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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 2013 (including Act, statutory modification(s) or re-enactment thereof for the time being in force) readwith 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 Rules,2014 (including any statutory Personnel) 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. 6Mo**t/fideficent**ion 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 statutory modification(s) any 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 Disclosure Requirements) and 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

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#### **Ordinary Resolution:**

pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companie SRESOLVE De THAT tour suant ton the provisions of Section (Listin 197 and igthier applicable) provisions, Reany conference (Com-Regulations, Acts, 2013 r/Acts)eread rwitim Regulations 12(6)(a) of not et beeding Blae fisting peopligations thanks prisclosure of the equirements al Ragual tions ac 2015 and Begulations') as proviamended from tigge to time a sum not exceeding such paid amount of the net profits of the company as prescribed Combunder, the Actorn dethe (SEBL Regulations) acalculated in and/or Whole lime Director) of the Company in Such the amounts of proportions and in such manner and in all amongst the Directors of the Company or some of them respects as may be decided by the Board of Direc-tors of (Other than the Managing and/or, Whole Time Director) the Company and such bayments shall be made in of the Company in such amounts or proportions and in respect of the profils of the Company in such amounts or proportions and in such manner and in all respects as may be decided by for atheriedard of the fire tors of the company and such onwards," 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."

## ed offi 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 e Offi

Date: 04

# Notes

The Ministry of Corporate Affairs ("MCA") has vide its 1. 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.
- 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

- 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), readwith 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.

- 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE at 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.
- 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

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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.

SI.	Year	Date of Decla- ration of divi- dend		Rate of Divid- end per share of face value of Rs.2/- each	
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.

- In line with MCA and SEBI circulars, the notice of 16. 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, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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. The same will be replied by the Company suitably.
- 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 evoting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- 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 & amp; 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

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- (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</b> <b>Depository</b>	<ol> <li>Users who have opted for CDSL Easi / Easiest facility, can login through theirexisting 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 cdsl website www.cdslindia.com and click on login icon &amp; New System Myeasi Tab.</li> </ol>
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting

nvestment (Note-5) - bank depost (incl. accured interest)- cash nt was Rs. 550 lakhs which is kept for final payment of BRLM fee Additionality the line of the second declaration of the second declarat Service ອີດສູ່ເພື່ອການອາຍຸດສອນໃດສອນໃສ່ອາຍຸກສາຍອີດສະບັດສາຍເພື່ອສະບັດສາຍໃນອາຍຸດສາຍເພື່ອການອີດເພື່ອການ web site dise the rectly. If 3th gin generation of the second s 3. atcosatied Siste busitiev. advalinatializatia. a cut click olickogin l&gin p&athepy, Syeste System Myeashing dasiaand athen the ink click regustration ption ption that a function of the structure of the stru autheanut trading in a tisen, wisk to example the sector of the sector o βache and the saction of the section of the secti althe for the character of the second second Serv Service deroxiders. 6 7 6 9 9 The service of Serverseiders. 4. fingen frasme-vactien gyotling binakila bava iladonle aPradin Pradan Account on the state of the sta on www.workewincolaslimatia.borgergerger.pegge.systemsystemsystemsatilhautilheantichetetichetetichete byser by send ဖြန်းဆိုတဲ့ ကျောင်းစားများကျောင်းစားများကျောင်းများကျောင်းများကျောင်းများကျောင်းများကျောင်းများသေး and a send and a send the send to a send the send to a send the send to a send to Accounter stressing and the stressing and the statistic stress with the statistic stressing and the statistic stre option option with a collar and the systemsy Steamler of Valtien by Obtering Gee Pyricover dear cos () ders. ō 00 Z 000 000L 80 اflyoufayreuahrægebjetærgishterecvitethe eon long term leases is not considered as a part of borrowings. 3) Adjusted capital employed = Total Assets - Current liab (Except Proposed and cash equivalents. 43 ICICI Bank for handling all IPO related proceeds and disbursements. As on the date of the Financial Statements, the balance in the said Escrow Bank Account 1. Serves weeks in the ball NOD to Not the normal to be norm http Once One contract of the state 2023 75.9 ပ္ပ် S Owno wincen "icon C If 2 he listerisperiod and a second a second a second a second bare a second bare a second a 2. ğt https://etspes://eccescniccelscoosdl.c6enlec6e″käegtisteergOstelin⊝nfoinelDfeASD″eAosta"Portal or is it for the 3. or or an ana and the conference of the conferen ຢູ່ກອ ເຊັ້ນຜາສ "Icogin"ເວັດຜູ້ໃຫ້ເຕັກອົງອາຍັສສາຊີ້ສາຍເຊື້ອງສາຍີ່ອາຍັສສາຊີ ເປັນສາຍສາຍ ເພື່ອການ ເພື່ອການ ເພື່ອກາ ခြီလေ အားအခေလဖမ်းမှိတြည့်။h.တို့ဆားကို Mikk have b ta man ar sour lide of the source and a a with the process of the pro ະບາການ and the set of ou wid ພວກເຮັດຍອອຍເດຍຈາຍສາສິນສາສິນສິນຊີຍີ່ໄດ້ການອົງໄດ້ເປັນເຊັ່ງໃດບັນເຊີຍເຫັນສາຍເຫັນສາຍເຫັນສາມເຮັດແມ່ນເຫັນເບັນເ age.paliget Ohickompanynpartierer in the state of the second 144 Investment in Name of entries in the second state is in Limited of signed Share to JM Finance



Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**  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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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.
  - 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 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:

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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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, 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.

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

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 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.
- 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.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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. 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. 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

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MATERIAL OF FACTS TO THE NOTICE PURSUANT **102 OF THE COMPANIES** SECTION AND REGULATION 36 (3) OF ₽EŒU RITIES EXCHANGE BOARD OF DIğ (SEBI) (LISTING OBLIGATIONS **DISCLOSURE REQUIREMENTS)** RÉGUL ATIONS, 2015

Item No. 4

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ଟ୍ଡ ମ<sup>କ୍</sup>ଟ୍ର Raktin **Etalasia Prissad Niona ଅରଙ୍କ**ପୋ**ସିନ୍ନ କେ Direct d**rieof th ັບັດອີກອຸຊີໃຫຼ່ງກ່ຽວສາກໜ/ sahned hsolides houldBacaheBbarcshebbergsreeleginee i Cସ୍ମୁମହାର୍ଯ୍ୟୁକ୍ତ୍ର ସିଭାନ୍ତେ ନେହାରେ ସମ୍ଭାରଣ କାର୍ଯ୍ୟ କାର୍ଯ୍ୟର୍ଥରେ କାର୍ଯ୍ୟରେ କାର୍ଯ୍ୟରେ କାର୍ଯ୍ୟରେ କାର୍ଯ୍ୟରେ କାର୍ଯ୍ dig Badade Barchellegise el engra et s fra Etsoin o Encion (orhorics) (Hamma) fror Lady Slander Shance Orableg Co Slageh Schenbasthene 22 harea22 or fears o experiexperiexperientoteeinietoteofietionentoteinemodelectonoteoogynollogy. Th ္တိင်လွှဲကမ္ဘာတို့တွေကျွှာများစွာစုစုစော့စစော့စစော့စစော့စစော့စစ်စော့စစ်စားရားရားရားရားရားရားနှင့် ကို AgreeAgenetenwithtMaitRaWatiRawataidPtasadatbpavafiespironfastsiona ký sežviceerivić terseinanteres an feale væll oppervelop por feala ta faatetlay tacea ly tic



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;
- Nature of Relationship: Ms. Rakhi Prasad is related to Mr. Rakesh Kumar Verma, Chairman & Managing Director and Mr. Rohan Verma, CEO & Whole Time Director.
- 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 valu e 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 Sectio

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:

SI.	Clause No.	Existing Clause	Proposed Clause
1	2.3	Vesting Schedule: 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: 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) ull details of Variations: As mentioned above.

**b)** ationale: 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 relates 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 relates 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

-/Saurabh Surendra Somani Company Secretary & Compliance Officer

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Additional In 12. אנשמו Other sta	formation peNgfisberes Shares,133 h blactbathatgompany	3,133 2,84,7	8@,84,786 2,31,6	3,023,030,63,080
Detail <u>s of Bena</u>	ami property :-			
ne Gropup doe 13. mpany fo <b>Dire</b> d	s not have any Renar ioranapionsh province any dobyspectrub(e) arch oreano		, Volenamina, വിസെപ്പെ and CEO 8	W/ED & n/w/TMDs.aRnackliwnis. Rakhi
	ith struck companies	gilvbanDabeiotopDonfeattoorofthe Mana anotyo ampabaiystaan do Bkatter of Mr. Comp	a Cypempeabycetherkorfother Difrect	d, Pranađe, Xnalonati Ferecutive o Dolfedene Contriba Ogompany.
e Group does ompanies Act, 2	not have any transat	n Weenhaan, Wehnorle, TWhele TimeMs. Ra Eionne en Wahan State (Wahang) rofffine Contriba Oxompany. Comp	tweiteline conception ich stru	ck off u/s 248 of the
Registration	of Charge with ROC			

e Group does not have any charges or satisfaction of which is yet to be registered with the Registrar of Companies eyond the statutory period.

## . Details of crypto currency or virtual currency:

e Group has not traded or invested in crypto currency or virtual currency at any time during the financial year 2022-23. Place: NaweDistry Delhi By ordBy of the Bobide at Distances for

#### Place: **NeweDisléni**y Delhi ĂĎětăĭl'ĂôğĂf**hirá**al default: Date: **0%a06:12%20**8.2023

## C.E. IN ECESIWERCE IS ISSUIDANTEED MITED

e Group has not been declared willful defaulter by any bank or financial institution or government or any government

# thority Registered office:

Petailsier, Lisiari anal aldiverides (given):

Saurabh Surendra Somani

Sd/-

First, Second & Third Floor noustrial Estate. In Group has not advanced of given dra Some of the person or invested with a some of the person of the of th

Directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of e company (ultimate beneficiary) or

Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.

## I. Details of Loans and advances (taken):

ne Group has not received any fund from any person or entity including foreign entity (funding party) with the Inderstanding (whether recorded in writing or otherwise) that the company shall:

Directly or indirectly lend or investment in any other person or entity identified in any manner whatsoever by or on shalf of the company (ultimate beneficiary) or

Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.