

**C.E. INFO SYSTEMS LIMITED**

(formerly known as C.E. Info Systems Pvt Ltd.)

Reg. Office: First, Second & Third Floor, Plot No. 237, Okhla Industrial Estate, Phase III, New Delhi 110020  
Corporate Identification Number (CIN): L74899DL1995PLC065551 Tel No. 91 11 46009900

Web: [www.mapmyindia.com](http://www.mapmyindia.com), email: [cs@mapmyindia.com](mailto:cs@mapmyindia.com)

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 28th ANNUAL GENERAL MEETING OF THE MEMBERS OF C.E. INFO SYSTEMS LIMITED WILL BE HELD ON FRIDAY, 1<sup>st</sup> DAY OF SEPTEMBER, 2023 11:00 A.M (IST) THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM'), TO TRANSACT THE FOLLOWING BUSINESSES:**

### ORDINARY BUSINESSES:

#### **Item No. 1 – Adoption of Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31.03.2023:**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Auditors and Board of Directors thereon and, if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 134 of the Companies Act, 2013, the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March, 2023 and the Profit and Loss Accounts ended on that date, Cash Flow Statements along with the notes and schedules appended thereto and the reports of the Auditors and Board of Directors thereon, be and are hereby adopted."

#### **Item No. 2 – Declaration of Dividend for the Financial Year ended 31<sup>st</sup> March, 2023:**

To declare the payment of Dividend of Rs. 3/- (150%) per Equity Share for the Financial Year ended March 31, 2023 and, if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 123 of the Companies Act, 2013, and based on the recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded for declaration of dividend @ 150% i.e. Rs. 3/- per equity share for the Financial Year ended March 31, 2023."

#### **Item No. 3 – Re-Appointment of Director:**

To appoint a Director in place of Mr. Rakesh Kumar Verma (DIN: 01542842), who retires by rotation and being eligible, offers himself for re-appointment and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Rakesh Kumar Verma (DIN: 01542842), who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby appointed as Director of the Company.

### SPECIAL BUSINESSES:

#### **Item No. 4 - To consider and approve the appointment & payment of professional fees to be paid to Ms. Rakhi Prasad (DIN: 07621845), one of the Non – Executive director as a consultant:**

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

**“RESOLVED THAT** Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Powers ) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 17(6)(a) and 17(6) (ca) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and as recommended by Nomination and Remuneration Committee & Board, the approval of the members be and is hereby accorded for entering into a Consultancy Agreement with Ms. Rakhi Prasad (DIN :07621845), Non- Executive Director, being relative of the Executive Directors, for providing professional services in the areas of development of data analytics products as detailed in the Consultancy Agreement and to hold office or place of profit for a period of two years with effect from October 01, 2023 at a professional fees of Rs. 1,75,000/- (Rupees One Lakh, Seventy- Five Thousand only) per month, which shall exceed 50% (Fifty Percent) of the total annual remuneration paid to all Non-Executive Directors of the Company for the said year.”

**“RESOLVED FURTHER THAT** Mr. Anuj Kumar Jain, Chief Financial Officer and/ or Mr. Saurabh Surendra Somani, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as in their absolute discretion they may think necessary, expedient or desirable to give effect to this resolution.”

### **Item No. 5 – Re-appointment of Mr. Rohan Verma (DIN: 01797489) as Whole Time Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 & the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and Regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and as recommended by the Nomination & Remuneration Committee and Board, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Rohan Verma (DIN : 01797489) as the Whole-time Director of the Company for another period of 5 (five) years with effect from 1 st April, 2024 at a remuneration of Rs. 1,50,00,000/- (Rupees one crore fifty lakh only) per annum and Performance based Incentive upto 150% of the remuneration, with a provision of an annual increment upto 10% of remuneration.”

**“RESOLVED FURTHER THAT** if Company has no profit or its profit is inadequate in any financial year, the remuneration will be paid to him as minimum remuneration subject to the requirements and remuneration limits as prescribed in Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).”

**“RESOLVED FURTHER THAT** the period of office of Mr. Rohan Verma shall be liable for determination by way of retirement by rotation.”

**“RESOLVED FURTHER THAT** Mr. Saurabh Surendra Somani, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi and the same may also be forwarded to any concerned authorities for necessary action.”

## Item No. 6 – Modification of existing Employee Stock Option Plan, 2008 of C.E. Info Systems Limited

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

**“RESOLVED THAT** in furtherance to the resolutions of the Board dated December 11, 2008 and July 27, 2021 and shareholders of the Company dated December 11, 2008 and 29 July, 2021 and pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 12 (5) of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), provisions contained in the Memorandum of Association (“MOA”) and the Articles of Association (“AOA”) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of members be and is hereby accorded to modify Clause No. 2.3 of the existing, “Employee Stock Option Plan 2008 of C.E. Info Systems Limited” (“ESOP 2008”) as mentioned in the Explanatory Statement.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2008 and such equity shares shall rank paripassu with all other shares of same class issued by the Company after the date of allotment.”

**RESOLVED FURTHER THAT** Mr. Rakesh Kumar Verma (DIN: 01542842), Managing Director and/ or Mr. Saurabh Surendra Somani, Company Secretary of the Company be and are hereby severally authorized to finalize, sign and execute any document, deed, agreement, letter or any such writing on behalf of the Company and do all such acts deeds and things as may be necessary and/or expedient in the interest of the Company in order to give effect to the above resolution.”

## Item No. 7 – Payment of Commission to Non-Executive Directors of the Company

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

**Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulations') as amended from time to time, a sum not exceeding such amount of the net profits of the Company as prescribed under the Act and the SEBI Regulations, calculated in accordance with the provisions of Section 198 of the Companies act, 2013, be paid to and distributed amongst the Directors of the Company or some of them (Other than the Managing and/or Whole Time Director) of the Company in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year for a period of 3 years from Financial Year 2022-23 onwards.”

**By order of the Board of Directors  
For C.E. Info Systems Limited**

**Sd/-**

**Company Secretary & Compliance Officer**

**Registered office:**

**First, Second & Third Floor,  
Plot No. 237, Okhla Industrial Estate,  
Phase III, New Delhi 110020**

**Place: New Delhi**

**Date: 04.08.2023**

## Notes

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 (Act) and the rules made thereunder on account of the threat posed by Covid-19", General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021, 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 respectively in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HODDHS/P/CIR/2022/0063 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue till December, 2023. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue of 28th Annual General Meeting of the Company shall be the registered office of the Company.
2. Pursuant to the provisions of the Act, a **Member entitled to attend and vote at the AGM 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 AGM is being held pursuant to the MCA Circulars through VC/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 AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
3. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to santosh@kritiadvisory.com with a copy marked to cs@mapmyindia.com. Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained



under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM. The Company has taken a certificate from Secretarial Auditor certifying that the ESOP Scheme viz. Employee Stock Option Plan, 2008 was implemented by the Company in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The said certificate shall be placed before the Members in the Meeting and is also available on the website of the Company at [www.mapmyindia.com](http://www.mapmyindia.com)

6. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company in New Delhi, National Capital Territory of Delhi during 10 A.M. to 5.00 P.M. on all working days of the Company upto the day of Annual General Meeting.
7. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4, 5, 6 & 7 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3, 4 and 5 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment and approval of payment of remuneration at this AGM are also annexed.
- 8 Pursuant to the provisions of Section 108 of the Act 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), read with MCA circulars & SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with

Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
10. The Annual report including Notice of the AGM for the FY 2022-23 will be circulated to all the Shareholders holding shares as on August 04, 2023 only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on August 04, 2023. In line with the MCA Circulars and SEBI Circulars, the Notice calling the AGM will be uploaded on the website of the Company at [www.mapmyindia.com](http://www.mapmyindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com). Further the AGM Notice will be also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Book of the Company will remain closed from Saturday, the 26th day of August, 2023 to Friday, the 1st day of September, 2023, (both days inclusive), for the purpose of AGM & payment of dividend. The dividend, if declared at the AGM will be paid to those members holding shares at the closing of the business hours on Friday 25th August 2023.
12. Pursuant to the provisions of Sections 124 and 125 of the Act and Rules thereunder, any money transferred to the Unpaid Dividend Account of a Company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF). Presently, there is no unpaid dividend transferred to IEPF. In order to avoid any transfer of un-paid dividend to IEPF, members are requested to encash

the dividend warrant(s) immediately on the receipt by them. Members who have not yet encashed the dividend in respect of the interim dividend declared by the Company for the Financial Year 2021-22 are requested to make their claims to the Company or to the Company's Registrar and Share Transfer Agent (RTA) i.e. Link Intime India Pvt. Ltd. The following are the details of dividends declared by the Company and last date for claiming unpaid Dividend.

| Sl. | Year    | Date of Declaration of dividend | Nature of Dividend | Rate of Dividend per share of face value of Rs.2/- each | Last date for claiming unpaid Dividend |
|-----|---------|---------------------------------|--------------------|---|--|
| 1   | 2021-22 | 04/02/2022                      | Interim            | 100% (Rs. 2/- per share)                                | 12/03/2029                             |

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. All the securities of the Company are already in demat form.
14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. All the securities of the Company are already in demat form.
15. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to

register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Link Intime India Private Limited in case the shares are held in physical form.

16. In line with MCA and SEBI circulars, the notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.mapmyindia.com](http://www.mapmyindia.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL <https://www.evotingindia.com>
17. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before August 25, 2023 through email on [cs@mapmyindia.com](mailto:cs@mapmyindia.com). The same will be replied by the Company suitably.
18. All correspondence regarding shares of the Company should be addressed to the Company's Registrar and Transfer Agent, Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.
19. 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).

## VOTING THROUGH ELECTRONIC MEANS:

- i) The remote e-voting period commences on Tuesday, the 29th day of August, 2023 (9.00 a.m. IST) and ends on Thursday, the 31st day of August, 2023 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, the 25th day of August, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- ii) The Board of Directors have appointed Mr. Santosh Kumar Pradhan, Practicing Company Secretary (CP No. 7647) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iv) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Friday, the 25th day of August, 2023, subject to applicable laws.
- v) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password as per instructions mentioned in this Notice. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

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

- (i) The voting period begins on Tuesday, August 29 2023 at 09:00 A.M and ends on Thursday,

August 31, 2023 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 25, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) 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. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- (iii) 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 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized 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/AGM will be provided by CDSL.

- (iv) The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned

in the Notice. The facility of participation at the EGM/AGM 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/AGM without restriction on account of first come first served basis.

- (v) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (vi) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- (vii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.mapmyindia.com](http://www.mapmyindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

- (viii) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- (ix) In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and 10/2022 dated December 28, 2022 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2023, or become due in the year 2023, to conduct their AGMs on or before 31.12.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021 and 10/2022 dated December 28, 2022.

### **The instructions of shareholders for e-voting and joining virtual meetings are as under:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (x) The voting period begins on Tuesday, 29th day of August, 2023 (9:00 AM) and ends on Thursday, 31st day of August, 2023 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 25, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (xi) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (xii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/

websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

### Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (xiii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> |

Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e- Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available atcdsl website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System MyeasiTab and then click on registration option. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**

1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon
2. If the user is 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>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

|  |  |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|--|--|

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

## HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. CDSL AND NSDL

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in **physical mode and non-individual shareholders in demat mode.**

(xiv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|   | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>   |
|---|--|
| PAN   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details<br><b>OR</b><br>Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                 |

NO implies that you dissent to the Resolution.

- |   |   |
|---|---|
| <p>(xv) After entering these details appropriately, click on “SUBMIT” tab.</p> <p>(xvi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>(xvii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>(xviii) Click on the EVSN for the relevant &lt;Company Name&gt; on which you choose to vote.</p> <p>(xix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option</p> | <p>(xx) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.</p> <p>(xxi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.</p> <p>(xxii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.</p> <p>(xxiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.</p> <p>(xxiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password &amp; enter the details as prompted by the system.</p> <p>(xxv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.</p> <p>(xxvi) <b>Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.</b></p> |
|---|---|



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@mapmyindia.com](mailto:cs@mapmyindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same. After entering these details appropriately, click on “SUBMIT” tab.

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@mapmyindia.com](mailto:cs@mapmyindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@mapmyindia.com](mailto:cs@mapmyindia.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to

## INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by

electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## OTHER INSTRUCTIONS:

1. For Physical shareholders- please provide necessary details like 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)
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mapmyindia.com](http://www.mapmyindia.com) and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed.

## STATEMENT OF MATERIAL FACTS ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 (3) OF THE SECURITIES EXCHANGE BOARD OF INDIA (SEBI) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### Item No. 4

Ms. Rakhi Prasad is a Non- Executive Director of the Company and she holds a Bachelor's degree in Computer Science from the University of Michigan and did Bachelor's degree of Arts in Economic (Hons) from Lady Shree Ram College. She has more than 22 years of experience in the field of Finance and Technology. The Company proposes to enter into a Consultancy Agreement with Ms. Rakhi Prasad to avail professional services in the areas of development of data analytics

products as detailed in the Consultancy Agreement and for the growth & promotion of the Company at a consultancy fees of Rs. 1,75,000/- (One Lakh Seventy-Five Thousand) per month effective from 1st October, 2023 for a period of 2 years. She is related to Mr. Rakesh Kumar Verma, Chairman & Managing Director and Mr. Rohan Verma, CEO & Whole Time Director of the Company. Therefore the approval under section 188(1)(f) of the Act is applicable for the proposed agreement. The details as required under Section 188(1)(f) of the Act readwith Rule 15 of the Companies (Meeting of Boards and its Powers) Rules, 2014 is as detailed below:

1. **Name of Related Party :** Ms. Rakhi Prasad;
2. **Nature of Relationship:** Ms. Rakhi Prasad is related to Mr. Rakesh Kumar Verma, Chairman & Managing Director and Mr. Rohan Verma, CEO & Whole Time Director.
3. **Name of Directors or KMP, who are related, if any :** Mr. Rakesh Kumar Verma, Chairman & Managing Director and Mr. Rohan Verma, CEO & Whole Time Director.
4. **Nature, Material terms, Monetary value and Particulars of Contract or Arrangements:** The Company proposes to enter into a Consultancy Agreement with Ms. Rakhi Prasad for availing professional services in relation to Development of Data Analytics Products for the Company and as detailed in the Consultancy Agreement, a professional fees of Rs. 1,75,000 per month for a period of 2 years effective from 1st October, 2023 is proposed to be paid.

Regulation 17(6)(a) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as amended from time to time along with the notifications and circulars issued by SEBI, stipulates the approval of the shareholders for the payment of remuneration to any Non-Executive Directors of the Company. Further, Regulation 17 (6) (ca) of SEBI (Listing Obligations & Disclosure Requirements) Regulations

2015 as amended from time to time along with the notifications and circulars issued by SEBI, stipulate the approval of the shareholders by way of a special resolution when the annual remuneration payable to any Non-Executive Director exceeds 50% of the annual remuneration payable to all Non-Executive Directors. Ms. Rakhi Prasad, Non-Executive Director of the Company received professional fees of Rs. 2,25,000/- per month during the period starting from April 1, 2023 as per Consultancy Agreement dated April 22, 2023 and shall further be paid a professional fees of Rs. 1,75,000/- per month for a period of two years starting from October 01, 2023. As the proposed total fees payable to Ms. Rakhi Prasad shall collectively exceed Rs. 2,50,000/- per month, it is proposed to take the approval of shareholders of the Company as required under Section

The Nomination & Remuneration Committee in their meeting held on April 21, 2023 have recommended the proposed agreement to the Board and the Board of Directors at their meeting held on April 22, 2023 have approved to enter into this Consultancy Agreement subject to the approval of Members as required under Section 188(1)(f) and Regulation 17(6)(a) & 17 (6) (ca) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 except Mr. Rakesh Kumar Verma, Managing Director of the Company and Mr. Rohan Verma, Whole Time Director and Chief Executive officer of the Company, being the relatives of Ms. Rakhi Prasad

The directors recommend the said resolution for the approval of the members of the Company by way of a special Resolution.

#### Item No. 5

Mr. Rohan Verma (DIN: 01797489) is a Whole Time Director of the Company and he holds a Bachelor's degree in Electrical Engineering from the Stanford University, USA and Master's degree of Business Administration from the London Business School in 2015. He is having a rich and varied experience in the Industry and has been involved in the day to day operations of the Company. The Members in the Annual General Meeting held on 30th September, 2021, approved the revision in the terms of appointment of Mr. Rohan Verma as Whole Time Director of the Company and his term will expire on 31st March, 2024.

Based on the Recommendation of the Nomination and Remuneration Committee and the Board in their respective meetings held on 4th August, 2023, Mr. Rohan Verma (DIN : 01797489) is proposed to be re-appointed as the Whole time Director of the Company for further period of five years with effect from 1st April, 2024 with existing remuneration of Rs. 1,50,00,000/- (Rupees one crore fifty lakh only) per annum and Performance based Incentive upto 150% of the remuneration, with a provision of an annual increment upto 10% of remuneration. As required under Section 196 (4) & Part III of Schedule V of the Companies Act, 2013 and Regulation 17(1C) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the re-appointment of Mr. Rohan Verma as the Whole Time Director shall require the approval of members of the Company.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 except Mr. Rakesh Kumar Verma, Managing Director of the Company and Ms. Rakhi Prasad, Non-executive Director of the Company, being the relatives of Mr. Rohan Verma.

The directors recommend the said resolution for the approval of the members of the Company by way of an Ordinary Resolution..

#### Item No. 6

The Company proposes to amend it's existing employee stock option scheme of the Company i.e. "Employee Stock Option Plan 2008" (ESOP 2008).

In terms of the provision of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(5)(a) of Companies (Share capital and Debentures) Rules, 2014 and Regulation 7(4) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time along with the notifications and circulars issued by SEBI, any amendment or variation in the terms of Employee Stock Option Plan shall be by passing a Special Resolution in the General Meeting of the members.

The Board of Directors in their meeting held on 22nd April, 2023, approved the modification in the Employee Stock Option Plan, 2008 based on the recommendation of Nomination and Remuneration Committee and which was subject to the approval of members by a special resolution. The details of the changes to be made in the Employee Stock Option Plan are as detailed below:

| Sl. | Clause No. | Existing Clause  | Proposed Clause   |
|-----|------------|--|---|
| 1   | 2.3        | Vesting Schedule:<br>From the date of the Amendment to the Plan, 25 % of the Vested Options shall be exercisable at the end of each year | Vesting Schedule:<br>From the date of the Amendment to the Plan, 50% Options granted shall be vested at the end of 3rd & balance 50% at the end of 4th Year from the date of grant; |

The details as required under provision of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(5)(b) of Companies (Share capital and Debentures) Rules, 2014 and Regulation 7(4) of to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations,



7(4) of to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time along with the notifications and circulars issued by SEBI, are as detailed below:

**a) Full details of Variations:** As mentioned above.

**b) Rationale:** To retain the eligible employees of the Company for a longer period of time and to reward them with options of the Company.

**c) Details of Employees who are beneficiaries of such plan:** This will be applicable and beneficial to all employees post the approval by the members of the Company.

The Proposed resolution does not relate to or affect the business interest of any other Company in which the Promoters, Directors, Managers or Key Managerial Personnel of the Company have substantial interest.

None of the Director, Key Managerial Personnel and Relatives of these persons are interested in the above proposed resolution, except to the extent of options which may be granted to them, under Employee Stock Option Plan, 2008 after the approval by the members.

The Board recommends the approval of the said resolution by the members of the Company by Special Resolution.

#### **Item No. 7**

Section 197 of the Act permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of Members. Further, Regulation 17(6) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 authorises the Board of Directors to recommend all fees and compensation, if any, to Non-Executive Directors, including Independent Directors and shall require approval of members in general meeting.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed by the Board in their meeting held on 4th August, 2023, that remuneration not exceeding such amount as prescribed under the Act and SEBI Regulations, be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company for a period of 3 years from Financial Year 2022-23 onwards. Such payment will be in addition to the sitting fees paid for attending Board/Committee meetings.

The Proposed resolution does not relate to or affect the business interest of any other Company in which the Promoters, Directors, Managers or Key Managerial Personnel of the Company have substantial interest.

All the Directors of the Company and their relatives (except the Managing Director and the Whole Time Director of the Company) are concerned or interested in the resolution to the extent of the remuneration that may be received by each of these Directors.

The Board recommends the approval of the said resolution by the members of the Company by Ordinary Resolution.

**Place: New Delhi**

**Date: 04.08.2023**

**Registered office:**

**First, Second & Third Floor,  
Plot No. 237, Okhla Industrial Estate,  
Phase III, New Delhi 110020**

**By order of the Board of Directors for**

**C.E. INFO SYSTEMS LIMITED**

**Sd/-**

**Saurabh Surendra Somani  
Company Secretary & Compliance Officer**

**Disclosure as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment or re-appointment or revision of remuneration:**

| S. N . | Particulars  | Ms. Rakhi Prasad  | Mr. Rohan Verma   | Mr. Rakesh Kumar Verma   |
|--------|--|---|---|--|
| 1.     | <b>DIN</b>   | 07621845  | 01797489  | 01542842   |
| 2.     | <b>Date of Birth &amp; Age</b>                               | 20th June, 1978,<br>Age: 44 years   | 31st August, 1985,<br>Age: 37 years   | 16th December, 1950<br>Age: 72 years   |
| 3.     | <b>Date of Appointment</b>                                   | September 9, 2020   | April 1, 2019   | February 17, 1995  |
| 4.     | <b>Qualification</b>   | M.S., Financial Engineering & BS, Computer Science                                  | Bachelor's degree in Electrical Engineering from the Stanford University, USA and Master's degree of Business Administration from the London Business School in 2015. | Bachelor's degree in Mechanical Engineering (Hons.) from the Birla Institute of Technology and Science, Pilani, in 1972 and Master's degree of Business Administration from The Eastern Washington University, U.S.A, in 1979. |
| 5.     | <b>Nature of Expertise in scientific or technical areas</b>  | Financial & Technology  | Industry Experience, Technical, Management & Leadership Skill   | Industry Experience, Technical, Management & Leadership Skills   |
| 6.     | <b>Experience</b>  | 22 Years  | 19 years  | 51 years   |
| 7.     | <b>Directorship held in other listed entities</b>            | NIL   | 1   | NIL  |
| 8.     | <b>Number of Board Meeting attended during FY 2022-23</b>    | 5   | 5   | 5  |
| 9.     | <b>Terms and Conditions of appointment or re-appointment</b> | As per the resolution at item no. 4 of this Notice read with Explanatory Statement. | As per resolution at item no. 5 read with explanatory statement.  | As per resolution at item no. 3.   |
| 10.    | <b>Other Directorship</b>                                    | Spinclabs Private Limited   | 1. Infidreams Industries Private Limited<br>2. Kogo Tech Labs Private Limited<br>3. Cholamandalam Investment And Finance Company Limited                              | 1. Gtropy Systems Private Limited<br>2. Chirag Associates Private Limited<br>3. Vidteq (India) Private Limited   |

|     |   |  |  |   |
|-----|---|--|--|---|
| 11. | <b>Membership/Chairperson of Committees of Board of Directors of other listed entities in which she/he is a director (excluding in foreign companies)</b> | NIL  | 2  | NIL   |
| 12. | <b>Number of Shares held in the Company</b>   | 3,133  | 2,84,786   | 2,31,63,080   |
| 13. | <b>Relationship with any Director (s) of the Company</b>  | Daughter of Mr. Rakesh Kumar Verma, Chairman and Managing Director of the Company and Sister of Mr. Rohan Verma, Whole Time Director and Chief Executive Officer of the Company. | Son of Mr. Rakesh Kumar Verma, Chairman and Managing Director of the Company and brother of Ms. Rakhi Prasad, Non-Executive Director of the Company. | Father of Mr. Rohan Verma CEO & WTD and Ms. Rakhi Prasad, Non- Executive Director of the Company. |

**Place: New Delhi**

**Date: 04.08.2023**

**By order of the Board of Directors for**

**C.E. INFO SYSTEMS LIMITED**

**Registered office:**

**First, Second & Third Floor,  
Plot No. 237, Okhla Industrial Estate,  
Phase III, New Delhi 110020**

**Sd/-**

**Saurabh Surendra Somani  
Company Secretary & Compliance Officer**