



COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
C.E. Info Systems Limited
(CIN: L74899DL1995PLC065551)

I, Santosh Kumar Pradhan, Company Secretary in practice have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on 20th May, 2022 by the Board of Directors of C.E. Info Systems Limited having CIN: L74899DL1995PLC065551 (hereinafter referred to as '**the Company**'), and having its registered office at First, Second and Third Floor, Plot No. 237, Okhla Industrial Estate Phase-III New Delhi-110020. This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "**the Regulations**") for the year ended 31st March, 2023.

The Company has implemented the "Employee Stock Option Plan 2008" which was approved by the Board of Directors and Shareholders of the Company in their meeting held on December 11, 2008 respectively and which was amended by the Company pursuant to resolutions passed by the Board of directors on July 27, 2021 and by the Shareholders on July 29, 2021 to align the Employee Stock Plan, 2008 with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. Further, it was amended by the Company pursuant to resolutions passed by the Board of directors on August 22, 2021 and by the Shareholders on August 24, 2021 to align the Employee Stock Plan, 2008 with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Further, the Nomination & Remuneration Committee and the Board in their respective meetings held on 5th August, 2022 and through circular resolution passed on 21st December, 2022 approved and recommend to the shareholders for the ratification of the Employees Stock Option Plan, 2008 of C.E. Info Systems Limited as required under Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the scheme(s) including designing, maintaining records and devising proper systems and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations.

Verification:

For the purpose of verifying the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, I have examined the Following:



1. Employee Stock Option Plan 2008 of C.E. Info Systems Limited;
2. Article of Association of the Company;
3. Resolution passed at the meeting of Board of Directors;
4. Shareholders resolution passed at the General Meetings;
5. Minutes of meetings of the Nomination and Remuneration Committee;
6. Detailed terms and conditions of the scheme;
7. Bank Statements towards application money received under the scheme;
8. Valuation Report;
9. Exercise Price/Price Formula;
10. Statement filed with recognised stock exchanges in accordance with Regulation 10 of these Regulations; and
11. Relevant Provisions of the regulations, Companies Act, 2013 and rules made thereunder.

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the Employee Stock Option Plan, 2008 of C.E. Info Systems Limited, in accordance with the applicable provisions of the Regulations and in accordance with the Resolution(s) of the Company passed in the General Meeting(s).

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the regulations.

Place: Ghaziabad
Date: 10.08.2023

**For Santosh Kumar Pradhan
Company Secretaries**

**Santosh Kumar Pradhan
Proprietor**

C. P. No. : 7647

FCS No. 6973

P.R. No. 1388/2021

UDIN: F006973E000777151