

Date: 24th December, 2021

To,
Department of corporate services,
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street, Mumbai- 400001

Subject: Notice convening Extraordinary General Meeting of Ceinsys Tech Limited ("the company")

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Scrip Code: 538734

Dear Madam / Sir,

In furtherance to our disclosure dated 22nd December, 2021, and pursuant to Regulation 30 of SEBI Listing Regulations and other applicable provisions of Listing Regulations, please find enclosed herewith the Notice convening Extraordinary General Meeting ("EGM") of the Company scheduled to be held on Saturday, January 15, 2022 at 11:30 A.M. (IST) through Video Conference ("VC")/ Other Audio-Visual means ("OAVM") to transact the special business as set out in the Notice of EGM dated December 24, 2021.

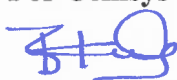
In compliance with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Notice of EGM has been dispatched to all the members of the Company whose email addresses are registered with Depository Participant(s) or Registrar and Share Transfer Agent of the Company or with Company.

The Notice convening the EGM of the Company is available on Website of the Company at www.ceinsys.com.

You are requested to take above information on record.

Thanking you.

Yours faithfully,
For Ceinsys Tech Limited



Pooja Karande
Company Secretary
& Compliance Officer
Enclosure: As above



NOTICE OF EXTRA ORDINARY GENERAL MEETING CEINSYS TECH LIMITED

Reg. Office: 10/5, I.T. Park, Nagpur-440022
Corporate Identification Number (CIN): L72300MH1998PLC114790] Tel No. 91 712 6782800]
Web: www.ceinsys.com email: cs@ceinsys.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF CEINSYS TECH LIMITED WILL BE HELD ON SATURDAY, 15TH JANUARY, 2022 AT 11:30 A.M (IST) THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM'), TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS

Item No. 1 – Authorization under Section 186 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding **Rs.125,00,00,000/- (Rupees One Hundred and Twenty Five Crores Only)** outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 2 – Issuance of Equity Shares for consideration other than cash on Preferential/Private Placement Basis to one or more Investors.

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

"RESOLVED THAT pursuant to (i) the applicable provisions of Sections 23, 42, 62 and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (herein after referred to as the "Act"), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

(including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/ or the stock exchanges where the shares of the Company are listed, (iv) the provisions of the Foreign Exchange Management Act, 1999, as amended (the "FEMA"), including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, as amended, and (v) in accordance with the provisions of Memorandum and Articles of Association of the Company, as amended, and (v) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the SEBI, or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in accordance with the Share purchase Agreement (SPA) dated 22nd December, 2021 executed between the Company, Allygrow Technologies Private Limited ("Target Company") and existing Investors of Target Company ("Proposed Allottees"), the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot upto **36,07,530 (Thirty Six Lakhs Seven Thousand Five Hundred and Thirty)** fully paid-up equity shares of face value of **Rs. 10/- (Rupees Ten only)** each at a price of **Rs. 156/- (Rupees One Hundred Fifty Six Only)** (including a premium of **Rs.146/-**) per equity share, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating to **Rs. 56,27,74,680/- (Rupees Fifty Six Crores Twenty Seven Lakhs Seventy Four Thousand Six Hundred and Eighty Only)**, to the Proposed Allottees as listed in the table below, who are not promoter or who does not belong to the promoter(s) and the promoter group of the Company, as per the particulars set out below, by way of preferential issue on private placement basis, for consideration other than cash, being the part consideration for acquisition of 2,52,780 (Two Lakhs Fifty Thousand Seven Hundred and Eighty Only) equity shares of Rs. 10/- each fully paid up Class "B" equity shares ("Sale Shares") and voting rights constituting 100% of the shareholding of Target Company, in accordance with applicable laws:

Sr. No	Name of Proposed Allottees	Category	Maximum No. of Equity Shares	Amount (in Rs.)
1	Elder Venture LLP	Body Corporate	7,34,978	11,46,56,568
2	Zodius Technology Fund	Alternate Investment Fund (Trust)	10,94,019	17,06,66,964
3	Yanshvar Emonis Consultatory Private Limited	Body Corporate	2,28,343	3,56,21,508
4	Apoorva Ashokkumar Patni	Individual	1,14,171	1,78,10,676
5	Zodius Technology Fund II	Foreign Body Corporate	10,66,903	16,64,36,868
6	Indiblu Investment Advisors (Mauritius) Limited	Foreign Body Corporate	1,89,296	2,95,30,176
7	Vrishali Kamat	Individual	1,79,820	2,80,51,920
Total			36,07,530	56,27,74,680

RESOLVED FURTHER THAT the 'Relevant Date' as per the provisions of SEBI ICDR Regulations, for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee should be 16th December, 2021, however, as the shares of the Company are infrequently traded, the valuation of the shares is arrived based on the Valuation Report obtained from the Independent registered valuer as on 30th September, 2021.

RESOLVED FURTHER THAT the Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following terms and conditions:

- The Allotment of Equity Shares shall only be made in dematerialized form;
- The Equity Shares allotted to the Proposed Allottees shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI ICDR Regulations.
- The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (fifteen) days from the date of this special resolution or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to Proposed Allottee on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
- The Equity Shares so offered, issued and allotted will be listed on BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash, being the acquisition of Sale Shares from the Proposed Allottees for non-cash consideration (being the Equity Shares), and the transfer of Sale Shares to the Company will constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and
- The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove.

Without prejudice to the generality of the above, the issue of the Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within

the scope of this approval of Members and expedient and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential issue, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Item No. 3 – Issuance of Equity Shares on Preferential /Private Placement Basis to one or more Promoter(s)/Promoter Group:

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/ or the stock exchanges where the shares of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999, as amended (the "FEMA"), including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, as amended, and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the Board of Directors of the Company ("Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot at an appropriate time, in one or more tranches, up to **7,06,782 (Seven Lakhs Six Thousand Seven Hundred and Eighty Two)** equity shares of face value **Rs. 10/-** each at a price of **Rs. 156/- (Rupees One Hundred and Fifty Six Only)** per equity share (including a premium of Rs. 146/- per Equity Share), which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, for an amount aggregating to **Rs. 11,02,57,992/- (Rupees Eleven Crores Two Lakhs Fifty Seven Thousand Nine Hundred and Ninety Two Only)** to the Promoters as listed in the table below (hereinafter referred to as the "Proposed Allottees") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, and subject to receipt of the requisite approvals from SEBI and the Stock Exchanges for the investment by the Promoter in the Preferential Allotment.

Sr. No	Name of Proposed Allottees	Category	Maximum No. of Equity Shares	Amount (in Rs.)
1	Sagar Dattatraya Meghe	Individual	3,53,391	5,51,28,996
2	Devika Sagar Meghe	Individual	3,53,391	5,51,28,996
Total			7,06,782	11,02,57,992

RESOLVED FURTHER THAT the 'Relevant Date' as per the provisions of SEBI ICDR Regulations, for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottees should be 16th December, 2021, however as the shares of the Company are infrequently traded, the valuation of the shares is arrived based on the Valuation Report obtained from the Independent registered valuer as on 30th September, 2021.

RESOLVED FURTHER THAT the Preferential Allotment of Equity Shares shall inter-alia be subject to the following terms and conditions:

- Each of the Proposed Allottees shall be required to bring in 100% of the consideration for the relevant equity Shares on or before the date of allotment hereof;
- The consideration for allotment of the relevant equity shares shall

be paid to the Company from the bank account of the Proposed Allottees;

- The Allotment of Equity Shares shall only be made in dematerialized form;
- The Equity Shares allotted to the Proposed Allottees shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI ICDR Regulations.
- The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of this special resolution or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
- The Equity Shares so offered, issued and allotted will be listed on the BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

Without prejudice to the generality of the above, the preferential allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Investor for application of the Equity Shares pursuant to this preferential issue/ private placement shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential issue, (vii) issue and allotment of the Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the

foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection

with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**Place: Nagpur
Date: 24th December, 2021**

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

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

**SD/-
Pooja Karande
Company Secretary and
Compliance Officer**

Notes:

1. In view of the ongoing COVID-19 pandemic and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, General Circular No. 10/ 2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to hold its Extra-ordinary General Meeting (EGM) through Video-conferencing ("VC") or other audio visual means ("OAVM") (hereinafter referred to as "electronic means") i.e. without the physical presence of the members. The deemed venue for the EGM shall be the registered office of the Company.
2. The relevant explanatory statement pursuant to Section 102 of the Act read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the item of the special business to be transacted at the EGM is annexed hereto and forms part of this notice.
3. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI Listing Regulations, the EGM of the Company is being conducted through VC/OAVM. National Services Depository Limited (NSDL) will be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM and e-voting during the EGM. The procedure for voting through remote e-voting, e-voting during EGM and participating in EGM through VC/OAVM is explained at Notes below and is also available on the website of the Company at www.ceinsys.com
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA Circulars through VC or OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the proxy form, attendance slip are not annexed hereto.
5. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed thereto.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC/OAVM. Institutional Investors, who are Members of the Company and Corporate Members intending to appoint an authorised representative to attend the EGM through VC and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorization/ Power of Attorney to the Scrutinizer by e-mail at sushilkawadkar@rediffmail.com with a copy marked to with a copy marked evoting@nsdl.co.in
7. The Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. All documents referred to in this Notice shall be made available for inspection by the Members at the Registered Office of the Company except Saturday, Sunday and National Holiday from the date hereof up to the date of this EGM, subject to restrictions, if any, that may be imposed by local authorities on account of the pandemic.
9. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the EGM of the Company, may please send a request to the Company via email at cs@ceinsys.com
10. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote at the EGM.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number, (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and Registrar and Share Transfer Agent (RTA) i.e. Bigshare Services private Limited if the shares are held by them in physical form.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in Demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, for assistance in this regard.
13. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 read with Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. The Company will not be dispatching physical copies of such statements and Notice of EGM to any Member.
14. Members are requested to register/update their email addresses,

in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the RTA by following due procedure. Members may note that the Notice will also be available 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

15. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
16. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records. Members are therefore requested to kindly submit their e-mail ID and other details to their respective depositories.
17. Green Initiative: To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all future communication including Annual Report, Notices, and Circulars etc. from the Company electronically.

Instructions for e-Voting and joining the EGM are as follows:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 prescribing the procedures and manner of conducting the EGM through VC/OAVM and applicable SEBI Circulars. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.ceinsys.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is

also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evoting.nsdl.com

5. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 8th January, 2022 (Cut-off date).
6. Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. 8th January, 2022 (Cut-off date) may follow the same instructions as mentioned above for e-voting. A person who is not a member as on the Cut-off date should treat the Notice for information purpose only.
7. Only those Members/ Shareholders, who will be present in the EGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting through VC/OAVM; however, these Members are not entitled to cast their vote again during the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting through VC/OAVM mode during the EGM.
8. In compliance with Section 108 of the Act, read with the corresponding rules, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the NSDL. The manner of voting remotely is provided in the instructions for e-voting section which forms part of this Notice.
9. The Company has appointed Mr. Sushil Kawadkar as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of EGM in a fair and transparent manner.
10. The Scrutinizer shall immediately, after the conclusion of e-voting at the EGM, first count the votes cast during the EGM, thereafter, unblock the votes cast through remote e-voting and make, within prescribed period, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same.
11. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.ceinsys.com and on the website of NSDL www.evoting.nsdl.com immediately. The results will also be communicated to BSE Limited, where the shares of the Company are listed.
12. The Notice of the EGM and instructions for e-voting along with instruction for participating in the Meeting through Video conferencing are being sent by electronic mode to all members whose e-mail address are registered with the Company/ Depository Participant(s).

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 12th January, 2022 at 9:00 A.M. and ends on 14th January, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 8th January, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 8th January, 2022.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 or joining virtual meeting & voting during the meeting. 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;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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

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

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

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

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

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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 sushil.kawadka@rediffmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena and/or Ms. Soni Singh at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring 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 cs@ceinsys.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@ceinsys.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
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.

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of

"VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@ceinsys.com. The same will be replied by the company suitably.
6. Members can submit questions in advance concerning the resolutions to be considered at the EGM, from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to cs@ceinsys.com to be received at least 4 days in advance before the start of the EGM.

GENERAL

1. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the Item Nos. 1, 2 and 3 of the Notice dated 24th December, 2021 is annexed hereto.
2. All correspondence regarding shares of the Company should be addressed to the Company's Registrar and Transfer Agent, Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri East, Mumbai 400059, Maharashtra, India.
3. Members may avail of the facility for making nominations in respect of the shares held by them. All rights of transfer and/or to amounts payable in respect of the shares shall vest in the nominee in the event of the death of the shareholder. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, kartsas of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney.
4. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Bigshare Services Private Limited / Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

5. The Members are requested to register their e-mail ID or new e-mail ID (if there is any change in email ID which has already been registered with the, Depository Participant (for shares held in demat form) or Company (for shares held in physical form).
6. SEBI vide its Notification dated June 8, 2018 and further amendment vide its Notification dated November 30, 2018, prescribed that the requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, the

Members holding shares in physical form are requested to take action to dematerialize the equity shares of the Bank promptly.

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 3 mentioned in the accompanying Notice

ITEM NO 1:

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned under **Item No. 1** of this Notice.

In order to achieve long term strategic and business objectives, the Company may have to invest in other bodies corporate or grant loans, give guarantee or provide security to other persons or other body corporate as and when required. Further, in view of the proposed acquisition of Allygrow Technologies Private Limited ("Target Company") along with its subsidiaries as per the resolution proposed in Item No. 2 of this Notice, the Company will have to enhance its investment / guarantee / loan limits under Section 186 of the Companies Act, 2013 ("the Act").

Members may note that pursuant to Section 186 of the Act, a Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of **Rs.1,25,00,00,000 (Rupees One Hundred and Twenty Five Crores Only)**, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at **Item No.1** for approval by the members of the Company.

¹None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at **Item No. 1** of the accompanying notice. The Board recommends the resolution at **Item No.1** to be passed as Special Resolution.

ITEM NO 2:

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned under Item No. 2 of this Notice.

The Board of Directors of the Company at its meeting held on 22nd December, 2021 approved the proposal to acquire 100% stake of Allygrow Technologies Private Limited ("Target Company") along with its subsidiaries in one or more tranches i.e. **2,52,780 (Two Lacs Fifty Two Thousand Seven Hundred and Eighty) each fully paid up Class "B" equity shares ("Sale Shares) pursuant to Share Purchase Agreement ("SPA") dated 22nd December, 2021** executed amongst the Company, Target Company and existing shareholders of Target Company ("Proposed Allottees") for the purpose of acquisition of the entire stake of the Target Company.

As approved by the Board of Directors of the Company and subject to the receipt of the shareholders' and regulatory approvals and subject to the satisfaction of the terms and conditions of the SPA dated 22nd December, 2021 and in order to discharge the part purchase consideration, the Company proposes to issue upto **36,07,530 (Thirty Six Lakhs Seven Thousand Five Hundred and Thirty) equity shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 156/- (Rupees One Hundred and Fifty Six Only) per equity share which includes a premium of Rs. 146/- (Rupees One Hundred and Forty Six Only) per equity share**, aggregating to Rs. 56,27,74,680 (Rupees Fifty Six Crores Twenty Seven Lakhs Seventy Four Thousand Six Hundred and Eighty Only) on preferential basis under the provisions of Companies Act, 2013 and rules framed thereunder ("Act") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") as amended and other applicable laws.

The issue and allotment of equity shares to the key shareholders of Target Company shall be subject to the receipt of necessary approvals from the statutory authorities, the Stock Exchange, Depositories, etc. Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of shares. Consequent to the discharge of the aforesaid Purchase consideration and acquisition of sale shares, the Target Company will become wholly-owned subsidiary of the Company.

As per Section 62 read with Section 42, and other applicable provisions, if any, of the Act and the Rules made thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations as amended, approval of shareholders by way of special resolution is required for allotment of Equity Shares on preferential allotment / private placement basis.

Therefore, the consent of the members is being sought by way of a special resolution to issue equity shares to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information / disclosures in respect of the proposed preferential allotment in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

1. Objects of the Preferential Issue:

The object of the proposed issue and allotment of upto 36,07,530 (Thirty Six Lakhs Seven Thousand Five Hundred and Thirty) equity shares of Rs. 10/- (Rupees Ten Only) each of the Company to existing shareholders of Target Company, is to discharge a part of the total purchase consideration payable for the acquisition of the Target Company along with its subsidiaries.

2. Size of the preferential issue:

It is proposed to issue and allot in aggregate up to **36,07,530 (Thirty Six Lakhs Seven Thousand Five Hundred and Thirty)** equity shares of **Rs. 10/- (Rupees Ten Only)** each of the Company at an issue price of **Rs. 156/- (Rupees One Hundred and Fifty Six Only)** per share aggregating to **56,27,74,680/- (Rupees Fifty Six Crores Twenty Seven Lakhs Seventy Four Thousand Six Hundred and Eighty Only)**.

3. Price of the preferential issue:

The Company proposes to offer, issue and allot Shares each at an issue price of **Rs. 156/- (Rupees One Hundred and Fifty Six only)** per equity share. Please refer to point 4 below for the basis of determining the price of the preferential allotment.

4. Basis on which the price has been arrived at along with report of the registered valuer:

The Company has obtained Valuation report dated 21st December, 2021 from CA Vasu Aggarwal, Independent Registered Valuer (IBBI Registration Number – IBBI/RV/06/2021/13856). The issue price has been determined based on consideration of the said Valuation report of the Company and Allygrow Technologies Private Limited.

The Company has also obtained certificate from AAS Associates, Chartered Accountants, certifying compliance with Regulation 165 of Chapter V of SEBI ICDR Regulations.

The price per equity share of **Rs. 156/- (Rupees One Hundred and Fifty Six Only)** is higher than the price arrived as per the said Valuation Report.

5. Relevant date:

As per the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of the Equity Shares should be Thursday, 16th December, 2021. However, as the shares of the Company are infrequently traded shares, the valuation is arrived as on 30th September, 2021 based on the Valuation report provided by the Registered Valuer in accordance with the SEBI ICDR Regulations.

6. Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottees are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on BSE Limited and rank pari-passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

7. Class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the Proposed Allottees (under Non Promoter Category) as detailed herein below. The Company has obtained the PAN of the Proposed Allottees:

Sr. No	Name of Proposed Allottees	Category	Maximum No. of Equity Shares
1	Elder Venture LLP	Body Corporate	7,34,978
2	Zodius Technology Fund	Alternate Investment Fund (Trust)	10,94,019
3	Yanshvar Emonis Consultatory Private Limited	Body Corporate	2,28,343
4	Apoorva Ashokkumar Patni	Individual	1,14,171
5	Zodius Technology Fund II	Foreign Body Corporate	10,66,903
6	Indiblu Investment Advisors (Mauritius) Limited	Foreign Body Corporate	1,89,296
7	Vrishali Kamat	Individual	1,79,820
	Total		36,07,530

8. Intention of the Promoters/ Promoter Group, Directors or Key Managerial Personnel to subscribe to the preferential issue.

None of the Promoters /Promoter Group/ Directors or Key Managerial Personnel of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue.

9. Shareholding Pattern of the Company before and after the issue:

The pre-issue shareholding pattern of the Company as of 17th December, 2021 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis at item no. 2 & 3) is given below:

Sr. No	Category of Investor	Pre Issue Equity Shares		Post Issue Equity Shares	
		No of shares held	% of Shareholding	No of shares held	% of Shareholding
(A)	Promoters Holding				
1	Indian:				
	Individuals / HUF	18,80,879	16.92%	18,80,879	12.19%
	Proposed Allottee: Sagar Dattatra y Meghe	11,79,811	10.61%	15,33,202	9.94%
	Proposed Allottee: Devika Sagar Me ghe	6,98,595	6.28%	10,51,986	6.82%
	Bodies Corporate	45,78,529	41.18%	45,78,529	29.67%
	Sub Total (A) (1)	83,37,814	75.00%	90,44,596	58.61%
2	Foreign:				
	Individuals (NRI/ Foreign Individuals)	-	-	-	-
	Sub Total (A) (2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A) = Sub Total (A) (1) + A (2)	83,37,814	75.00%	9044596	58.61%

Sr. No	Category of Investor	Pre Issue Equity Shares		Post Issue Equity Shares	
		No of shares held	% of Shareholding	No of shares held	% of Shareholding
(B)	Non-Promoters' holding	-	-	-	-
1	Institution Investor:	-	-	-	-
(a)	Mutual Funds	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds (Trust)	-	-	-	-
	Proposed Allottee: Zodius Technology Fund	-	-	10,94,019	7.09%
(d)	Foreign Venture Capital Investors	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-
(f)	Financial Institution/Banks	-	-	-	-
(g)	Insurance Companies	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-
	Sub Total (B) (1)	-	-	-	-
2	Non- Institution:	-	-	-	-
A	Bodies Corporate	-	-	-	-
	Indian:	12,32,844	11.09%	12,32,844	-
	Proposed Allottee: Elder Venture LLP	-	-	7,34,978	4.76%
	Proposed Allottee: Yanshvar Emonis Consultatory Private Limited	-	-	2,28,343	1.48%
	Foreign :	-	-	-	-
	Proposed Allottee: Zodius Technology Fund II	-	-	10,66,903	6.91%
	Proposed Allottee: Indiblu Investment Advisors (Mauritius) Limited	-	-	1,89,296	1.23%
B	Individuals	-	-	-	-
	Indian:	15,16,428	13.64%	15,16,428	9.83%
	Proposed Allottee: Apoorva Ashokkumar Patni	-	-	1,14,171	0.74%
	Proposed Allottee: Vrshali Kamat	-	-	1,79,820	1.17%
C	Others (Clearing Members/HUF/NRI)	29,999	0.27%	29,999	0.19%
	Sub Total (B) (2)	27,79,271	25.00%	63,86,801	41.39%
	GRAND TOTAL= Sub Total (B) (1) +Sub Total (B) (2)	1,11,17,085	100.00%	1,54,31,397	100.00%

10. Amount which the Company intends to raise by way of such securities/ size of the issue:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

11. Valuation for consideration other than cash

It is proposed that the part of the Purchase Consideration for the acquisition of target Company shall be discharged by issuing the equity shares of the Company to the shareholders of the Target Company on a proportionate basis (in proportion to the shares of the Target Company held by them) in addition to the cash consideration.

The valuation of the Sale Shares of the Target Company has been arrived based on Valuation Report dated 21st December, 2021 issued by CA Vasu Aggarwal, Independent Registered Valuer (IBBI Registration Number – IBBI/RV/06/2021/13856).

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company proposes to discharge part of the total Purchase Consideration payable for acquisition of the entire stake in the Target Company by issue of shares of the Company. The Valuation of the same is based on the Valuation report dated CA Vasu Aggarwal, Independent Registered Valuer (IBBI Registration Number – IBBI/RV/06/2021/13856) and approval of the Purchase Consideration by the Board of Directors.

13. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the Proposed Allottees on or before the expiry of 15 (fifteen) days

from the date of passing of the Special Resolution by the members of the Company.

It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottee on a preferential basis), the allotment shall be completed within 15 (fifteen) days from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

14. Change in control, if any, in the Company that would occur consequent to the preferential offer

There shall be no change in the management or control of the Company pursuant to the abovementioned Preferential Allotment.

15. Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirements of SEBI ICDR Regulations.

16. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotments during the year.

17. Listing:

The Company will make an application to BSE Limited "stock exchange" at which the existing shares are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

18. Auditors' certificate:

The Certificate issued by M/s. Chaturvedi & Shah LLP, Statutory Auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements of SEBI ICDR Regulations will be made available for inspection by the members of the Company at the Registered Office of the Company between 11.00 a.m to 1.00 p.m on all working days up to the date of EGM.

19. Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed**Allottee, the percentage (%) of post preferential issue capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:**

The name of the proposed allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue, is as follows:

Name of the Proposed Allottee	Category	PAN	Ultimate Beneficial Ownership	Post-Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment	
				No of Shares	% of voting rights		No of Shares	% of voting rights
Elder Venture LLP	Body Corporate	ADFE3162G	Atul Kantilal Nishar Alka Atul Nishar	-	-	7,34,978	7,34,978	4.76%
Zodius Technology Fund	Alternate Investment Fund (Trust)	AAATZ1236F	NA*	-	-	10,94,019	10,94,019	7.09%
Yanshvar Emonis Consultancy Private Limited	Body Corporate	AAACY9589P	Ashok Kumar Patani	-	-	-	2,28,343	2,28,343
Apoorva Ashokkumar Patni	Individual	AGUPP5918J	NA	-	-	1,14,171	1,14,171	0.74%
Zodius Technology Fund II	Foreign Body Corporate	AABCZ1448D	Ally Naushad Shoboo	-	-	10,66,903	10,66,903	6.91%
Indiblu Investment Advisors (Mauritius) Limited	Corporate	AAFCI8801B	Neernaysingh Madhour	-	-	1,89,296	1,89,296	1.23%
Vrishali Kamat	Individual	AXPPK0352D	NA	-	-	1,79,820	1,79,820	1.17%

* Allottee is an Alternate Investment Fund which is a trust with no single natural person's stake being more than the threshold limit.

20. Other Disclosures:

- The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per the SEBI ICDR Regulations.
- The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI ICDR Regulations where it is required to do so.
- The Company undertakes that if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued under this resolution shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to their shareholding in the Company.

ITEM NO. 3

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned under Item No. 3 of this Notice.

The Board of Directors of the Company in their meeting held on 22nd December, 2021 subject to the necessary approvals, have approved the proposal for raising of funds for an aggregate consideration of **Rs.11,02,57,992/- (Rupees Eleven Crores Two Lakhs Fifty Seven Thousand Nine Hundred and Ninety Two Only)** by way of issue of upto **7,06,782 (Seven Lakhs Six Thousand Seven Hundred and Eighty Two)** equity shares of face value **Rs. 10/-** at price of **Rs. 156/- (Rupees One Hundred and Fifty Six Only)** per equity share, provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to the Promoters, by way of a preferential allotment.

As per Section 62 read with Section 42, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder ("Act"), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations as amended, approval of shareholders by way of special resolution is required for allotment of Equity Shares on preferential allotment / private placement basis.

The Board recommends the passing of a Special Resolution as set out at Item No. 2 of this accompanying Notice, for the approval of the members.

Therefore, the consent of the members is being sought by way of a special resolution to issue equity shares to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as

amended, and any other applicable laws, including with respect to the pricing of the Shares proposed to be issued by way of a preferential allotment.

Necessary information / disclosures in respect of the proposed preferential allotment in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

1. Objects of the Issue:

The Company requires infusion of funds to augment the long-term funding needs of the Company viz. to support the expansion of business, augment working capital requirements and for general corporate purpose. Accordingly in order to finance the said funding requirement, the Company proposes to issue and allot Equity Shares on Preferential Basis. A quicker receipt of funds through the proposed preferential issue will lead to an immediate help in meeting the said requirements.

2. Size of the preferential issue:

The Company proposes to offer, issue and allot, by way of a preferential allotment, up to **7,06,782 (Seven Lakhs Six Thousand Seven Hundred and Eighty Two)** equity shares of face value **Rs. 10/-** each at price of **Rs. 156/- (Rupees One Hundred and Fifty Six Only)** per equity share for an amount aggregating to **Rs.11,02,57,992/- (Rupees Eleven Crores Two Lakhs Fifty Seven Thousand Nine Hundred and Ninety Two Only)**.

3. Price of the preferential issue:

The Company proposes to offer, issue and allot Shares at an issue price of **Rs. 156/- (Rupees One Hundred and Fifty Six Only)** per equity share. Please refer to point 4 below the basis of determining the price of the preferential allotment.

4. Basis on which the price has been arrived at along with report of the registered valuer:

The Company has obtained Valuation report dated 21st December, 2021 from CA Vasu Aggarwal, Independent Registered Valuer (IBBI Registration Number – IBBI/RV/06/2021/13856). The issue price has been determined based on consideration of the said Valuation report of the Company and Allygrow Technologies Private Limited.

The Company has also obtained certificate from AAS Associates, Chartered Accountants, certifying compliance with Regulation 165 of Chapter V of SEBI ICDR Regulations.

The price per equity share of **Rs. 156/- (Rupees One Hundred and Fifty Six Only)** is higher than the price arrived as per the said Valuation Report.

5. Particulars of the issue including the material terms of issue, date of passing Board Resolutions, kind of securities offered, etc:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottees are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on BSE Limited and rank pari passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

6. Relevant date:

As per the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of the Equity Shares should be Thursday, 16th December, 2021. However, as the shares of the Company are infrequently traded shares, the valuation is arrived as on 30th September, 2021 based on the Valuation report provided by the Registered Valuer in accordance with the SEBI ICDR Regulations.

7. Class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the investors as detailed herein below. The Company has obtained the PAN of all the Proposed Allottees:

Sr. No	Name of Proposed Allottees	Category	Maximum No. of Equity Shares
1	Sagar Dattatraya Meghe	Promoter	3,53,391
2	Devika Sagar Meghe	Promoter	3,53,391
	Total		7,06,782

8. Intention of the Promoters/ Promoter Group, Directors or Key Managerial Personnel to subscribe to the preferential issue.

The Equity Shares under proposed Preferential allotment shall be issued to Mr. Sagar Dattatraya Meghe, Promoter and Director of the Company; and Mrs. Devika Sagar Meghe, Promoter of the Company. None of the other Promoters/Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

9. Shareholding Pattern of the Company before and after the issue:

Sr. No	Category of Investor	Pre Issue Equity Shares*		Post Issue Equity Shares #	
		No of shares held	% of Shareholding	No of shares held	% of Shareholding
(A)	Promoters Holding				
1	Indian:				
	Individuals / HUF	18,80,879	16.92%	18,80,879	12.19%
	Proposed Allottee:- Sagar Dattatraya Meghe	11,79,811	10.61%	15,33,202	9.94%
	Proposed Allottee:- Devika Sagar Meghe	6,98,595	6.28%	10,51,986	6.82%
	Bodies Corporate	45,78,529	41.18%	45,78,529	29.67%
	Sub Total (A) (1)	83,37,814	75.00%	9,04,4596	58.61%
2	Foreign:				
	Individuals (NRI/ Foreign Individuals)	-	-	-	-
	Sub Total (A) (2)				
	Total Shareholding of Promoter and Promoter Group	83,37,814	75.00%	9,04,4596	58.61%
	(A) = Sub Total (A) (1) + A (2)				

Sr. No	Category of Investor	Pre Issue Equity Shares*		Post Issue Equity Shares #	
		No of shares held	% of Shareholding	No of shares held	% of Shareholding
(B)	Non-Promoters' holding	-	-	-	-
1	Institution Investor:	-	-	-	-
(a)	Mutual Funds	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds (Trust)	-	-	-	-
	Proposed Allottee: Zodius Technology Fund	-	-	10,94,019	7.09%
(d)	Foreign Venture Capital Investors	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-
(f)	Financial Institution/Banks	-	-	-	-
(g)	Insurance Companies	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-
	Sub Total (B) (1)	-	-	-	-
2	Non- Institution:	-	-	-	-
A	Bodies Corporate	-	-	-	-
	Indian:	12,32,844	11.09%	12,32,844	-
	Proposed Allottee: Elder Venture LLP	-	-	7,34,978	4.76%
	Proposed Allottee: Yanshvar Emonis Consultatory Private Limited	-	-	2,28,343	1.48%
	Foreign :	-	-	-	-
	Proposed Allottee: Zodius Technology Fund II	-	-	10,66,903	6.91%
	Proposed Allottee: Indiblu Investment Advisors (Mauritius) Limited	-	-	1,89,296	1.23%
B	Individuals	-	-	-	-
	Indian:	15,16,428	13.64%	15,16,428	9.83%
	Proposed Allottee: Apoorva Ashokkumar Patni	-	-	1,14,171	0.74%
	Proposed Allottee: Vrishali Kamat	-	-	1,79,820	1.17%
C	Others (Clearing Members/HUF/NRI)	29,999	0.27%	29,999	0.19%
	Sub Total (B) (2)	27,79,271	25.00%	63,86,801	41.39%
	GRAND TOTAL= Sub Total (B) (1) +Sub Total (B) (2)	1,11,17,085	100.00%	1,54,31,397	100.00%

* The pre-issue shareholding pattern is as on 17th December, 2021

post shareholding pattern is prepared after giving effect of the proposed allotment of 36,07,531 equity shares as mentioned in the Resolution at Item No. 2 above.

10. Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company intends to raise up to a maximum **Rs. 11,02,57,992/- (Rupees Eleven Crores Two Lakhs Fifty Seven Thousand Nine Hundred and Ninety Two Only)**. by way of issue of up to **7,06,782 (Seven Lakhs Six Thousand Seven Hundred and Eighty Two)** equity shares of **Rs. 10/-** each of the Company.

11. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

Not Applicable.

12. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the Proposed Allottees on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company.

It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchange.

13. Change in control, if any, in the Company that would occur consequent to the preferential allotment:

There shall be no change in the management or control of the Company pursuant to the abovementioned Preferential Allotment.

14. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotments during the year.

15. Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of SEBI ICDR Regulations.

16. Listing:

The Company shall make an application to the BSE Limited on which the existing equity shares are listed, for listing of the aforementioned shares.

The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

17. Auditors' certificate:

The Certificate issued by M/s. Chaturvedi & Shah LLP, Statutory Auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and the same will be made available for inspection by the members of the Company at the Registered Office of the Company between 11.00 a.m to 1.00 p.m on all working days up to the date of EGM.

18. Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottee, the percentage (%) of post preferential issue capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:

The names of the Proposed Allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:

Name of the Proposed Allottee	Category	PAN	Ultimate Beneficial Ownership	Post-Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment	
				No of Shares	%of voting rights		No of Shares	%of voting rights
Sagar Dattatraya Meghe	Promoter	ABYPM6079Q	NA	11,79,811	10.61%	3,53,391	15,33,202	9.94%
Devika Sagar Meghe	Promoter	ACPPM6520J	NA	6,98,595	6.28%	3,53,391	10,51,986	6.82%

* Post giving effect of the proposed allotment of 36,07,531 equity shares as mentioned in the Resolution at Item No. 2 above.

19. Other Disclosures:

- The Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per the SEBI ICDR Regulations.
- The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.
- The Company undertakes that if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued under this resolution shall continue to be locked-in till the time such amount is paid by the proposed allottees.

Further, it may be noted that the Company shall allot the shares to the promoters at Item No. 3 of the Notice subject the allotment of shares under Item No. 2 of the Notice in order to comply with the requirements of Minimum Public Shareholding.

The Board recommends the passing of a Special Resolution as set out at Item No. 3 of this accompanying Notice, for the approval of the members.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives except Mr. Sagar Dattatraya Meghe, being a Director of the Company and Mrs. Devika Meghe, being the immediate relative of the Director, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 3 of this Notice, except to their shareholding in the Company.

Place: Nagpur
Date: 24th December, 2021

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

By order of the Board of Directors for
CEINSYS TECH LIMITED

SD/-
Pooja Karande
Company Secretary and
Compliance Officer