

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, **email:** cs@mapmyindia.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27th ANNUAL GENERAL MEETING OF THE MEMBERS OF C.E. INFO SYSTEMS LIMITED WILL BE HELD ON THURSDAY, 15th DAY OF SEPTEMBER, 2022 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:

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors Report 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 31st March, 2022 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 Board of Directors and Auditors thereon, be and are hereby adopted."

Item No. 2 – Confirmation of Dividend:

To confirm the payment of Interim Dividend of Rs. 2/- per Equity Share for the Financial Year ended March 31, 2022 as final dividend 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 135 of the Companies Act, 2013, approval of the Members be and is hereby accorded to ratify the payment of interim dividend of Rs. 2/- per equity share for the Financial Year ended March 31, 2022 as final dividend."

Item No. 3 – Re-Appointment of Director:

To appoint a Director in place of Ms. Rakhi Prasad (DIN: 07621845), who retires by rotation and being eligible, offers herself for re-appointment and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED THAT Ms. Rakhi Prasad (DIN: 07621845) who retires by rotation, and being eligible, offer herself for re-appointment, be and is hereby appointed as Director of the Company.

SPECIAL BUSINESSES:

Item No. 4 - Appointment of Ms. Sonika Chandra as Non-Executive Director

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

“RESOLVED THAT pursuant to Article 102 (d) of Part A of the Articles of Association of the Company, the consent of Shareholders of the Company be and hereby accorded for the appointment of **Ms. Sonika Chandra (DIN: 09193853)** as Non-Executive Director not liable to retire by rotation.”

“RESOLVED THAT Mr. Rakesh Kumar Verma (DIN: 01542842), Managing Director and Mr. Saurabh Surendra Somani (PAN: BHCP56976D), 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 - Ratification of the “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 an **Ordinary Resolution**:

“RESOLVED THAT in furtherance of and supplement to the Special Resolution passed by the Extra-Ordinary General Meeting of the Company held on December 11, 2008 and as amended on July 29, 2021 and August 24, 2021, pursuant to the Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (**“the Act”**), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), applicable provisions of Banking Regulation Act, 1949, if any, applicable guidelines issued by Reserve Bank of India (**“RBI”**), if any, 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, based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, “Employee Stock Option Plan 2008 of C.E. Info Systems Limited” (**“ESOP 2008”**), as approved by the shareholders of the Company in the Extra-ordinary General Meeting held on December 11, 2008 and as amended on July 29, 2021 and August 24, 2021, prior to Initial Public Offering (IPO) of shares of the Company, be and is hereby ratified within the meaning of Regulation 12 of SEBI SBEB Regulations and the consent of the Shareholders of the

Company be and is hereby accorded to create, grant, offer, issue, vest and allot from time to time, in one or more tranches to the eligible employees of the Company, as defined under the ESOP 2008 and to such other persons as may from time to time be allowed to be eligible for the benefits of the employee stock option plan under applicable laws and regulations prevailing from time to time, under ESOP 2008, as may be decided by the Board, such number of options which shall not exceed 1,06,947 exercisable into equity shares not exceeding 1,06,947 equity shares of the company (or such adjusted numbers from any bonus, stock splits, or consolidation or other re-organisation of the capital structure of the Company, as may be applicable, from time to time), subject to such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of applicable laws including SEBI SBEB Regulations, the Act and provisions of the ESOP 2008.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modifications or revisions to ESOP 2008 as it may deem fit, from time to time, provided that the same is in conformity with the Act, as amended, the Companies (Share Capital and Debenture) Rules, 2014, as amended, SEBI SBEB Regulations, as amended from time to time, the Memorandum and Articles of Association of the Company and any other applicable laws, rules and regulations thereunder.

RESOLVED FURTHER THAT the Board 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 pari passu 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 finalise, 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 (including filings with Registrar of Companies and Reserve Bank of India and updating the Bank's Register of Members) as may be necessary and/or expedient in the interest of the Company in order to give effect to the above resolution."

Item No. 6 - Approval of Payment of remuneration to Mrs. Rakhi Prasad (DIN: 07621845) as Non-Executive Director of the company:

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 197 of Companies Act, 2013 read with rules made thereunder and schedule V of Companies Act, 2013, and pursuant to Regulation 17(6)(a) readwith Regulation 17(6) (ca) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the approval of the members be and is hereby accorded to ratify the payment of advisory fees of Rs. 20,00,000/- (Rupees Twenty Lakhs only) paid to Ms. Rakhi Prasad (DIN: 07621845), Non-Executive Director of the Company during the financial year ended 31.03.2022, which is exceeding 50% (Fifty Percent) of the total annual remuneration paid to all the Non-Executive Directors of the Company for the said year."

“RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of Companies Act, 2013 read with rules made thereunder and schedule V of Companies Act, 2013, and pursuant to Regulation 17(6)(a) readwith Regulation 17(6) (ca) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the approval of the members be and is hereby accorded for the payment of advisory fees of Rs. 18,00,000/- (Rupees Eighteen Lakhs only) per annum to be paid to Ms. Rakhi Prasad (DIN: 07621845), Non-Executive Director of the company for the financial year 2022-23, which is expected to exceed 50% (Fifty Percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said year.”

“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 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. 7: Approval for giving guarantee or providing security in connection with loans availed by a Subsidiary Company:

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 185 of the Companies Act, 2013 and Rules made there under, as amended from time to time, and on the recommendation of the Audit Committee and Board of Directors of the Company, the approval of the members be and is hereby accorded to give a guarantee or provide any security upto an amount not exceeding of Rs. 15 Crores in connection with any financial facility to be availed by M/s. Gtropy Systems Private Limited, a Subsidiary of the Company.”

“RESOLVED FURTHER THAT Mr. Rakesh Kumar Verma (DIN: 01542842), Managing Director, Mr. Anuj Kumar Jain, Chief Financial Officer (CFO) 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. 8: Power to make Loan, Investment & Guararantee:

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

“RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force and such other approvals as may be required in that behalf, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to or to any other person by anybody corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 500 crores, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee, or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more."

"RESOLVED FURTHER THAT Mr. Rakesh Kumar Verma (DIN: 01542842), Managing Director, Mr. Anuj Kumar Jain, Chief Financial Officer (CFO) 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."

Place: New Delhi

Date: 05.08.2022

Registered office:

First, Second & Third Floor,
Officer

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 Somani
Company Secretary & Compliance Officer

Notes

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 02/2022 dated May 5, 2022 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 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 and 02/2022 dated May 5, 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") 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, 2022. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue of 27 th 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 Companies Act, 2013.
5. The Explanatory Statement pursuant to Section 10 2 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 8 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3, 4 and 6 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 Director seeking re-appointment and approval of payment of remuneration at this AGM are also annexed.

6. 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 the Circulars issued by the Ministry of Corporate Affairs 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 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.
7. 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.
8. The Annual report including Notice of the AGM for the FY 2021-22 will be circulated to all the Shareholders holding shares as on September 19, 2022. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, 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.
9. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 9th day of September 2022 to Thursday, the 15th day of September, 2022, (both days inclusive), for the purpose of AGM.
10. 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). Members are requested to send their claims to the Company and the Company's Registrar and Share Transfer Agent (R & T Agent), i.e., Link Intime India Private Limited, if any, before the amount becomes due for transfer to the above Fund. Members are requested to encash the dividend warrant(s) immediately on the receipt by them.
11. 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.

12. 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.
13. 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.
14. In line with MCA and SEBI circulars, the notice of the AGM along with the Annual Report 2021-22 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 2021-22 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>
15. 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 8th September, 2022 through email on cs@mapmyindia.com. The same will be replied by the Company suitably.
16. 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.
17. 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)).

18 Voting through electronic means:

- i) The remote e-voting period commences on Monday, the 12 th day of September, 2022 (9.00 a.m. IST) and ends on Wednesday, the 14 th day of September, 2022 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, the 8 th day of September, 2022 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 (Membership No. F6973 & 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 Thursday, the 8 th day of September, 2022, 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 the 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.

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

- i) 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, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 and 02/2022 dated May 5, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii) 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, January 13, 2021, December 14, 2021 and May 05, 2022 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 AGM will be provided by CDSL.

- iii) The Members can join the 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.
- iv) 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.
- v) 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.
- vi) 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. 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 and 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.
- vii) 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 Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 and 02/2022 dated May 5, 2022.
- viii) In continuation of this Ministry's General Circular No. 02/2022, dated 5th May, 2022 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2022 dated May, 05, 2022.

The Instructions of Shareholders for E-voting and Joining Virtual Meetings are as Under:

- i) The voting period begins on Monday, September 12, 2022 at 09:00 A.M and ends on Wednesday, September 14, 2022 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 September 8, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) 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.

- iv) 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 CDSL Depository	<p>1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.</p>
Individual Shareholders holding securities in Demat mode with NSDL Depository	<p>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 under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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</p>

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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 CDSL	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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(v) 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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.
Dividend Bank Details OR 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"> 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.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the C.E. Info Systems Limited on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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.

Instructions for Shareholders Attending the AGM through VC/OAVM & E-voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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 5 days prior to meeting viz. on or before 10.09.2022 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 10 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 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 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 or call toll free no. 1800 22 55 33.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website 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. Sonika Chandra holds a master's degree in business administration from the Wharton School of Business, University of Pennsylvania, U.S.A. She has experience in the field of financial services and technology and has previously worked in the U.S.A including with Western Union. She is currently a vice president at PhonePe since March 2020. She has been a Non-Executive Director (As a nominee of PhonePe Private Limited) on our Board since June 3, 2021.

Article 102 (d) of Part A of the Articles of Association of the Company states as follows:

Article 102(d): After the consummation of the IPO, PhonePe India will have the right to nominate 1 (one) Director on the Board as long as PhonePe India continues to hold at least 10% of the shareholding of the Company on a fully diluted basis, subject to such right being approved by the Shareholders of the Company by way of a special resolution after the Consummation of the IPO in accordance with Applicable Law,

Since the Company got listed with BSE and NSE on December 21, 2021 and PhonePe Private Limited continues to hold more than 10% of the shareholding of the Company, it is proposed to appoint Ms. Sonika Chandra as Non-Executive Director (Nominee of PhonePe Private Limited), not liable to retire by rotation as per Article 102 (d) of Part A of the Articles of Association of the Company.

Ms. Sonika Chandra is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Ms. Sonika Chandra and her relatives, are in any way, concerned or interested in the said resolution.

The proposed resolution does not relate to or effect the business interest of the Company in which the Promoter, Director or Manager have substantial interest.

The Board recommends the approval of the said resolution by the members of the Company by way of special resolution.

Item No. 5

Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2012 stipulates that no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any scheme formulated prior to its IPO and prior to the listing of its equity shares (pre-IPO scheme) unless such pre-IPO scheme is ratified by its shareholders subsequent to the IPO. Accordingly it is proposed to ratify the "Employee Stock Option Plan, 2008 of C.E. Info Systems Limited".

The proposed resolution does not relate to or effect the business interest of the Company in which the Promoter, Director or Manager have substantial interest.

None of the Directors or their relatives are interested in the proposed resolution.

The Board recommends the approval of the said resolution by the members of the Company by way of ordinary resolution.

Item No. 6

Section 197 of the Companies Act, 2013 readwith Schedule V of the Companies Act, 2013 allows the payment of remuneration to Non-Executive Directors of the Company. 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 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. 20,00,000/- during the Financial Year ended 31.03.2022 and shall be paid a professional fees of Rs. 18,00,000/- during the Financial Year ended 31.03.2023. None of the other non-executive Directors receive any remuneration from the Company except by way of sitting fees and hence, the remuneration paid to Ms. Rakhi Prasad during Financial Year 2021-22 and the remuneration payable during FY 2022-23 will exceed the limit as specified under Regulation 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. 6 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. 7

The Company is expected to extend support for the business requirements of its Group Companies from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of giving guarantee or providing security in connection with any financial assistance to be availed by M/s. Gtropy Systems Private Limited, a Subsidiary Company, in which Mr. Rakesh Kumar Verma is a Director. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of giving guarantee or provide security to such entities, for their principal business activities.

Hence, on the recommendation of the Audit Committee, the Board of Directors approved the proposal for giving guarantee upto an amount not exceeding Rs. 15 Crores to M/s. GTropy Systems Private Limited after taking the requisite approval from the members of the Company by way of a special resolution.

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. 7 except Mr. Rakesh Kumar Verma, Managing Director of the Company.

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

Item No. 8

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:-

- making loans to any person or other bodies corporate;
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:-
 - 60% of the paid-up share capital and free reserves and securities premium account; or
 - 100% of the free reserves and securities premium account; whichever is higher.

The Company has been regular in investing/making loans/providing guarantees/security in other bodies corporate. In order to enable the Company to further invest/make loans/provide guarantees/security and on the recommendation of the Audit Committee, the Board of Directors approved the proposal to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding Rs. 500 crores, under the provisions of Section 186 of the Companies Act, 2013.

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. 7 except Mr. Rakesh Kumar Verma, Managing Director of the Company.

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

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:

Sr. No.	Particulars	Ms. Sonika Chandra	Mrs. Rakhi Prasad
1.	DIN	09193853	07621845
2.	Date of Birth & Age	27 th May, 1974, Age: 48 year	20th June, 1978, Age: 44 years
3.	Date of Appointment	June 3, 2021	September 9, 2020
4.	Qualifications	MBA from Wharton School of Business, University of Pennsylvania, U.S.A	M. S., Financial Engineering & BS, Computer science
5.	Nature of Expertise in specific functional areas	Financial & Technology	Financial & Technology
6.	Experience	18 Years	21 Years
7.	Directorship held in other listed entities	NIL	NIL
8.	Number of Board Meeting attended during FY 2021-22	8	12
9.	Terms and Conditions of appointment or re-appointment	As per the resolution at item no. 4 of this Notice read with Explanatory Statement thereto.	As per the resolution at item no. 3 & 6 of this Notice read with Explanatory Statement thereto.
10.	Other Directorship	NIL	Spinclabs Private Limited
11.	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL	NIL
12.	Number of Shares held in the Company	NIL	3133
13.	Relationship with any Director (s) of the Company	NIL	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.

Place: New Delhi

Date: 05.08.2022

Registered office:

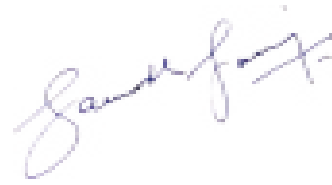
First, Second & Third Floor,

Officer

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