil Kawadkar, Practicing Company Secretary having office at 63, Income Tax Colony, Pratap Nagar, Nagpur- 440 022, Maharashtra, India , has been appointed as a Scrutinizer at the meeting of Board of Directors of the Company, which is in the opinion of the Board can conduct the Postal ballot voting as well as e-voting process in a fair & transparent manner.

The Scrutinizer shall, after the receipt of assent or dissent of the Members in writing or by electronic means on or before November 11, 2017, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before November 13, 2017 to the Company. The Result shall be announced by the Chairman of the Company on or before November 13, 2017 at Company's registered office situated at 10/5, I.T. Park, Nagpur- Maharashtra- 440022- India. .

The Resolution, if approved, will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. November 11, 2017. & it will be communicated to the BSE Limited, Depository, Registrar and Share Transfer Agent and will also be displayed on the Company's website: www.ceinsys.com

The Notice, along with Postal ballot Form, has also been placed on the Company's website www.ceinsys.com for perusal of Members.

SPECIAL RESOLUTIONS:

Item No. 1 –Migration of the Company from SME Platform of BSE Limited to Main Board of BSE Limited.

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

"RESOLVED THAT pursuant to Chapter XB of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, SEBI Circular dated May 18, 2010, Circular issued by BSE Limited dated November 26, 2012, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to migrate the Company, currently listed on SME Exchange of BSE Limited to Main Board of BSE Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution."

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby authorized jointly or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.



“RESOLVED FURTHER THAT Directors of the Company or Company Secretary of the Company be and are hereby authorized jointly or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

Item No. 2 – Issue of equity shares on preferential basis:

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

“RESOLVED THAT in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchanges where the Company’s shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, as may be applicable to the preferential issue of Equity shares and other applicable regulations of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the company be and is hereby accorded to the Board to offer, issue, and allot 10,00,000 Equity shares (Ten Lakhs) of face value of Rs. 10 each to be issued at a price of Rs.170/- each (including a premium of Rs. 160/- each) to Mr. Anand Sancheti (whose name shall be recorded by the company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the Securities & Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations 2009 (including any amendments thereto or re-enactment thereof) or other provisions of Law as may be prevailing at the time, provided that the price (inclusive of premium) of the equity shares so issued shall not be less than the minimum price to be arrived in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the ‘Relevant Date.’ The “relevant date” for the purpose of pricing of equity shares is 12th October 2017 i.e., thirty days prior to the date on which this General meeting is held in terms of section 42 and section 62 (1) (c) of the Companies Act,2013”.

“RESOLVED FURTHER THAT the new equity shares issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and any amendment thereto from time to time.”

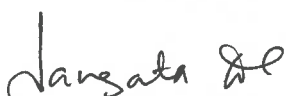
“RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of equity shares, if necessary, keeping in view the provisions of various Acts and Guidelines in force from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Company does apply for listing of the new equity shares and does make an application to the Depositories for admission of the new equity shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, either Mr. Sagar Meghe (DIN:00127487), Chairman and Whole Time Director of the Company or Mr. Amit Somani (DIN: 00378635), Managing Director of the Company and either Mr Dinesh Singh, Chief Financial Officer or Mr. Saugata De, Company Secretary & Compliance Officer of the Company, be and are hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard.

By the Order of Board of Directors
For Ceinsys Tech Limited



Saugata De
Company Secretary

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

Place: Nagpur
Date: 7th October 2017

Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating in respect of the aforesaid items set out in the Notice is annexed hereto.



2. Mr. Sushil Kawadkar, Practicing Company Secretary having office at 63, Income Tax Colony, Pratap Nagar, Nagpur- 440022, Maharashtra, India, has been appointed as a Scrutinizer at the meeting of Board of Directors of the Company, which is in the opinion of the Board can conduct the Postal ballot voting as well as e-voting process in a fair & transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services(India) Limited as on October 07, 2017 (being cut-off date for determining the Members to whom the Notice shall be dispatched).
4. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants and in case of Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
7. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to cs@ceinsys.com. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date of October 07, 2017 only shall be entitled to avail the facility of e-voting as well as voting through Postal Ballot. A person who is not a Member as on cut-off date should accordingly treat the Postal Ballot Notice for information purpose only.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed with the Assent (for) or Dissent (against), in the enclosed self-addressed postage prepaid envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 p.m.) on November 11 2017. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 p.m. on November 11, 2017, it will be considered that no reply from the Member has been received.
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes

electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are given in this Notice. E-Voting will commence on October 12, 2017 at 9:00 A.M. and will end on November 11, 2017 at 5:00 p.m. E-Voting shall not be allowed beyond the said time and date.

12. The Scrutinizer shall after the receipt of assent or dissent of the Members in writing or by electronic means on or before November 11, 2017, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before November 13, 2017. The Result shall be announced by the Chairman of the Company on Monday, November 13, 2017 at 4.30 p.m. at Company's Registered Office situated at 10/5, I.T. Park, Nagpur- Maharashtra- 440022- India. and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. November 11, 2017. will be taken to be date of passing the resolution

VOTING THROUGH ELECTRONIC MEANS

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

- 1) The voting period (including e-voting) begins on October 12, 2017 at 9.00 a.m. and ends on November 11, 2017 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of October 07, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) The Members should log on to the e-voting website www.evotingindia.com.
- 3) Click on "Members" tab.
- 4) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 7) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department</p> <p>(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for the relevant <Ceinsys Tech Limited> on which you choose to vote.
- 12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- 14) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 15) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 17) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Note for Non-Individual Shareholders and Custodians:
 - ❖ Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ❖ After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - ❖ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

- A. Please follow all steps from Sr. no. (1) to (17)
- B. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO 1:

As per SEBI Circular dated 18th May, 2010 read with Chapter XB of SEBI (Issue of Capital & Disclosure Requirements) Regulation, 2009, Company listed on SME Exchange of BSE Ltd. with post issue face value capital of more than Rupees Ten Crores but up to Rupees Twenty Five Crores can migrate from SME Exchange to Main Board of BSE Ltd. subject to the approval of its Member in such manner as prescribed.

Your Company is currently listed on SME Exchange of BSE Limited with post issue face value capital of Rs. 10,05,20,450 /-. Your Company was listed on SME Exchange of BSE Limited on October 22, 2014. As per the requirement of BSE Circular dated 26th November, 2012, the Company complies the requirement of Equity Share capital of more than Rs. 10 Crores & continued listing of 2 years on SME Exchange of BSE Limited for migration purpose. The Board of Director are of the view that Migration to Main Board will act as a catalyst in the growth and expansion of the Company and will also help the Members of the Company to enjoy sufficient returns on their investments. Hence, the Board of Directors of the Company in their meeting held on October 07, 2017 decided to migrate from SME Exchange to Main Board of BSE Ltd.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

ITEM NO 2:

The special resolution as mentioned under item 2 proposes to authorize the Board of directors to issue and allot 10,00,000 equity shares to Mr. Anand Sancheti (a non promoter individual) on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Further the Company has been approached by Mr. Anand Sancheti to invest in the equity shares of the Company. The Information pertaining to the proposed preferential allotment in terms of the Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments there to is as stated below:

(I) Object of the Issue through preferential Allotment:

The Company has requirement of Working Capital for expansion. Mr. Anand Sancheti, an Investor based at Nagpur has shown interest in the Company. He is willing to invest Rs. 17.00 Crore in the

Company by subscribing to 10,00,000 (Ten Lac) equity shares having face value of Rs. 10/- each to be issued at a price of Rs. 170/- Per Share (including a premium of Rs. 160/- per share).

(II) Pricing of the Issue and Relevant Date:

The equity shares will be issued at such a price not lower than the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations (Regulation 76) i.e., the higher of the following:

- a. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 26 weeks preceding the relevant date; or
- b. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 2 weeks preceding the relevant date.

“Relevant Date” in relation to the issue of equity shares in accordance with the SEBI (ICDR) Regulations, would be 12.10.2017 being the date 30 days prior to the date of result of postal ballot where the proposed preferential issue is being considered for approval of the members.

A Certificate will be obtained from the Statutory Auditors / Practicing Company Secretary/ Practicing Chartered Accountant confirming the minimum price for the preferential issue as per Preferential Issue Guidelines in Chapter VII of SEBI (ICDR) Regulations, 2009 along with the calculation thereof and the same will be made available for inspection at the Registered Office of the Company.

The Company proposes to issue the equity share of Rs. 10/- each at a premium of Rs. 160/- per share or at the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations (Regulation 76) whichever is higher.

(III) The proposal of the promoters, or their associates and relatives, directors/key managerial persons of the issuer to subscribe to the offer:

The proposed allottee fall under Public categories as mentioned under point No. (IV). The said allottee propose to subscribe for 10,00,000 equity shares. The requirement of issue of securities on preferential basis is necessitated to fulfill the objects as mentioned in point No (1).

(IV).Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control; the proposed allottees and percentage or pre and post preferential issue capital that may be held by them:

Name of the proposed allottee	Pre- Issue holding		No of shares to be allotted	Post Issue holding	
	No of shares	% of shares		No of shares	% of shares
Mr. Anand Sancheti	NIL	NIL	10,00,000	10,00,000	9.05

(V) Shareholding pattern before and after preferential issue of the capital would be as follows:

Category	Pre Preferential Issue		Post Preferential Issue	
	No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
Promoters and Promoter Group (A)	62,10,051	61.78	62,10,051	56.19
Public (B)	38,41,994	38.22	48,41,994	43.81
Total (A+B)	100,52,045	100.00	110,52,045	100.00
Non Promoter Non Public (C)	-	-	-	-
Grand Total (A+B+C)	100,52,045	100.00	110,52,045	100.00

(VI) Proposed time within which the allotment shall be completed:

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

(VII) Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchanges, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

(VIII) SEBI Takeover code:

In the present case proposed allottee doesn't attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

(IX) Holding of shares in demat form

The proposed allottee does not hold any shares in the Company. Further, the proposed allottee has Permanent Account Number.

(X) Lock –in Period:

The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from all the stock exchanges where the securities of the Company are listed as per Chapter VII of the SEBI (ICDR) Regulations, 2009.

(XI) Auditor Certificate:

Certificate from the Statutory Auditors/Practicing Company Secretary/Practicing Chartered Accountant confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 will be obtained.

(XII) Control:

As a result of the proposed preferential allotment of equity shares, there will be no change in the composition of the Board of Directors and control of the Company.

(XIII) Undertakings:

In terms of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee.

(XIV) Compliances:

The company has complied with the requirement of minimum public shareholding of 25% as per Regulation 38 of SEBI (LODR) Regulations.

(XV) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

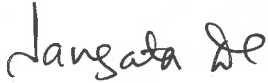
Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchanges for authorizing the Board to issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company on preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

By the Order of Board of Directors

For Ceinsys Tech Limited



Saugata De
Company Secretary

Registered Office:

10/5, I.T. Park, Nagpur-

Maharashtra-440022-India

CIN: L72300MH1998PLC114790

Website: www.ceinsys.com

E-mail: cs@ceinsys.com

Tel. No. 0712- 2249033/ 358/ 930

Place – Nagpur

Date – October 07, 2017



CEINSYS TECH LIMITED
(Formerly ADCC Infocad Ltd)
(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

POSTAL BALLOT FORM

Name(s) of the Member(s) [including joint-holder(s), if any]	
Registered Address of the sole/first named Member	
Registered Folio/ DP ID & Client ID	
Number of Equity Shares held	

I / We hereby exercise my / our vote(s) in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my / our assent / dissent to the said Resolutions by placing the tick mark (✓) at the appropriate boxes below:

S.No.	Brief Particulars of the Resolution	No. of Shares held	FOR I / we assent to the Resolution	AGAINST I / we dissent to the Resolution
1	Migration of the Company from SME Platform to Main Board of BSE Limited.			
2	Issue of 10,00,000 Equity Shares on preferential basis at price of Rs. 170/- Per Share (including premium of Rs. 160/- Per Share)			

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Signature of the Member/ Authorised representative

Place: Nagpur

Date: October 07, 2017

Postal Ballot Notice_ Ceinsys Tech Limited



GENERAL INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the board of directors of the Company.
3. This Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence, by the next named joint Member.
4. There will be only one Postal Ballot Form for every Folio/ Client ID irrespective of number of joint holders.
5. The votes should be casted either in favor or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Postal Ballot Form invalid.
6. Unsigned, incorrectly signed or incomplete Postal Ballot Forms will be rejected.
7. Duly completed Postal Ballot form should reach the Scrutinizer not later than 5:00 p.m. on the November 11, 2017. Postal Ballot forms received after this date will be treated as if the reply from the Member has not been received and the same will not considered for the purpose of Postal Ballot.
8. Voting rights shall be reckoned on the number of shares registered in the name of Members as on October 7, 2017.
9. Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney/resolution of board of directors of the corporate Member being represented. If the same is/ are already registered with the Company, please quote the registration no. beneath the signature.
10. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
11. The Scrutinizer's decision on the validity of a postal ballot will be final.
12. The results of e-voting & Postal Ballot form shall be aggregated and declared by the Chairman on November 13, 2017.

