



Date: August 25, 2023

To
The Department of Corporate Services,
BSE Limited,
25th Floor, PJ Towers,
Dalal Street,
Mumbai – 400001

Sub: Submission of Annual Report along with Notice of 25th Annual General Meeting (AGM)

Scrip Code: 538734

Dear Madam / Sir,

Pursuant to Regulation 30, 34 and other applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015; please find enclosed herewith the copy of Annual Report for the Financial Year 2022-23 along with Notice of 25th Annual General Meeting (AGM) of the Company to be held on September 16, 2023 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The Notice and the Annual Report are also being uploaded on the website of the Company at <https://www.ceinsys.com/>

This is for your information and records.

Kindly acknowledge the receipt of the same.

Thanking you.

Yours faithfully,

For Ceinsys Tech Limited

Pooja Karande
Company Secretary
& Compliance Officer

Encl: As above



Enhancing Possibilities

Annual Report 2022-23



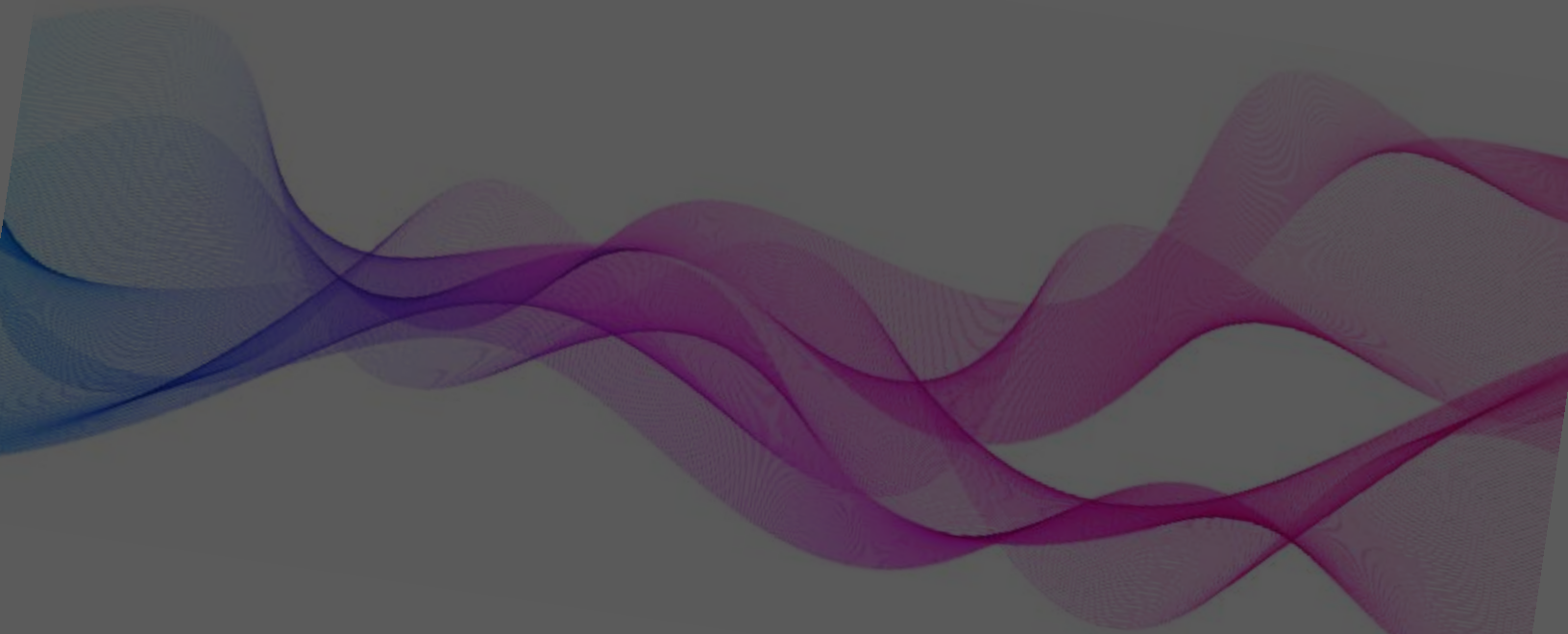
ABOUT

last 25 years, Ceinsys Tech Limited

Who We Are

Who we Serve.

How We Add Value



CEINSYS OFFERINGS

Meet Ceinsys

Embracing Changes, Enhancing Possibilities

Ceinsys Tech Ltd, founded in 1998, headquartered In India, and a part of the Meghe Group, is today a leading provider of Geospatial engineering, Mobility, and Enterprise solutions' provider with its presence across 3 continents. ACMMI level 5 company, Ceinsys is Embracing Change by adapting to new realities, embracing new technologies, and adopting a different, more inclusive approach to the future. As a 25 years young company, Ceinsys celebrates this journey with a renewed sense of purpose, energy, and enthusiasm Ceinsys is focused on being a global technology-driven company – one that embraces change, invests in innovation, and seeks out new challenges. By bringing together the best resources, ideas, and technical expertise, we partner with clients to turn their ambitions into action, and we enact our core principle – enhancing possibilities – in everything we do.



Our Expertise

Ceinsys is an advanced technology solutions provider of Geospatial engineering, Mobility Engineering Services, and Enterprise solutions. Our Geospatial engineering services and Enterprise solutions offerings encompass various aspects of geospatial intelligence, including Data Creation, Data Analytics, Decision Support Systems (DSS), Enterprise Web Solutions, and Dashboards. While our Mobility solutions span the entire product development process (inclusive of manufacturing engineering) for various verticals such as two / three-wheelers, passenger cars, commercial vehicles, and off-highway equipment.

Our People

Last year's expansion with Allygrow has fuelled a significant infusion of talent and leadership across our organization. We are committed to enabling each individual in reaching their potential by providing global opportunities to engage with the industry's best and by providing an environment to work on cutting-edge technologies. The seasoned and quality-oriented workforce is the biggest contributor to the success of Ceinsys. With 1000+ talented people, we are technical experts and strategists including engineers, planners, technicians, environmental specialists, and construction management professionals, across multiple global locations.

Ecosystem

Our partner ecosystem has been at the heart of our strategy and has been the foundation of our success. Through the AllyGrow acquisition, we've strengthened our skills, enhanced our value propositions, and fortified the relationships required for the growth of our business globally.

Global Footprints

At Ceinsys, we believe that technology has the power to transform lives and improve the world. We are constantly looking for setting up our footprints to make a positive impact in the communities where we operate. We have a presence across US, Europe, and India regions with

- 1000+ Associates
- 10+ offices
- 200+ Customers

Certifications

- ISO 9001:2015
- ISO 27001:2013
- ISO 14001:2015
- ISO 20000-1:2018
- CMMISVCV2.0 L5
- CMMI-DEVV2.0 L5

Company Highlights for FY 2022-23

● Refreshing our Brand Identity

We started FY 2023 with strong growth momentum and significantly better visibility for future growth than we did last year. We refreshed our brand and unveiled a new brand promise, 'Enhancing Possibilities,' to better reflect who we are today and to support our vision for the future.

The brand identity now embodies a force multiplier, with a dynamic construct of the C - a modern, agile design interpretation. We worked on aligning the shapes to form a differentiated look, to amplify the core message.

To get the best from what's possible is to have an insightful, richer outlook on the existing possibilities. Hence, we focused on the concept of enabling businesses to shape a brighter future by enhancing the possibilities available today. We believe surer steps, better outcomes, and a brighter future are built by 'Enhancing Possibilities'. Our conviction expresses our upbeat view and showcases our boundless capacity to build a better tomorrow by enhancing possibilities.

● Integration with AllyGrow Technologies

Ceinsys has expanded globally through the recent acquisition of AllyGrow Technologies. This acquisition represents a significant milestone in our growth strategy. With this acquisition, we have gained access to a wider talent pool, global markets, and technology in the area of mobility including services such as Product Design, Virtual Validation, ergonomic analysis, Manufacturing Engineering services, etc, which enabled us to widen our service offerings and provide our clients with an even greater value proposition. This integration gained us multidomain expertise enabling us to realign our strengths by enhancing our competencies and creating possibilities for a better tomorrow for our employees, customers, partners, and stakeholders.

Key Project Highlights

At Ceinsys, we are committed to delivering cutting-edge geospatial solutions that help our clients make informed decisions and achieve business growth. Our solutions create value by enabling customers to actually use their data - to put it to work in new, transformative ways, thus fuelling growth.

At Ceinsys, we are committed to delivering cutting-edge geospatial solutions that help our clients make informed decisions and achieve business growth. Our solutions create value by enabling customers to actually use their data - to put it to work in new, transformative ways, thus fuelling growth. Presently, the following key projects are under implementation.

- > Real-time Progress Monitoring Design & Implementation of an Integrated Digital Project Management Platform for a major Highway Project in India.
- > Consulting Services for Water Loss Reduction & Service Level Improvement.
- > Consultancy Services for River Linking Project for Transfer of 304.60Mm³ of water by inter basin river linking to irrigate 56650 Ha. of land and for domestic use in 6600 Ha.
- > Consultancy Services for Planning & Design of Water Supply Schemes.
- > Consultancy Services for Urban Water Supply Reforms.
- > Design and development of a Web Based Integrated Mines & Mineral Management System using State of Art Technology to act as a single window for all the stakeholders for monitoring real-time data & uninterrupted information of mineral process.
- > Design, Development & Establishment of Land Resource Inventory Data Centre, Portal & Decision Support System by deploying state-of-the-art centralized ICT platform for smart agriculture.
- > Development for a GIS enabled Disaster Management & Emergency Response Portal for enabling efficient & effective Disaster Management for State Disaster Management Authority.
- > Development of Decision Support System for cross departmental collaboration to enable Smart City operations.
- > Web GIS Based Asset Mapping & Land Management for Industrial Area planning and eradicating the flaws.
- > To provide GIS enabled Property Tax Improvement platform for decision making using Spatial & Non-Spatial Information.
- > High-Resolution Satellite Database Analysis to achieve e-governance objective.
- > To provide Solutions to Municipality for Roadway Asset Data Collection Services in order to manage their road infrastructure.
- > Digital Navigation Maps by Mapping Road information, Nodes (POI), Levelling of Road ensuring 100% Quality data along with Location Intelligence.
- > Digitization of Cadastral Maps / Revenue Maps and Integration with Revenue Records
- > Implementation of Transmission Asset Management System to cover failure of Critical Assets such as 400KV Transformer, Breakers, etc.; Delays in Fault Analysis, Theft Control, Unplanned Maintenance, Decentralised repository of Test Reports, Manual Substation Operations.
- > Unified GIS Solution for Power Distribution Network to curb load shedding and crippling financial losses.
- > Road Asset Management System (RAMS) for Smart City to cover Challenges in maintaining the pavement condition and planning budgetary requirements based on a scientific and rational analysis of the present road condition.
- > Validate spatial data for completeness and compatibility with the data mode by spatial editing.
- > Construction Monitoring of Water Supply Schemes by providing services of Project Management & Third Party Inspection.

INSIDE THIS REPORT

CORPORATE OVERVIEW

01-07

- Letter from Chairman
- Letter from Vice Chairman & CEO
- Message from Managing Director
- The Ceinsys Board Of Directors
- The Ceinsys Board Committees
- Corporate Information
- Key Trends

GOVERNANCE REPORTS

08-52

- Board's Report
- Annexures to the Board's Report
- Management Discussion & Analysis
- Corporate Governance Report
- Shareholder's Information

FINANCIAL RESULTS & STATEMENTS

53-141

STANDALONE

53-96

- Independent Auditor's Report
- Balance Sheet
- Statement of Profit and Loss
- Statement of Changes in equity
- Cash Flow Statement
- Significant Accounting Policies
- Notes to Standalone Financial Statements

CONSOLIDATED

97-141

- Independent Auditor's Report
- Balance Sheet
- Statement of Profit and Loss
- Statement of Changes in equity
- Cash Flow Statement
- Significant Accounting Policies
- Notes to Consolidated Financial Statements

LETTER FROM CHAIRMAN

Sagar Meghe

Non-Executive Non-Independent Director Cum Chairman



“The past is a source of knowledge, and the future is a source of hope. Love of the past implies faith in the future.”



– Stephen Ambrose

Dear fellow Ceinsys Shareholders,

As we celebrate Ceinsys's 25th anniversary, I'm filled with optimism for the future. Looking back, we've built a strong foundation and I'm honored to be part of Ceinsys's journey. Our values of serving customers and benefiting our community have remained unwavering. Delivering enhanced value to our customers and enabling stakeholders to thrive is our ultimate goal.

Despite geopolitical and economic uncertainties, we've shown resilience and commitment to enhancing value. Fiscal 2022-23 was transformative, thanks to our exceptional employees who embrace change and drive our purpose of enhancing possibilities.

To position ourselves for continued success, we prioritize high-return opportunities that truly matter. This strategy has already led to impressive wins. We're expanding our digital reality solutions and forging valuable partnerships in the evolving technology space.

Our acquisition of Allygrow Technologies in February'2022 strengthened our offerings and expanded our presence in new markets. We've rebranded as "Enhancing Possibilities" to reflect our focus on international growth and diversification, as well as our commitment to innovation.

At Ceinsys, we're constantly exploring new technologies to stay ahead. Our latest focus is on digital reality and creating a cutting-edge Scan-to-BIM product. We believe these areas have immense potential to enhance our client's business operations. Our dedicated team is working tirelessly to deliver innovative solutions that transform how our clients work and create new growth opportunities.

Despite facing challenges like the global financial crisis and the pandemic, we've emerged stronger than ever. Our ability to navigate change has made us more robust and adaptable.

During the year, the company achieved revenue of Rs. 16,701.41 Lakhs in 2022-23 on a standalone basis as against revenue of Rs. 19,619.55 Lakhs in 2021-22 registering decrease of 14.86%. The Profit before tax at Standalone basis showed a decrease of 21.15% and is at Rs. 878.28 Lakhs in comparison to the amount of Rs. 1,113.89 Lakhs for 2021-22. At Consolidated the company achieved a revenue of Rs. 21,949.81 Lakhs in 2022-23 in comparison to revenue of Rs. 20,288.64 Lakhs for 2021-22 registering an increase of 8.19%. In terms of Profit before tax registering increase of 114.49% and is at Rs. 2,890.84 Lakhs in comparison to an amount of Rs. 1,347.76 Lakhs for 2021-22, The variance is on account of acquisition of Allygrow Technologies Private Limited on February 9, 2022. The current year's turnover and profit considers figures of twelve months as compared to turnover and profit of two months in the previous year.

We're proud to attract talented individuals who align with our values. Despite the competitive job market, we continue to bring in motivated and capable people. Our focus on diversity, equity, and inclusion is evident through initiatives like unconscious bias training and our female leadership program.

With the global infrastructure sector booming, we're well positioned for growth. In India, the government's National Geospatial Policy drives the development of the geospatial data industry and enhances citizen services. We're excited about the opportunities ahead.

As a company that enhances possibilities, we're fully embracing the changes brought about by technological innovation. We're swiftly adopting and implementing these solutions across our projects, aiming to become specialists in the latest industry trends. Our focus is on real-time data, miniaturized data input systems, and advancing computing capacity. With investments in technologies like GeoAI, Spatial Analytics, Digital Twins, HD navigation, Scan to Model, BIM, and AR/VR, we're building a solid foundation of innovation.

At Ceinsys, we're all about progress. We strive for efficiency, invest in innovation, and empower our employees. We deliver value to our shareholders while serving our partners with dedication. I'm grateful for our employees' enthusiasm and commitment to providing top-notch services. Thank you, shareholders, for your trust and support on this rewarding journey.

Best Wishes
Sd/-
Sagar Meghe
Non-Executive Non-Independent Director cum Chairman

LETTER FROM VICE CHAIRMAN & CEO

Prashant Kamat

Vice Chairman & CEO



Dear Shareholders,

The fiscal year 2023 has been a strong year for Ceinsys, demonstrating our robust fundamentals and setting the stage for our 25th year of operations. I'm delighted to report that we achieved healthy client metrics, driven by new customer additions and deepening relationships with existing clients. We experienced broad-based growth across markets and industry verticals, with a strong order book indicating continued demand for our services.

We delivered 8.19% year-on-year (Y-o-Y) growth with INR 1661.17 Lakhs in FY 2022-23 revenue at a consolidated level. Our ongoing operational discipline also helped us continue to improve our Earnings Before Interest and Taxes (EBIT), ending March 31, 2023, shows an increase of 42.09% Y-o-Y at a consolidated level. In terms of Segment revenue, the revenue for Enterprise Geospatial & Engineering Services has increased by 2.71% Y-o-Y in comparison to 2021-22 at a consolidated level. In terms of amount there is an increase of Rs. 472.21 Lakhs in 2022-23 in comparison to 2021-22 at a consolidated level. Our Net Profit stood at Rs.3,088.72 Lakhs with an increase of 224.48% Year on Year compared to last financial year at a consolidate level. The variance is on account of acquisition of ATPL on 9th Feb 2022. The current year's turnover and profit considers figures of twelve months as compared to turnover and profit of two months in the previous year. Our talented workforce also expanded with over 967 associates including 11% of women associates. We made significant progress in reducing attrition throughout the year, fostering a stable and dedicated team.

The global landscape is undergoing significant changes, influenced by geopolitical factors, inflation, and volatile commodity prices. While these challenges impact global growth, they also present opportunities for our company. We recognize the need for investments in technology and innovation to navigate these transitions successfully.

To strengthen our solutions, we have invested in the Megatrends areas, which we believe will shape investments, opportunities, and lifestyles in the coming decade. In line with this, we have established a new subsidiary called MEG-Next, focusing on software product development, Artificial Intelligence (AI), Machine Learning (ML), and areas like Metaverse, Ed-Tech, and Gaming.

Collaborating with academic partners and the startup ecosystem, we are committed to investing in research areas that are crucial for the future. These endeavors will drive innovation and position us as leaders in our industry.

At Ceinsys, our commitment extends beyond business success. We are deeply committed to the communities where we operate. Through various social initiatives, we make a positive impact in healthcare, education, sustainability, and women empowerment. Our programs continue to expand, with a particular focus on skills development, bridging the digital divide, and STEM education in the central India region.

As we look ahead, we recognize the challenges posed by inflation, interest rate increases, and shifting demand environments. However, our strengths in Engineering Services and Enterprise Solutions, coupled with our cost-efficiency capabilities, position us well in the evolving economic landscape. With the trust of our clients, the dedication of our employees, the strength of our capabilities, and the guidance of our Board, I am confident in our ability to serve our clients and create a lasting impact.

We remain committed to applying technology imaginatively to solve problems across high-growth sectors such as Water, Energy, Infrastructure, Enterprise Solutions, automotive, and design-led manufacturing. By enhancing possibilities and embracing innovation, we will continue to drive value and shape a successful future.

Thank you for your continued trust and support as we embark on this exciting journey together.

Best Wishes
Sd/-
Prashant Kamat
Vice Chairman and CEO

MESSAGE FROM MANAGING DIRECTOR

Dr. Abhay Kimmatkar

Managing Director



**"Strength and growth only come through
continuous effort and struggle"**



– Napoleon Hill

The last 2 years were quite tumultuous, volatile and uncertain. At the same time, it has helped industries become more resilient and agile. As technology disruptions reshape industries, it was an exciting time for businesses worldwide to explore new possibilities.

Ceinsys continues to play a pivotal role in helping customers embrace new technologies and achieve positive accelerated growth. Even during the pandemic phase, our strong technology backbone has made significant difference and the company has shown a great resilience and tenacity to help its customers to meet their demands and needs.

We are continuously engaged with our customers to better understand their evolving needs and be cognizant in sustaining and growing the company and the same time improve the quality of customer service and expectations.

Customer success is an integral part of our strategy. The company has finished 25 years of its exciting business journey and is continuously focussed on technology innovations and integrating the new age technology tools to help it quickly respond to changes in the market and proactively meet ever-growing customer demands.

Our purpose driven business approach and consistent focus has helped in securing high value deals. Significant ones are orders from Maharashtra Remote Sensing Application Center for Development of Geoportal, Mobile Application and Geo-tagging of Water and Soil Conservation Structures for Maharashtra State, Project for Development, Implementation & Maintenance of Enterprise Geospatial Solution for RIICO Industrial Areas (IAs), large deals from Maharashtra Jeevan Pradhikaran for state wide implementation of Water Supply Network Design System and PDMS for Amravati division, projects from multiple Municipal Councils / Corporations namely Bhusawal, Varangaon, Butibori, Chandur, Nandgaon, Khandeshwar, MUL, etc. for project works including DPRs for water supply and sewerage. The company also secured repeat business from its overseas clients namely Fugro and added new clients namely Cyclomedia, NEO, etc. during the year. These deals reinforce our commitment to excellence and creating solutions for our prestigious customers.

The pace at which the industry is transforming, change is inevitable. We are facing exciting times ahead. I envision that as an organization Ceinsys is well organised to cater to the copious needs of its customers.

The current year represents a pivotal year in the organization's transformation as we focus on industry verticals which have shown a tremendous appetite for transformation as well as growth. The primary agenda is to harness new technologies to cater to customers needs and demands. We are uniquely positioned to accelerate our offerings to new and niche market segments while ensuring customer delight both in terms of quality and customer satisfaction.

After acquiring Allygrow Technologies last year, we moved ahead and amalgamated systems of each other. Ceinsys traditional Geospatial and AEC offerings have got expanded and diversified through Allygrow's

markets and industry segment viz. Mobility. With this added strength and reach, we are confident to penetrate in larger markets in our Industry segment globally.

I remain overtly optimistic for the future. These are exciting times with acceleration of digital transformation across the globe. Our vision is to leverage the best technology and delivering profound customer experience.

As the global landscape continues to evolve, we remain devoted to strengthen our offerings through consistent investments in manpower and technology to create a future fit portfolio.

We will continue to navigate the challenges and remain focussed on long-term and believe in delivering sustainable growth and profits and it is our endeavour to create long term value for our stakeholders.

We will continue to expand our frontiers and strengthen the company's position in the ever-evolving market. It is a privilege to pursue our passion for creating a better world by integrating our capabilities.

With our commitment to excellence, I feel that we are strategically placed to capture new opportunities in the overseas markets and responding to newer realities as it unfolds in front of us. We are continuing to build deeper relationships with our customers with an aim to emerge as one of leading technology services brand globally.

As we begin this year, we are highly excited to take the company to new heights and looking forward to a great year ahead.

Finally, I take this opportunity to thank the entire Ceinsys team for their unique passion and dedication to our customers and our business.

Best Wishes

Sd/-

Dr. Abhay Kimmatkar

Managing Director

THE CEINSYS BOARD OF DIRECTORS



Mr. Sagar Meghe

Non-Executive
Non-Independent
Director Cum Chairman



Mr. Prashant Kamat

Whole Time Director,
Vice Chairman & CEO



Dr. Abhay Kimmatkar

Managing Director



Mr. Rahul Joharapurkar

Joint Managing Director



Mrs. Renu Challu

Non-Executive &
Independent Director



Mr. Dhruv Kaji

Non-Executive &
Independent Director



Dr. Satish Wate

Non-Executive &
Independent Director



Mr. Kishore Dewani

Non-Executive &
Independent Director

THE CEINSYS BOARD COMMITTEE

Audit Committee

Mr. Kishore Dewani

Chairman (Non-Executive & Independent Director)

Mr. Dhruv Kaji

Member (Non-Executive & Independent Director)

Mrs. Renu Challu

Member (Non-Executive & Independent Director)

Stakeholders Relationship and Grievance Committee

Dr. Satish Wate

Chairman (Non-Executive & Independent Director)

Dr. Abhay Kimmatkar

Member (Managing Director)

Mr. Rahul Johrapurkar

Member (Joint Managing Director)

Nomination and Remuneration Committee

Mr. Dhruv Kaji

Chairman (Non-Executive & Independent Director)

Mrs. Renu Challu

Member (Non-Executive & Independent Director)

Mr. Kishore Dewani

Member (Non-Executive & Independent Director)

Mr. Sagar Meghe

Member (Non-Executive & Non-Independent
Director Cum Chairman)

Corporate Social Responsibility Committee

Mr. Sagar Meghe

Chairman (Chairman & Managing Director)

Mr. Dhruv Kaji

Member (Non-Executive & Independent Director)

Mrs. Renu Challu

Member (Non-Executive & Independent Director)

Management Committee

Mr. Prashant Kamat

Chairman (Vice Chairman & CEO)

Dr. Abhay Kimmatkar

Member (Managing Director)

Mr. Rahul Johrapurkar

Member (Joint Managing Director)

CORPORATE INFORMATION

CIN: L72300MH1998PLC114790

Ceinsys Tech Limited

Registered Office

Nagpur

Ceinsys Tech Ltd, 10/5, IT Park,
Nagpur- 440022. Maharashtra, India
EPABX: +91 712 2249033/358/930
Fax: +91 712 2249605

Corporate Office

Mumbai

Ceinsys Tech Ltd, 1601, Lodha Supremus,
Senapati Bapat Marg, Lower Parel West,
Mumbai-400013, Maharashtra, India
EPABX: +91 22 49472200

Branch Offices

Mumbai

414, Tantia Jogani Estate, Opp. Lodha Excelus,
N.M. Joshi Marg, Lower Parel East,
Mumbai - 400001, Maharashtra, India
Ph. +91 22 65252235

Lucknow

603, Titanium Shalimar Corporate Park,
Vibhuti Khand, Gomti Nagar, Lucknow - 226010,
Uttar Pradesh, India
Ph. +91 522 6900846

Auditors

Statutory Auditors

Chaturvedi & Shah, LLP Chartered Accountants
912, Tulsiani Chambers, 212, Nariman Point,
Mumbai-400021, Maharashtra, India
Tel:+91 22 4163 8500, F: +91 22 4163 8595

Bankers

State Bank of India,

Industrial Financial Branch
5, Sai Complex, Bharat Nagar, Amravati Road,
Nagpur- 440033, Maharashtra, India

Internal Auditors

Pricewaterhouse Coopers Private Limited
7th Floor, Tower A - Wing 1 Business Bay,
Airport Road Yerawada, Pune 411006
Tel: +91 (20) 4100 4444

Abhyudaya Co-operative Bank Limited

House Plot No. - 1/A Wardha Road, Ajni Square
Nagpur- 440015 Maharashtra, India

Secretarial Auditor

Sushil Kawadkar
63, Income Tax Colony, Pratap Nagar,
Nagpur- 440022 Maharashtra, India
Tel: 0712 2228206

Registrar & Share Transfer Agent

Bigshare Services Private Limited
Pinnacle Business Park, Office No S6-2, 6th,
Mahakali Caves Rd, next to Ahura Centre,
Andheri East, Mumbai, Maharashtra 400093.
Tel: 022-62638200

Chief Financial Officer

*CA Amita Saxena

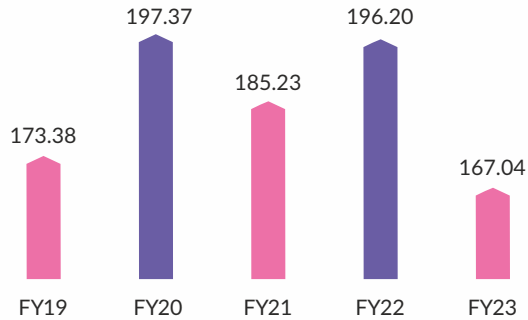
Company Secretary & Compliance Officer

CS Pooja Karande

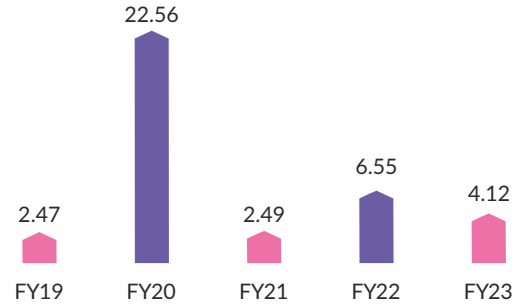
* Appointed on May 3, 2023

KEY TRENDS

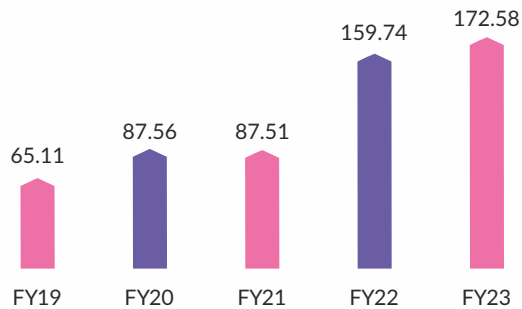
Annual Turnover/Revenue from Operations (Rs. in Crores)



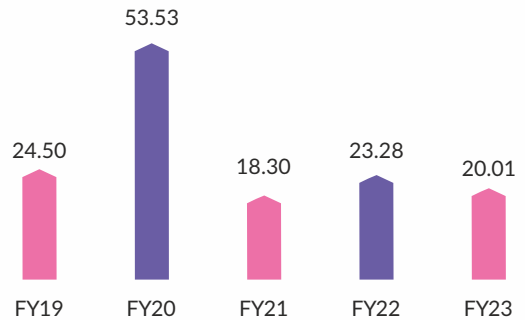
EPS



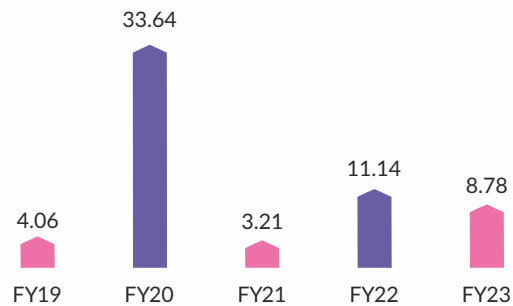
Networth (Rs. in Crores)



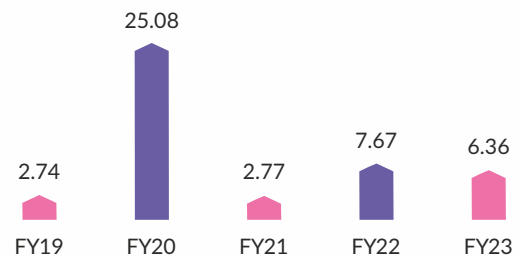
EBIDTA (Rs. in Crores)



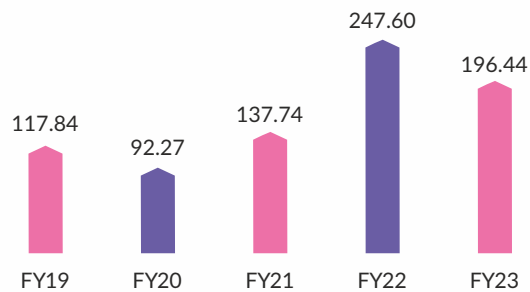
Net Profit Before Taxes (Rs. in Crores)



Net Profit After Taxes (Rs. in Crores)



Market Cap as on March 31st every year



BOARD REPORT

Dear Members,

Your Board of directors have pleasure in submitting 25th (Twenty-Fifth) Board's Report on the business and operations of your Company for the financial year ended March 31, 2023.

Results of Your Company's operations and Company's Performance

Particulars	(Rs. In Lakhs)			
	Standalone		Consolidated	
	For the year ended March 31		For the year ended March 31	
	2023	2022	2023	2022
I. Revenue from Operations	116,704.41	19,619.55	21,949.81	20,288.64
II. Other Income	106.49	131.03	239.89	167.68
III. Total income (I + II)	16,810.90	19,750.58	22,189.70	20,456.32
IV. Expenses				
Operating Expenses	6,891.50	11,912.84	6,885.83	11,912.84
Employee Benefits Expenses	5,374.01	3,215.74	8,211.51	3,620.90
Finance Costs	835.42	922.63	844.40	922.95
Depreciation and Amortisation Expenses	287.31	291.11	449.76	302.53
Admin & Other Expenses	2,544.38	2,294.37	3,680.62	2,535.42
Total Expenses (IV)	15,932.62	18,636.69	20,072.12	19,294.64
V. Profit/(Loss) Before Exceptional Items and Tax (III-IV)	878.28	1,113.89	2,117.58	1,161.68
VI. Exceptional item	-	-	773.26	186.08
VII. Profit/(Loss) before tax (V+VI)	878.28	1,113.89	2890.84	1347.76
VIII. Tax expenses	-242.27	-346.89	197.88	-395.85
IX. Profit/(Loss) for the period/year after tax (VII + VIII)	636.01	767.00	3088.72	951.91
X. Total Other Comprehensive Income	1.45	-24.09	192.17	-27.58
XI. Total Comprehensive Income for the year (IX+X)	637.46	742.91	3280.89	924.33
XII. Paid-up Equity Share Capital (Face value of Rs. 10/-each)	1,543.14	1,543.14	1,543.14	1,543.14
XIII. Earnings Per Equity Share of Rs.10/- each:	4.12	6.55	20.02	8.12

Financial Position

Particulars	(Rs. In Lakhs)			
	Standalone		Consolidated	
	For the year ended March 31		For the year ended March 31	
	2023	2022	2023	2022
Equity				
Equity Share Capital	1,543.14	1,543.14	1,543.14	1,543.14
Other Equity	15,714.87	14,430.89	18,287.07	14,743.07
Non-controlling Interest	-	-	-	795.74
Total Equity	17,258.01	15,974.03	19,830.21	17,081.95
Non-Current Liabilities	89.56	39.86	234.98	183.09
Current Liabilities	10,449.14	11,977.39	11,223.71	12,608.25
Total Liabilities	10,538.70	12,017.25	11,458.69	12,791.34
Equity + Liabilities	27,796.71	27,991.28	31,288.90	29,873.29
Property, Plant and Equipment	1,638.76	2,098.44	1,990.37	2,400.68
Intangible Assets	21.46	55.39	2,017.75	2,083.00
Other Non-Current Assets	8,814.02	7,074.40	5,224.13	3,393.21
Current Assets	17,322.47	18,763.05	22,056.65	21,996.40
Total Assets	27,796.71	27,991.28	31,288.90	29,873.29

1. Financial Performance

Revenue – Standalone

On a standalone basis in financial year 2022-23, our Revenue from operations has shown a decrease of 14.86% which resulted decrease of Revenue to Rs. 16,704.41 lakhs in FY 2022-23 as compared to previous FY 2021-22 which was Rs. 19,619.55.

Revenue – Consolidated

On consolidated basis in financial year 2022-23, our Revenue from operations has shown an increase of 8.19% which resulted increase of Revenue to Rs. 21,949.81 Lakhs in FY 2022-23 as compared to financial year 2021-22 which was Rs. 20,288.64.

Profits – Standalone

On a standalone basis in financial year 2022-23, the profit before tax and exceptional items has shown a decrease of 21.15% in current FY 2022-23 and stood at Rs. 878.28 Lakhs and Profit after exceptional items and tax stood at Rs. 636.01 lakhs. Whereas, in FY 2021-22 the profit before tax and exceptional items stood at Rs. 1,113.89 Lakhs and Profit after exceptional items and tax at Rs. 767.00 lakhs.

Profits – Consolidated

On consolidated basis in financial year 2022-23, the profit before tax and exceptional items has shown an increase of 114.49% and stood at Rs. 2,890.84 lakhs in FY 2022-23. Profit after exceptional items and tax is Rs 3,088.72 lakhs in FY 2022-23. Whereas, in FY 2021-22 the profit before tax and exceptional items stood at Rs. 1,347.76 Lakhs and Profit after exceptional items and tax at Rs. 951.91 lakhs.

EPS- Standalone

On Standalone basis, basic earnings per share decreased to Rs. 4.12 for financial year 2022-23 as compared to basic earnings per share of Rs. 6.55 for last financial year 2021-22.

EPS- Consolidated

On Consolidated basis, basic earnings per share increased to Rs.20.02 for financial year 2022-23 as compared to basic earnings per share of Rs. 8.12 for last financial year 2021-22.

2. Dividend

Your directors have recommended a final dividend of Rs. 2.00 per Equity share for financial 2022-23 aggregating to Rs.308.63 Lakhs subject to approval of Shareholders at the ensuing 25th Annual General Meeting of the Company to be held on September 16, 2023.

3. Share Capital

Equity Shares

The Authorised Share Capital of the company as on March 31,2023 was increased from ₹ 20,00,00,000/-(Rupees Twenty Crores) to ₹ 30,00,00,000/-(Rupees Thirty Crores) comprising of 3,00,00,000 (Three crore) equity shares of ₹ 10/- each.

The Paid-up Share Capital of the Company as on March 31, 2023 was ₹ 15,43,13,970/-comprising of 1,54,31,397 equity shares of ₹ 10/- each. There was no change in the Share Capital during the year under review.

Employee Stock Options

In terms of Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014), the Company has issued and granted Employee Stock Options under Ceinsys Employee Stock Option Scheme 2022 – Plan 1 and Ceinsys Employee Stock Option Scheme 2022 – Plan 2 to the eligible employees during the year on June 17, 2022. The aforementioned schemes are in compliance with the terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"). Moreover, no material changes have been made to the schemes. The Company has obtained certificate from the Secretarial Auditor of the Company stating that the aforementioned schemes have been implemented in accordance with the SBEB Regulations and the resolutions passed by the members. The certificate will be made available on request by members at the AGM. The details that are required to be disclosed under SBEB Regulations can be accessed at <https://www.ceinsys.com/investor/>.

4. Transfer to Reserves

Your Company has not transferred any amount to the general reserve account during the reporting period.

5. Capital Expenditure on Assets

During financial year 2022-23 the company incurred capital expenditure of Rs. 219.03 Lakhs as compared Rs. 189.15 Lakhs in the last financial year 2021-22.

6. Annual Return

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY 2022-23 is available on Company's website <https://www.ceinsys.com/investor/>.

7. Particulars of Loans, Guarantee and Investment

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the Notes to the Standalone Financial Statements provided in this Annual Report.

8. Public Deposits

Your Company has not accepted deposits within the meaning of the provision of Chapter V of the Companies Act, 2013 read with the relevant Rules.

9. Maintenance of Cost Records

Your company is not required to maintain cost records under sub-section (1) of section 148 of the Companies Act, 2013.

10. Particulars of Contracts or Arrangements made with Related Parties

All contracts/ arrangements/transactions entered by the Company during the financial year with the related party were in its ordinary course of business except for Sale of Solar Roof top plant, however all contracts/ arrangements/transactions entered by the Company during the financial year with the related party were at arm's length basis. Suitable disclosure as required by the Indian Accounting Standards (IND AS 24) has been made in the notes to the Standalone Financial Statements under Note No. 38 which forms part of the Annual Report.

As per the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated and adopted Policy on Related Party Transactions; details of the same are provided in Annexure-6 to the Board's Report.

During the reporting year, the Company has not entered into a contract/ arrangement/ transaction on arm's length basis which is considered material in accordance with the definition of materiality as included in the Company's Related Party Transaction Policy read with Regulation 23 of SEBI (LODR) Regulations, 2015 as amended from time to time. However, there was related party transaction among Allygrow Technologies Private Limited (Wholly Owned Subsidiary), Allygram Systems and Technologies Private Limited (Step down subsidiary and Grammer AG and group entities of Grammer AG amounting to Rs. 3500 Lakhs which was considered material related party transaction. The Company has taken approval of Shareholders for entering into the said material related party transaction.

All related party transactions were made at arms' length basis and have no potential conflict with the interest of the Company.

Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is appended as Annexure-2 to this Board's Report.

11. Material Events occurred after Balance Sheet date:

No material event except as mentioned below has occurred after the Balance Sheet date to be reported:

- The Shareholders on June 29, 2023 through postal ballot process approved, material related party transaction amongst Allygrow Technologies Private Limited (Wholly Owned

Subsidiary), Allygram Systems and Technologies Private Limited (Step down subsidiary and Grammer AG and group entities of Grammer AG amounting to Rs. 5,500 Lakhs.

- The Shareholders on June 29, 2023 through postal ballot process approved re-appointment of Dr. Abhay Kimmatkar (DIN: 01984134) as Managing Director of the Company with effect from April 1, 2023.
- The Shareholders on June 29, 2023 through postal ballot process approved re-appointment of Mr. Rahul Joharapurkar (DIN:08768899) as Joint Managing Director of the Company with effect from June 25, 2023.
- The Board at its meeting held on July 7, 2023 approved the re-appointment of M/s Chaturvedi and Shah LLP, Chartered Accountants (Reg No. 101720W/ W100355) as Statutory Auditors of the Company for second term of 5 years to hold office from conclusion of 25th Annual General Meeting (AGM) till the conclusion of 30th AGM. The approval of Shareholder for re-appointment is sought by Ordinary Resolution in the ensuing 25th AGM of the Company.
- The Board at its meeting held on July 7, 2023 approved sale of Windmill located at Satara, Maharashtra along with its Land where such windmill is located to Datta Meghe Institute of Higher Education and Research-Jawaharlal Nehru Medical College, a unit of Datta Meghe Institute of Higher Education and Research.
- The Board of Directors at its meeting held on August 11, 2023 have considered the proposal for merger of Allygrow Technologies Private Limited, Wholly Owned Subsidiary, with Ceinsys Tech Limited and has provided its in-principle approval to proceed with the same, subject to the approval of the Shareholders, NCLT, Regional Director and all other necessary regulatory approvals as may be required in this regard.

12. Board Policies

The details of the policies approved and adopted by the board as required under Companies Act, 2013 and SEBI regulations are provided in **Annexure-6** to the Board's Report.

13. Risk Management

Your Company has sound systems to manage the risks. Management of Risk is an integral and important component of Corporate Governance. This robust Risk Management system ensures adequate controls and monitoring mechanisms for a smooth and efficient running of the business.

Your Company's overall Risk Management Framework helps in identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy. This framework seeks to create transparency, minimize adverse impact on the business strategy and enhance the Company's competitive advantage. This risk management system thus helps in managing market, credit and operational risks and quantifies potential impact at a Company level. Management Discussion & Analysis Report contains detailed information on the risk management process of the Company.

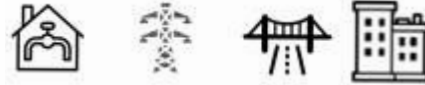
14. Business Description and State of Company's Affairs

Ceinsys specializes in a diverse range of services such as Geospatial, Engineering, Mobility Solutions, Machine Learning (ML) based manufacturing engineering solutions and Artificial Intelligence (AI) solutions to a wide range of customers across various industries.

The Company brings together deep domain expertise, strong financials, and a skilled resource base to deliver high end solutions. Also, with Allygrow Technologies Private Limited on board, Ceinsys is now pursuing "GLOCAL - Global Reach and Local Delivery model" which facilitates a unique business model of "High End Engineering combined with Operational Flexibility and Commercial Competitiveness" under a single umbrella. This would help establishing new customer engagements and building long-term strategic relationships.

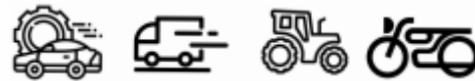
Ceinsys Tech Limited's overall portfolio now spans across a varied industries and domains, summarized below:

Geospatial Services:



- Web GIS Integrated offerings providing end-to-end solutions in the Utilities, Municipal, ULBS, and Agriculture domains and solutions for Data Acquisition and Processing, Navigation and HD Mapping, Photogrammetry
- Engineering solutions typically comprising consulting services for Water, Sewage, Roads, Transportation, Infra and Construction, Project Management Consultancy (PMC) and Third-Party Inspection (TPI).
- New-age technology solutions like Lidar Data Capturing and Processing, UAV Data capturing and processing, Laser Scanning and 3D Modelling, Point cloud extraction, Photogrammetry Solutions, Digital Twin Engineering, and AI/ML-based solutions.

Mobility Services



- Product engineering - Concept generation, Feasibility Studies, Packaging & integration, Detail Engineering, Virtual Validation and Engineering Change Management
- Manufacturing engineering - Consulting, Plant design and optimization, Tool design, Simulation and Robotics Automation
- Advanced technologies - IoT and IIOT for Industry 4.0, AI / ML based computer vision solutions and paperless factory solutions

A "One Stop Integrated Solution" approach adopted by the Company for delivering the above services, has enabled it to differentiate itself from other players and helped achieve a competitive edge in this fast-changing market. Furthermore, the Company's philosophy of "Enhancing Possibilities" will help deliver value added solutions, to a variety of new customers and establish your Company as truly global player.

On the aspect of strengthening the internal process, your Company continues to audit, fine-tune, standardize, streamline, and develop processes that enables it to manage / enhance its organizational structure, practices, policies, infrastructure and partner/customer engagements in line with its business objectives.

15. Disclosure Requirements

As per SEBI Listing regulations, Corporate Governance Report with the Auditors Certificate thereon and the Management Discussion and Analysis Report are attached herewith and forms

part of this Report.

The Company has devised a proper system to ensure compliance with the provisions of all Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

16. Human Capital Management

We attract highly skilled and educated people. As of March 31, 2023, our workforce is 967 in number.

At Ceinsys we value our people and the opportunity to engage them, we enhance their possibilities.

Value of Employee Engagement:

We value our people and take various actions for employee engagement.

Organizational Training as per CMMI L5

We view professional development as a corporate responsibility – a strategic investment in our employees and the Company's future. The professional Development benefits component helps the employees to enhance their potential.

Our self-directed learning culture encourages employees to learn at their own pace and in a learning environment of their preference. Mandated certification and courses with leaders that guide and support them in their development and high usage of learning apps.

Our repository carries more than 200+ certifications and 6000+ Manhours of training and courses completed in the last 6 months Oct to March 2023.

Inclusion & Diversity

We are committed to an Equality, Inclusive and Diverse workforce. Ceinsys Tech has a Diversity and Non-Discrimination Policy that guides our engagement in management and hiring practices that promote diversity and inclusion.

Human Rights

We are committed to the protection and advancement of human rights. Our main human rights-related focus areas are promoting good practice through our large and diverse supply chain and supporting a diverse and inclusive corporate culture.

17. Management Discussion and Analysis

In terms of the provisions of Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management's Discussion and Analysis Report is presented in a separate section forming part of this Annual Report.

18. Subsidiaries including Material Subsidiaries

We, along with our subsidiaries, provide consulting, technology, outsourcing and next-generation digital services. The Company as a part of its strategic growth plan acquired Allygrow Technologies Private Limited along with subsidiaries by way of its strategic investment in two tranches which was completed on August 2, 2022. Allygrow Technologies Private Limited is a technology-driven core engineering services company led by passionate technocrats who hold decades of rich experience in building successful strategic partnerships in the engineering services space. The company was incorporated on July 6, 2015 with its headquarters in Pune, India. Over the last 7 years, the

company has built its core competencies both organically as well as inorganically in the Automotive engineering services space and has a presence in US, Europe, and India and specializes in Product design and Robotics automation (Manufacturing Engineering) services.

The Company as on March 31, 2023, has two direct wholly owned subsidiaries i.e. ADCC Infocom Private Limited and Allygrow Technologies Private Limited, 6 step down subsidiaries and i.e. Allygrow Technologies B.V, Technology Associates Inc. USA, Allygrow Engineering Services Pvt Ltd, Allygram Systems and Technologies Pvt Ltd, Allygrow Technologies, GmbH and Allygrow Technologies Ltd., UK out of which Allygrow Technologies Private Limited, Technology Associates Inc. USA Allygram Systems and Technologies Private Limited (JV Subsidiary Company) are Material Subsidiaries as per the thresholds laid down under the Listing Regulations and Policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time.

Pursuant to provisions of Section 129(3) of the Companies Act, 2013, your Company has prepared Consolidated financial statements of the Company and its subsidiary, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of your company's subsidiaries in the prescribed format AOC-1 is appended as an **Annexure-1** to the Board's Report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the Consolidated financial statements and related information of the Company and audited accounts of its subsidiary are available on our website, www.ceinsys.com.

19. Corporate Governance

Your Company has adopted best corporate governance practices. These are further consistently followed. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value. Your directors reaffirm their continued commitment to good corporate governance practices. It is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. A detailed report on **Corporate Governance** forms an integral part of this Annual Report and is set out as separate section therein.

20. Audit reports and Auditors

Audit reports

- The Auditors' Report for FY 2022-23 provided by Statutory Auditors on Standalone and Consolidated Financial Statements ('Financial Statements') does not contain any qualification, reservation or adverse remark. The statements made by the Auditors in their report are self-explanatory and do not call for any further comments. The Auditor's Report is enclosed as separate section with the financial statements in this Annual Report.
- Statutory Auditors have also provided their independent report on effectiveness of Internal Financial Controls over Financial Reporting which does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed as separate section with the financial statements in this Annual Report.
- The Company's Internal Audit is being conducted by Independent Auditors on quarterly basis and they furnish their quarterly report on their observations to Audit Committee for

review.

- The Secretarial Auditors' Report for FY 2022-23 does not contain any qualification, reservation, or adverse remark. The statements made by the Secretarial Auditors in his report are self-explanatory and do not call for any further comments. In terms of provisions of sub-section 1 of section 204 of the Companies Act, 2013, the Company has annexed to this Board's Report as Annexure-4, a Secretarial Audit Report given by the Secretarial Auditor.
- The Secretarial Auditors' Report of Material Subsidiary i.e. Allygrow Technologies Private Limited and Allygram Systems and Technologies Private Limited for FY 2022-23 are available on the website of the Company www.ceinsys.com.
- The Secretarial Auditor's certificate on the implementation of share-based schemes in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be made available on request at the AGM, electronically.
- As required under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Practicing Company Secretary's Certificate on Corporate Governance and non-disqualification of directors including KYC requirement is appended as **Annexure-8**. The appended certificate does not contain any qualification, reservation or adverse remarks.

Auditors

• Statutory Auditors

M/s Chaturvedi & Shah LLP, Chartered Accountants (FRN: 101720W/W100355), was appointed as Statutory Auditors for a term of 5 consecutive years at the 20th Annual General Meeting (AGM) held on September 29, 2018 till conclusion of 25th AGM to be held in FY 2022-23. The Board at its meeting held on July 7, 2023 approved re-appointment of M/s Chaturvedi and Shah LLP, Chartered Accountants (Reg No. 101720W/ W100355) as Statutory Auditors of the Company for second term of 5 years to hold office from conclusion of 25th Annual General Meeting (AGM) till the conclusion of 30th AGM. The approval of Shareholder for re-appointment will be sought by Ordinary Resolution in the ensuing 25th AGM of the Company. M/s Chaturvedi & Shah LLP, Chartered Accountants has furnished a certificate of their eligibility and consent under Sections 139(1) and 141 of the Act and the Rules framed thereunder for their continuance as Statutory Auditors of the Company at the time of re-appointment.

• Internal Auditors

During the year, M/s V. K. Surana & Co. (FRN: 110634W) tendered their resignation as an Internal Auditors of the Company due pre-occupations and other commitments with effect from August 2, 2022. Your Company has appointed M/s PriceWaterhouseCoopers Private Limited, as an Internal Auditors of the Company in place of M/s V. K. Surana & Co. for a term of 2 consecutive years (i.e., 2022-2023 to 2023-2024) with effect from August 13, 2022.

• Secretarial Auditors

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Sushil Kawadkar, Practicing Company Secretary to undertake the Secretarial Audit of the Company. In terms of provisions of sub-section 1 of section 204 of the Companies Act, 2013, the Company has annexed to this Board's Report as **Annexure-4**, a Secretarial Audit Report given by him for financial year 2022-23.

21. Reporting of Fraud by Auditors

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

22. Segment Reporting

Your Company's operating segments are established on the basis of those components of the Company that are evaluated regularly by the Board in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of services, the differing risks and returns and the internal business reporting systems.

23. Board of Directors and its Meeting

Your Company has a professional Board with right mix of knowledge, skills and expertise with an optimum combination of Executive, Non- Executive and Independent Directors including Woman Director. The Chairman of the Board is a Non-Executive Director. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of the stakeholders. The Board met Eight (8) times during the financial year.

The maximum interval between any two meetings did not exceed 120 days, as prescribed under Companies Act, 2013.

The details pertaining to the composition, terms of reference, etc. of the Board of Directors of the Company and the meetings thereof held during the financial year are given in the Report on **Corporate Governance** section forming part of this Annual Report.

24. Investor Education and Protection Fund (IEPF)

During the year, the Company was not required to transfer any amount to Investor Education and Protection Fund (IEPF) as per the requirements of the IEPF Rules.

25. Directors' Responsibility Statement

The Standalone and Consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis, the provisions of the Act (to the extent notified) and guidelines issued by SEBI. Ind AS are prescribed under section 133 of Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or the revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

III. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

IV. They have prepared the annual accounts on a going concern basis;

V. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

VI. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. Internal Financial Controls with Reference to Financial Statements

Your Company has internal financial control systems to commensurate with the nature of its business, size and complexity of its operations. Internal financial control systems include policies and procedures which are designed to ensure reliability of financial reporting, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, audit performed by the Internal, Statutory and Secretarial Auditors and the reviews performed by the relevant board committees, including the audit and management committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2022-23. For more details, refer to the 'Internal control systems and their adequacy' section in the Management's discussion and analysis, which forms part of this Annual Report.

27. Declaration of Independence by Independent Director

Independent Directors of your Company has provided declarations under Section 149 (7) of the Companies Act, 2013 and Regulation 25 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, that he/she meets with the criteria of independence, as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

28. Board Evaluation

The Board of Directors carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions the Companies Act, 2013 and SEBI Listing Regulations.

The evaluation parameters and the process have been explained in Corporate Governance Report.

29. Familiarization Program for Board Members

The Board members are provided with necessary documents / brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made on business and performance updates of the Company, business strategy and risks involved. The Directors are also updated with various regulations prevailing at the time and the new judicial pronouncements, if any.

30. Policy on Directors Appointment, Remuneration and other details

The Nomination and Remuneration Committee ('NRC') has adopted the policy and procedures with regard to identification and nomination of persons who are qualified to become directors and who may be appointed in senior management and the same is available on the website of the company at <https://www.ceinsys.com/investors/Policies>. This policy is framed in compliance with the applicable provisions of Regulation 19 read with Part D of the Schedule II of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('the Regulations') and Section 178 and other applicable provisions of the Companies Act, 2013.

The details as required under Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in the Annexure-3 of the Boards' Report.

31. Change in the position of Directors and Key Managerial Personnel

The following appointments, re-appointments and resignations were made during the year and till the date of this report:

- The Shareholders on May 16, 2022 through postal ballot process approved appointment of Mr. Prashant Kamat (DIN: 07212749) as Director of the Company and also approved his appointment as the Whole Time Director and Chief Executive Officer (CEO) with nomenclature as the Vice Chairman and CEO of the Company for the period from February 17, 2022 to February 16, 2025;
- Resignation of Mr. Rajesh Joshi from the post of Deputy Chief Financial Officer of the Company with effect from June 1, 2022 and Mr. Sudhir Gupta was appointed in his place as Deputy Chief Financial Officer of the Company with effect from June 1, 2022.
- Re-appointment of Mr. Dhruv Kaji and Dr. Satish Wate as Non-Executive Independent Directors of the Company for second term of 5 consecutive year with effect from July 14, 2022 to July 13, 2027, which was approved by Shareholders through Special Resolution at the 24th Annual General Meeting (AGM) of the Company held on September 30, 2022. Approval as required under Regulation 17(1A) of SEBI (LODR) Regulations, 2015 has been sought for re-appointment of Mr. Dhruv Kaji as Non-Executive Independent Director of the Company at the 24th AGM of the Company held on September 30, 2022.
- Re-appointment of Mrs. Renu Challu as Non-Executive Independent Director of the Company for second term of 5 consecutive year with effect from August 31, 2022 to August 30, 2027, which was approved by Shareholders through Special Resolution at the 24th Annual General Meeting of the Company held on September 30, 2022. Approval as required under Regulation 17(1A) of SEBI (LODR) Regulations, 2015 has also been sought for re-appointment of Ms. Renu Challu as Non-Executive Independent Director of the Company at the 24th AGM.
- Re-appointment of Mr. Kishore Dewani as Non-Executive Independent Director of the Company for second term of 5 consecutive years with effect from January 15, 2023 to January 14, 2028, which was approved by Shareholders through Special Resolution at the 24th Annual General Meeting of the Company held on September 30, 2022.
- Mr. Krishnan Rathnam tendered his resignation as the Chief Financial Officer of the Company with effect from October 1, 2022 and Mr. Sudhir Gupta holding the position of Deputy

Chief Financial Officer, was re-designated as Chief Financial Officer of the Company with effect from August 13, 2022.

- The Board on the recommendation of Nomination and Remuneration Committee at its meeting held on March 26, 2023 re-appointed Dr. Abhay Kimmatkar as Managing Director of the Company for a period of three (3) years with effect from April 1, 2023, which was subsequently approved by Shareholders through postal ballot process on June 29, 2023.
- The Board on the recommendation of Nomination and Remuneration Committee at its meeting held on May 25, 2023 re-appointed Mr. Rahul Joharapurkar as Joint Managing Director of the Company for a period of three (3) years with effect from June 25, 2023, which was subsequently approved by Shareholders through postal ballot process on June 29, 2023.
- Mr. Sudhir Gupta tendered his resignation from the post of Chief Financial Officer (CFO) of the Company with effect from May 3, 2023 and CA Amita Saxena was appointed as Chief Financial Officer (CFO) of the Company in his place with effect from May 3, 2023.

32. Committees of the Board

As on March 31, 2023, the Board has five committees:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship & Investor Grievances Committee
- Management Committee

The details of the powers, functions, composition and meetings of the Committees of the Board held during the financial year 2022-23 are given in the Report on Corporate Governance section forming part of this Annual Report.

33. Conservation of Energy, Technology Absorption, Foreign exchange earnings and outgo

The particulars as prescribed under Sub-section (3) (m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are given separately as **Annexure-7** to the Board's Report.

34. Corporate Social Responsibility

The Company is committed to conduct its business in a socially responsible, ethical and environmental friendly manner and to continuously work towards improving quality of life of the communities in its operational areas. The Board of Directors at its meeting held on July 26, 2014 had constituted Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of Companies Act, 2013 read with rules formulated therein. The CSR agenda is planned in consultation with the CSR committee members through a systematic independent need assessment. Your Company believes in positive relationships that are built with constructive engagement which enhances the economic, social and cultural well-being of individuals and regions connected to the Company's activities. Your Company has adopted a detailed policy on Corporate Social Responsibility which was further amended on March 31, 2022, The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company including the annual report on the Company's CSR activities are set out in Annexure-5 of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

35. Secretarial Standards

The Company duly complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

36. Listing on stock exchange

The Company's shares are listed on BSE Limited.

37. Vigil Mechanism (Whistle Blower Policy)

In terms of the section 177(9) of companies act, 2013 and rules framed thereunder, your Company has established a 'Vigil Mechanism Policy' and it provides a channel to the employees to report to the appropriate authorities concerns about unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide a direct access to the Chairman of the Audit Committee in exceptional cases. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the concerned authorities. The details of the vigil mechanism (whistle blower policy) are given in **Annexure-6** of this Board Report.

38. Prevention of Insider Trading

The Securities and Exchange Board of India (SEBI) vide notification dated January 15, 2015 had put in place a new framework for prohibition of Insider Trading in securities and to strengthen the legal framework thereof. These regulations of the SEBI under the above notification had become effective from May 15, 2015. Whereas on December 31, 2018, the regulations were amended with Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from April 1, 2019. Accordingly, the Board has formulated Code of Conduct and Fair Disclosure for Prevention of Insider Trading Policy in accordance with Regulation 8 & 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for regulating, monitoring and reporting of Trading of Shares by Insiders. The Code lays down guidelines, procedures to be followed and disclosures to be made while dealing with shares of the Company. The details of the Code of Conduct and Fair Disclosure for Prevention of Insider Trading are given in **Annexure-6** of this Board's Report.

39. Code of Conduct

The Directors, KMP's and Senior Management of the Company have affirmed compliance with Code of Conduct applicable to them during the year ended March 31, 2023. The details of the Code of Conduct for Directors, KMP's and Senior Management are given in **Annexure-6** of this Board's Report.

The Annual Report of the Company contains a certificate by the Vice Chairman and CEO, on compliance declaration received from the Members of the Board, KMP's and Senior Management as **Annexure-9**.

40. Legal, Governance and Brand Protection

Your Company continued to focus on the key areas and projects within the Legal, Compliance and Corporate Affairs functions.

41. Enhancing Shareholders Value

Your Company believes that its Members are its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation.

42. Significant and Material Orders Passed by the Regulators or Courts or Tribunals Impacting the Going Concern Status of the Company

There are no orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

43. Credit Rating Obtained

During the year the Company did the Credit rating from CARE Ratings Limited for the loans and credit facilities from Banks. The details of Ratings are provided in Corporate Governance Report forming part of this Annual Report.

44. Sexual Harassment of Women at Workplace:

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a Policy on Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The details of the policy are given in **Annexure-6** of this Board's Report.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and its Registration. During the year, the Company has not received any complaints of sexual harassment. The details of complaints filed, disposed of and pending during the financial year pertaining to sexual harassment is provided in Corporate Governance Report of this Annual Report.

45. Green Initiatives

Electronic copies of Annual Report 2022-23 and the Notice of 25th Annual General Meeting shall be sent to all the members whose email addresses are registered with the company/depository participant. Physical copies of Annual Report will be sent to only to those members who request the Company for the same once dispatch of Annual Report and Notice of AGM through electronic means is completed.

46. Board Diversity

The Board comprises of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Directors are persons of eminence in areas such as business, industry,

finance, law, administration, economics etc. and bring with them experience and skills which add value to the performance of the Board. The Directors are selected purely on the basis of merit with no discrimination on race, colour, religion, gender or nationality. A brief profile of the Directors are available on the website of the Company at www.ceinsys.com.

47. Proceeding pending under the Insolvency and Bankruptcy Code, 2016.

No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

48. CEO/CFO Certification

As required Regulation 17(8) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO/CFO certification is attached with this Annual Report as an **Annexure-10**.

49. Acknowledgement

Your directors place on record their appreciation to the Government, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express our sincere appreciation for their continued co-operation and assistance. We look forward to their continued support in future as well. We wish to thank our bankers, investors, rating agencies, customers and all other business associates for their support and trust reposed in us.

Your directors express their deep sense of appreciation for all the members of the Ceinsys family whose commitment, co-operation, active participation, dedicated efforts, consistent contribution and professionalism at all levels has made the organization's growth possible. Your Board is thankful to you for the support and trust reposed in them and the Company.

For and on behalf of Board of Directors

Sd/-
Prashant Kamat
(Vice Chairman and CEO)

Sd/-
Dr. Abhay Kimmatkar
(Managing Director)

Place: Mumbai
Date: August 11, 2023

ANNEXURE-1**Form AOC-1**

Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries**(Rs. In Lakhs except percentage of shareholding)**

Name of the Subsidiary	ADCC Infocom Private Limited	Allygrow Technologies Private Limited	Allygram Systems and Technologies Private Limited**	Allygrow Engineering Services Private Limited	Technology Associates Inc., USA	Allygrow Technology B.V., Netherlands	Allygrow Technologies GmbH (Formerly known as AE Automotive Technologies GmbH)	Allygrow Technologies UK Ltd.
The date since when subsidiary was acquired	25-08-2013	09-02-2022	09-02-2022	09-02-2022	09-02-2022	09-02-2022	09-02-2022	09-02-2022
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March every year (Same as holding Company)	31st March every year (Same as holding Company)	31st March every year (Same as holding Company)	31st March every year (Same as holding Company)	31st March every year (Same as holding Company)	31st March every year (Same as holding Company)	31st March every year (Same as holding Company)	31st March every year (Same as holding Company)
a) Reporting currency	INR	INR	INR	INR	USD	Euro	Euro	GBP
b) Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA	1 USD= INR 82.2169	1 EURO= INR 89.6076	1 EURO= INR 89.6076	1 GBP= INR 101.8728
Share Capital	1.00	25.28	1560.00	10.00	23.58	2765.33	371.81	18.68
Reserves & surplus	123.00	4797.70	2173.29	190.81	3230.40	(2814.10)	(425.20)	(69.76)
Total assets	217.80	5462.32	4093.80	202.83	3568.34	99.71	25.41	35.17
Total Liabilities	93.80	639.34	360.51	2.03	314.36	148.48	78.80	86.25
Investments	0	3443.43	0	0	0	45.24	0	0
Turnover	0	2221.95	3228.38	0	3627.33	0	0	8.64
Profit / Loss before taxation	(35.68)	2328.76	1116.04	(2.19)	988.47	(2601.40)	(25.11)	(11.95)
Provision for taxation	1.22	14.06	11.38	1.95	(259.26)	0	0	0
Profit / Loss after taxation	(36.90)	2,314.69	1104.66	(4.14)	1247.73	(2601.40)	(25.11)	(11.95)
Proposed Dividend	-	-	-	-	-	-	-	-
Extent of shareholding (In percentage)*	100%	100%	70%	100%	100%	100%	100%	100%

Notes:

- ADCC Infocom Private Limited and Allygrow Technologies Private Limited are direct subsidiaries of Ceinsys and remaining as mentioned in the table are the step-down subsidiaries of Company and direct subsidiaries of Allygrow Technologies Private Limited.
- The Percentage shown is the proportionate percentage of holding by the Company in step down-subsiaries.
- Allygram Systems and Technologies Private Limited is JV Subsidiary of Allygrow Technologies Private Limited.

- 1) Names of subsidiaries which are yet to commence operations – **NIL**
- 2) Names of subsidiaries which have been liquidated or sold during the year – **NIL**

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures- **NIL**

- 1) Names of associates or joint ventures which are yet to commence operations – **NIL**
- 2) Names of associates or joint ventures which have been liquidated or sold during the year – **NA**

Place: Mumbai

Date: August 11, 2023

ANNEXURE-2**Particulars of contracts / arrangements made with related parties**

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014 – Form AOC-2]

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2023 which were not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis

There were certain transactions entered into by the Company with related party who are related within the meaning of Indian Accounting Standard (Ind AS) 24 and Section 188 of Companies Act, 2013. Attention of Members is drawn to the disclosure of transactions with such related parties are set out in Note No. 38 of the Standalone Financial Statements, forming part of this Annual Report. Further, the details of material contracts or arrangement or transactions at arm's length basis for the year ended on March 31, 2023 are as follows:

Sr.No.	Name of Related Party	Nature of Relationship	Duration of Contract	Salient Terms	Amount (Rs. In Lakhs)
1	Allygrow Technologies Pvt Ltd (ATPL), Allygram Systems and Technologies Private Limited (ASTPL) and Grammer AG and group entities of Grammer AG: <ul style="list-style-type: none"> • Grammer Interior Components GmbH • Grammer Railway Interior GmbH • Grammer Interior Changchun Co., Ltd. • Grammer Interior (Shanghai) Co., Ltd. • Grammer Seating (Jiangsu) Co., Ltd. • Grammer Seating (Shaanxi) Co., Ltd. • Grammer Interior Beijing Co., Ltd. • Grammar Inc. • Grammer Industries Inc. • Toledo Molding & Die, LLC • Grammer Seating (Ningbo) Co., 	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	April 1, 2022 to March 31, 2023	Providing engineering design services and other components of the Joint Venture Agreement	Up to 3,500.00 (Aggregate)

ANNEXURE - 3

Particulars of Employees

(Detail pertaining to remuneration as required under Section 197(12) of the Companies Act 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014).

Your Company is serving in the field of geospatial and information technology domain to facilitate the professionals with customized solutions for versatile engineering domains. The remuneration and perquisites provided to our employees including that of the Management are at par with industry levels.

The Nomination and Remuneration Committee continuously reviews the compensation of our Executive and Non-Executive Directors and Senior Executives to align both the short-term and long-term business objectives of the Company and to link compensation with the achievement of measurable performance goals.

- i. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2022-23, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director(s) and Company Secretary during the financial year 2022-23 is mentioned below:

Name of the director	Title	% increase in Remuneration in the financial year 2022-23	Ratio of Remuneration of each Director to median remuneration of employees
Mr. Prashant Kamat	Whole Time Director, Vice Chairman & CEO	0%	104.63
Dr. Abhay Kimmatkar	Managing Director	10%	37.20
Mr. Rahul Joharapurkar	Joint Managing Director	10%	25.30
Mr. Krishnan Rathnam ²	Chief Financial Officer	0%	28.62
Mr. Rajesh Joshi ³	Deputy Chief Financial Officer	0%	12.79
Mr. Sudhir Gupta ⁴	Chief Financial Officer	0%	20.41
Ms. Pooja Karande	Company Secretary and Compliance Officer	25%	2.42

- ii. The median remuneration of employees of the Company during the financial year 2022-23 is Rs.3,00,000/- as compared to Rs. Rs.2,86,458/- in year 2021-22. Median is based on CTC.
- iii. In the financial year 2022-23, there was increase of 4.73 % in the median remuneration of employees.
- iv. The Company employed 967 employees as on 31st March 2023 as compared to 1046 employees as on 31st March 2022.
- v. It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

Notes to table above:

- Median is based on CTC.
- Mr. Krishnan Rathnam tendered his resignation from the post of Chief Financial Officer of the Company with effective from October 1, 2022.
- Mr. Rajesh Joshi tendered his resignation from the post of Deputy Chief Financial Officer of the Company with effect from June 1, 2022.
- Mr. Sudhir Gupta was appointed as Chief Financial Officer of the Company with effect from August 13, 2022

Additional Note:

The Non-Executive Directors of the Company are entitled to sitting fee as per the statutory provisions. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.

[Information as per Rule 5(2) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Names of Top Ten Employees in terms of Remuneration drawn during the FY 2022-23.

Sr. No.	Names of Employees	Designation	Educational qualification	Nature of Employment whether contractual or otherwise	Age	Experience (in years)	Date of Joining	Gross Remuneration Paid (Amount in Rs.)	Previous Employment	% of equity shares held*	Whether the employee is relative of any director
1	Mr. Prashant Kamat	Vice Chairman and CEO	M.Tech	On Payroll	57	29	17-Feb-22	3,12,62,915	Allgrow Technologies Private Limited	-	No
2	Dr. Abhay Kimmatkar	Managing Director	B.E PH.D	On Payroll	53	27	01-Apr-05	97,16,987	YCCE	0.04%	No
3	Mr. Rahul Joharapurkar	Joint Managing Director	BE	On Payroll	52	30	01-Feb-04	65,93,517	Honeywell Middle East	0.04%	No
4	Mr.Chandrashekhar Sayankar	Senior Vice President	ME	On Payroll	45	21	16-May-22	58,55,632	Autodesk Inc.	-	No
5	Mr. Prakash Tanaji Yadav	Senior Vice President	PGDBA	On Payroll	43	21	26-Aug-22	53,96,508	Quosphere Infosolutions	0.00%	No
6	Mr.Sudhir Kumar Gupta	Chief Financial Officer	CA	On Payroll	57	33	01-Jun-22	47,35,053	Sudhir Gupta & Co.	-	No
7	Mr.Tarun Bisht	Vice President	B.Com LLB.	On Payroll	34	8	01-Apr-19	52,55,915	Chemex Goods	-	No
8	Mr.Manish Ingle	Vice President	BE, MBA	On Payroll	48	23	01-May-07	44,71,729	Datta Meghe Institute of Medical Sciences	0.04%	No
9	Dr.Hemant Thakare	Chief Operating Officer	PH.D	On Payroll	61	38	01-Nov-12	53,03,649	Meghe Group of Institution	-	No
10	Mr.Abhijeet Hanumandas Varma	Operations Head	BE	On Payroll	47	22	30-Jan-18	28,09,786	Rohta India Ltd	-	No

* Joint Shareholding with another person shown as a Part of that shareholders holding, whose name appears first i.e. first holder.

ANNEXURE-4**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31/03/2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
CEINSYS TECH LIMITED
CIN: L72300MH1998PLC114790
10/5, I.T. Park,
NAGPUR -440022

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CEINSYS TECH LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31/03/2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **CEINSYS TECH LIMITED** ("the Company") for the financial year ended on 31/03/2023 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment [Overseas Direct Investment and External Commercial Borrowings Not applicable to the company during the Audit Period.]
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the company during Audit period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during Audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

- regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company during Audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during Audit period)
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (6) The other laws applicable to this company are as under -
 - (a) Payment of Wages Act, 1936
 - (b) Minimum Wages Act, 1948
 - (c) Employees Provident Fund and Misc. Provisions Act, 1952
 - (d) Employees State Insurance Act, 1948
 - (e) Payment of Bonus Act, 1965
 - (f) Electricity Act, 2003
 - (g) Indian Stamp Act, 1999
 - (h) Income Tax Act, 1961 and Indirect Tax Law
 - (i) Negotiable Instrument Act, 1881
 - (j) Maternity Benefits Act, 1961
 - (k) Payment of Gratuity Act, 1972
 - (l) The Apprentices Act, 1961
 - (m) Service Tax
 - (n) VAT Act
 - (o) Central Goods and Service Tax Act, 2017
 - (p) Maharashtra Shops and Establishment Act, 1948
 - (q) Maharashtra Municipal Corporation Act, 1949
 - (r) The Information Technology Act, 2000
 - (s) The Indian Copyright Act, 1957
 - (t) The Patents Act, 1970
 - (u) The Trademarks Act, 1999
 - (v) Secretarial Standards.
 - (w) The Information Technology Act, 2000 and the rules made thereunder.
 - (x) Software Technology Park of India rules and regulations.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by Ministry of Corporate Affairs and The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that, there are 4 instances where there is delay in reporting of FCTRS under FEMA Regulation for which company will be complying with the same by exercising payment option of late submission of fees as available under FEMA Regulation.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board

Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.

I further report that as per the explanation given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has obtained approval of the members (through postal ballot remote e-voting) under section 13, 61, 152 and 188 of the

Companies Act, 2013 by way of Ordinary Resolution for Increase in Authorised Share Capital, Alteration in memorandum, Appointment of Mr. Prashant Kamat as a Director of the Company and approval of related party transaction and under section 62, 196, 197 and 203 of the Companies Act, 2013 by way of Special Resolution for Appointment of Mr. Prashant Kamat as Whole Time Director, Vice Chairman and CEO, Approval for Ceinsys Employee Stock Option Scheme 2022 – Plan 1 for the Employees of the Company, Approval of Extension of the Ceinsys Employee Stock Option Scheme 2022 – Plan 1 to the Employees of the Subsidiary and/or Associate Company (ies), if any, of the Company and Approval for Ceinsys Employee Stock Option Scheme 2022 – Plan 2 for Mr. Prashant Kamat, Whole Time Director, Vice Chairman and Chief Executive Officer of the Company.

ANNEXURE- "A"

To,
The Members,
CEINSYS TECH LIMITED
CIN : L72300MH1998PLC114790
10/5, I.T. Park,
NAGPUR -440022

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provided a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

I further report that, during the Audit period pursuant to share purchase agreement dated 22.12.2021, the company completed 100% acquisition of Allygrow Technologies Private Limited on 02.08.2022.

I further report that during the year under report, the Company has undertaken following corporate action having a major bearing on the Company's affairs in pursuance of aforesaid laws, rules and regulations:

- A. The Company has appointed Mr. Sudhir Kumar Gupta as a Deputy CFO of the Company w.e.f. 01.06.2022 who was re-designated as CFO of the Company w.e.f. 13.08.2022.
- B. The Company has accepted resignation of Mr. Rajesh Joshi as a Deputy CFO of the Company w.e.f. 01.06.2022
- C. The Company at 24th AGM, has re-appointed Mr. Dhruv Kaji, Dr. Satish Wate, Ms. Renu Challu and Mr. Kishore Dewani as the Independent Director for 2nd term of 5 years.
- D. The Company has accepted resignation of Mr. Krishnan Rathnam as CFO of the Company w.e.f. 01.10.2022.

Place : NAGPUR

Dated : 11/08/2023

Sd/-
CS SUSHIL KAWADKAR
FCS No: 5725
CP No. : 5565
UDIN : F005725E000793457

This report is to be read with our letter of even date which is annexed as Annexure- "A" and forms as integral part of this report.

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : NAGPUR

Dated : 11/08/2023

Sd/-
CS SUSHIL KAWADKAR
FCS No: 5725
CP No. : 5565
UDIN : F005725E000793457

ANNEXURE-5

Annual Report on Corporate Social Responsibility (CSR) Activities

1. A brief outline of the Company's CSR Policy:

As an integral part of our commitment to good corporate citizenship, your company believes in actively assisting in improvement of the quality of life of people in communities, giving preference to local areas around our business operations. Towards achieving long-term stakeholder value creation, your company shall always continue to respect the interests of and be responsive towards our key stakeholders - the communities, especially those from socially and economically backward groups, the underprivileged and marginalized.

Your Company aims at enhancing its efforts to build on its tradition of social responsibility to empower people and deepen its social engagements. For the purpose of focusing Ceinsys CSR in a continued and effective manner, the following thrust areas have been identified as to:

- i. promote education;

- ii. health and welfare;
- iii. community well being;
- iv. promote gender equality and empower women;
- v. reduce child mortality and improve maternal health;
- vi. ensure environmental sustainability;
- vii. enhance vocational skills on employment;
- viii. social business projects;
- ix. eradicating extreme hunger and poverty
- x. Such other matters as may be decided from time to time, and also may include activities which are connected to the company's core activities and fruitful in the long run.

2. Composition of CSR Committee:

The Corporate Social Responsibility Committee is constituted by the Board of Directors of Ceinsys Tech Limited in compliance with Section 135 of the Companies Act, 2013 ("the Act") read along with Schedule VII & the applicable rules thereto.

As on March 31, 2023, the composition of CSR committee is as follows: -

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sagar Meghe	Chairman / Non-Executive Non-Independent Director cum Chairman	1	1
2	Mr. Dhruv Kaji	Member/ Non-Executive Independent Director	1	1
3	Ms. Renu Challu	Member/ Non-Executive Independent Director	1	1

3. The Web - link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company: -

Link: https://www.ceinsys.com/investors/Policies/Corporate_Social_Responsibility_Policy.pdf

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: **Not Applicable**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Not Applicable**

S. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
		Nil	

6. Average net profit of the company as per section 135(5): Rs.15,56,95,000/-

7. (a) Two percent of average net profit of the Company as per section 135(5): Rs.31,13,900/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: - Not Applicable

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b- 7c): Rs.31,13,900/-

8. (a) CSR amount spent or unspent for the financial year: Not Applicable

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Nil					

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency
				State.	District.						Name CSR Registration number.
Nil											

(c) Details of CSR amount spent against other than ongoing projects for the financial year: Rs.31,13,900/-

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.
				State.	District.			Name. CSR registration number.
1	Healthcare Activities (Nagpur and Wardha)	(i) promoting health care including preventive health care	Yes	Maharashtra	Wardha/ Nagpur	<u>15,56,950</u>	Direct	
	Providing social, educational and welfare amenities to orphans (Nagpur)	(ii) promoting education	Yes	Maharashtra	Nagpur	<u>15,56,950</u>	Direct	

- (d) Amount spent in Administrative Overheads: Nil
 (e) Amount spent on Impact Assessment, if applicable: Not Applicable
 (f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs.31,13,900/-
 (g) Excess amount for set off, if any Not Applicable

Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	31,13,900
(ii)	Total amount spent for the Financial Year	31,13,900
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer.	
Nil							

- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
Nil								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

- (a) Date of creation or acquisition of the capital asset(s).
 (b) Amount of CSR spent for creation or acquisition of capital asset.
 (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
 (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable,

Sd/-
Mr. Sagar Meghe
 (Chairman-CSR Committee)

Sd/-
Mr. Prashant Kamat
 (Vice Chairman and CEO)

ANNEXURE-6

Corporate Policies

our company seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website, at <https://www.ceinsys.com/investor/>

The policies are reviewed periodically by the Board and updated based on new compliance requirements.

Key policies that have been adopted are as follows:

Name of the policy	Salient Features	Web link	Summary of Key Changes
Code of Conduct for Independent Directors	The Company has adopted a Code of Conduct specifically for Independent Directors which forms the foundation of good corporate practices.	https://www.ceinsys.com/investors/Policies/Code-of-Conduct-for-Independent-Directors.pdf	There has been no change to the Code of Conduct for Independent Directors during financial year 2022-23.
Code of Conduct for Directors, KMPs & Senior Management	The Company has adopted a Code of Conduct for Directors, KMPs and Senior Management as guideline for all activities.	https://www.ceinsys.com/investors/Policies/Code-of-Conduct-for-Directors-KMPS-Senior-Management.pdf	There has been no change to the Code of Conduct for Directors, KMPs & Senior Management during financial year 2022-23.
Code of Conduct for Employees	The Company has adopted a Code of Conduct for Employees which forms the foundation of its compliance.	https://www.ceinsys.com/investors/Policies/Code-of-Conduct-for-Employees.pdf	There has been no change to the Code of Conduct for Employees during financial year 2022-23.
Vigil Mechanism Policy	The Company has adopted a Vigil Mechanism to report concern about unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct.	https://www.ceinsys.com/investors/Policies/Vigil_Mechanism_Policy_ceinsys.pdf	There has been no change to the policy during financial year 2022-23.
Policy on Determination of Materiality of Events/Information	This policy applies to disclosure of material events affecting Ceinsys and its subsidiaries.	https://www.ceinsys.com/investors/Policies/Policy-Determination-of-Materiality-of-Events-Information.pdf	There has been no change to the policy during financial year 2022-23.
Code of Conduct & Fair Disclosure for Prohibition of Insider Trading	The policy provides the framework in dealing with securities of the Company.	https://www.ceinsys.com/investors/Policies/Code-of-Conduct-&-Fair-Disclosure-for-Prevention-of-Insider-Trading-Policy.pdf	There has been no change to the policy during financial year 2022-23.
Corporate Social Responsibility Policy	The policy outlines the Company's strategy to bring about a positive impact on society through programs relating to hunger, poverty, healthcare, and environment.	https://www.ceinsys.com/investors/Policies/Corporate_Social_Responsibility_Policy.pdf	There has been no change to the policy during financial year 2022-23.
Documents Preservation & Archival Policy	The policy deals with the retention and archival of corporate records of Ceinsys Tech Limited and all its subsidiaries	https://www.ceinsys.com/investors/Policies/Documents-Preservation-&-Archival-Policy.pdf	There has been no change to the policy during financial year 2022-23.
Nomination & Remuneration Policy	This policy formulates the criteria for determining qualification, competencies, positive attributes and independence for the appointment of Director (executive/non-executive) and also the criteria for determining the remuneration of Directors, key managerial personnel and other employees.	https://www.ceinsys.com/investors/Policies/Nomination-&-Remuneration-Policy.pdf	There has been no change to the policy during financial year 2022-23.
Policy for Determining Material Subsidiary	The policy is used to determine the material subsidiaries of the Company and to provide the governance framework for them.	https://www.ceinsys.com/investors/Policies/Policy_for_Determining_Material_Subsiary.pdf	There has been no change to the policy during financial year 2022-23.
Policy on Related Party Transaction	This policy regulates all transactions between the Company and its related parties.	https://www.ceinsys.com/investors/Policies/Policy_on_Related_Party_Transaction.pdf	There has been no change to the policy during financial year 2022-23.

Policy on Prevention of Sexual Harassment of Women at Workplace (POSH)	This policy is used to prohibit, prevent or deter the commission of acts of sexual harassment of woman at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment.	https://www.ceinsys.com/investors/Policies/Policy-on-Prevention-of-Sexual-Harassment-of-Women-at-Workplace(POSH).pdf	There has been no change to the policy during financial year 2022-23.
Risk Management Framework	This Framework sets out system of risk oversight, management of material business risks and internal control.	https://www.ceinsys.com/investors/Policies/Risk_Management_Framework.pdf	The Framework was formulated and approved by Board on November 12, 2021

ANNEXURE-7

Conservation of energy, research and development, Technology Absorption, Foreign Exchange Earnings and Outgo

[Particulars pursuant to the Companies (Accounts) Rules, 2014]

Conservation of Energy

Your company has procured various energy saving devices and systems, which help in conserving energy. CEINSYS provides Information Technology enabled services and hence requires minimal energy consumption and does not use motive power. However, every effort is made to ensure that energy efficient equipment is used to avoid wastage and conserve energy, as far as possible.

Active measures taken by us towards energy conservation and carbon footprint reduction include using technology to monitor and control electricity consumption of air conditioning and other related equipment, use of energy efficient light bulbs, using technology for switching off computer monitors etc.

Your company undertakes regular reviews of energy requirements and consumption patterns, with action plans for effective utilization of power, during peak and non-peak seasons. Your company also undertake continuous education and awareness programs among all employees on energy conservation measures that can be adopted at individual levels, to help conserve power and energy.

Your company has reduced excessive illumination levels to standard levels LED lighting in its entire premises and uses four /five-star air conditioners. Your company has continued to maximize the use of energy efficient flat monitors, energy efficient air-conditioning systems. Your company has made efforts to ensure that there is no cool air leakage from its premises and have adopted measures to ensure optimum usage of air conditioners throughout its premises. A building automation system has been implemented to control working of air conditioners and to make them more power efficient.

Technology Absorption

Your Company always adopts new technologies in its Business.

Research and Development

The Company being in IT and related services, continued to carry out Research and Development activity in its routine course, however there was no specific expenditure incurred on it.

Foreign Exchange Earnings and Outgo

Foreign Exchange Earnings: Rs. 2,55,87,268/-
Foreign Exchange Outgo: Rs. 4,47,01,332/-

ANNEXURE-8

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Ceinsys Tech Limited,
0/5, I.T. PARK,
NAGPUR-440022

I have examined all the relevant records of M/s. Ceinsys Tech Limited (the Company) for the purpose of certifying compliance of the conditions of Corporate Governance as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the financial year from April 1, 2022 to March 31, 2023.

I have also examined the status of Directors of the Company in accordance with Listing Regulations and Companies Act, 2013 and hereby certify that, none of the Directors on Board of the Company is disqualified from being appointed or continuing as director by the Securities Exchange Board of India/ Ministry of Corporate Affairs. The KYC requirements of all the directors has been updated on the website of Ministry of Corporate Affairs.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. The certificate is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In my opinion and to the best of my information, and according to the explanations given to me, I certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the said Listing Regulations, as applicable.

Place : NAGPUR
Date: 11/08/2023

Sd/-
CS.SUSHIL KAWADKAR
FCS. No. : 5725
CP. No. : 5565
UDIN : F005725E000793591

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
Ceinsys Tech Limited
10/5, I.T. PARK,
NAGPUR-440022

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ceinsys Tech Limited having CIN L72300MH1998PLC114790 and having registered office at 10/5, I.T. PARK, NAGPUR-440022 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	*Date of Appointment in Company
1	Sagar Dattatraya Meghe	00127487	09/09/1998
2	Prashant Prabhakar Kamat	07212749	17/02/2022
3	Abhay Surendra Kimmatkar	01984134	17/12/2007
4	Rahul Sudhakar Joharapurkar	08768899	25/06/2020
5	Renu Challu	00157204	31/08/2017
6	Dhruv Subodh Kaji	00192559	14/07/2017
7	Kishore Pessulal Dewani	00300636	15/01/2018
8	Satish Ramchandra Wate	07792398	14/07/2017

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : NAGPUR
Dated : 11/08/2022

Sd/-
CS.SUSHIL KAWADKAR
FCS. No. : 5725
CP. No. : 5565
UDIN : F005725E000793644

ANNEXURE-9**DECLARATION UNDER SCHEDULE V (D) OF THE LISTING REGULATIONS BY THE CHIEF EXECUTIVE OFFICER OF AFFIRMATION BY THE DIRECTORS, KMP'S AND SENIOR MANAGEMENT OF COMPLIANCE WITH THE CODE OF CONDUCT**

To
The Members
Ceinsys Tech Limited
10/5, I.T. Park
Nagpur-440022

Pursuant to Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board Members, KMPs and Senior Management Personnel are aware of the provisions of the Code of Conduct laid down by the Board as made effective from 13th February, 2018

All Board Members, KMP and Senior Management Personnel have affirmed compliance with the Code of Conduct.

For Ceinsys tech Limited

Sd/-

Prashant Kamat
Vice Chairman and Chief Executive Officer
DIN: 07212749

Date: April 1, 2023
Place: Nagpur

ANNEXURE-10**CEO AND CFO COMPLIANCE CERTIFICATE**

We, to the best of our knowledge and belief, certify that:

- a) We have reviewed the financial statements for the year ended March 31, 2023 and to the best of our knowledge and belief:
 - i. these financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal control for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
 - i. There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii. There has not been any significant change in accounting policies during the year ended March 31, 2023 and the same have been disclosed in the notes to the financial statements; and
 - iii. We are not aware of any instance during the year under reference of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

Place: Mumbai
Date: May 25, 2023

For and on behalf of Board of Directors

Sd/-
Mr. Prashant Kamat
Chief Executive Officer
DIN:07212749

Sd/-
CA Amita Saxena
Chief Financial Officer

INDUSTRY STRUCTURE AND DEVELOPMENT

Management Discussion & Analysis

Global & Domestic Economic Outlook

The global economy is expected to experience a gradual recovery from the socio-political events and the pandemic of the past years. According to the International Monetary Fund (IMF), global growth is projected to reach 2.8 percent this year, with a modest increase to 3.0 percent in 2024. Global inflation is predicted to decrease, albeit at a slower pace than initially anticipated, from 8.7 percent in 2022 to 7.0 percent this year and further down to 4.9 percent in 2024. Notably, emerging economies are set to witness relatively higher growth, with a jump from 2.8 percent in 2022 to 4.5 percent (fourth quarter over fourth quarter) this year. In contrast, the European Union's growth is expected to decline to 0.7 percent (fourth quarter over fourth quarter) this year before rebounding to 1.8 percent in 2024.

India's growth, on the other hand, is anticipated to surpass most economies, with a projected growth rate of 6.2 percent and 6.4 percent in 2023 and 2024, respectively. Although these figures are lower than previous estimates for 2023, they indicate that India is contributing around 15 percent to global growth in 2023. Factors such as rapid digitalization, the government's commitment to increase capital expenditure, increased foreign direct investment (FDI) momentum, and a rising share of manufacturing in the country's GDP are driving this growth. These factors create a conducive environment for Ceinsys' growth.

Global economic outlook

The COVID-19 pandemic continued to cause disruptions in CY2022, with the emergence of the new variant having a significant impact on Asian economies such as Japan and China. The disruption of the supply chain, particularly in the semiconductor industry, led governments and businesses to reconsider their supply chain strategies.

Russia's surprise war against Ukraine continues to overshadow the world economy. The uncertainty generated by the war is likely to weigh heavily on economic activity, and downside risks are expected to predominate. While there have been some recent signs of improvement, the recovery over the next two years is likely to be moderate. Trade tensions are also high and could worsen, adding to the challenges faced by the global economy. Financial vulnerabilities have also increased, including in financial institutions, housing markets, and low-income countries. These vulnerabilities could exacerbate any negative impacts from the war or trade tensions. In addition, while headline inflation has started declining, it remains elevated, which could also contribute to economic uncertainty and volatility. The persistence of high inflation could have implications for central bank policies and the cost of borrowing. The global economy appears poised for a gradual recovery from the past years' socio-political events and the pandemic. The focus of Governments and organizations alike on digital technologies and digitalization is contributing to increased inclusive, resilient overall development by spurring innovation, generating efficiencies, and improving services. Innovative digital solutions to complex development challenges present a unique opportunity for countries to accelerate economic growth and connect citizens to services and jobs.

Overall, the outlook for the global economy remains fragile, and the risks are weighted to the downside. Continued attention and cooperation will be necessary to mitigate the negative impacts of the ongoing conflict and other economic challenges.

India's economic outlook

The Russia-Ukraine conflict, combined with other looming factors has led to a global economic slowdown, and India's overall growth prospects have also been affected. However Rapid Digitalization, the government's commitment to increase capital expenditure,

increased FDI momentum, & increasing share of manufacturing in the country's GDP are some of the major factors driving this growth during this period.

India's economy has grown from being the tenth largest to the fifth largest in the past ten years. India is currently the President of the G20 nations and has been the fastest-growing major economy for three consecutive years. The ongoing conflict may have significant direct and indirect impacts on India's economy, trade, and foreign policy. Despite these global issues, the country has a robust and diverse technology ecosystem that is driving further growth, with a talented and entrepreneurial workforce that prioritizes ethical tech and governance, environmental and social responsibility, and corporate social responsibility.

Domain wise Business Performance & Outlook

Water

The water management industry is adopting digitalization, material science advancements, and hydrological engineering to efficiently preserve and reuse water. Trends like Digital Water Management, Wastewater Processing, Advanced Filtration, Water-saving Technology, and Desalination are enhancing accessibility, sustainability, and economic viability. The smart water management market is expected to grow at a rate of 13.89% annually due to increasing IoT adoption and smart city initiatives. Smart meters play a key role by integrating advanced technology with communication solutions like SCADA and GIS to address challenges in billing and water management for utilities, residents, and industries.

The Infrastructure Investment and Jobs Act (IIJA) presents an incredible opportunity for US utilities with USD 55 billion in new funding for water and wastewater infrastructure from 2022 to 2026. In India, the government is also prioritizing infrastructure development through initiatives like the National Infrastructure Pipeline (NIP), Jal Jeevan Mission (Rural), Jal Jeevan Mission (Urban), and the Namami Gange program. These programs will receive substantial funding. The union budget for 2023-2024 proposes a budget of approximately 15 Billion USD for water-related projects across ministries such as Jal Shakti, Agriculture and Farmers' Welfare, Rural Development, and Housing and Urban Affairs. This budget is a 15% increase from the previous year, with a significant portion allocated to Jal Jeevan Mission (JJM) to provide functional household tap connections (FHTC) in rural areas. The goal for the upcoming year is to deliver an additional 40 Million FHTCs.

We remain confident in strong growth across this vertical with increasing demand for solutions that integrate water management into the overall development, of public and industrial infrastructure and capacities, planning, and management practices. We are investing in interactive technology solutions and methodologies that enable easy adoption of best practices and informed decisions involving activities with environmental and community impacts.

Energy

The power and utilities industry is embracing trends like grid modernization, ESG reporting, grid flexibility, and transportation electrification to drive innovation and growth.

The global energy industry will be driven by global energy consumption, set to grow by 1.3% in 2023 compared to 0.9% growth in 2022. In India, significant progress has been made in achieving energy sustainability by expanding access to electricity, implementing energy market reforms, and integrating renewable energy sources into the grid.

India, with an installed power capacity of 411.64 GW, ranks fourth globally in renewable capacity. The country aims to add over 340 GW

of renewable capacity by 2030 which will require a substantial investment of USD 223 billion between 2022 and 2029.

In the Union Budget of India 2022-23, USD 885 million was allocated for solar power projects, including grid, off-grid, and PM-KUSUM initiatives. The Green Energy Corridor projects facilitate the evacuation of renewable power and enhance the grid for future requirements. Additionally, the National Hydrogen Mission aims to produce 5 MMt of green hydrogen annually with a budget of USD 2.4 billion.

The Ministry of Power's Task Force on OSOWOG is exploring the interconnection of regional grids to exchange renewable power. Initial interconnections with Sri Lanka, Myanmar, and Maldives are being considered to further the objective of OSOWOG, which aims to connect Southeast Asia, South Asia, the Middle East, Africa, and Europe for renewable power exchange.

The outlook for this segment for FY24 remains highly positive, with a strong sentiment that we forecast strong growth in this business segment. This growth will be driven by the growth opportunities in the areas of grid modernization, transmission capacity, Intelligent Asset, Management (IAM), and the integration of smart & microgrids.

Transportation

The transportation and logistics industry is confronting immense change: digital transformation, new market entrants, changing customer expectations, and evolving business models., the global transportation infrastructure market is expected to hit USD 3,606.8 billion by 2031, registering a CAGR of 7.2% from 2022 to 2031.

India plans to invest a substantial 1.7% of its GDP in transport infrastructure this year, surpassing most European countries and the US. The government has increased its capital outlay to USD 122 billion for infrastructure development. USD 3 Billion has been allocated for railway capital expenditure, focusing on new tracks, coaches, electrification, and station development. Road infrastructure will receive USD 3.3 Billion, a 36% surge for the fiscal year 2023-24. The government aims to revitalize 50 airports, heliports, water aerodromes, and landing grounds to enhance regional air connectivity.

In FY22, road construction covered a distance of 10,457 km. The National Infrastructure Pipeline (NIP) comprises 8,964 projects. Indian Railways experienced an 8.3% increase in revenue-earning freight traffic during FY22-23, carrying over 976 million tonnes. Capital expenditure on railway infrastructure has consistently increased, with a 29% rise from the previous year.

The FY24 outlook remains positive, and we are confident in surpassing pre-pandemic performance levels.

Mobility & Manufacturing Engineering Services

In 2022, global technology spending reached USD 4.39 trillion as Enterprise software and IT services surpassed USD 2 trillion, growing 4.5% YoY. The Engineering, Research, and Development (ER&D) sector is rapidly expanding, driven by increased client engagement. Global 1000 companies have increased R&D intensity as a percentage of revenue from 3.8% in 2010 to 4.5% in 2022. The automotive mobility industry is a significant contributor to ER&D spending, forming 16% of overall expenditure. Global ER&D spending stands at approximately USD 781 billion, with the automotive sector accounting for USD 125-160 billion, growing at a CAGR of 10.6%.

Executives expect ER&D spending to increase by 10% annually until 2026, fuelled by investments in digital engineering. Investments in digital engineering capabilities are projected to grow even faster, with a CAGR of 19% between 2022 and 2026, nearly double the pace of overall ER&D spending.

The European automotive industry leads the global landscape, contributing USD 79 billion (50% of total ER&D spending), followed by the Asia-Pacific region with USD 55 billion (35%), and North America with USD 24 billion (15%). Factors driving higher investments in ER&D within the automotive industry include electrification, autonomous vehicles, infotainment, connected cars, and standardization.

The Government of India anticipates USD 8-10 billion in investments in the automobile sector by 2023. R&D spending in India, particularly in prototyping and designing, is expected to be lucrative due to rapid design changes and the shift towards electric vehicles. The growing demand for smart manufacturing and advancements in automotive design will contribute to a prosperous market for automotive design services.

The Industrial Manufacturing sector is poised for significant growth, surpassing expectations despite challenges like supply disruptions and labor shortages. Major corporations worldwide are expected to increase investments in high-quality production and productivity enhancements. The industrial automation market is projected to reach a valuation of USD 81.4 billion by 2033, with a CAGR of 7.2% during the period. Asian countries' manufacturers will drive the market's growth.

Over the next five years, automated systems are expected to account for 25% of capital spending globally.

Manufacturing automation trends include broadening capabilities with robotics, AI, and machine learning; protecting profitability through agile technologies and digitalization; centralizing access to strategic tech; redefining markets with Industry 4.0.

India's R&D services exports grew rapidly, making it the largest provider of outsourced ER&D services through GICs and third-party vendors. The country's focus on innovation and R&D has improved its Global Innovation Index ranking and attracted MNCs, supported by a skilled workforce, IT innovation, EV development, a large domestic market, policy support, and a thriving startup ecosystem. India's ER&D talent pool of 1 million people is expected to grow by another million in the next 5 years, positioning it as the third-largest R&D destination.

Ceinsys's Mobility and Manufacturing Engineering services business unit saw a 25% YoY growth and is pacing itself for a year of exponential growth. The outlook for the next fiscal is positive with the continued growth potential in the EV ecosystem and Manufacturing automation.

Geospatial

The integration of digital twins with BIM software enhances precision in virtual building replicas, while VR and AR improve communication. Data-driven automation and parametric modeling simplify customization in the AEC industry. The geospatial industry in 2023 will include data acquisition, software providers, analytics, consulting, training, and hardware companies. India's geospatial market is projected to grow at a CAGR of 13.5% by 2025, with a focus on GIS, spatial analytics, and Earth Observation. Defense, urban development, and utility sectors dominate India's geospatial market.

It is projected that the Geospatial Industry is estimated to be USD 512 billion, with a market cap of USD 1.7 trillion, and a direct socio-economic impact of USD 7.5 trillion in 2023. The demand for geospatial data and analytics is being fuelled by various industries, such as transportation, logistics, agriculture, defense, and smart cities. The development of novel geospatial tools and platforms, such as remote sensing, geospatial visualization, and location-based services, is making it simpler to acquire, process, and analyze geospatial data. The location-based intelligence and analytics industry is expected to grow from USD 15.7B in 2021 to around USD 30B in 2026 driven by advancements in machine learning, artificial

intelligence, and big data analytics. The adoption of geospatial technologies is expected to rise in 2023 as more companies and governments become aware of the significance of geospatial data and analytics. This could lead to greater investment in geospatial technology and the development of new applications and use cases. The Asia-Pacific region is predicted to have the highest growth in the geospatial industry, propelled by increased investment in infrastructure and smart city initiatives.

Overall, the geospatial industry is projected to experience continuous growth and transformation in 2023. Ceinsys, with its continued focus on new technologies, applications, and collaborations driving innovation and expansion is perfectly positioned to adapt and provide innovative solutions in the geospatial marketplace.

Trends impacting Geospatial Industry

AR, VR, 3D reconstruction or 3D modelling.

In 2023, the digital revolution will continue to advance, driving significant changes in reality capture, 3D modelling, surveying, mapping, lidar, and AEC digitization. AR and VR technologies are transitioning from theory to practical applications, enabling the implementation of 3D designs in the physical world and facilitating interactive collaboration across different locations. These advanced visualization tools are already delivering immense value to the AEC industry, with ongoing improvements in hardware, modelling, and capture processes enhancing their benefits. The integration of gaming engines with geospatial data is unlocking realistic 3D modelling capabilities and fostering partnerships between geospatial and gaming companies. This integration allows for realistic simulations and valuable insights, potentially enabling a seamless transition between the physical and virtual worlds and paving the way for future metaverse development.

Spatial Analytics

AI-powered geospatial intelligence tools are revolutionizing sustainable supply chains, traceable supply chains, and climate risk management. GeoAI offers solutions for automation, resource monitoring, risk management, and disaster preparedness. By integrating location data with entities, it enables faster decision-making. Geospatial analytics involves collecting, transforming, and analysing data to reveal insights. AI enhances the value of geospatial data by extracting information and providing real-time insights. For instance, AI algorithms predict wildfire risks and assess environmental risks for energy pipelines. As geospatial technology advances, AI-led analytics will transform industries, improving efficiency and safety.

Sustainability

Timely high-frequency satellite imagery is a valuable tool for supporting sustainability initiatives like agriculture, energy transformation, and supply chain tracking. It also aids financial services in market trend identification and climate risk assessment, while assisting defense and intelligence organizations in energy and food security decision-making. GIS technology visualizes carbon dioxide levels in relation to location and time.

Digitizing construction and AEC workflows allow for visualizing project carbon footprints. The integration of Geospatial and BIM technology enables real-time data incorporation into digital twins, easing impact measurement.

In the face of worsening climate change and stakeholder demands for transparency, strong ESG initiatives are crucial for businesses. Robust ESG propositions are linked to higher value creation, and companies are ramping up ESG reporting requirements. Geospatial AI can help businesses assess and confirm their ESG initiatives, providing tangible evidence of energy use, resource stewardship, cybersecurity, conservation practices, and employee treatment. It

also aids in understanding the environmental impact of commercialization and holding partners accountable with reliable data.

Spatial Planning Platforms

As cities encounter various challenges linked to sustainable development, climate change, and infrastructure management, the significance of Spatial Planning Platforms is on the rise. Spatial Platforms, integrate multiple sources of GeoSpatial data to create high-value visualizations, such as maps, graphs, statistics, and cartograms. These platforms can enable workflows and information exchange for engineers, project managers, and c-suite leaders in a variety of organizations – including government agencies, construction firms, utilities, telecom providers, smart cities, and mining companies.

Quantum Computing

Recent news about developments in quantum computing is exciting for the geospatial community. Geospatial AI with quantum computing has immense applications. Quantum positioning and Quantum Computing as a Service (QCaaS) is expected to revolutionize the industry.

Trends impacting mobility industry.

Vehicle Autonomy

By 2025, passenger vehicles in Europe and North America are expected to have a significant increase in level-three and level-four automation features, enabling them to become highly automated or capable of self-driving on highways. Shared autonomous vehicles could potentially thrive in major urban areas.

Micro-mobility

Currently valued at around USD 180 billion, the global micromobility market is projected to more than double by 2030, reaching approximately USD 440 billion, according to McKinsey analysis.

Intermodal Applications

The development of intermodal applications involves utilizing multiple modes of transportation for a single journey. There are already emerging platforms that integrate various mobility options for specific routes, making it easier for travelers to plan their trips. For example, Jelbi displays potential routes that combine different modes of transportation, along with information on time and cost.

Shared Mobility

The shift towards shared or pooled zero-emission vehicles is regaining momentum as consumers seek transportation options that are convenient, cost-effective, and environmentally friendly. Shared mobility, including ride-hailing services, is becoming increasingly popular in this regard.

Electric Vehicles

The Electric Revolution is gaining momentum. In 2022, electric vehicles (EVs) captured 11% of the global market share, a significant increase from 6.5% in 2021. Major automotive manufacturers have set ambitious electrification goals, ranging from a modest 20% penetration by 2025 to an aggressive 100% by 2030. By 2030, it is projected that battery electric vehicles (BEVs) will reach a 40% penetration rate, while xEVs (including hybrids) will achieve 80% by 2035. The regionalization of EV production and supply chains will result in duplicated efforts and increased costs for OEMs, but it will also create immense growth opportunities for specialized suppliers, particularly those with strong R&D capabilities and expertise in software/hardware integration.

OPPORTUNITIES AND THREATS

Opportunities & Threats

Opportunities:

1. The increasing demand for geospatial data is creating new opportunities for companies that provide geospatial products and services, driven by various industries such as urban planning, disaster management, agriculture, and healthcare.
2. The development of new geospatial tools and platforms is making it easier to collect, process, and analyze geospatial data, creating opportunities for companies that can provide innovative solutions to meet the growing demand for geospatial data and analytics.
3. Geospatial technologies are being used in an increasing number of applications, from transportation and logistics to supply chain management and marketing, creating new opportunities for companies that can provide geospatial solutions that meet the specific needs of these industries.
4. with rapidly growing EV mobility market, the opportunities in end-to-end product development, EV/battery integration and electronics design and support are becoming increasingly critical.
5. Increasing expertise in designing and developing vehicles and systems specifically tailored for shared mobility services such as optimizing vehicle design for durability, reliability, and passenger comfort, as well as integrating advanced technologies like connectivity, data analytics, and autonomous driving capabilities into shared mobility platforms

Threats:

1. The growing concern over data privacy and security as geospatial data becomes more valuable and sensitive could lead to increased regulation and compliance requirements, which could be costly for companies that provide geospatial products and services.
2. The geospatial industry is becoming increasingly competitive, with new entrants entering the market, leading to increased competition and pricing pressure, making it harder for established companies to maintain their market position.
3. Economic and geopolitical instability can have a significant impact on both the geospatial and mobility industry as well, creating uncertainty and risk for companies that provide solutions especially in areas such as defense and intelligence.

Risks and Concerns:

Management of Risk is of utmost importance for any corporate having Good Corporate Governance. Your Company believes that a robust Risk Management system ensures adequate controls and monitoring mechanisms for a smooth and efficient running of the business. Your Company, being risk aware is better equipped to maximize the shareholder value. The Company's Business Risk Management Framework helps in identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

Except as otherwise stated and the Risk Factors mentioned herein, the following important factors could also cause actual results to differ materially from the expectations:

- > Changes in domestic and foreign policies namely changes in laws, regulations and taxes.
- > Changes in foreign exchange rates.
- > Failure to obtain and retain approvals and licenses.
- > Risk in realization of contingent liabilities.

- > Change in general economic, political, social and business conditions in the local, regional and national markets in which we operate.
- > Termination of customer contracts without cause and with little or no notice or imposition of heavy fines / penalties.
- > Changes in interest rate policies, inflation, deflation or other rates and prices.
- > Occurrences of natural disasters or calamities affecting the areas in which we have operations.
- > Market fluctuations and industry dynamics beyond our control.

Internal Control and Systems and their Adequacy

As per the explanation to clause (e) of Section 134(5) of Companies Act, 2013, the term Internal Financial control (IFC) means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its Business including adherences to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial information.

Ceinsys has already aligned its current systems of internal financial control with the requirement of the Companies Act 2013. The Internal Control is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The framework requires a company to identify and analyze risks and manage appropriate responses. The Company has successfully laid down the detailed framework and ensured its effectiveness.

Ceinsys' internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with the applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization, and ensuring compliance with corporate policies.

Ceinsys has a well-defined system for delegation of power with authority limits for approving revenue as well as expenditure. Processes for formulating and reviewing annual and long-term business plans have also been laid down.

Ceinsys uses a state-of-the-art Enterprise Resource Planning (ERP) system to record data for accounting, consolidation, and management information purposes and the ERP connects to different locations for efficient exchange of information. It has continued its efforts to align all its processes and controls with global best practices.

Ceinsys has appointed Internal Auditor to oversee and carry out internal audit of its activities. The audit is based on an internal audit plan, which is reviewed quarterly in consultation with the statutory auditors and the Audit Committee. The conduct of internal audit is oriented towards the review of internal controls and risks in its operations such as software delivery, accounting and finance, procurement, employee engagement, travel, insurance, IT processes. The Audit Committee reviews the reports of internal auditors and statutory auditors. Suggestions for improvement are considered and the Audit Committee follows up on corrective action. The Audit Committee also meets Ceinsys' statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major observations periodically.

Financial performance with respect to operational performance

The financial statements of the Company have been prepared under Indian Accounting Standards (IND AS) which comply in all material respects with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

Particulars	(Amount in Lakhs)		
	Financial Year 2022-23	Financial Year 2021-22	Increase %
Total Revenue (Standalone)	16,810.90	19,750.58	-14.88%
Total Revenue (Consolidated)	22,189.70	20,456.32	8.47%
Earnings before interest, tax, depreciation (EBITD)-Standalone	2,001.01	2,327.63	-14.03%
Earnings before interest, tax, depreciation (EBITD)-Consolidated	4,185.00	2,573.24	62.64%
Profit Before Tax (Standalone)	878.28	1,113.89	-21.15%
Profit Before Tax (Consolidated)	2,890.84	1,347.76	114.49%
Profit After Tax (PAT)(Standalone)	636.01	767.00	-17.08%
Profit After Tax (PAT)(Consolidated)	3,088.72	951.91	224.48%
Total Comprehensive Income (Standalone)	637.46	742.91	-14.19%
Total Comprehensive Income (Consolidated)	3,280.89	924.33	254.95%
Earnings Per Share (EPS) (Standalone)	4.12	6.55	-37.10%
Earnings Per Share (EPS) (Consolidated)	20.02	8.12	146.55%

Share Capital

The authorized share capital of the Company as on March 31, 2023 was Rs.30,00,00,000/- divided into 3,00,00,000 equity shares of Rs.10/- each and paid-up share capital as at March 31, 2023 was Rs.15,43,13,970/-divided into 1,54,31,397 equity shares of Rs.10/- each. During the year no Fresh issue has been done in the paid up capital of the company.

Other Equity

On Standalone basis, the Other Equity as at March 31, 2023 stood at Rs. 15,714.87 Lakhs as against 14,430.89 Lakhs as at March 31, 2022, showing an increase of 8.90%.

On Consolidated Basis, Other Equity as at March 31, 2023 stood at Rs. 18,287.07 Lakhs as against Rs. 14,743.07 Lakhs as at March 31, 2022 showing an increase of 24.04 %. The net increase is mainly on account of profit earned during the year & proportionate increase in income from joint venture. The current year's turnover and profit considers figures of twelve months as compared to turnover and profit of two months in the previous year.

Long-Term Borrowings

On Standalone Basis Long-term Borrowing increased to Rs. 89.56 Lakhs as at March 31, 2023 from 39.86 Lakhs at March 31, 2022. Increase in long term borrowings is due to additional car loan taken during the financial year 2022-23.

On Consolidated Basis Long-term Borrowing increased to Rs. 89.56 Lakhs as at March 31, 2023 from 39.86 Lakhs at March 31, 2022. Increase in long term borrowings is due to additional car loan taken during the financial year 2022-23.

Other Current Financial Liabilities

On Standalone basis, other current financial liabilities stood at Rs.405.77 Lakhs as at March 31, 2023 as against Rs.530.15 Lakhs as at March 31, 2022.

On Consolidated basis, other current financial liabilities stood at Rs. 718.63 Lakhs as at March 31, 2023 as against Rs. 663.18 Lakhs as at March 31, 2022.

Trade Payables

On Standalone Basis, Trade payables decreased to Rs. 3,227.36 Lakhs as at March 31, 2023 from Rs.4,363.97 Lakhs as at March 31, 2022.

On Consolidated Basis, Trade payables decreased to Rs. 3,321.97 Lakhs as at March 31, 2023 from Rs. 4,634.66 Lakhs as at March 31,

2022. The decrease is mainly due to payment to vendors which resulted in less liabilities of the company towards vendor payment.

Other Current Liabilities

On Standalone basis, other current liabilities increased to Rs.1,198.42 Lakhs as at March 31, 2023 from Rs.910.80 Lakhs at March 31, 2022.

On Consolidated basis, other current liabilities increased to Rs. 1,361.97 Lakhs as at March 31, 2023 from Rs. 976.60 Lakhs as at March 31, 2022.

Short-Term Provisions

The short-term provision comprises provisions against gratuity liability and leave obligation towards employees.

On Standalone basis, short-term provisions were Rs. 239.02 Lakhs as at March 31, 2023 as against Rs.173.30 Lakhs as at March 31, 2022.

On Consolidated basis, short-term provisions were Rs. 333.28 Lakhs as at March 31, 2023 as against Rs. 234.17 Lakhs as at March 31, 2022. Increase in liability is on account of high actuarial gain coming majorly due to change in demographic assumptions, experience changes, change in attrition rate.

Non-Current Investments

On standalone basis, Non-Current Investment were Rs. 6,821.12 Lakhs as at March 31, 2023 as against Rs.5,641.92 Lakhs at March 31, 2022.

On Consolidation basis, Non-Current Investment were Rs. 2,644.84 Lakhs as at March 31, 2023 as against Rs. 1,863.37 Lakhs at March 31, 2022. Increase in Non-Current Investment on account of acquisition of 17.31% equity stake of Allygrow Technologies Private Limited.

Other Non-Current Financial Assets

On standalone these amounted to Rs. 326.05 Lakhs as at March 31, 2023 as against Rs. 462.73 Lakhs as at March 31, 2022. The decrease is mainly on account of decrease in Deposits with bank with more than 12 months maturity.

On Consolidation level the amount of Other Non-Current Financial assets decreased to Rs. 347.75 Lakhs as at March 31, 2023 from Rs. 515.30 Lakhs as at March 31, 2022. The decreased is due to decreased in Fixed deposits with banks having maturity of more than 12 months.

Current Assets Loans and Advances

The Loans and Advances recoverable in cash or kind which are due within twelve months from the Balance Sheet date are shown as Short-term loans and advances.

On Standalone basis, these amounted to Rs. 69.19 Lakhs as at March 31, 2023 as against Rs. 4.79 Lakhs as at March 31, 2022.

On consolidated basis, these amounted to Rs.1.75 Lakhs as at March 31, 2023 as against Rs. 0.24 Lakhs as at March 31, 2022.

Other Non-Current Assets

On Standalone basis Non - Current Assets were of Rs.208.37 Lakhs as at March 31, 2023 as against Rs.185.01 Lakhs as at March 31, 2022. The increase is mainly due to increase in prepaid Expenses.

On Consolidated basis Non - Current Assets were of Rs.210.48 Lakhs as at March 31, 2023 as against Rs.185.01 Lakhs as at March 31, 2022.

Trade Receivables

On Standalone basis, Trade receivables amounted to Rs. 8,322.75 Lakhs as at March 31, 2023 as against Rs. 7,800.81 Lakhs as at March 31, 2022.

On Consolidated basis, Trade receivables amounted to Rs. 9,276.46 Lakhs as at March 31, 2023 as against Rs. 8,490.03 Lakhs as at March 31, 2022.

Cash and Bank balance

On Standalone basis, cash and current account balances amounted to Rs. 55.01 Lakhs as at March 31, 2023 as compared to Rs. 3.76 Lakhs as at March 31, 2022.

On Consolidated Basis, these amounted to Rs. 3,243.07 Lakhs as at March 31, 2023 as compared Rs. 1,400.39 Lakhs as at March 31, 2022. The major increase in consolidation level due to surplus cash of subsidiary company at year end.

Bank Balance other than Above

On Standalone basis, deposits with banks which is held as margin money against bank guarantees and Letter of credits amounted to Rs. 962.33 Lakhs as at March 31, 2023 as compared to Rs. 740.53 Lakhs as at March 31, 2022.

On Consolidation basis, deposits with banks which is held as margin money against bank guarantees and Letter of credits amounted to Rs. 1,061.32 Lakhs as at March 31, 2023 as compared to Rs. 1,269.53 Lakhs as at March 31, 2022.

Other Current assets

On Standalone basis, total other current assets were of Rs. 374.95 Lakhs as at March 31, 2022 as compared to total other current assets of Rs. 482.20 Lakhs as at March 31, 2022.

On Consolidated basis, total other current assets as at March 31, 2023 stood at Rs.648.46 Lakhs as against Rs. 594.03 Lakhs as at March 31, 2022. The increase is mainly on account of increase in advance to suppliers.

Total Income- Standalone

Total Income on Standalone basis in financial year 2022-23 decreased to Rs. 16,810.90 Lakhs from Rs. 19,750.58 Lakhs in the last financial year 2021-22 registering an decrease of 14.88%. The revenue has gone down due to closure/completion of certain projects in FY 21-22 & during mid of FY 22-23.

Total Income – Consolidated

Total Income on consolidated basis in financial year 2022-23 increased to Rs. 22,189.70 Lakhs from Rs. 20,456.32 Lakhs in the last financial year 2021-22 an increase rate of 8.47%.

Earnings before interest, tax and depreciation (EBITD) – Standalone

Earnings before interest, tax and depreciation (EBITD) for the financial year 2022-23 has been Rs.2,001.01 Lakhs registering an decrease of 14.03% over (EBITD) of Rs. 2,327.63 Lakhs in financial year 2021-22. Decrease is on account of closure/completion of certain projects in FY 21-22 & during mid of FY 22-23.

Earnings before interest, tax and depreciation (EBITD) – Consolidated

Earnings before interest, tax and depreciation (EBITD) for the financial year 2022-23 has been Rs. 4,185.00 Lakhs registering an increase of 62.64% over (EBITD) of Rs. 2,573.24 Lakhs in financial year 2021-22.

Profit before tax (PBT) – Standalone

Profit before tax for the year 2022-23 has been Rs. 878.28 Lakhs recording an decrease of 21.15% over the PBT of Rs. 1,113.89 Lakhs in financial year 2021-22. Decrease is on account of ESOP amounting to Rs 993.73 Lakhs

Profit before tax (PBT) – Consolidated

Profit before tax for the year 2022-23 has been Rs. 2,890.84 Lakhs recording an increase of 114.49% over the PBT of Rs. 1,347.76 Lakhs in financial year 2021-22. The variance is on account of acquisition of ATPL on 9th Feb 2022. The current year's turnover and profit considers figures of twelve months as compared to turnover and profit of two months in the previous year.

Profit after tax (PAT) – Standalone

Profit after tax (PAT) for the year 2022-23 has been Rs.636.01 Lakhs recording an decrease of 17.08% over the PAT of Rs. 767 Lakhs in financial year 2021-22.

Profit after tax (PAT) – Consolidated

Profit after tax (PAT) for the year 2022-23 was Rs. 3,088.72 Lakhs recording an increase of 224.48% over the Profit after tax (PAT) of Rs. 951.91 Lakhs in financial year 2021-22. The variance is on account of acquisition of ATPL on 9th Feb 2022. The current year's turnover and profit considers figures of twelve months as compared to turnover and profit of two months in the previous year..

Net worth

On Standalone basis, Net worth for financial year 2022-23 was recorded at Rs. 17,258.01 Lakhs as compared to Rs. 15,974.03 Lakhs in previous financial year 2021-22.

On Consolidated basis, Net worth for financial year 2022-23 was recorded at Rs. 19,830.21 Lakhs as compared to Rs. 17,081.95 Lakhs in previous financial year 2021-22. The net increase of Rs. 2748.26 Lakhs is mainly due to increase in profitability of FY 2022-23.

Earnings per Share (EPS)

On Standalone basis, Basic and diluted earnings per share came down to Rs. 4.12 per share in current financial year from Rs. 6.55 per share in the previous year

On Consolidated basis, Basic & diluted earnings per share went up to Rs. 20.02 per share in current financial year from Rs. 8.12 per share in the previous year.

On Standalone Level there is decrease in EPS on account of decrease in profit after tax due to the reasons mentioned above.

On Consolidated level, there is increase in EPS on account of increase in profit after tax due to the reasons mentioned above.

Moreover, in year 2022-23 basic and diluted EPS are same as there is no outstanding potential share.

Segment Wise performance

The Company has organised its business into three segments:

- 1. Enterprise Geospatial & Engineering Services (EES)** - This segment includes Geospatial solution for Cadastral mapping, Resource survey, mapping & analysis, Mining applications & Heritage Mapping. Engineering consultancy services includes hydraulic modelling, water metering solutions, municipal solutions, Consultancy services for the DPR preparations for water supply scheme, Road and Highways using LiDAR Technology.
- 2. Software Products** - This segment includes sale of standard software products of Autodesk, Bentley, ESRI, Digital Globe, Schneider, Siemens, Ansys, Intergraph etc.
- 3. Power Generation** - This segment aiming to create renewable energy that is revolutionising and redefining the way sustainable energy sources are harnessed across the world. At present Ceinsys has invested in Wind Mills and Solar Plants to generate renewable clean energy.

The table below gives the standalone revenue analysis by business segment for the period indicated:

Particulars	Year Ended	
	31.03.2023	31.03.2022
	Audited	Audited
(Amount in Lakhs)		
1. Segment Revenue		
a. Enterprise Geospatial & Engineering Services	12,660.63	16,770.40
b. Software Products	3,842.81	2,625.53
c. Power Generation	200.97	223.62
Income From Operations	16,704.41	19,619.55
2. Segment Results		
a. Enterprise Geospatial & Engineering Services	2,821.07	2,529.67
b. Software Products	567.92	121.17
c. Power Generation	87.12	71.24
Total	3,476.11	2,722.08
i) Finance Costs	-835.42	-922.63
ii) Other unallocable expenditure	-1,868.90	-816.59
iii) Unallocable Income	106.49	131.03
Profit before exceptional items and Tax	878.28	1,113.89
Exceptional items	-	-
Profit Before Tax	878.28	1,113.89

Details of Significant Changes in Key financial ratios:

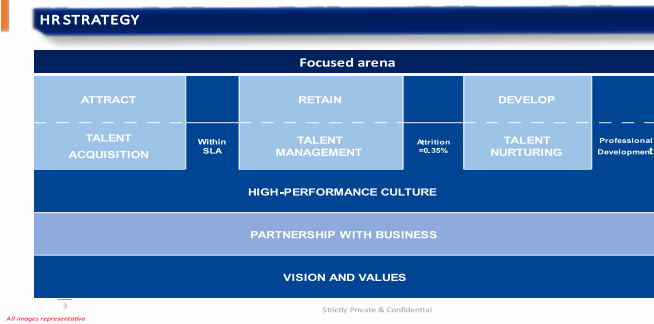
The significant changes in key ratio i.e changes of 25% or more as compared to previous financial year 2021-22 with detailed explanation is appended in the below mentioned table:

Sr. No.	Particulars	(Amount in Lakhs)			
		As at March 31, 2023	As at March 31, 2022	% Variance	Reason for variance
1	Return on equity ratio	3.83%	6.20%	-38.31%	Mainly due to reduction in profit during the current year.
2	Inventory Turnover ratio	62.80	95.50	-34.25%	Mainly due to increase in Closing stock, and decrease in Revenue from operation as compared to last year
3	Trade payables turnover ratio	1.17	0.93	25.96%	Mainly due to better and effective payment done during the year

Material Developments in Human Resources –

Human Resources practices of your Company are projected by its founders and culture that has been played major role over the years. The Company includes its human resources on its balance sheet to affirm their sheet value. The Employees are encouraged to take new initiatives and continuous learning. The organization emphasizes smartness and excellence among its employees and also includes sensibly selected approaches, methods, and procedures for recruitment and selection, and for the retention of high-quality employees. The company’s recruitment practices and selection process ensure an adequate workforce.

HR STRATEGY:

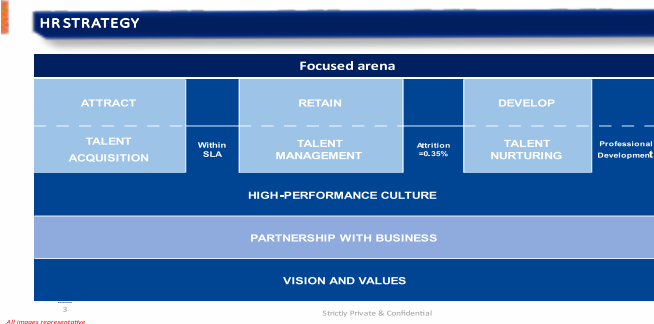


OUR STRENGTH – ONE TEAM ONE GOAL

Illustration showing a group of colorful figures holding hands in a circle, and a hand holding a Rubik's cube. Below the images are seven columns of text:

- We believe in the power of collaboration**
Because we know working together yields inspiring results
- We respect diverse perspectives**
Because varied viewpoints foster innovation and growth
- We encourage unconventional thinking**
Because we know our creativity and ingenuity can help us translate ambitions into reality
- We stand on our integrity**
Because we acknowledge that trust and respect enable us to go beyond expectations
- We Embrace responsibility**
Because we have a profound sense of commitment to our customers, colleagues and the world around us
- We commit to customer partnership**
Because we are passionate employees about building the core of our strong connections that fuel our shared success
- We take pride in our people**
Because we are passionate employees about building the core of our success

HR STRATEGY:



OUR STRENGTH – ONE TEAM ONE GOAL

Illustration showing a group of colorful figures holding hands in a circle, and a hand holding a Rubik's cube. Below the images are seven columns of text:

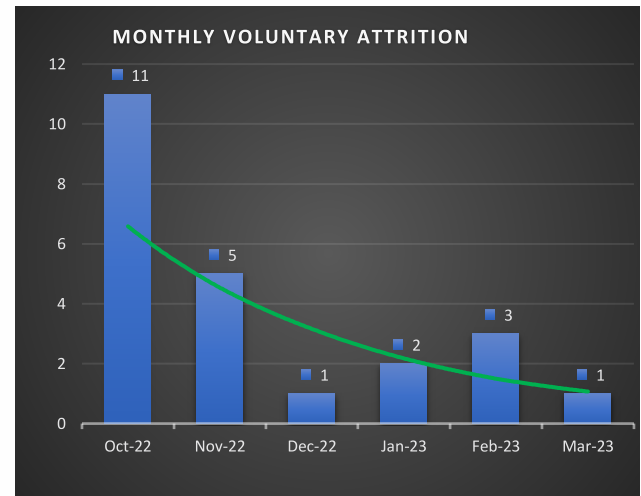
- We believe in the power of collaboration**
Because we know working together yields inspiring results
- We respect diverse perspectives**
Because varied viewpoints foster innovation and growth
- We encourage unconventional thinking**
Because we know our creativity and ingenuity can help us translate ambitions into reality
- We stand on our integrity**
Because we acknowledge that trust and respect enable us to go beyond expectations
- We Embrace responsibility**
Because we have a profound sense of commitment to our customers, colleagues and the world around us
- We commit to customer partnership**
Because we are passionate employees about building the core of our strong connections that fuel our shared success
- We take pride in our people**
Because we are passionate employees about building the core of our success

Employee Statistics

As on March 31, 2023, your Company employed 967 employees (including contractual, consultants and project based) on a consolidated basis spread across various branches. The details of Employee Statistics are mentioned below –Attrition reveals that we are keeping our employees bonded together.

Gender Ratio :

Attrition reveals that we are keeping our employees bonded together



Various Employee Engagement Initiatives during the year

SANKRANTI CELEBRATIONS

- Enhancing possibilities by keeping hopes high as “a flying kite”
- Team Ceinsys celebrated Sankranti with the traditional day on 16th January 2023.
- The total number of employees who participated in the kite flying competition was around three hundred.



TEAM BUILDING ACTIVITY

- An amazing team bonding exercise was organized for witnessing the oozing creativity of our young leaders was initiated on 3rd February 2023.



INTERNSHIP PROGRAM

- On 9th February 2023 students of YCCE were addressed and motivated by Mr. Rahul Joharapurkar (Joint MD) and Ms. Neena Reddy (Vice President - HR)



CHAIR YOGA

- “External Yoga master - Dr. Subramaniam demonstrated Stretching on Chair Yoga activity session.



“BLOW THE BALLOON”

- This was the “Engagement activity” which was organized by the Lucknow location.



“BASKET THE BALL”

- The road to success is never straight or easy. Through team coordination, we were able to put the ball in the basket by keeping strategies in place.
- “Basket the ball” was a team-building activity conducted.

**“WOMEN’S DAY”**

- Women’s Day was celebrated @Ceinsys Tech on 8th March 2023 to empower women and encourage them on their contribution towards the company.
- We played games like musical chairs, hoopla hoop, and book balancing. Overall, eighty women participated in this event.

**“WORLD WATER DAY”**

- Another Friday My day activity for our enthusiastic employees was organized to help reiterate the importance of ‘Water’ at Ceinsys Tech Ltd.

**“NATIONAL SAFETY WEEK”**

- Our Lucknow branch observed National Safety Week by incorporating a workshop on Fire Safety for the employees.
- This activity was commenced to honor and recognize the efforts of firefighters.



Forward looking Statements

In this Annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. The market data and rankings used in the various chapters are based on several published reports and internal company assessment. We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

CORPORATE GOVERNANCE REPORT 2022-23

This Report containing the details of Corporate Governance Systems and processes at Ceinsys Tech Limited in accordance with the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations).

I. Company's Philosophy on Corporate Governance

Corporate governance aims at driving the business ethically for creation and enhancement of long-term sustainable value for your stakeholders. At Ceinsys, it is imperative that the Company's affairs are managed in a fair and transparent manner. Ceinsys ensures that it evolves and follows not just the stated corporate governance guidelines, but also globally accepted best practices. Ceinsys considers its moral responsibility to protect the rights of its shareholders and disclose timely, adequate and accurate information regarding its financials and performance, as well as the leadership and governance of the Company.

The Company's essential character is shaped by the values of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavours to improve on these aspects. Your Company's Board of Directors ('the Board') view Corporate Governance in its widest sense. The main objective is to create and adhere to a corporate culture of integrity and consciousness. Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target.

The Company has adopted a comprehensive Code of Conduct ('Code') for its Directors, KMPs and Senior Management, Independent Directors and Employees. The Code is available on the Company's website at link: <http://www.ceinsys.com/investor/>. Also, the corporate policies of the company are given in Annexure 6 of the Board's Report. It ensures that all directors, senior management and employees have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times.

The Company believes in raising the bar and upholding the highest standards of Corporate Governance as it enhances the

long-term value of the Company for its stakeholders. Good governance is an essential ingredient of good business. The following report on the implementation of the Corporate Governance Practices is a sincere effort of the Company to follow the Corporate Governance Principles in its letter and spirit.

II. Board of Directors ("Board")

As on March 31, 2023, the Company has an optimum mix of Directors which is constituted in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes Executive, Non-Executive & Independent Directors with fifty percent of Non-Executive and Independent Directors so as to ensure proper governance and management. The Chairman of the Board is Non-Executive Non-Independent Director. The Board is at the core of corporate governance practice and oversees and ensures that the Management serves and protects the long-term interest of all its stakeholders. Your Company believes that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance. There are no inter-se relationships between our Board members. None of the Independent Director hold shares in the Company except Mr. Kishore Dewani who holds 3,300 Equity Shares in the Company as on March 31, 2023.

A. Size and Composition of the Board:

The Board is entrusted with the ultimate responsibility of the management, direction and performance of the Company. The Company's policy is to maintain an optimum combination of Executive and Non- Executive/ Independent Directors. The composition of the Company's Board, which comprises of Eight (8) Directors, is given in the table below and is in conformity with Regulation 17(1) of the Listing Regulations and other applicable regulatory requirements. About 50% of the Company's Board comprises of Non-Executive and Independent Directors (IDs). The Board does not comprise of any Nominee Director.

Name of the Director	Category/ Designation	Director's Identification Number	Total Number of Directorships of companies, Committee Chairmanships and Memberships as on March 31, 2023*			
			Directorships		Member holding Chairmanship Position\$	Committee Memberships other than Chairmanship Position\$
			Public#	Private		
Executive Directors						
Mr. Prashant Kamat	Whole Time Director, Vice Chairman and CEO	07212749	4	-	-	-
Dr. Abhay Kimmatkar	Managing Director	01984134	4	-	-	1
Mr. Rahul Johrapurkar	Joint Managing Director	08768899	3	-	-	1
Non Executive Director						
Mr. Sagar Meghe	Non-Executive Non-Independent Director cum Chairman	00127487	2	8	-	-

Mr. Dhruv Kaji	Independent Director	00192559	4	1	2	5
Ms. Renu Challu	Independent Women Director	00157204	3	-	3	2
Dr. Satish Wate	Independent Director	07792398	6	1	2	1
Mr. Kishore Dewani	Independent Director	00300636	7	11	1	-

Notes

* Excluding Trust formed under Bombay Trust Act, Society, foreign companies and Government Bodies, if any.

The Directorship in Public Companies includes Directorship in Non-Profit Companies (Section-8 Companies), Deemed Public Company and Ceinsys Tech Limited.

\$ Only Audit & Stakeholders Relationship & investor Grievances Committee considered.

2. Names of other Listed entities where the Director is holding Directorship and category of directorship:

Sr. No.	Name of Director	Name of Company	Category of Directorship
1.	Mr. Dhruv Kaji	Network18 Media & Investments Limited HDFC Asset Management Company Limited Tv18 Broadcast Limited	Independent Director Independent Director Independent Director
2.	Ms. Renu Challu	Schaeffler India Limited NCC Limited	Independent Director Independent Director
3.	Dr. Satish Wate	Shradha Infraprojects Limited Lloyds Metals and Energy Limited	Independent Director Independent Director

3. Key Board qualifications, Skills, expertise and attributes

In the context of the Company's business and activities, the Company requires skills/expertise/competencies in the different areas of Company's business. The Company's Board is comprised of individuals who are reputed in the required skills, competence and expertise that allows them to make effective contribution to the Board and its committees. The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and competence required for it to function effectively.

Matrix setting out the skills/expertise/competence of the board of directors is specified below:

Name of Director	Expertise in specific functional area
Mr. Sagar Meghe	Industry Experience, Management & Leadership Skills
Dr. Abhay Kimmatkar	Industry Experience, Technical, Management & Leadership Skills
Mr. Rahul Joharapurkar	Industry Experience, Technical, Management & Leadership Skills
Mr. Prashant Kamat	Industry Experience, Management & Leadership Skills
Mr. Dhruv Kaji	Technical, Management & Leadership Skills
Mr. Kishore Dewani	Technical, Management & Leadership Skills
Ms. Renu Challu	Technical, Management & Leadership Skills
Dr. Satish Wate	Technical, Management & Leadership Skills

Technical Skills/ Industry Experience	Management Skills	Leadership Skills
Accounting	Planning	Strategic Thinking
Finance	Communication	Planning & Delivery
Law	Decision-making	People Management
Marketing Experience	Delegation	Change Management
Information Technology	Problem-solving	Communication
Public Relations	Motivating	Persuasion & Influence
MD/Senior Management Experience	Knowledge and ability for abstract thinking	Mentoring abilities
Strategy Development and Implementation	Human or interpersonal skills	Integrity and high ethical standards
Knowledge of software		
Industry related		
Economic Awareness		

B. Independent Directors

Independent Directors play a key role in the decision-making process of the Board and in shaping various strategic initiatives of the Company. The Independent Directors are committed to act in what they believe is in the best interests of the Company and its stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, science and innovation, realty, public policy, business, finance and financial services. This wide knowledge in their respective fields of expertise and best-in-class boardroom practices helps foster varied, unbiased, independent and experienced perspective. The Company benefits immensely from their inputs in achieving its strategic direction.

Considering the requirements of the skill sets on the board, eminent people having an independent standing in their respective field and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment as Independent Directors on the Board. The Nomination and Remuneration Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the criteria set for selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation and takes appropriate decision.

In terms of Section 149(7) of the Companies Act, 2013, the Independent Directors; Mr. Dhruv Kaji, Dr. Satish Wate, Mr. Kishore Dewani and Ms. Renu Challu have given a declaration to the Company that they meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013. The Board also confirms that the independent Directors fulfill the independent criteria as prescribed under Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of Management.

The Company has established a Familiarization Programme for Independent Directors. The framework together with the details of the Familiarization Programme conducted has been uploaded on the website of the Company. The web-link to this is <https://www.ceinsys.com/investor/>

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on March

26, 2023, without the presence of Non-Independent Directors and members of Management, to review the performance of Non-Independent Directors, the Board as whole and the Chairman of the Company taking into account the views of executive directors and non-executive directors. They also reviewed the accessibility with regards to quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

None of the Independent Director has resigned from the Company during Financial Year 2022-23.

C. Key Board Proceedings

The Board provides and critically evaluates strategic direction of the Company, management policies and their effectiveness. Their main function is to ensure that long-term interests of the stakeholders are being served. The agenda for the Board includes strategic review from each of the Board committee, a detailed analysis and review of annual strategic and operating plans and capital allocation and budgets. The Board holds minimum four meetings every year to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company. The Board has complete access to all the relevant information of the Company. The quantum and quality of information supplied by the management to the Board goes well beyond the minimum requirement stipulated under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To enable the Board to discharge its responsibilities properly, the directors are effectively briefed at every Board Meeting. Senior Management members are also invited, as and when the need arise, to attend the Board Meetings to provide additional inputs on the items

being discussed by the Board. Apart from placing the statutory required information before the Board Members, it is the policy of the Company to regularly place the information/ matter involving major decisions like Annual Budget, Business Plans, Operations, Technology Collaboration, Investments, Half yearly results and quarterly compliance reports on various laws applicable to the Company, legal matters and other material information.

The Board performs the following specific functions in addition to overseeing the business and management:

- a. Review, monitor and approve major financial and business strategies and corporate actions;
- b. Assess critical risks facing the Company – review options for their mitigation;
- c. Provide counsel on the selection, evaluation, development and compensation of senior management;
- d. Ensure that processes are in place for maintaining the integrity and highest levels of standards of:
 - i. the Company
 - ii. the Financial Statements
 - iii. Compliance with law
 - iv. relationships with all stakeholders

2nd consecutive term of 5 years with effect from July 14, 2022 to July 13, 2027.

- > Mr. Sudhir Gupta was appointed as Deputy Chief Financial Officer of the Company with effect from June 1, 2022 and later re-designated as Chief Financial Officer of the Company with effect from August 13, 2022.
- > Ms. Renu Challu was re-appointed as Non-Executive Independent Director of the Company for 2nd consecutive term of 5 years with effect from August 31, 2022 to August 30, 2027.
- > Mr. Kishore Dewani was re-appointed as Non-Executive Independent Director of the Company for 2nd consecutive term of 5 years with effect from January 15, 2023 to January 14, 2028.
- > Dr. Abhay Kimmatkar was re-appointed as Managing Director of the Company with effect from April 1, 2023, subject to approval by the members of the Company.

1. Board Meetings and Deliberations

Your Board meets at least four times in a year as per the law. Apart from the four Board meetings, additional Board meetings are also convened by giving appropriate notice to address the specific requirements of the Company. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meeting. During the period under review i.e. April 1, 2022 to March 31, 2023, Eight (8) Board Meetings were held on April 14, 2022; May 30, 2022; July 12, 2022; August 13, 2022; August 30, 2022, November 12, 2022, February 10, 2023 and March 26, 2023. The gap between two Meetings did not exceed one hundred and twenty days. The requisite quorum was present in all the meetings. Resolutions were also passed by circulation in compliance with the provisions of Companies Act, 2013 and Rules thereunder.

2. Information Material

The dates of Board Meeting were decided well in advance and notices of such meetings were circulated. Agenda and notes on agenda were circulated to Board in a defined format, in advance and few supporting papers were placed before the Board at the time of Meeting. Material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting, with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted with the approval of the Chairman.

3. Minutes:

The Company Secretary records minutes of proceedings of meeting of Board and Committees thereof. Draft minutes are circulated to Board/ Committee members for their comments. The minutes are entered in the Minutes Book well within the stipulated time, after considering the comments of Board members.

4. Brief changes in Board of Directors /Key Managerial Personnel and Senior Management:

During the period under review i.e. from April 1, 2022 to March 31, 2023:

- > The Shareholders on May 16, 2022 through postal ballot process approved the appointment of Mr. Prashant Kamat (DIN: 07212749) as Director of the Company and also approved his appointment as the Whole Time Director and Chief Executive Officer (CEO) with nomenclature as the Vice Chairman and CEO of the Company for the period from February 17, 2022 to February 16, 2025; Mr. Rajesh Joshi resigned from the post of Deputy Chief Financial Officer of the Company with effect from June 1, 2022.
- > Mr. Dhruv Kaji and Dr. Satish Wate were re-appointed as Non-Executive Independent Directors of the Company for

5. The Committees of the Board

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulations which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Chairman of the respective Committees informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

Meetings of Statutory Committees held during the year and Directors' Attendance

The role and the composition of these Committees including number of meetings held during the financial year and participation of the members at the meetings of the committees, during the year are as under: -

A. Audit Committee

The Company has an adequately qualified Audit Committee and its composition meets the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee also acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Audit Committee ensures prudent financial and accounting practices, fiscal discipline and transparency in financial reporting. In terms of one of its important charter, the quarterly financial statements are reviewed by the Audit Committee and recommended to the Board for its adoption. The Audit Committee was constituted on July 26, 2014.

In addition to the Audit Committee members, Statutory Auditors, the Chief Financial Officer, Head – Internal Audit and Divisional Heads are also invited to the Audit Committee Meetings on need basis.

The role and composition of these committees including number of meetings held during the financial year and participation of the members at the meetings of the committees are as under:-

1. The brief terms of reference of Audit Committee are as under:
 - a. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
 - b. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
 - c. Approving payment to statutory auditors for any other services rendered by the statutory auditors;
 - d. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - i. matters required to be included in the Director 's Responsibility Statement to be included in the Board 's report in terms of Section 134 of the Companies Act 2013;
 - ii. changes, if any, in accounting policies and practices along with reasons for the same;
 - iii. major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. significant adjustments made in the financial statements arising out of audit findings;
 - v. compliance with listing and other legal requirements relating to financial statements;
 - vi. disclosure of any related party transactions; and
 - vii. qualifications in the audit report.
 - e. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - f. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - g. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - h. Approving or any subsequent modifying of transactions with related parties;
 - i. Scrutinizing of inter-corporate loans and investments;
 - j. Evaluating value of undertakings or assets of the listed entity, wherever it is necessary;
 - k. Evaluating of internal financial controls and risk management systems
 - l. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
 - m. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - n. Discussing with the internal auditors any significant findings and follow up there on;
 - o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - p. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - q. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
 - r. Reviewing the functioning of the vigil mechanism, in case the same is existing;
 - s. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and
 - t. To review utilization of loans and/or advances from investment by holding company in subsidiary company exceeding INR 100 crores or 10% of asset size of subsidiary, whichever is low.
 - u. To oversee the risks
 - v. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

2. The Audit Committee regularly reviews the following:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the internal auditor.

3. Composition of Audit Committee

During the financial year 2022-23, there was no change in the constitution of the Audit Committee. As on March 31, 2023 Audit Committee comprises as follows

Name	Status	Category
Mr. Kishore Dewani	Chairman	Non-Executive and Independent Director
Mr. Dhruv Kaji	Member	Non-Executive and Independent Director
Ms. Renu Challu	Member	Non-Executive and Independent Director

All the members of the Committee have sound knowledge of finance, accounts and business management. The Chairman of the Committee, has extensive accounting and related financial management expertise. The Company Secretary of the Company acts as the Secretary to the Committee.

4. Meetings

During the year 2022-23, Eight (8) meetings of the Audit Committee were held on April 14, 2022; May 30, 2022; July 12, 2022; August 13, 2022; August 30, 2022; November 12, 2022; 10th February 2023 and 26th March 2023. Attendance table is attached under the head 'Attendance of Directors/Members at Board and Committee Meeting (s)'. The requisite quorum was present in all the meetings and not more than one hundred and twenty days have elapsed between two meetings.

B. Nomination and Remuneration Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has constituted Nomination and Remuneration Committee on July 26, 2014. The Board has approved a Nomination and Remuneration Policy for Directors, KMPs and other Senior Management.

The committee believes that sound succession planning of the senior leadership is the most important ingredient for creating a robust future for the Company. Therefore, the committee has adopted a rigorous process to ensure that the Board selects the right candidates for senior leadership positions. The Chairman of the Committee is an Independent Director.

1. The brief terms of reference of Nomination and Remuneration Committee are as under:

- Formulating of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulating of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;

2. Composition of Nomination and Remuneration Committee

As on March 31, 2023, the Nomination and Remuneration Committee comprises as follows:

Name	Status	Category
Mr. Dhruv Kaji	Chairman	Non-Executive and Independent Director
Ms. Renu Challu	Member	Non-Executive and Independent Director
Mr. Kishore Dewani	Member	Non-Executive and Independent Director
Mr. Sagar Meghe	Member	Non-Executive & Non Independent Director Cum Chairman of the Company

The Company Secretary of the Company acts as the Secretary to the Committee.

3. Meetings

During the financial year 2022-23 Eight (8) meetings of Nomination and Remuneration Committee was held i.e. on April 14, 2022; May 30, 2022; July 12, 2022; August 13, 2022; August 30, 2022; November 12, 2022; February 10, 2023 and March 26, 2023. The requisite quorum was present in all the meetings.

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Evaluating and to recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Determine our Company's policy on specific remuneration package for the Managing Director/Executive Director including pension rights.
- Evaluating and to recommend salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Evaluating and to recommend the amount of Commission payable to the Whole time Directors, if any.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc;
- To formulate and administer the Employee Stock Option Scheme.
- To recommend to Board, all remuneration in whatever form, payable to senior management.

During the year 2022-23, the Nomination and Remuneration Committee was reconstituted on March 26, 2023. Thereby, Mr. Sagar Meghe was appointed as a member in the Nomination and Remuneration Committee

4. Nomination and Remuneration Policy

The web link of Nomination and Remuneration policy is prescribed in **Annexure-6** to the Board's Report.

The performance evaluation criteria for independent directors is elaborately mentioned below in point no. 7 of this Report.

5. Remuneration of the Executive Directors

In terms of the provisions of Section 197 (12) of the Act read

with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a

statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in Annexure-3 to the Boards' Report.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and performance incentives (variable component) to its Executive Directors. Annual increments are decided after recommendation of Nomination and Remuneration Committee, Board of Directors within the range of the remuneration approved by the Members.

The details of Remuneration paid/payable to Executive Directors for the year ended March 31, 2023 are stated in the following table:-

Name of the director	Designation of Director	Basic salary	Benefits and Allowances	Commission	Variable Pay (based on performance/ key performance indicator)	Performance/ key performance indicators (KPIs) Criteria	Stock Options	No. of equity shares held (in Nos.)*
Mr. Prashant Kamat	Whole Time Director, Vice Chairman and CEO	38,68,254	2,73,94,661	-	-	Performance criteria is based on the performance of the Company and as may be decided by the Board in consultation with Nomination and Remuneration Committee from time to time	741812 ESOPs granted	-
Dr. Abhay Kimmatkar	Managing Director	43,72,651	53,44,336	-	-		-	6,300
Mr. Rahul Johrapurkar	Joint Managing Director	29,44,564	36,48,953	-	-		-	6,300

Note:

*Joint Shareholding with another person shown as a Part of that shareholders holding, whose name appears first i.e. first holder

6. Non-Executive Independent Directors' Remuneration

During the financial year 2022-23, the Company has not paid any amount to Non-Executive & Independent Director except sitting fees as fixed by Board of Directors and doesn't have any pecuniary relationship or transaction with Non-Executive & Independent

Directors during the financial year 2022-23. The Nomination and Remuneration Committee has formulated the criteria for making payments to non-executive directors. In compliance with Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, criteria has been disseminated on the Company's website: www.ceinsys.com

The details of Sitting fees (remuneration) paid/payable to Non-Executive and Independent Directors of the Company for the year ended March 31, 2023 are stated in the following table:-

Name of the director	Designation of Director	Sitting Fees (Amount in Rs.)
Mr. Sagar Meghe	Non-Executive Non-Independent Director Cum Chairman	8,00,000
Ms. Renu Challu	Non-Executive and Independent Director	25,00,000
Mr. Dhruv Kaji	Non-Executive and Independent Director	21,00,000
Mr. Kishore Dewani	Non-Executive and Independent Director	24,00,000
Dr. Satish Wate	Non-Executive and Independent Director	9,00,000

7. Board Evaluation Criteria

The Nomination and Remuneration Committee of the Company has laid down the criteria for performance evaluation of the Board, its Committees, Chairman and individual directors including Independent Directors. The Board of Directors carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions the Companies Act, 2013 and SEBI Listing Regulations. Further the Independent Director in their separate meeting reviewed the quality, quantity and timeliness of flow of Information between the Company management and Board to perform their Duties effectively.

The evaluation of all the directors, the Board as a whole and its committees were conducted based on the criteria and framework designed by Nomination and Remuneration Committee and duly adopted by the Board. The evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience, integrity, frequency of meeting, competencies, performance of specific duties and obligations, governance issues, etc. The guidance note issued by SEBI on Board Evaluation was also duly considered while conducting the evaluation exercise. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution, KPIs, timely decisions, confidentiality, competency, governance, independent judgement, etc. During the above evaluation process, it was noted that the Board as a whole is functioning as a cohesive body which is well engaged with different perspectives. The Board Members from different backgrounds bring different competencies that help Board to bring richness and value addition to the discussions. It was also noted that the Committees are functioning well and besides the Committee's terms of reference as mandated by law, important issues are brought up and discussed in the Committee Meetings

8. Employee Stock Option Plans

During the year under review, the Nomination and Remuneration Committee of Board of Directors of the Company via circular resolution passed on June 17, 2022 has approved the grant of 1,66,188 stock options to the eligible employees under 'Ceinsys Employee Stock Option Scheme 2022 - Plan I' and 7,41,812 stock options to Mr. Prashant Kamat, Vice Chairman and CEO of the Company under: 'Ceinsys Employee Stock Option Scheme 2022 - Plan 2' respectively in terms of Securities and Exchange Board of India (Share Based and Employee Benefits and Sweat Equity)

Regulations 2021. The details that are required to be disclosed under SBEB Regulations can be accessed at <https://www.ceinsys.com/investor/>.

A. Stakeholders Relationship and Grievances Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors of the Company constituted Stakeholders' Relationship and Grievance Committee on July 26, 2014. The Committee looks into the Redressal of shareholders' and investors' complaints such as transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends, payment of unclaimed dividends etc. The Committee specifically looks into various aspects of interest of shareholders and other security holders. The Board was kept apprised of all the major developments on investors' issues through various reports and statements furnished to the Board from time to time throughout the year. The committee meets at least once in a year.

1. The brief terms of reference of Stakeholders Relationship and Grievance Committee are as under-

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.

g. The Committee shall perform such other functions as may be required under the relevant provisions of the Companies Act, 2013, the Rules made there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and various circulars issued by the regulatory authorities thereof, as amended from time to time.

h. Recommend methods to upgrade the standard of services to investors;

i. To have access to any internal information necessary to fulfil its role;

j. To review measures taken for effective exercise of voting rights by

shareholders.

k. To review various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders.

l. To review and reassess the adequacy of the terms specified periodically and recommend any proposed changes to the Board for approval.

m. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.

2. Composition of Stakeholders' Relationship and Grievance Committee

During the year 2022-23, there was no change in the constitution of Stakeholders' Relationship and Grievance Committee. As on March 31, 2023, the Stakeholders' Relationship and Grievance Committee comprises as follows:

Name	Status	Category
Mr. Satish Wate	Chairman	Non-Executive and Independent Director
Dr. Abhay Kimmatkar	Member	Non-Executive and Independent Director
Mr. Rahul Joharpurkar	Member	Non-Executive and Independent Director

Ms. Pooja Karande, Company Secretary and Compliance Officer of the Company acts as the Secretary to the Committee.

3. Meetings

In order to act in compliance with Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Stakeholders Relationship and Grievance Committee reports to the Board as and when the need arises, with respect to the status of redressal of complaints received from the shareholders of the Company. During the financial year 2022-23 One (1) meeting of Stakeholders Relationship and Grievance Committee was held i.e. on March 26, 2023. The requisite quorum was present in the meeting.

4. Investors' Grievances

The Company addresses all complaints, suggestions, grievances and other correspondence expeditiously and replies are sent usually within 7-10 days except in case of legal impediments and non-availability of documents. The Company endeavors to implement suggestions as and when received from the investors. During the financial year ending March 31, 2023, the Company has not received any investor complaints. The details of the requests/complaints received and disposed of during the year are as under:

Sr. No.	Nature of request / complaint	Opening Balance	Received	Attended	Pending
1.	Change of address	NIL	NIL	NIL	NIL
2.	Bank Details/ Bank Mandate/ Electronic Clearing Services	NIL	NIL	NIL	NIL
3.	Revalidation of dividend warrants	NIL	NIL	NIL	NIL
4.	Non-receipt of Dividend	NIL	NIL	NIL	NIL

The members may contact Ms. Pooja Karande, Company Secretary & Compliance Officer of the Company for their queries, if any, at the contact details provided in the General Shareholder Information in this report.

B. Corporate Social Responsibility (CSR) Committee

The Company's business priorities co-exist with social commitments to drive holistic development of people and communities. The Company's CSR initiatives helps elevate the quality of life of people, especially the unprivileged sections of the society. It seeks to touch and transform people's lives by Promoting Gender Equality, Empowering Women and education. Company aims to continue its efforts to build on its tradition of social responsibility to empower people and deepen its social engagements. In terms of Section 135 of the Companies Act, 2013, the Board of Directors at its meeting concluded on July 26, 2014, constituted the CSR Committee.

1. The Committee is constituted with powers and responsibilities including but not limited to:

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate with or without the consent of the Board of Directors or as may be directed by the Board of Directors from time to time.

2. Composition of Corporate Social Responsibility Committee

During the year 2022-23, there was no change in the constitution of Corporate Social Responsibility Committee. As on March 31, 2023, the Corporate Social Responsibility Committee comprises as follows:

Name	Status	Category
Mr. Sagar Meghe	Chairman	Non-Executive and Independent Director
Mr. Dhruv Kaji	Member	Non-Executive and Independent Director
Ms. Renu Challu	Member	Non-Executive and Independent Director

The Company Secretary of the Company acts as the Secretary to the Committee.

3. Meetings

During the financial year 2022-23 One (1) meeting of the Corporate Social Responsibility Committee was held i.e. on August 13, 2022. The requisite quorum was present in the meeting.

C. Management Committee:

In order to manage the day to day operations of the company in a smooth way, the Board of the company has formed a Management Committee of the Board of Directors on May 31, 2014. The Management Committee looks after routine business, planning, performance monitoring, corporate governance, finance, human resources, audit, occupational health and safety, operational issues, stakeholder management and takes decisions on matters requiring immediate attention.

1. The members of the committee perform their roles within the organization. Members of the Management Committee share the following responsibilities:

- Planning and Execution** – The Committee oversees establishing and reviewing strategic and operational plans of

2. Composition of Management Committee

During the year 2022-23, there was no change in the constitution of Management Committee. As on March 31, 2023, the Management Committee comprises of the following:

Name	Status	Category
Mr. Prashant Kamat	Chairman	Whole Time Director Vice Chairman & Chief Executive Officer
Dr. Abhay Kimmatkar	Member	Managing Director
Mr. Rahul Johrapurkar	Member	Joint Managing Director

The Company Secretary of the Company acts as the Secretary to the Committee.

D. Attendance of Directors/Members at Board and Committee Meeting (s)

The following table shows attendance of Directors at the meeting of Board, Members and Statutory Committee Meeting(s) for the year ended March 31, 2023. Attendance is presented as number of meeting(s) attended, (including meetings attended through electronic mode) out of the number of meeting(s) required to be attended.

- Policy and Decision implementation** – The Committee advises the senior management on implementing and establishing company's laid down policies and ensure that those policies are strictly adhered.
- Regulatory & Legal Compliances** – The Committee oversees that the compliances which are required to be made under various statutes are made on time as well as the burden of legal cost is minimized and signing of legal documents are done properly.
- Financial** – The Committee ensures that all approval of finance arrangements are properly managed, Finance for operations are available on time and at the best rate, financial compliances are being done.
- Performance Evaluation** – The Committee oversees that the human resources are efficiently and effectively utilized to achieve the organizational goals. It also monitors all activities of the organization with proper feedback, contributing to the continuous improvement in governance and service delivery.
- Branding and Marketing** – The Committee ensures that the brand of the company is properly handled and marketed so that the company's goals, mission and vision are achieved.
- General Management and Administration** – The Committee guides the management whenever required on day to day administration.

Name	Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Stakeholder's Relationship & Grievance Committee Meeting	Corporate Social Responsibility Meeting	Management Committee	Attendance at last AGM*
Mr. Sagar Meghe	7 of 8	-	-	-	1 of 1	-	No
Mr. Abhay Kimmatkar	8 of 8	-	-	1 of 1	-	6 of 6	Yes
Mr. Rahul Joharapurkar	8 of 8	-	-	1 of 1	-	6 of 6	Yes
Mr. Satish Wate	8 of 8	-	-	1 of 1	-	-	Yes
Mr. Dhruv Kaji	7 of 8	7 of 8	7 of 8	-	0 of 1	-	No
Ms. Renu Challu	8 of 8	8 of 8	8 of 8	-	1 of 1	-	Yes
Mr. Kishore Dewani	8 of 8	8 of 8	8 of 8	-	-	-	Yes
Mr. Prashant Kamat	7 of 8	-	-	-	-	6 of 6	Yes

*The 24th Annual General Meeting (AGM) of the Company was held on September 30, 2022

III. General Body Meetings

A. Annual General Meetings:

Details of location, date and time of the Annual General Meetings (AGM) held during the last three years and details of the special resolutions passed in those AGM are given below:

Year ended	Venue	Date & Time	Details of special resolution passed at the AGM
March 31, 2020	Held through Video conferencing / other Audio visual means	September 30, 2020 at 11:30 A.M.	<ul style="list-style-type: none"> Appointment of Mr. Abhay Kimmatkar Managing Director of the Company. Appointment of Mr. Rahul Joharapurkar as Joint Managing Director of the Company.
March 31, 2021	10/5, I.T. Park, Nagpur- 440022, Maharashtra, India.	September 30, 2021 at 11:30 A.M.	<ul style="list-style-type: none"> Re-Appointment of Dr. Hemant Thakare (08132265) as Whole Time Director and Chief Operating Officer of the Company.
March 31, 2022	10/5, I.T. Park, Nagpur- 440022, Maharashtra, India. through Video conferencing / other Audio visual means	September 30, 2022 at 11:30 A.M.	<ul style="list-style-type: none"> Re-appointment of Mr. Dhruv Kaji (DIN: 00192559) as a Non-Executive Independent Director of the Company. Re-appointment of Dr. Satish Wate (DIN: 07792398) as a Non-Executive Independent Director of the Company. Re-appointment of Mrs. Renu Challu (DIN: 00157204) as a Non-Executive Independent Director of the Company. Re-appointment of Mr. Kishore Dewani (DIN: 00300636) as a Non-Executive Independent Director of the Company.

Notes:

- The above-mentioned Special Resolutions were passed with requisite majority.
- The AGM of the members of Ceinsys Tech Limited were held through Video Conferencing ('VC') / other Audio-Visual Means ('OAVM') in Compliance with the provisions of the Companies Act, 2013 ('the Act'), and applicable Ministry of Corporate affairs (MCA) and SEBI circulars.

B. Special resolutions passed through postal ballot in last year & details of voting pattern:

During the financial year 2022-23, pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company has passed the following special resolutions set out below:

1. Appointment of Mr. Prashant Kamat (DIN: 07212749) as the Whole Time Director and Chief Executive Officer (CEO) with nomenclature as the Vice Chairman and CEO of the Company for the period from 17th February, 2022 to 16th February, 2025.
2. Approval for Ceinsys Employee Stock Option Scheme 2022 – Plan 1 for the Employees of the Company.
3. Extension of the Ceinsys Employee Stock Option Scheme 2022 – Plan 1 to the Employees of the Subsidiary and/or Associate Company (ies), if any, of the Company.
4. Approval for Ceinsys Employee Stock Option Scheme 2022 – Plan 2 for Mr. Prashant Kamat, Vice Chairman and Chief Executive Officer of the Company.

C. Whether any Special Resolution is proposed to be passed through Postal Ballot:

As on the date of this report, the Company has passed the following special resolutions set out below through Postal Ballot:

Date of postal ballot notice	Resolution passed	Approval date	Scrutinizer	Link for postal ballot notice and results
May 29, 2023	1. Re-appointment of Dr. Abhay Kimmatkar (DIN: 01984134) as Managing Director. 2. Re-appointment of Mr. Rahul Sudhakar Joharapurkar (DIN: 08768899) as Joint Managing Director.	June 29, 2023	CS Sushil Kawadkar, Practising Company Secretary	https://www.bseindia.com/xml-data/corpfilng/AttachHis/3345181d-082e-49a6-903a-d90b33eeb3a6.pdf

IV. Means of Communication:**A. Financial Results: -**

Pursuant to regulation 47 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is required to publish its quarterly/half yearly/annual Financial Results in at least one English language national daily newspaper circulating in the whole of India and in one daily newspaper published in the regional language. The Company displays its financial results on the website of the Company www.ceinsys.com.

The Company normally publishes the financial results in Indian Express / Financial Express- English Language and Loksatta-Marathi (Regional) Language.

B. Website: -

The Company's website www.ceinsys.com contains a separate dedicated section namely "Investors" where shareholders information is available. The financial results, Annual Report and official news releases of the Company are also displayed on the website of the Company www.ceinsys.com in a downloadable form.

C. Presentations to institutional investors / analysts:

The Company has not given any presentations to institutional investors and financial analysts on the Company's quarterly, half – yearly as well as annual financial results and no unpublished price sensitive information is discussed in meeting/presentation with any institutional investors and financial analysts.

D. News releases, presentations, among others:

Official news releases and official media releases are sent to Stock Exchanges and are put on the Company's website www.ceinsys.com wherever applicable in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

V. GENERAL SHAREHOLDER INFORMATION:

The General Shareholder Information is presented in a separate section on page ___ forming part of this Report.

VI. OTHER DISCLOSURES: -**a) Materially Significant Related Party Transactions:**

Pursuant to provisions of regulation 23(2) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the related party transactions are approved by Audit Committee, Board & Shareholders (wherever required). Further, in compliance with the Regulation 23 and 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated policy on dealing with related party transactions and same is available on the company's website at https://www.ceinsys.com/wpcontent/uploads/2022/12/Policy_on_Related_Party_Transaction.pdf

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions entered during the year were in Ordinary Course of the business and on Arm's Length basis. These transactions are placed before the Audit Committee, Board and Shareholders (wherever required) for review and approval.

During the period under review, the company has not entered into contract / arrangement / transaction with any related party which was on arms' length basis but considered material in accordance with the definition of materiality as included in the Company's Related Party Transaction Policy. However, there was related party transaction among Allygrow Technologies Private Limited (Wholly Owned Subsidiary),

Allygram Systems and Technologies Private Limited (Step down subsidiary and Grammer AG and group entities of Grammer AG amounting to Rs. 3500 Lakhs which was considered material related party transaction. The Company has taken approval of Shareholders for entering into the said material related party transaction. All related party transactions, whether material or not, made by the Company has no potential conflict with the interest of the Company at Large.

Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is appended as Annexure-2 to this Board's Report.

b) No Penalty or Strictures:

There has been no instance of non-compliance by the Company on any matter relating to the capital markets and accordingly no material penalties have been levied or strictures have been passed by the Securities and Exchange Board of India or Stock Exchange(s) or any other statutory authority during last 3 years.

c) Whistle Blower Policy/ Vigil Mechanism:

Pursuant to Section 177 (9) and (10) of the Companies Act, 2013, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. https://www.ceinsys.com/wp-content/uploads/2022/12/Vigil_Mechanism_Policy_ceinsys.pdf

d) Compliance of mandatory requirements of Corporate Governance and adoption of the non-mandatory requirements.

The Company has complied with all the requirements of Corporate Governance, as applicable to the Company, as on March 31, 2023. The company continuously endeavors to adopt non - mandatory requirements.

e) Company Secretary's Certificate on Corporate Governance:

As required under Schedule V of Listing Regulation, the Practicing Company Secretary's Certificate on Corporate Governance is appended as Annexure-8 to the Board's Report.

f) Web link of policy for determining 'material' subsidiaries: -

The Company has adopted a Policy on Determination of Materiality of Events/Information in line with the requirements of the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Company under the web link: https://www.ceinsys.com/wp-content/uploads/2022/12/Policy_for_Determining_Material_Subsi diary.pdf

g) Web link of policy for Policy on dealing with related party transactions: -

The Company has adopted a Policy on Related Party Transactions in line with the requirements of the Listing Regulations and Companies Act, 2013. The objective of this policy is to lay down criteria for identification and dealing with related party. The policy on Related Party Transaction is available on the website of the Company under the web link: https://www.ceinsys.com/wp-content/uploads/2022/12/Policy_on_Related_Party_Transaction.pdf

h) Details of utilization of funds raised through preferential allotment or qualified institutions placement.

The Company has not raised funds through preferential allotment or qualified institutions placement during the financial year 2022-23. The Company has already utilized the funds raised through preferential allotment in previous financial years in accordance with objects of the issue.

I) Certificate from a Company Secretary in Practice on debarred or disqualified Directors.

A Certificate from Company Secretary in Practice stating that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached as an Annexure-8 to the Board's Report.

j) Recommendation of any committee to Board

The Board of Directors has accepted all mandatory recommendations of Committees of Board of Directors.

k) Total fees for all services paid on a consolidated basis to the Statutory Auditor by Company and its subsidiaries.

M/s Chaturvedi & Shah LLP, Chartered Accountants, Statutory Auditor (Firm Reg No. 101720W/ W100355) has been appointed as the Statutory Auditors of the Company and its subsidiaries. During the year, M/s Price Waterhouse Chartered Accountants LLP (FRN 012754N/N500016) resigned as Statutory Auditors of subsidiary Companies: Allygrow Technologies Private Limited, Allygram Systems and Technologies Private Limited and Allygrow Engineering Services Private Limited with effect from August 13, 2022 and M/s Chaturvedi & Shah LLP, Chartered Accountants, Statutory Auditor (Firm Reg No. 101720W/ W100355) were appointed in place of M/s Price Waterhouse Chartered Accountants LLP. The particulars of payment of Statutory Auditors' fees for all the services provided by them including fees paid to M/s Price Waterhouse Chartered Accountants LLP on consolidated basis is Rs. 69.65 Lakhs during the financial year 2022-23.

m) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Status of Complaints under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as follows:

- a. Number of complaints filed during the financial year: NIL,
- b. Number of complaints disposed of during the financial year: NIL
- c. Number of complaints pending as on end of the financial year: NIL

n) Disclosure of Non-compliance of any requirement of Corporate Governance Report of sub-para mentioned above with reasons thereof shall be disclosed: -

The company has complied with all the requirements of sub paras (2) to (10) of Part C of Schedule V of the SEBI (LODR) 2015 as amended from time to time.

o) Adoption of discretionary requirements as specified in Part E of Schedule II SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The following discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been adopted by the Company:-

i. The Board:

The Chairman of the Company is a Non-Executive Director. The Company does not pay any amount to the Non-Executive Chairman except sitting fees.

ii. Shareholders rights:

The quarterly and half yearly financial results of the Company are published in the English newspaper in Indian Express/Financial Express) having a wide circulation all over India and in a Marathi newspaper (Loksatta) having a circulation in Nagpur. However, the same are not sent separately to the shareholders of the Company, but hosted on the website of the Company.

iii. Audit Qualifications:

During the year under review, there is no audit qualification in your Company's financial statements.

iv. Reporting of Internal Auditor:

Internal auditors of the Company make quarterly presentations to the audit committee on their reports.

v. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

The Chairman of the Company is a Non-Executive Director and is not related to Managing Director and Chief Executive Officer

p) Disclosures of the compliance with Corporate Governance requirements

All compliances with regards to Corporate Governance requirements specified in regulations 17 to 27 and clause (b) to clause (i) of sub-regulation (2) of regulation 46 and Para C, D, E of Schedule V Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are applicable to the

Company and all the activities done by the Company are in compliance with the applicable provisions. A certificate from practicing Company Secretary certifying compliance with the provisions of Corporate Governance forms part of Annexure-8 to Board Report.

q) Disclosure with respect to Suspense Demat Account

The Company does not have any Demat Suspense Account/ Unclaimed Suspense Account.

r) Web link of Document Preservation & Archival policy:

In Compliance with regulation 9 and 30(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has formulated a 'Document Preservation & Archival policy'.

The same can be downloaded from the website of the company www.ceinsys.com by following the link: <http://www.ceinsys.com/investors/Policies/Documents-Preservation-&-Archival-Policy.pdf>

s) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

Except as mentioned in Note 13 of the Standalone and Consolidated Financial Statements, the company has not provided any loans and advances in the nature of Loan to firms/companies in which directors are interested.

t) Details of material subsidiaries of the listed entity

In terms of Regulation 16 (1) (c) and Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has adopted a Policy for determining Material Subsidiary. Details of material subsidiaries of the listed entity incorporated, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

Sr No.	Name of Material Subsidiary	Date & Place of Incorporation	Name of Statutory Auditors	Date of appointment of Statutory Auditor
1	Allygrow Technologies Private Limited	Date: July 6, 2015 Place: Pune	M/s Chaturvedi & Shah LLP, Chartered Accountants, Statutory Auditor (Firm Reg No. 101720W/ W100355)	August 13, 2022
2	Allygram Systems and Technologies Private Limited	Date: July 18, 2018 Place: Pune	M/s Chaturvedi & Shah LLP, Chartered Accountants, Statutory Auditor (Firm Reg No. 101720W/ W100355)	August 13, 2022
3	Technology Associates Inc, USA	Date: 21st August 1989 Place: Lansing, Michigan, USA	No auditor was appointed as it was not mandatory as per their law of country.	-

u) Disclosure of certain types of agreements binding listed entities:

During the year, the company had not entered into any agreement that needs to be disclosed pursuant to clause 5A of paragraph A of Part A of Schedule III of SEBI (LODR) Regulations, 2015.

GENERAL SHAREHOLDER INFORMATION

A. Company Identification Number	-	L72300MH1998PLC114790
B. Scrip/Stock Code	-	538734
C. Company's Registered Address	-	10/5, I.T. Park, Nagpur - 440022, Maharashtra, India
D. Reporting Financial Year	-	April 1, 2022 March 31, 2023
E. Date and Time of Annual General Meeting	-	September 16, 2023 at 11:30 AM
F. Venue of Annual General Meeting	-	10/5, I.T. Park, Nagpur - 440022, Maharashtra, India
G. Book Closure	-	September 10, 2023 to September 16, 2023
H. Cut-off date for sending Notices of AGM	-	August 18, 2023
I. Cut-off date for Dividend & E-voting	-	September 9, 2023
J. Dividend Payment Date	-	On or before October 15, 2023

K. Listing on Stock Exchanges

The Equity shares of the company are listed on the following stock exchange

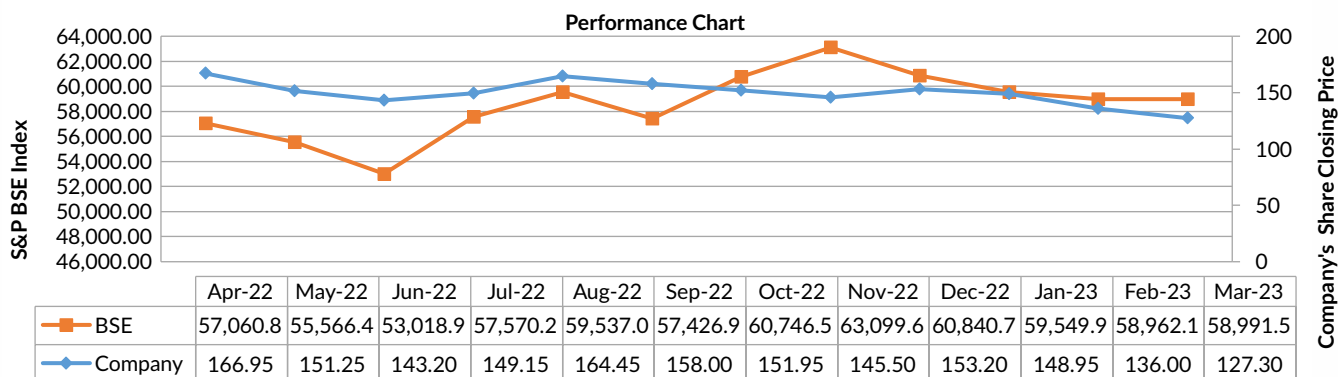
Name of the Stock Exchange	Address	Code	ISIN	Security ID	Website
BSE Limited	Floor 25, P. J. Towers, Dalal Street, Mumbai - 400001	538734	INE016Q01014	CEINSTECH	www.bseindia.com

The Company has paid the Annual Listing Fee for the year 2022-23 to BSE Limited. During Financial Year 2022-23, the trading of security of the Company was not suspended.

L. Market Price Data :

Month	High (Rs.)	Low (Rs.)	Volume
April, 2022	179.00	148.10	21,807
May, 2022	177.90	142.20	16,252
June, 2022	166.60	134.00	13,081
July, 2022	161.80	131.95	6,387
August, 2022	178.00	138.00	19,093
September, 2022	180.00	142.00	14,554
October, 2022	170.00	140.35	7,718
November, 2022	159.90	140.05	8,314
December, 2022	176.00	130.80	24,088
January, 2023	171.70	131.95	17,239
February, 2023	154.80	123.05	7,211
March, 2023	145.00	116.25	5,392

M. Performance of the share price of the Company in comparison to BSE Sensex :-



Source : BSE

N. Registrar & Transfer Agents:-

Name & Address :	Bigshare Services Private Limited Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India."
Tel. :	022-62638200
Fax :	022-68638299
E-mail :	investor@bigshareonline.com
Website :	www.bigshareonline.com

O- Share Transfer System: -

The process and approval of share transfer has been delegated to the Company Secretary and Stakeholders' Relationship and Grievance Committee of the Board of Directors. Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgement if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days, however, as on March 31, 2023, the Company has its 100% shares in Demat Mode. The following compliances pertain to share transfers, grievances, etc.

1) Pursuant to Regulation 7(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificates are filed with the

stock exchanges on yearly basis by the Compliance Officer and the representative of the Registrar and Share Transfer Agent for maintenance of an appropriate share transfer facility.

2) Pursuant to Regulation 13(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a statement on investor grievances is filed with the stock exchanges and placed before the Board of Directors on a quarterly basis.

3) Pursuant to Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate on yearly basis, is issued by the Company Secretary in practice confirming due compliance of share transfer formalities by the Company.

P. Distribution of Shareholding as on March 31, 2023:

Category (Shares)	No. of Holders	% to Holder	No. of Shares	% to Total No. of Shares
1-5000	1230	87.8571	77867	0.5046
5001-10000	43	3.0714	33550	0.2174
10001-20000	30	2.1429	44658	0.2894
20001-30000	17	1.2143	42870	0.2778
30001-40000	21	1.500	72640	0.4707
40001-50000	2	0.1429	9386	0.0608
50001-100000	9	0.6429	61009	0.3954
100001-11117085	48	3.4286	15089417	97.7839
Total	1400	100.00	15431397	100.00

Q. Dematerialization of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form. Equity shares of the Company representing 100 % in dematerialized form as on March 31, 2023. The Company's shares are liquid and traded on the 'BSE Limited'.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE016Q01014.

R. Outstanding ADRs/ GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity: -

As on March 31, 2023, the Company has no American Depository Receipts / Global Depository Receipts / Warrants or any such convertible instruments outstanding, hence there is no likely impact on the Company's Equity Shares.

S. Commodity Price Risk / Foreign Exchange Risk and Hedging: -

During the FY 2022-23, the Company had managed the foreign exchange risk and due to the small value of transaction, no hedge position taken to limit the risk. The details of foreign currency exposure are disclosed in Note 40 to the Financial Statements of the Company.

T. Plant Locations: -

The Company is in Information Technology and enabled service business and does not have any manufacturing plants. The Company has its execution back-offices at Nagpur, Lucknow and Mumbai.

U. Address for Correspondence: -

Registered Office and any other matter:
CS Pooja Karande
Company Secretary and Compliance Officer

Tel.: +91 7126782800/920

E-mail: cs@ceinsys.com

10/5, I.T. Park, Nagpur- 440022

For Transfer/Dematerialization of shares, change of address of members and other queries

M/S Bigshare Services Private Limited
Office No S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai - 400093, India."
Tel.: 022-62638200
Fax: 022-68638299
E-mail: investor@bigshareonline.com
Website: www.bigshareonline.com

V. List of Credit Ratings obtained: -

During the year the Company has obtained the credit rating from CARE Ratings Limited for the loans and credit facilities from Banks. The Ratings given by CARE Ratings Limited is mentioned herein below:

Facilities	Amount (Rs.in Crores)	Ratings	Rating Action
Long- Term Bank Facilities	71.25 (Reduced from 71.99)	CARE BBB-; Stable (Triple B Minus; Outlook: Stable)	Reaffirmed and removed from Credit watch with developing implications; Stable outlook assigned
Short- Term Bank Facilities	85.00	CARE A3 (A Three)	Reaffirmed and removed from Credit watch with developing implications
Total	156.25		

Further the Company has not issued any debt instrument or has no fixed deposit Programme or any scheme or proposal involving mobilization of funds, whether in India or abroad.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CEINSYS TECH LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **CEINSYS TECH LIMITED** ("the Company"), which comprise the Standalone Balance sheet as at March 31, 2023, the Statement of Standalone Profit and Loss (including Other Comprehensive Income), the Statement of Standalone Changes in Equity and the Statement of Standalone Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit including Other Comprehensive Income, Changes in Equity and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the

Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

Key Audit Matters (KAM)

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to that matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Key Audit Matter	How our audit addressed the key audit matter
Accuracy of recognition, measurement, presentation and disclosures of revenues in view of Ind AS 115 "Revenue from Contracts with Customers"	
<p>Ind AS 115 requires certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue over a period. Additionally, this accounting standard contains disclosures which involve information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>Refer Note No. 2(a) (ix) and 26 to the Standalone Financial Statements.</p>	<p>Our audit approach included, among other items:</p> <ul style="list-style-type: none"> • Assessing the Company's processes and controls for recognizing revenue as part of our audit. • Selecting a sample of contracts and performing the following procedures: <ul style="list-style-type: none"> - Reading, analyzing and identifying the distinct performance obligations in those contracts. - Comparing the performance obligations as identified from the Contract. - Considering the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and testing the basis for estimation of the variable consideration. • Verifying the computation of unbilled revenue and the completeness of disclosure in the Standalone Financial Statements are as per Ind AS 115.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the management discussion & analysis and director's report included in the annual report but does not include the Standalone Financial Statements and our auditor's report thereon. The above information is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the above other information, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and the Statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Act read with relevant Rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit

conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Standalone Balance Sheet, the Statement of Standalone Profit and Loss (Including other comprehensive income), the Statement of Standalone Changes in Equity and the Statement of Standalone Cash Flows dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS prescribed under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements as referred to in Note No. 37.03 to the Standalone Financial Statements;
- ii. The Company has made provisions, as required under the applicable law or Ind AS, for material foreseeable losses, as applicable, on long term contracts;
- iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) Management has represented to us that, to the best of its knowledge and belief, as disclosed in the notes to the Standalone Financial Statements, during the year no funds have been advanced or loaned or invested (either from

borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) Management has represented to us that, to the best of its knowledge and belief, as disclosed in the notes to the Standalone Financial Statements, during the year no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) Based on our audit procedure conducted that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation given by the management under paragraph (2) (h) (iv) (a) & (b) above, contain any material misstatement.

- v. Dividend paid during the year by the Company is in compliance of section 123 of the Act.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **CHATURVEDI & SHAH LLP**
Chartered Accountants
Firm Reg. No. 101720W / W100355

Anuj Bhatia
Partner
Membership No. 122179
UDIN No.: 23122179BGQWUH3608

Mumbai
Date: May 25, 2023

ANNEXURE "A" TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of CEINSYS TECH LIMITED on the Standalone Financial Statements for the year ended March 31, 2023)

- i. In respect of its Property, Plant and Equipment and Intangible Assets:
- a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment on the basis of available information.
- (B) The Company has maintained proper records showing full particulars of intangible assets on the basis of available information.
- b. As explained to us, the Company has physically verified certain property, plant and equipment, in accordance with a phased program of verification, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification.
- c. According to the information and explanations provided to us and the records examined by us and based on the examination of the registered sale deed/ conveyance deed (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), we report that, the title deeds, comprising the immovable properties of land and buildings which are freehold, are held in the name of the Company, as at the balance sheet date.
- d. According to information and explanations given to us and books of account and records produced before us, Company
- has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- e. According to information & explanations and representation made to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988(45 of 1988) and rules made thereunder.
- ii. a. As explained to us and on the basis of the records produced before us, in our opinion, physical verification of the inventories, have been conducted at reasonable intervals by the management and having regard to the size and nature of business of the Company and nature of its inventory, the coverage and procedures of such verification by the management is appropriate. As explained to us and on the basis of the records examined by us, the value of the discrepancies noticed on physical verification by management did not exceed 10% or more in aggregate of each class of inventory.
- b. As per the information and explanations given to us and examination of books of account and other records produced before us, in our opinion the Company has filed the quarterly returns or statements with banks or financial institutions pursuant to terms of sanction letters for working capital limits secured by current assets. Following are the difference with the books of account of the Company:

(Rs. In Lakhs)

Particulars of Securities provided	For the quarter ended	Amount as per books of account	Amount as reported in the Stock statement (net of Advance from customers)	
			Amount of difference	
Inventories, Trade Receivables Billed & Unbilled	31-03-2023	15,998.21	16,479.27	(481.06)
	31-12-2022	16,876.37	17,162.98	(286.61)
	30-09-2022	16,344.27	16,186.43	157.84
	30-06-2022	17,000.04	16,420.89	579.15

- iii. With respect to investments made in or any guarantee or security provided or any loans or advances in the nature of loans, secured or unsecured, granted during the year by the Company to Companies, Firms, Limited Liability Partnerships or any other parties:
- a. As per the information and explanations given to us and books of account and records produced before us, during the year Company has not provided any guarantee or security or has not granted any advances in the nature of loans to Companies, Firms, Limited Liability Partnerships or any other entities. The details of Loans granted are as under:

Particulars	Loans (Rs. In lakhs)
A. Aggregate amount granted during the year	
- Subsidiary	62.51
- Others	13.91
B. Balance outstanding as at balance sheet date in respect of above cases including given in earlier years	
- Subsidiary	67.44
- Others	1.75

- b. In our opinion and according to the information and explanations given to us and on the basis of our audit procedures, the investments made and the terms and conditions of all loans are, prima facie, not prejudicial to the Company's interest.
- c. According to the books of account and other records produced before us, in respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated; further in respect of the Interest free loans to the employees the schedule of repayment of principal has been stipulated, the repayments or receipts are generally regular.

- d. According to the books of account and records produced before us in respect of the loans, there is no amount overdue for more than ninety days.
- e. In our opinion and according to the information and explanations given to us and the books of account and records produced before us, loans granted which have fallen due during the year have not been renewed or extended and no fresh loans have been granted to settle the over dues of existing loans given to the same parties.
- f. In our opinion and according to the information and explanations given to us and records produced before us, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations provided to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted and investments made, as applicable. The Company has not provided any guarantee or security to the parties covered under Section 185 of the Act.
- v. According to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the provisions of clause (v) of the paragraph 3 of the Order are not applicable to the Company.
- vi. To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of the activities undertaken by the Company.
- vii. According to the information and explanations given to us in respect of statutory dues:
- a. The Company has generally been regular in depositing undisputed statutory dues, including Goods and Service Tax, Customs Duty, Cess, and any other statutory dues to the appropriate authorities except some delay in depositing Provident Fund and tax deducted at source. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at March 31, 2023 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited with the appropriate authority on account of any dispute.
- viii. According to the information and explanations given to us and representation made to us by the management, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix. a. Based on our audit procedures and information and explanations given by the Management, during the year the Company has not defaulted in repayment of loans or borrowing to any lenders. The Company does not have any debenture.
- b. In our opinion, and according to the information and explanations given to us, the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c. In our opinion, and according to the information and explanations given and records produced before us, the money raised by way of term loans by the Company have been applied prima facie for the purpose for which they were obtained.
- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Standalone Financial Statements of the Company, we report that, prima facie, no funds raised on short-term basis have been used during the year for long-term purposes by the Company.
- e. According to the information and explanations given to us and on an overall examination of the Standalone Financial Statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint venture.
- f. According to the information and explanations given to us and procedures performed by us, during the year, the Company has not raised any loan on the pledge of securities held in its subsidiaries or joint venture. Therefore, provisions of clause (ix)(f) of paragraph 3 of the Order are not applicable to the Company.
- x. a. According to the information and explanations given to us, during the year the Company has not raised any money by way of initial public offer or further public offer (including debt instrument) and therefore, provisions of clause (x)(a) of paragraph 3 of the Order are not applicable to the Company.
- b. According to the information and explanations given to us, during the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible); Accordingly, the provisions of clause (x)(b) of paragraph 3 of the Order are not applicable to the Company.
- xi. a. Based on our audit procedures performed for the purpose of reporting the true and fair view of the Standalone Financial Statements and on the basis of the information and explanations given by the management, no fraud by the Company or on the Company has been noticed or reported during the year.
- b. According to the information and explanations given to us, No report under sub-section (12) of section 143 of the Act has been filed by auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. In our opinion, Company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of the Act and their details have been disclosed in the Standalone Financial Statements etc., as required by the applicable accounting standards.
- xiv. a. In our opinion, and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports of the Company issued till date, for the period under audit.

- xv. According to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Act. Therefore, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- xvi.a. In our opinion and according to the information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- b. In our opinion, and according to the information and explanations provided to us and on the basis of our audit procedures, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year as per the Reserve bank of India Act 1934.
- c. In our opinion, and according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d. In our opinion, and according to the information and explanations provided to us, the Group does not have any Core Investment Company (CIC).
- xvii. In our opinion, and according to the information and explanations provided to us, the Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Therefore, provisions of clause (xviii) of paragraph 3 of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us

to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. With respect to CSR contribution under section 135 of the Act:

- a. According to the information and explanations given to us and on the basis of our audit procedures, in respect of other than ongoing projects, there were no unspent amount that were required to be transferred to a Fund specified in Schedule VII in compliance with second proviso to sub-section (5) of section 135 of the Act.
- b. According to the information and explanations given to us, the Company does not have any ongoing projects. Therefore, the provisions of clause (xx) (b) of paragraph 3 of the Order are not applicable to the Company.

For CHATURVEDI & SHAH LLP
Chartered Accountants
Firm Reg. No. 101720W / W100355

Anuj Bhatia
Partner
Membership No. 122179
UDIN No.: 23122179BGQWUH3608

Mumbai
Date: May 25, 2023

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of CEINSYS TECH LIMITED on the Standalone Financial Statements for the year ended March 31, 2023)

Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Standalone Financial Statements of CEINSYS TECH LIMITED ('the Company') as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to Standalone Financial Statements based on the internal control criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls ('the Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards of Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Standalone Financial Statements.

Meaning of Internal Financial Control with reference to Standalone Financial Statements

A company's internal financial control with reference to Standalone Financial Statements is a process designed to provide

reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by the ICAI.

For CHATURVEDI & SHAH LLP
Chartered Accountants
Firm Reg. No. 101720W / W100355

Anuj Bhatia
Partner
Membership No. 122179
UDIN No.: 23122179BGQWUH3608
Mumbai
Date: May 25, 2023

CEINSYS TECH LIMITED

Standalone Balance Sheet as at March 31, 2023

(Rs. In Lakhs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3	1,638.76	2,098.44
(b) Intangible Assets	4	21.46	55.39
(c) Financial Assets			
(i) Investments	5	6,821.12	5,641.92
(ii) Trade Receivables	6	211.17	214.67
(iii) Other Financial Assets	7	326.05	462.73
(d) Income Tax Assets (Net)		558.12	255.93
(e) Deffered Tax Asset (Net)	22	376.47	314.14
(f) Other Non-Current Assets	8	208.37	185.01
Total Non-Current Assets		10,161.52	9,228.23
(2) Current Assets			
(a) Inventories	9	436.41	95.59
(b) Financial Assets			
(i) Trade Receivables			
(a) Billed	10(a)	8,322.75	7,800.81
(b) Unbilled	10(b)	6,381.19	9,150.95
(ii) Cash and Cash Equivalents	11	55.01	3.76
(iii) Bank Balance Other Than (ii) Above	12	962.33	740.53
(iv) Loans	13	69.19	4.79
(v) Other Financial Assets	14	245.62	231.44
(c) Current Tax Assets (Net)		475.02	252.98
(d) Other Current Assets	15	374.95	482.20
Total Current Assets		17,322.47	18,763.05
Assets held-for-sale	16	312.72	-
Total ASSETS		27,796.71	27,991.28
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	1,543.14	1,543.14
(b) Other Equity	18	15,714.87	14,430.89
Total Equity		17,258.01	15,974.03
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	89.56	39.86
Total Non-Current Liabilities		89.56	39.86
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	5,378.57	5,999.17
(ii) Trade Payables	21		
(A) Total outstanding dues of Micro Enterprises and Small Enterprises;		83.29	274.87
(B) Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		3,144.07	4,089.10
(iii) Other Financial Liabilities	23	405.77	530.15
(b) Other Current Liabilities	24	1,198.42	910.80
(c) Provisions	25	239.02	173.30
Total Current Liabilities		10,449.14	11,977.39
Total Liabilities		10,538.70	12,017.25
Total EQUITY AND LIABILITIES		27,796.71	27,991.28
Significant accounting policies and Notes to the Standalone Financial Statements	1 to 46		

As per our report of even date

FOR CHATURVEDI & SHAH LLP

Chartered Accountants

Firm Registration Number : 101720W / W100355

Anuj Bhatia

(Partner)

Membership Number : 122179

Date : May 25, 2023

For and on behalf of Board of Directors

Prashant Kamat

(Whole Time Director, Vice Chairman and CEO)

(Din No.07212749)

Abhay Kimmatkar

(Managing Director)

(Din No.01984134)

Rahul Johrapurkar

(Jt. Managing Director)

(Din No.08768899)

Amita Saxena

(Chief Financial

Officer)

CS Pooja Karande

(Company Secretary)

(Membership No. A54401)

CEINSYS TECH LIMITED**Standalone Statement of Profit and Loss for the Year ended March 31, 2023****(Rs. In Lakhs)**

Particulars	Notes		
		For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
I. Revenue From Operations	26	16,704.41	19,619.55
II. Other Income	27	106.49	131.03
III. Total income (I + II)		16,810.90	19,750.58
IV. Expenses			
Purchases of Stock-in-Trade		3,031.10	2,267.59
Changes in Inventories of Stock-in-Trade	28	(13.85)	(18.61)
Project and Other Operating Expenses	29	3,874.25	9,663.86
Employee Benefits Expense	30	5,374.01	3,215.74
Finance Costs	31	835.42	922.63
Depreciation and Amortisation Expense	32	287.31	291.11
Other Expenses	33	2,544.38	2,294.37
Total Expenses (IV)		15,932.62	18,636.69
V. Profit Before Exceptional Items and Tax (III-IV)		878.28	1,113.89
VI. Exceptional items		-	-
VII. Profit Before Tax (V- VI)		878.28	1,113.89
VIII. Tax Expense			
(1) Current Tax	22	290.48	488.44
(2) Income Tax for earlier Years		14.72	(8.16)
(3) Deferred Tax	22	(62.93)	(133.39)
IX. Profit for the Year (VII - VIII)		636.01	767.00
X. Other Comprehensive Income			
A. Items that will not be reclassified to profit or loss:			
(i) Remeasurements Gain/(Loss) on defined benefit plans		2.04	(33.98)
(ii) Income Tax relating to items that will not be reclassified to profit or loss		(0.59)	9.89
B. Items that will be reclassified to profit or loss:			
(i) Income Tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income		1.45	(24.09)
XI. Total Comprehensive Income for the Year (IX+X)		637.46	742.91
Earnings per Equity Share (face value of Rs.10/- each)			
Basic (in Rs.)	34	4.12	6.55
Diluted (in Rs.)	34	4.12	6.55
Significant accounting policies and Notes to the Standalone Financial Statements	1 to 46		

As per our report of even date

FOR CHATURVEDI & SHAH LLP

Chartered Accountants

Firm Registration Number : 101720W / W100355

Anuj Bhatia

(Partner)

Membership Number : 122179

Date : May 25, 2023

For and on behalf of Board of Directors

Prashant Kamat

(Whole Time Director, Vice Chairman and CEO)

(Din No.07212749)

Abhay Kimmatkar

(Managing Director)

(Din No.01984134)

Rahul Joharapurkar

(Jt. Managing Director)

(Din No.08768899)

Amita Saxena

(Chief Financial

Officer)

CS Pooja Karande

(Company Secretary)

(Membership No. A54401)

CEINSYS TECH LIMITED

Statement of Standalone Audited Cash Flows for the year ended March 31, 2023

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Cash Flows from Operating Activities		
Profit Before Tax	878.28	1,113.89
Adjustments For		
Depreciation and Amortisation Expense	287.31	291.11
Bad debts Written off (Net)	279.51	56.47
Employee Share Based Payment Expense	993.73	-
Interest Income from Financial Assets	(72.62)	(69.86)
Provision for doubtful Financial Assets / Expected Credit Loss	73.93	418.13
Finance Costs	835.42	922.63
Reversal of Rent Equilisation Reserve	-	(16.24)
Profit on Sale of Property, Plant and Equipment	(7.42)	(0.10)
Operating Profit Before Working Capital Changes	3,268.14	2,716.03
Adjustments For		
(Increase) / Decrease In Trade and Other Receivable	(784.71)	4,431.87
Decrease in Trade and Other Payable	(839.66)	(2,045.77)
(Increase) / Decrease in Inventories	(340.82)	219.68
Decrease / (Increase) in Unbilled Trade Receivables	2,769.76	(2,164.03)
Cash Generated from Operations	4,072.71	3,157.78
Income Taxes paid	(829.43)	(618.75)
A. Net cash Generated from Operating Activities	3,243.28	2,539.03
Cash Flows from Investing Activities		
Investment in Subsidiary	(1,179.20)	-
Purchase of property, plant and equipment and Intangibles	(219.03)	(189.15)
Sale of property, plant and equipment	80.26	0.92
Loan to Subsidiary Company	(62.89)	(5.04)
Interest Received	73.21	90.39
B. Net cash Used In Investing Activities	(1,307.65)	(102.88)
Cash flows from Financing Activities		
Proceeds from issue of Shares	-	1,102.57
Proceeds from Non Current Borrowings	130.00	-
Repayment of Non Current Borrowings	(88.88)	(153.32)
Movement In Current Borrowings (Net)	(612.02)	(2,472.61)
Finance Costs	(901.40)	(784.98)
Dividends paid to Company's Shareholders	(347.21)	(250.13)
Margin Money (Net)	(64.87)	122.47
C. Net cash Used In Financing Activities	(1,884.38)	(2,436.00)
Net Increase in Cash and Cash Equivalents (A + B + C)	51.25	0.15
Cash and Cash Equivalents at the beginning of the year	3.76	3.61
Cash and Cash Equivalents at end of the year	55.01	3.76

CEINSYS TECH LIMITED**Changes in Liabilities arising from Financing Activities on account of Non-Current and Current Borrowings****(Rs. In Lakhs)**

Particulars	31.03.2023	31.03.2022
Opening balance of liabilities arising from financing activities	6,039.03	8,664.96
(a) Changes from financing cash flows	(570.90)	(2,625.93)
Closing balance of liabilities arising from financing activities	5,468.13	6,039.03

i) The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows"

ii) Figures in brackets indicate Outflows.

iii) Previous Year's figures have been regrouped / rearranged wherever necessary to make them comparable with those of current year

As per our report of even date

FOR CHATURVEDI & SHAH LLP

Chartered Accountants

Firm Registration Number : 101720W / W100355

Anuj Bhatia

(Partner)

Membership Number : 122179

Date : May 25, 2023

For and on behalf of Board of Directors

Prashant Kamat

(Whole Time Director, Vice Chairman and CEO)

(Din No.07212749)

Abhay Kimmatkar

(Managing Director)

(Din No.01984134)

Amita Saxena

(Chief Financial

Officer)

Rahul Johrapurkar

(Jt. Managing Director)

(Din No.08768899)

CS Pooja Karande

(Company Secretary)

(Membership No. A54401)

CEINSYS TECH LIMITED

Notes forming part to Standalone Financial Statements for the Year ended March 31, 2023

1) Corporate Information

Ceinsys Tech Limited ('the Company') is a company domiciled in India, with its registered office situated in Nagpur and is listed on the BSE Limited. The Company is primarily dealing in providing Enterprise Geospatial & Engineering Services and sale of software and electricity

The financial statements of the Company for the year ended 31st March, 2023 were approved and adopted by board of directors in their meeting dated 25th May, 2023.

1.1) Basis of Preparation

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS), as notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities that are measured at fair value and Assets held for sale measured at lower of carrying amount or fair value less cost to sale.

The financial statements are presented in Indian Rupees (Rs.), which is the Company's functional and presentation currency. All amounts are rounded to the nearest lakhs and two decimals thereof, except when otherwise indicated.

2 a) Significant Accounting Policies

i) Investments in subsidiaries

Investments in subsidiaries and associates are recognized at

Asset Class	Useful life
Solar Plant	20 years

The asset's residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

Losses arising from the retirement of, and gains or losses arising from disposal of Property, Plant and Equipment are recognised in the Statement of Profit and Loss.

iii) Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and impairment losses, if any. Intangible Assets with finite useful lives are amortized on a straight line basis over the following period:

Asset Class	Useful life
Computer Software	3-6 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.

iv) Impairment of Non-Financial Assets - Property, Plant and Equipment and Intangible Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. For the purposes of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing

use that are largely independent of the cash inflows from other assets or group of assets is considered as a cash generating unit. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is cost, less impairment loss (if any) as per Ind AS 27. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

ii) Property, Plant and Equipment

Property, Plant and Equipment are carried at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Cost includes purchase price, borrowing cost and any cost directly attributable to the bringing the assets to its working condition for its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In case of Property, Plant and Equipment, the Company has availed the carrying value as deemed cost on the date of Ind AS transition i.e. 1st April, 2016.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Depreciation on the Property, Plant and Equipment is provided using straight line method over the useful life of the assets as specified in Schedule II to the Companies Act, 2013 except in respect of depreciation on Solar Plant where the useful life is different as per technical evaluation than those prescribed in Schedule II.

treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists or may have decreased, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

v) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

Investments and Other Financial Assets

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset.

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVTOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments at fair value. Dividends from such investments are recognised in profit or loss when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost including Loans, Unbilled Revenue, trade receivables and other contractual rights to receive cash or other financial asset.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss ("ECL") allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

De-recognition of financial assets

A financial asset is derecognised only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a Company entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit and loss.

Financial liabilities that are not held-for-trading and are not designated as FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not classify the liability as current, if the lender has agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Offsetting Financial Instruments

Financial Assets and Liabilities are offset and the net amount is reflected in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or counterparty.

vi) Inventories

Inventories comprise of stock-in-trade and consumables. Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on Simple Average basis. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale.

vii) Employee Benefits

(i) Short-term obligations

Liabilities for salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave which are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The company operates the following post-employment schemes:

- Defined Contribution plans such as provident fund, pension and employee state insurance scheme
- Defined Benefit plans such as Gratuity

Defined Contribution Plans

The Company's contribution to provident fund (in case of contributions to the Regional Provident Fund office), pension and employee state insurance scheme are considered as defined contribution plans, as the Company does not carry any further obligations apart from the contributions made on a monthly basis and are charged as an expense based on the amount of contribution required to be made.

Defined Benefit Plan

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments, changes in actuarial assumptions and return on plan assets (excluding interest income) are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(iv) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange of these benefits. The Company recognises termination benefits at earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognises cost for a restructuring that is within the Scope of Ind As 37 and involves the payment of termination benefits. In case of an offer made to encourage voluntary redundancy, the termination benefits are based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of reporting period are discounted to the present value.

(v) Bonus Plans

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

viii) Provisions, Contingent Liabilities and Contingent assets

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are disclosed when there is a possible asset arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.

ix) Revenue recognition

The Company derives revenue primarily by providing Enterprise Geospatial & Engineering Services and sale of software and electricity.

a) Revenue from enterprise geospatial & engineering services:

Revenue is recognised when control of the promised goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Arrangements with customers are either on a fixed-price, fixed-timeframe or on a time-and-material basis. Revenue is recognised based on performance obligations satisfied from the contracts; where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability, consideration is recognized as per the percentage-of-completion method on the basis of cost incurred. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognized rateably over the term of the underlying maintenance arrangement.

Revenues in excess of invoicing are classified as contract assets (which The Company refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenue).

In determining the transaction price for the sale of good or rendering of service, the Company considers the effects of variable consideration and provisional pricing, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

b) Sale of Software Products

Revenue is recognised when control of the promised goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

c) Sale of Electricity

Sale of electricity is recognised based on electricity generated and eligible to be invoiced during the reporting period.

d) Dividend

Dividend is recognised as income when the Company's right to receive the dividend is established by the reporting date.

e) Interest

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the amortised cost and at the effective interest rate applicable.

Dividend and interest income is included under the head 'Other income' in the statement of profit and loss.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional. Refer to accounting policies of financial assets in note no. 2.2 (l) Financial instruments - initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

x) Foreign Currency Transactions & Translations

In preparing the financial statements of the Company, transactions in currencies other than the company's functional currency viz. Indian Rupee are recognised at the rates of exchange prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in statement of profit and loss. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in statement of profit and loss in the period in which they arise.

In case of an asset, expense or income where a non-monetary advance is paid/received, the date of transaction is the date on which the advance was initially recognized. If there were multiple payments or receipts in advance, multiple dates of transactions are determined for each payment or receipt of advance consideration.

xi) Leases

The Company assesses whether a contract contains a lease, at the inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an

identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether (i) the contract involves the use of identified asset; (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of lease and (iii) the Company has right to direct the use of the asset.

Company as a Lessee

The Company will recognize a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the site on which it is located, less any lease incentives received.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Significant Estimates and assumptions are required in particular for:

Determination of lease term & discount rate:

Ind AS 116 Leases requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes assessment on the expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying to the Company's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

xii) Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the separate financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

xiii) Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

xiv) Borrowing Costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs are expensed in the period in which they occur.

xv) Deferred Revenue and Unbilled Revenue

Amounts received from customers or billed to customers, in advance of services performed are recorded as deferred revenue under Other Current Liabilities. Unbilled revenue included in Current Financial Assets, represents amounts recognised in respect of services performed in accordance with contract terms, not yet billed to customers as at the year end.

xvi) Earnings per shares**i. Basic earnings per share**

Basic earnings per share is calculated by dividing:
 - the profit attributable to owners of the Company
 - by weighted average number of equity shares outstanding during the financial year, adjusted for the bonus elements in equity shared issued during the year

ii. Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account
 - income or expense that would result from the conversion of the dilutive potential ordinary shares
 - the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

xvii) Segment Reporting

The Chairman of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, "Operating Segments."

Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Income / Costs which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under Unallocated Income/Costs. Interest income and expense are not allocated to respective segments.

As per Ind AS, if a financial report contains consolidated financial statement of a parent that is within the scope of Ind AS as well as parent's separate financial statements, Segment information is required only in the consolidated financial statements. Accordingly, the Company has disclosed segment information only in consolidated financial statement.

xviii) Dividend Distribution:

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in other equity.

xix) Current and non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by Ministry of Corporate Affairs (MCA).

An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

- Expected to be settled in normal operating cycle,
- Held primarily for the purpose of trading,
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its operating cycle.

xx) Fair value measurement:

The Company measures financial instruments at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy.

xxi) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs, unless otherwise stated.

2b) Critical accounting judgements and key sources of estimation uncertainties

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

(i) Revenue Recognition: The Company uses the percentage-of-completion method in accounting for its fixed - price contracts. The use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of total efforts or costs to be expended. Efforts or costs have been used to measure progress towards completion as there is direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in their period in which such losses become probable based on the expected contract estimates at the reporting date.

(ii) Expected Credit Loss: The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment on financial assets. The Company measures the ECL associated with its assets based on historical trend, industry practices and the business environment in which entity operates or any other appropriate basis. For trade receivables, the Company follows 'simplified approach' for recognition of impairment loss allowance. As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in forward-looking estimates are analysed.

(iii) Useful life of Assets:

Depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(iv) Defined benefit plans:

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date.

2c) Standards Issued But Not Effective:

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified The Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to company from April 1, 2023:

Ind AS 101 – First-time Adoption of Indian Accounting Standards
 Ind AS 102 – Share-based Payment
 Ind AS 103 – Business Combinations
 Ind AS 107 – Financial Instruments Disclosures
 Ind AS 109 – Financial Instruments
 Ind AS 115 – Revenue from Contracts with Customers
 Ind AS 1 – Presentation of Financial Statements
 Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
 Ind AS 12 – Income Taxes
 Ind AS 34 - Interim Financial Reporting

Application of above amended standards are not expected to have any significant impact on the company's financial statements.

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31, 2023

Note : 3 Property, Plant and Equipment

(Rs. In Lakhs)

Particulars	Freehold-Land	Leasehold Land	Buildings	Plant and Equipment	Furniture & Fixtures	Vehicles	Office Equipment Includes Computer	Total
Balance As at April 01, 2022	32.93	68.69	337.06	1,777.84	432.95	183.19	1,124.99	3,957.65
Additions	-	-	-	-	0.51	143.20	75.32	219.03
Disposals/Transfer	-	-	-	117.27	1.09	78.56	0.59	197.51
Transfer to Asset held for sale (Refer Note 16)	17.44	-	-	466.84	-	-	-	484.28
Balance As at March 31, 2023	15.49	68.69	337.06	1,193.73	432.37	247.83	1,199.72	3,494.89
Balance As at April 01, 2021	32.93	68.69	337.06	1,777.84	406.51	183.19	979.12	3,785.34
Additions	-	-	-	-	26.44	-	146.88	173.32
Disposals/Transfer	-	-	-	-	-	-	1.01	1.01
Balance As at March 31, 2022	32.93	68.69	337.06	1,777.84	432.95	183.19	1,124.99	3,957.65
Accumulated Depreciation								
Balance As at April 01, 2022	-	3.90	34.17	570.48	251.44	107.92	891.30	1,859.21
Depreciation for the year	-	0.62	5.77	100.74	41.92	28.29	76.04	253.38
Disposals/Transfer	-	-	-	39.01	0.95	44.41	0.53	84.90
Transfer to Asset held for sale (Refer Note 16)	-	-	-	171.56	-	-	-	171.56
Balance As at March 31, 2023	-	4.52	39.94	460.65	292.41	91.80	966.81	1,856.13
Balance As at April 01, 2021	-	3.13	28.40	468.28	209.11	86.87	818.37	1,614.16
Depreciation for the year	-	0.77	5.77	102.20	42.33	21.05	73.02	245.14
Disposals	-	-	-	-	-	-	0.09	0.09
Balance As at March 31, 2022	-	3.90	34.17	570.48	251.44	107.92	891.30	1,859.21
Net Carrying Amount								
Balance As at March 31, 2023	15.49	64.17	297.12	733.08	139.96	156.03	232.91	1,638.76
Balance As at March 31, 2022	32.93	64.79	302.89	1,207.36	181.51	75.27	233.69	2,098.44

Note 3.01 Property, Plant and Equipment includes assets mortgaged or pledged as security (Refer Note no. 19 and 20).

Note 3.02 In accordance with the Indian Accounting Standard -36 on "Impairment of Assets", the management during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Ind AS. On the basis of review carried out by the management, there was no impairment loss on Property, Plant and Equipment during the year ended March 31, 2023.

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31, 2023

Note 4: Intangible Assets

Particulars	(Rs. In Lakhs)	
	Software *	
Balance As at April 01, 2022	<u>327.81</u>	
Additions	-	
Disposals	-	
Balance As at March 31, 2023	<u>327.81</u>	
Balance As at April 01, 2021	<u>311.98</u>	
Additions	15.83	
Disposals	-	
Balance As at March 31, 2022	<u>327.81</u>	
Accumulated amortisation	<u>272.42</u>	
Balance As at April 01, 2022	-	
Amortisation charged during the period	33.93	
Disposals	-	
Balance As at March 31, 2023	<u>306.35</u>	
Balance As at April 01, 2021	<u>226.45</u>	
Amortisation charged during the year	45.97	
Disposals	-	
Balance As at March 31, 2022	<u>272.42</u>	
Net Carrying Amount	<u>21.46</u>	
Balance As at March 31, 2023	<u>55.39</u>	
Balance As at March 31, 2022	<u>55.39</u>	

* Other than self generated

Note 5: Non- Current Investments

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
In Equity Instruments (Unquoted, Fully paid up)		
(A) Subsidiary Company - Carried at cost		
1,000 (March 31, 2022 : 1000) equity shares of face value Rs. 100 each of ADCC Infocom Private Limited	6.57	6.57
2,52,780 (March 31, 2022 : 2,09,049) equity shares of face value Rs. 100 each of Allygrow Technologies Private Limited (ATPL) (Refer Note 5.01)	6,806.94	5,627.74
Total (A)	<u>6,813.51</u>	<u>5,634.31</u>
(B) Others - Carried at fair value through Profit and Loss		
50,000 (March 31, 2022 : 50,000) equity shares of face value Rs. 10 each of Abhyudaya Co-operative Bank Limited	5.00	5.00
2,610 (March 31, 2022 : 2610) equity shares of face value Rs. 100 each of Wardhaman Co-operative Bank Limited	2.61	2.61
Total (B)	<u>7.61</u>	<u>7.61</u>
Total Non Current Investments (A+B)	<u>6,821.12</u>	<u>5,641.92</u>
Aggregate amount of unquoted investments	6,821.12	5,641.92
Investments carried at cost	6,813.51	5,634.31
Investments carried at fair value through Profit and Loss	7.61	7.61

CEINSYS TECH LIMITED**Notes forming part to the Standalone Financial Statements for the Year ended March 31, 2023**

Note 5.01: During the previous year, the Company received approval from its shareholders for an acquisition of 100% equity stake in Allygrow Technologies Private Limited (ATPL) and the Company entered into a Share Purchase Agreement ("SPA Agreement") with the ATPL and its existing Shareholders to acquire all the equity shares of ATPL.

As per the SPA Agreement, the Company acquired 2,09,049 Equity Shares (i.e. 82.69% equity stake) of ATPL for a consideration of Rs. 5,627.74 Lakhs by issuance of 36,07,530 equity shares of the Company of Rs. 10/- each at an Issue price of Rs. 156/- per equity share on a preferential basis. As a result ATPL along with its subsidiaries and Joint Venture (JV) became the subsidiary / fellow subsidiaries / JV of the Company w.e.f. February 9, 2022. During the year, the company acquired the remaining 43,740 equity shares (i.e. 17.31% equity stake) of ATPL at a cash consideration of Rs. 1,179.20 Lakhs.

Note : 6 Non-Current Financial Assets - Trade Receivables

Particulars	(Rs. In Lakhs)			
	As at March 31, 2023		As at March 31, 2022	
Unsecured				
Considered Good	244.11		280.25	
Less : Allowance for Expected Credit Loss	<u>32.94</u>	211.17	<u>65.58</u>	214.67
Total		<u>211.17</u>		<u>214.67</u>

6.01 Trade Receivables are hypothecated as security for working capital facilities (Refer Note No. 20).

6.02 Trade Receivable ageing Refer Note No. 10 (a).02

Note : 7 Non-Current Financial Assets - Others

Particulars	(Rs. In Lakhs)			
	As at March 31, 2023		As at March 31, 2022	
Deposits with banks with more than 12 months maturity		291.14		448.02
Unsecured				
Security Deposits				
Considered Good	40.36		17.90	
Less : Allowance for Expected Credit Loss	<u>5.45</u>	34.91	<u>3.19</u>	14.71
Total		<u>326.05</u>		<u>462.73</u>

7.01 - The above deposits with banks are pledge mainly as margin money against bank guarantees.

Note : 8 Other Non Current Assets

Particulars	(Rs. In Lakhs)			
	As at March 31, 2023		As at March 31, 2022	
Prepaid Expense		208.37		185.01
Total		<u>208.37</u>		<u>185.01</u>

Note : 9 Inventories

Particulars	(Rs. In Lakhs)			
	As at March 31, 2023		As at March 31, 2022	
Stock-in-trade		41.94		28.09
Consumable		394.47		67.50
Total		<u>436.41</u>		<u>95.59</u>

9.01 Inventories are hypothecated as security for working capital facilities (Refer note no. 20)

9.02 Basis of valuation refer accounting policy No. 2a (vi)

Note : 10 (a) Current Financial Asset-Trade Receivables (Billed)

Particulars	(Rs. In Lakhs)			
	As at March 31, 2023		As at March 31, 2022	
Unsecured				
Considered Good	9,725.33		9,048.60	
Significant Increase in Credit Risk	<u>76.76</u>		<u>135.66</u>	
	9,802.08		9,184.26	
Less : Allowances for expected credit loss	<u>1,479.33</u>	8,322.75	<u>1,383.45</u>	7,800.81
Total		<u>8,322.75</u>		<u>7,800.81</u>

10(a).01 Trade Receivables are hypothecated as security for working capital facilities from Banks (Refer Note No. 20).

10(a).02 Trade Receivables Ageing (including Non- Current Trade Receivables) as at March 31, 2023 and March 31, 2022 are as below:

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

(Rs. In Lakhs)

Particulars	Outstanding for following period from due date of payment as at March 31, 2023						
	Not Due	Less than 6 months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Undisputed Trade Receivables – Considered good	<u>1,567.72</u>	<u>3,473.42</u>	<u>1,037.46</u>	<u>1,174.83</u>	<u>1,081.92</u>	<u>1,531.62</u>	<u>9,866.97</u>
Undisputed Trade Receivables – Which have significant increase in credit risk	-	3.24	0.74	47.80	22.43	2.55	76.76
Undisputed Trade Receivables – Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – Considered good	-	-	-	45.91	-	56.55	102.46
Disputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – Credit impaired	-	-	-	-	-	-	-
Sub Total	<u>1,567.72</u>	<u>3,476.66</u>	<u>1,038.20</u>	<u>1,268.54</u>	<u>1,104.35</u>	<u>1,590.72</u>	<u>10,046.19</u>
Less: Allowance for Expected Credit Loss							<u>1,512.27</u>
Total							<u>8,533.92</u>

(Rs. In Lakhs)

Particulars	Outstanding for following period from due date of payment as at March 31, 2022						
	Not Due	Less than 6 months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Undisputed Trade Receivables – Considered good	<u>1,020.59</u>	<u>2,417.85</u>	<u>1,059.75</u>	<u>2,015.91</u>	<u>1,245.79</u>	<u>1,384.70</u>	<u>9,144.59</u>
Undisputed Trade Receivables – Which have significant increase in credit risk	-	28.94	2.96	21.12	82.64	-	135.66
Undisputed Trade Receivables – Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – Considered good	-	45.91	-	-	127.79	10.56	184.26
Disputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – Credit impaired	-	-	-	-	-	-	-
Sub Total	<u>1,020.59</u>	<u>2,492.70</u>	<u>1,062.71</u>	<u>2,037.03</u>	<u>1,456.22</u>	<u>1,395.26</u>	<u>9,464.51</u>
Less: Allowance for Expected Credit Loss							<u>1,449.03</u>
Total							<u>8,015.48</u>

Note : 10 (b) Current Financial Asset-Trade Receivables (Unbilled)

(Rs. In Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Unsecured			
Considered Good	6,537.43		9,305.42	
Less :Allowances for Expected Credit Loss	<u>156.24</u>	6,381.19	<u>154.47</u>	9,150.95
Total		<u>6,381.19</u>		<u>9,150.95</u>

10(a).01 Trade Receivables are hypothecated as security for working capital facilities from Banks (Refer Note No. 20).

10(a).02 Trade Receivables Ageing (including Non- Current Trade Receivables) as at March 31, 2023 and March 31, 2022 are as below:

Note : 11 Cash and Cash Equivalents

(Rs. In Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Balances with banks			
In current accounts		53.86		2.71
Cash on Hand		1.15		1.05
Total		<u>55.01</u>		<u>3.76</u>

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Balances with Banks in Current Accounts	53.86	2.71
Cash on Hand	1.15	1.05
Total	<u>55.01</u>	<u>3.76</u>

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unpaid Dividend Accounts	0.25	0.20
Fixed Deposit With Banks	962.08	740.33
Total	<u>962.33</u>	<u>740.53</u>

12.01 The above deposits with banks are pledged mainly as margin money against bank guarantees

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Loans to Employees	1.75	0.24
Loans to Subsidiary (Refer Note 38 and 38 (E))	67.44	4.55
Total	<u>69.19</u>	<u>4.79</u>

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unsecured: Considered Good	46.60	47.19
Interest Receivable (Refer Note 38 and 38 (E))		
Security Deposit:		
Considered Good	214.58	232.92
Less : Allowances for expected credit loss	<u>55.33</u>	<u>48.67</u>
	159.25	184.25
Other Receivables	39.77	-
Total	<u>245.62</u>	<u>231.44</u>

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unsecured: Considered Good		
Advances to suppliers	65.23	98.63
Balances with government authorities	114.47	193.46
Others#	195.25	190.11
Total	<u>374.95</u>	<u>482.20</u>

#Others Includes mainly prepaid expenses and advance to employees for expenses.

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Freehold-Land	17.44	-
Plant and Equipment	295.28	-
Total	<u>312.72</u>	<u>-</u>

Note 16.01:

During the year the board of director has decided to sale windmill alongwith Freehold land situated at Satara, Maharashtra and classified the said assets under the heading of 'asset held for sale'. The company has identified the buyer and the transaction is likely to be completed in the FY 2023-24.

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

Note : 17 Equity Share Capital

(Rs. In Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
AUTHORISED CAPITAL				
3,00,00,000 (March 31, 2022: 2,00,00,000) Equity Shares of Rs. 10/- each		3,000.00		2,000.00
		<u>3,000.00</u>		<u>2,000.00</u>
ISSUED , SUBSCRIBED & PAID UP CAPITAL				
1,54,31,397 (March 31, 2022 : 1,54,31,397) Equity Shares of Rs. 10/- each, Fully Paid up		1,543.14		1,543.14
Total		<u>1,543.14</u>		<u>1,543.14</u>

17.01 Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year :

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Equity Shares	(Rs. In Lakhs)	No. of Equity Shares	(Rs. In Lakhs)
Equity Shares outstanding at the beginning of the year	15,431,397	1,543.14	11,117,085	1,111.71
Add: Issued During the Year (Refer Note 17.02)	-	-	4,314,312	431.43
Equity Shares outstanding at the end of the year	<u>15,431,397</u>	<u>1,543.14</u>	<u>15,431,397</u>	<u>1,543.14</u>

17.02 During the previous year as approved by shareholders :

(i) The company has allotted 36,07,530 Equity Shares of Face Value of Rs.10 each at a premium of Rs.146 per share on Private Placement to the equity shareholders of Allygrow Technology Private Limited for consideration other than cash (Refer Note No. 5.01);

(ii) The company has allotted 7,06,782 Equity Shares of Face Value of Rs.10 each at a premium of Rs.146 per share on Preferential basis to a Promoter and Promoter Group of the Company;

17.03 Terms and rights attached to Equity Shares:

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. Every holder of equity share present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

17.04 Details of shareholders holding more than 5% Shares of the Equity Share Capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Raghav Infradevelopers & Builders Private Limited	3,214,529	20.83%	3,214,529	20.83%
SMG Hospitals Private Limited	1,364,000	8.84%	1,364,000	8.84%
Zodius Technology Fund II (overseas)	1,066,903	6.91%	1,066,903	6.91%
Zodius Technology Fund	1,094,019	7.09%	1,094,019	7.09%
Sameer Dattatraya Meghe	*	*	11,83,934	7.67%
Sagar Dattatraya Meghe	2,642,511	17.12%	1,533,202	9.94%
Devika Sagar Meghe	1,051,986	6.82%	1,051,986	6.82%

* less than 5%

17.05 Details of Promoters shareholders holding

As on March 31, 2023

S.No.	Promoter Name	No. of shares at the beginning of the year 01.04.2022	Change during the year 2022-23	No. of shares at the end of the year 31.03.2023	% of Total Shares	% Change during the year
1	Sameer Dattatraya Meghe	1,183,934	(798,149.00)	385,785	2.50%	-5.17%
2	Sagar Dattatraya Meghe	1,533,202	1,109,309.00	2,642,511	17.12%	7.19%
3	Devika Sagar Meghe	1,051,986	-	1,051,986	6.82%	0.00%
4	Vrinda Sameer Meghe	696,945	(311,160.00)	385,785	2.50%	-2.02%
5	Raghav Infradevelopers & Builders Private Limited	3,214,529	-	3,214,529	20.83%	0.00%
6	SMG Hospitals Private Limited	1,364,000	-	1,364,000	8.84%	0.00%

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

As on March 31, 2022

S.No.	Promoter Name	No. of shares at the beginning of the year 01.04.2021	Change during the year 2021-2022	No. of shares at the end of the year 31.03.2022	% of Total Shares	% Change during the year
1	Sameer Dattatraya Meghe	1,183,934	-	1,183,934	7.67%	0.00%
2	Sagar Dattatraya Meghe	1,179,811	353,391	1,533,202	9.94%	2.29%
3	Devika Sagar Meghe	698,595	353,391	1,051,986	6.82%	2.29%
4	Vrinda Sameer Meghe	696,945	-	696,945	4.52%	0.00%
5	Raghav Infradevelopers & Builders Private Limited	3,214,529	-	3,214,529	20.83%	0.00%
6	SMG Hospitals Private Limited	1,364,000	-	1,364,000	8.84%	0.00%

17.6 Dividend Declared and paid

Particulars

Dividend declared and paid during the year at Rs.2.25 Per Share of Rs. 10/- Each (March 31, 2022 : Rs. 2.25 Per Share)

Proposed Dividend

	2022-23	2021-22
Dividend declared and paid during the year at Rs.2.25 Per Share of Rs. 10/- Each (March 31, 2022 : Rs. 2.25 Per Share)	347.21	250.13
Proposed Dividend	Nil	Nil

Note : 18 Other Equity

Particulars

(Rs. In Lakhs)

Securities Premium

Balance as per last Balance Sheet

Add: Equity Shares Issued on Preferential Allotment (Refer Note 17.02 (ii))

Add: Equity Shares Issued on Acquisition of Subsidiary (Refer Note 17.02 (i))

General Reserve

Balance as per last Balance Sheet

Retained Earnings

Balance as per last Balance Sheet

Add: Profit For the Year

Less : Appropriation

Dividend paid

Share Based Payment Reserve

Balance as per last Balance Sheet

Add: Share Based Payment (Refer Note 30.06)

Other Comprehensive Income

Balance as per last Balance Sheet

Add: Comprehensive Income For the Year

	As at March 31, 2023		As at March 31, 2022	
Securities Premium				
Balance as per last Balance Sheet	8,593.07		2,294.18	
Add: Equity Shares Issued on Preferential Allotment (Refer Note 17.02 (ii))	-		1,031.90	
Add: Equity Shares Issued on Acquisition of Subsidiary (Refer Note 17.02 (i))	-	8,593.07	5,266.99	8,593.07
General Reserve				
Balance as per last Balance Sheet		21.50		21.50
Retained Earnings				
Balance as per last Balance Sheet	5,845.64		5,328.77	
Add: Profit For the Year	636.01		767.00	
Less : Appropriation				
Dividend paid	347.21	6,134.44	250.13	5,845.64
Share Based Payment Reserve				
Balance as per last Balance Sheet	-		-	
Add: Share Based Payment (Refer Note 30.06)	993.73	993.73	-	-
Other Comprehensive Income				
Balance as per last Balance Sheet	(29.32)		(5.23)	
Add: Comprehensive Income For the Year	1.45	(27.87)	(24.09)	(29.32)
		15,714.87		14,430.89

Nature and purpose of Reserve**Securities premium**

Securities premium is used to record the premium on issue of shares. It shall be utilised in accordance with the provisions of the Companies Act, 2013.

General Reserve

General Reserve was created out of the profit of the Company. It shall be utilised in accordance with the provisions of the Companies Act, 2013.

Retained Earnings

Retained Earnings represent the accumulated Profits / (losses) made by the company over the years.

Share Based Payment Reserve

Share based payment reserve is created against "Ceinsys Employee Stock Option Scheme 2022- Plan 1" and "Ceinsys Employee Stock Option Scheme 2022- Plan 2" and will be utilised against exercise of the option by the employees on issuance of the equity shares.

Other Comprehensive Income

Other Comprehensive Income (OCI) represents the amount recognised in other equity consequent to remeasurement of Defined Benefit Plan.

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

Note : 19 Non current Borrowings

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Secured Loan from banks		
- Term loan #	-	35.17
- Vehicle loan	89.56	4.69
Total	89.56	39.86

Net off of processing fees amounting to Rs. Nil (March 31, 2022 Rs. 0.47 Lakhs) and Rs. 0.38 lakhs (March 31, 2022 Rs. 0.25 Lakhs) included in current maturity of long term debts in Note No. 20.

19.01. The above Secured loans from banks including current maturity of long term debts in Note No. 20 includes:

i) Rs. 35.02 Lakhs (March 31,2022 : Rs.86.87 Lakhs) of term loan is secured by way of Charge on the Plant & Machinery purchased by the Company. The Loan is repayable in 8 monthly installments ending in November 2023. The Term Loan carries a interest of 13.75% p.a (for March 31, 2022: 13.75 % p.a.)

ii) Vehicle Loans of Rs. 115.61 Lakhs (March 31,2022 : Rs. 22.98 Lakhs) are secured by way of hypothecation of Vehicles financed. Above Loans are repayable in 6 to 51 monthly installments and carry interest rate varying from 9% p.a. to 9.9% p.a. (for March 31, 2022: from 8.65% p.a. to 9.77 % p.a.)

19.02. The Term loans referred to above are guaranteed by some of the directors in their personal capacities.

19.03. The Company has used the borrowings from banks for the specific purpose for which it was taken at the balance sheet date.

19.04. There is no charge or satisfaction which is yet to be registered with ROC beyond the statutory period.

19.05 Maturity Profile of Secured Loans is as under:

Particulars	(Rs. In Lakhs)	
	Financial Year	Amount
Loans from Banks	2023-2024	60.69
	2024-2025	25.43
	2025-2026	27.26
	2026-2027	29.24
	2027-2028	7.63

Note : 20 Current Borrowings

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Secured		
Loans from banks:		
Working capital facilities	4,317.88	5,874.90
Current maturities of long term debts	60.69	69.27
Unsecured		
Inter Corporate Loans taken from:		
Related party (Refer Not 38 (B))	1,000.00	-
Others	-	55.00
	5,378.57	5,999.17

20.01 The Working Capital facilities from Banks :

(i) Rs. 2,918.45 Lakhs (March 31,2022 : Rs.2,636.64 Lakhs) is secured by the way of Hypothecation of Stock, Work-in-Progress, and Book Debts, also the following properties are collateralized by simple mortgage : 1) Land & Building on Plot No. 10/5, IT Park of MIDC, South Ambazari Road, Mauza Parsodi, in front of VNIT Institute, Tal & Dist . Nagpur. 2) Land & Wind Mill at village Murud, Tal. Patan, Dist. Satara. 3) Unit No. 414, 4th Floor, Tantia Jogani Indl. Premises Co-Op Soc . Ltd. J. R Boricha Marg, Sitaram Mill Compound , Lower Parel, Mumbai. 4) Continuation of Lien on existing all Term Deposits Offered being Margin for BG & LC Limit. This Working Capital Loan carries a interest at the rate of 10.50 % p.a. (For March 31, 2022: 10.50% p.a.)

(ii) Rs. 1,399.43 Lakhs (March 31,2022 : Rs.3,238.26 Lakhs) is secured by the way of hypothecation of the Co's entire stock comprising of Raw Materials, Work-In-Progress, Finished goods, Consumables Stores & Spares and other materials; Receivables, claims and bills both present and future ranking Pari- passu with other consortium member i.e. Abhyudaya Co-operative Bank Ltd. Apart from the above the following properties have been collateralised in the form of : 1) Pledge of 13.25 Lakh Shares of the Company owned by Raghav Infra Developers 2) Immovable property owned by the Company at Nagpur (Leasehold land) and at Lower Parel (office) and various other immovable property owned by Promoters at different locations in India & 3) Personal Guarantees of Directors & their relatives & also Corporate Guarantees of Raghav Infra Developers & Builders Pvt Ltd, SMG Realities Pvt Ltd, SMG Hospitals Pvt Ltd. & Shree Sainath textiles Private Limited. This Working Capital Loan carries a interest at the rate of 11.90% p.a. (For March 31, 2022: 9.40% p.a.)

"20.02 Inter Corporate Loan from:

- Related Party: from a Joint Venture are repayable within 12 months and carries an interest rate of 8.35% p.a.

- Others: are repayable within 3 months and carries an interest rate ranging from 11% to 13% p.a."

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

Note : 21 Current Financial Liabilities -Trade Payables**(Rs. In Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding of Micro, Small and Medium Enterprises	302.05	276.21
Others	2,925.31	4,087.76
Total	3,227.36	4,363.97

21.01 : Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED 2006) have been determined based on the information as received from vendors and the details of amount outstanding due to them are as given below:

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year;	302.05	276.21
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	2.76	12.24
(iii) The amount of Interest paid, along with the amounts of the payment made to the supplier beyond the appointed day;	-	-
(iv) The amount of Interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	2.76	12.24
(vi) The amount of Further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Trade Payable Ageing as at March 31, 2023 and March 31, 2022 are as below :-**(Rs. In Lakhs)**

Particulars	Outstanding from due date of payment as at March 31, 2023					Total
	Not Due	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
i) MSME	299.20	2.85	-	-	-	302.05
ii) Others	1,426.27	848.62	158.28	352.87	139.27	2,925.31
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
	<u>1,725.47</u>	<u>851.47</u>	<u>158.28</u>	<u>352.87</u>	<u>139.27</u>	<u>3,227.36</u>

(Rs. In Lakhs)

Particulars	Outstanding from due date of payment as at March 31, 2022					Total
	Not Due	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
i) MSME	201.05	38.32	24.20	4.29	8.35	276.21
ii) Others	1,687.62	2,268.04	29.81	17.11	85.18	4,087.76
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
	<u>1,888.67</u>	<u>2,306.36</u>	<u>54.01</u>	<u>21.40</u>	<u>93.53</u>	<u>4,363.97</u>

Note: 22 Income Tax**22.01 Current Tax :-****(Rs. In Lakhs)**

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Current Tax for the year	290.48	488.44
Income tax for the earlier year	14.72	(8.16)
Total Current Tax	305.20	480.28

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

22.02 The major components of Tax Expenses for the year ended March 31, 2023 and March 31, 2022 are as follows: (Rs. In Lakhs)

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Recognised in Statement of Profit and Loss:		
Current Tax (as refer note 22.1)	305.20	480.28
Deferred Tax:-Relating to origination and reversal of temporary differences	(62.93)	(133.39)
Total Tax Expenses	242.27	346.89

22.03 Reconciliation between tax expenses/(income) and accounting profit multiplied by tax rate for the year ended March 31, 2023 and March 31, 2022:

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Accounting profit before tax	878.28	1,113.89
Applicable tax rate	29.12%	29.12%
Computed Tax Expenses	255.76	324.36
Tax effect on account of:		
Property, Plant and Equipment, Intangible Assets and Assets held for sale	(12.35)	26.83
Deduction Allowed under Income Tax Act	(40.64)	(41.19)
Expenses not allowed for tax purpose	27.42	28.73
Others	(2.05)	-
Income tax for earlier years & Deferred Tax on OCI	14.13	8.16
Income tax expenses / (income) recognised in Statement of Profit and Loss	242.27	346.89

22.04 Deferred tax relates to the following:

Particulars	Balance Sheet		Statement of profit and loss and Other Comprehensive Income	
	As at March 31, 2023	As at March 31, 2022	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Property, Plant and Equipment, Intangible Assets and Assets held for sale	226.93	267.06	(40.13)	5.77
Defined Benefit Obligation	(69.60)	(50.46)	(19.14)	(26.31)
Financial Assets	(533.80)	(530.73)	(3.06)	(130.71)
Lease Equalisation/MSME	-	-	-	7.98
Deferred Tax Liabilities / (Assets)	(376.47)	(314.14)	(62.33)	(143.28)

22.05 Reconciliation of deferred tax liabilities/(Asset):

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	(314.14)	(170.86)
Deferred Tax (Income)/expenses recognised in statement of profit and loss	(62.93)	(133.39)
Deferred Tax Income recognised in OCI	0.59	(9.89)
Closing balance	(376.47)	(314.14)

Note : 23 Other Current Financial Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Interest Accrued and Due	25.73	12.24
Interest Accrued and Not Due	57.11	136.58
Unclaimed Dividends* (PY Rs.176)	0.05	-
Others #	322.88	381.33
Total	405.77	530.15

* This figure does not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

Other mainly includes employee related liabilities, provision for expenses and director sitting fees etc.

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

Note : 24 Other Current Liabilities

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Advance from customers	143.20	745.98
Statutory liabilities	209.61	164.82
Unearned Revenue	845.61	-
Total	1,198.42	910.80

Note : 25 Current Provisions

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits		
Gratuity (Funded) (Refer Note No. 30)	138.05	105.14
Leave Obligations	100.97	68.16
Total	239.02	173.30

Note : 26 Revenue from Operations (Net of Taxes)

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Enterprise Geospatial & Engineering Services	12,660.63	16,770.40
Sale of software products	3,842.81	2,625.53
Sale of Power	200.97	223.62
Total	16,704.41	19,619.55

26.01 Disaggregated Revenue information

Revenue Disaggregation by types of Services and Product are as follows:

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Enterprise Geospatial & Engineering Services	12,660.63	16,770.40
Software Products	3,842.81	2,625.53
Power Generation	200.97	223.62
Total	16,704.41	19,619.55

26.02 Revenue disaggregation by Geography

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
In India	16,447.07	19,367.63
Outside India	257.34	251.92
Total	16,704.41	19,619.55

26.03 Contract balances

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31,2022
Trade Receivables - Billed	8,533.92	8,015.48
Trade Receivables - Unbilled	6,381.19	9,150.95
Unearned Revenue	845.61	-
Contract Liabilities (Refer Note 26.04)	143.20	745.98

26.04 - The amount of Rs. 611.73 lakhs is the revenue recognised from contract liabilities at the beginning of the year (March 31,2022- Rs. 243.78 Lakhs). Increase/decrease in contract liability is mainly on account of advance receipt from customers and revenue recognized during the year.

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

26.05 Reconciling the amount of revenue recognised in statement of profit and loss with the contracted price (Rs. In Lakhs)

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Revenue as per contracted price	16,704.41	19,619.55
Adjustments for:		
Rebates, Discounts	-	-
Revenue from contract with customers	16,704.41	19,619.55

26.06 Transaction price allocated to the remaining performance obligations

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of March 31, 2023 amounts to Rs. 23,937.44 Lakhs (March 31,2022 : Rs. 26,780.21 Lakhs). The remaining performance obligation are subject to change and are affected by several factors including terminations, change in scope of contract, periodic revaluations, adjustment for revenue that has not materialised.

The management of company expects that above 60 to 70% of the unsatisfied performance obligation will be recognised as revenue during the next reporting period with balance in future reporting periods thereafter.

Note : 27 Other income

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Interest Income from Financial Assets measured at amortised cost		
- Fixed Deposits with banks	72.62	69.86
- Others	19.46	34.99
Foreign Exchange Gain	2.08	-
Profit On Sale of Property, Plant and Equipment	7.42	0.10
Reversal of Rent Equalisation Reserve	-	16.24
Miscellaneous Receipts	4.91	9.84
Total	106.49	131.03

Note : 28 Changes in inventories of Stock-in-Trade

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Stock-in-Trade		
Opening Stock	28.09	9.48
Less: Closing Stock	41.94	28.09
Changes in inventories of Stock-in-Trade	(13.85)	(18.61)

Note : 29 Project and Other Operating Expenses

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Consumption of Project Consumables	1,407.24	2,761.15
Outsourcing Expenses	2,229.81	6,593.81
Onsite Expenses	237.20	308.90
Total	3,874.25	9,663.86

Note : 30 Employees benefit expenses

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Salaries, Wages and Allowances *	4,206.61	3,076.78
Contribution to Provident and Other Funds	170.62	135.01
Share Based Payments (Refer Note 30.06)	993.73	-
Staff Welfare Expenses	3.05	3.95
Total	5,374.01	3,215.74

* Previous year Remuneration paid or provided to Whole- Time Director amounting to Rs. 33.10 Lakhs was subject to approval of Shareholders of the Company as on March 31, 2022, which was approved by the Shareholders at its meeting held on May 16, 2022 through e-voting postal ballot.

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

30.01 -**(A) Defined Contribution Plan:**

The Company's defined contribution plans are Provident Fund, Employees State Insurance Fund and Employees' Pension Scheme (under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952). The Company has no further obligation beyond making the contributions to such plans.

Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Employer's contribution to Regional Provident Fund Office	116.59	91.61
Employer's contribution to Employees' State Insurance	9.56	8.49
Total	126.15	100.10

(B) Defined Benefit Plan:

Gratuity for employees in India is as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for the number of years of service. The gratuity plan is a funded plan and the Company plan assets is administered by an insurer and company funds the plan on periodical basis.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as the gratuity.

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Actuarial assumptions		
Mortality Table	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Salary growth	10.00%	10.00%
Discount rate	7.30%	6.19%
Withdrawal rates	22.00%	22.00%

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Gratuity (Funded)		
Movement in present value of defined benefit obligation		
Obligation at beginning of the year	276.44	227.90
Interest Cost	17.11	13.19
Service Cost (including past service cost)	37.97	31.71
Benefits Paid from the fund	(13.66)	(29.07)
Actuarial (Gains)/loss - due to change in Demographic Assumptions	-	30.02
Actuarial (Gains)/loss - due to change in Financial Assumptions	(12.54)	(1.22)
Actuarial (Gains)/loss - due to experience adjustments	11.89	3.91
Obligation at the end of the year	317.21	276.44
Movement in present value of plan assets		
Fair value at the beginning of the year	171.30	186.64
Interest Income	10.60	10.81
Contributions from employer	9.53	4.19
Benefits Paid from the fund	(13.66)	(29.07)
Return on Plan Assets, Excluding Interest Income	1.39	(1.27)
Fair value at the end of the year	179.16	171.30
Amount recognised in Statement of Profit and Loss		
Current Service Cost	37.97	31.71
Net interest Cost	6.51	2.38
Total	44.48	34.09
Amount recognised in the other comprehensive income		
Components of actuarial gain/losses on obligations:		
Due to changes in demographic assumptions	-	30.02
Due to changes in financial assumptions	(12.54)	(1.22)
Due to experience adjustment	11.89	3.91
Return on Plan Assets, Excluding Interest Income	(1.39)	1.27
Total	(2.04)	33.98

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

(C) Fair Value of assets**(Rs. In Lakhs)**

Particulars	Fair Value of Asset	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Life Insurance Corporation of India	179.16	171.30
	<u>179.16</u>	<u>171.30</u>

(D) Net Liability Recognised in the balance sheet**(Rs. In Lakhs)**

Amount recognised in the balance sheet	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Present value of obligations at the end of the year	317.21	276.44
Less: Fair value of plan assets at the end of the year	179.16	171.30
Net liability recognised in the balance sheet	138.05	105.14

(E) Movements in the present value of net defined benefit obligation are as follows:**(Rs. In Lakhs)**

	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Opening Net Liability	105.14	41.26
Expenses Recognized in Statement of Profit or Loss	44.47	34.09
Expenses Recognized in OCI	(2.04)	33.98
Employer's Contribution	(9.53)	(4.19)
Net Liability/(Asset) Recognized in the Balance Sheet	138.05	105.14

30.02: Sensitivity Analysis**(Rs. In Lakhs)**

Projected Benefits Payable in Future Years From the Date of Reporting	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Impact of + 0.5% Change in Rate of Discounting	(5.30)	(4.83)
Impact of -0.5% Change in Rate of Discounting	5.51	5.04
Impact of +1% Change in Rate of Salary Increase	9.35	8.43
Impact of -1% Change in Rate of Salary Increase	(8.92)	(8.04)
Impact of 5% Increase in Withdrawal Rate	(9.08)	(9.29)
Impact of 5% Decrease in Withdrawal Rate	11.79	12.72

The above sensitivity analysis are based on change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

30.03: Risk exposures**Investment risk**

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Plan investment is a qualifying insurance policy with the LIC of India.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Gratuity and Leave plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk. The Company has no legal obligation to settle the deficit in the funded plan (Gratuity) with an immediate contribution or additional one off contributions. The Company intends to continue to contribute the defined benefit plans in line with the insurer's latest recommendations.

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31, 2023

30.04 Details of Asset-Liability Matching Strategy:-

Gratuity benefits liabilities of the company are funded. There are no minimum funding requirements for a Gratuity benefits plan in India and there is no compulsion on the part of the Company to fully or partially pre-fund the liabilities under the Plan.

The company have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to them and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it may not be possible to explicitly follow an asset-liability matching strategy to manage risk actively in a conventional fund.

30.05 The expected payments towards contributions to the defined benefit plan is within one year.

Cash Flow Projection: From the Fund

(Rs. In Lakhs)

Projected Benefits Payable in Future Years From the Date of Reporting	Estimated for the year ended March 31, 2023	Estimated for the year ended March 31, 2022
	1st Following Year	70.10
2nd Following Year	50.98	43.05
3rd Following Year	43.73	39.45
4th Following Year	40.51	33.03
5th Following Year	37.85	30.07
After 5th Year	183.58	153.32
Total	426.75	357.82

Other Long Term Employee Benefit Obligations

The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

Following disclosures related to Leave obligations

The liability for Leave obligation (Non – Funded) as at year end is Rs. 100.97 Lakhs (As at March 31, 2022 Rs. 68.16 Lakhs).

30.06 Share Based Payments

Ceinsys Employee Stock Option Scheme, 2022 - Plan 1 & Ceinsys Employee Stock Option Scheme, 2022 - Plan 2 ("ESOS")

In order to provide equity settled incentive to specific employees of the Company and its subsidiaries, the Company has introduced ESOS. The ESOS includes tenure-based stock options. The specific employees to whom these Options are granted and their eligibility criteria are determined by the Compensation committee (CC), for the purpose of ESOS, the Nomination Remuneration Committee is designated as the CC.

During the FY 2022-23, 9,08,000 Options (Plan 1 - 1,66,188 options & Plan 2 - 7,41,812 options) were granted to the eligible employees at an exercise price of Rs. 10 per option respectively. Exercise period is 5 years from the date of vesting (in maximum 3 tranches) of the respective options.

The details of options granted under ESOS for the year ended March 31, 2023 is as under:

Particulars	ESOS
	March 31, 2023
Options as at April 1, 2022	-
Options granted during the year (Plan 1 - 1,66,188 options & Plan 2 - 7,41,812 options)	908,000
Options forfeited during the year	-
Options exercised during the year	-
Options outstanding as at March 31, 2023	908,000
Number of option exercisable at the end of the year	-

The fair value of options has been determined at the date of grant of the options. This fair value, adjusted by the Company's estimate of the number of options that will eventually vest, is expensed over the vesting period.

The fair values were calculated using the Black-Scholes Model for tenure-based awards. The inputs to the model include the share price at the date of grant, exercise price, expected life, expected dividends and the risk-free rate of interest. Expected volatility has been calculated using historical return on share price. All options are assumed to be exercised within 1 year from the date of respective vesting.

Basic features of ESOS

Particulars	ESOS
Date of Shareholder's Approval	16-05-2022
Number of Options granted	9,08,000 Options (Plan 1 - 1,66,188 options & Plan 2 - 7,41,812 options)
Vesting Requirements	Options under ESOS would vest within 1 (one) year from the date of grant of options. Vesting of Options would be subject to continued employment with the Company, as the case may be.
The pricing Formula	The exercise price for options is Rs. 10 per option
Maximum Term of options granted	6 years (Vesting period + Exercise Period)
Method of Settlements	Equity Settled
Sources of Shares	Further issuance of shares
Variation in terms of ESOP	NA
Method of Accounting	Fair Value Method

CEINSYS TECH LIMITED**Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023**

Accordingly, the assumptions used in the calculations of original grant date fair value of the options are set out below:

Particulars	ESOS (Grant date : 17-06-2022)	
	Plan 1	Plan 2
Number of Options granted	1,66,188 Options	7,41,812 Options
Exercise Price	Rs. 10/- each	Rs. 10/- each
Share Price at the date of grant	Rs. 149.10 per option	Rs. 149.10 per option
Vesting Period	1 year	1 year
Expected Volatility	57.96%	57.96%
Expected option life	1 year	1 year
Expected dividend yield	0.6799%	0.6799%
Risk free interest rate	6.31%	6.31%
Fair value per option granted	Rs. 138.70 per option	Rs. 138.70 per option

30.07 The Average year of services : 5 years (Previous year : 5 years)**Note : 31 Finance costs****Particulars**

Interest expenses on financial liabilities measured at amortised cost
Other borrowing costs

Total

	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
	788.24	882.46
	47.18	40.17
Total	835.42	922.63

Note : 32 Depreciation and amortisation expense**Particulars**

Depreciation of Property, Plant and Equipment (Refer Note No. 3)
Amortization of Intangible assets (Refer Note No. 4)

Total

	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
	253.38	245.14
	33.93	45.97
Total	287.31	291.11

Note : 33 Other Expenses**Particulars**

Rent
Rates and Taxes
Professional and Consultancy Charges
Power and Fuel
Repairs and Maintenance
Telephone and Internet Charges
Printing and Stationery
Travelling and Conveyance Expenses
Tender Registration Expenses
Advertisement and Business Promotion
Audit Fees (Refer below 33.01)
Corporate Social Responsibility Expenses (Refer below 33.02)
Director Sitting Fees
Bad debts/advances written off
Provision for Doubtful Financial Assets / Expected Credit Loss
Bank charges and Bank Guarantee Commission
Wind and Solar Expenses
Office Expenses
Other Expenses

Total

	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
	304.10	238.46
	49.34	29.00
	712.51	664.17
	42.15	32.49
	150.69	97.05
	26.65	25.10
	18.92	15.42
	278.97	171.38
	5.86	3.61
	29.60	27.08
	42.20	45.60
	31.14	-
	89.79	62.40
	279.52	56.47
	73.93	418.13
	124.58	179.52
	44.74	81.10
	65.88	57.57
	173.81	89.82
Total	2,544.38	2,294.37

Note 33.01 : Details of auditors remuneration**Particulars**

Payments to the auditor as:
Audit Fees
For Tax Audit Fees
For Certifications & Quarterly review
For reimbursement of expenses

Total

	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
	20.00	20.00
	10.00	10.00
	12.20	15.40
	-	0.20
Total	42.20	45.60

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

Note 33.02 : Notes related to Corporate Social Responsibility Expenditure (CSR):

(a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is Rs. 31.14 Lakhs (Previous Year Rs. Nil).

(b) Expenditure related to CSR is Rs. 31.14 Lakhs (Previous Year Rs. Nil)

(b) Details of expenditure towards CSR given below:

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022 #
(i) Promoting health care including preventive healthcare	15.57	-
(ii) Promoting education	15.57	-
	<u>31.14</u>	<u>-</u>

There are no related party transactions included in above CSR expenditure.

As per the legal opinion obtained, Section 135 of the Companies Act, 2013 was not applicable to the Company for the year ended March 31, 2022, accordingly the Company was not required to spend any amount on CSR activities.

Note 34 : Earnings per share (EPS)

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Basic Earnings per Share		
Net profit for the year attributable to Equity Shareholders for Basic EPS (A)	636.01	767.00
Weighted Average Number of Equity Shares Outstanding During the year for Basic EPS (B)	15,431,397	11,717,970
Basic Earnings per Share of Rs.10/- each (In Rs.) (A)/(B)	4.12	6.55
Diluted Earnings per Share		
Net profit for the year attributable to Equity Shareholders for diluted EPS (net of tax) (A)	1,326.88	767.00
Weighted average number of equity shares	15,431,397	11,717,970
Add: Potential number of equity shares	668,639	-
Weighted Average Number of Equity Shares Outstanding During the year for diluted EPS (B)	16,100,036	11,717,970
Diluted Earnings per Share of Rs.10/- each (In Rs.)	8.24	-
Diluted Earnings per Share of Rs.10/- each (In Rs.) * (A)/(B)	4.12	6.55

* As the Diluted Earning Per Share is anti-dilutive, Basic Earning per share has been considered as Diluted earning per share.

Note 35 Group Information

Name	Principal Place of Business	(Rs. In Lakhs)	
		% Equity interest	
		March 31, 2023	March 31, 2022
Indian subsidiaries			
1 ADCC Infocom Private Limited	India	100.00%	100.00%
2 Allygrow Technologies Private Limited (ATPL)	India	100.00%	82.69%
Step down Subsidiaries / joint Venture of ATPL			
(i) Technology Associates Inc	Outside India	100.00%	82.69%
(ii) Allygrow Engineering Services Private Limited	India	100.00%	82.69%
(iii) Allygrow Technologies UK Limited	Outside India	100.00%	-
(iv) Allygrow Technologies B.V	Outside India	100.00%	82.69%
a) Allygrow Technologies Gmbh (subsidiary of Allygrow Technologies B.V)	Outside India	100.00%	82.69%
b) Allygrow Technologies UK Limited (subsidiary of Allygrow Technologies B.V)	Outside India	-	82.69%
(v) Allygram Systems and Technologies Private Limited (Joint Venture)	India	70.00%	57.88%

Note 36: Segment Reporting

In accordance with IND-AS 108, operating segment, segment information has been given in the Consolidated Financial Statements, and therefore, no separate disclosure on segment information is given in these Standalone Financial Statements.

Note 37 Contingent Liabilities and Commitments

CEINSYS TECH LIMITED

Notes forming part to the Standalone Financial Statements for the Year ended March 31 , 2023

37.01 Contingent Liabilities (to the extent not provided for)

(Rs. In Lakhs)

Particulars	March 31, 2023	March 31, 2022
Claims against the Company not acknowledged as Debts		
A Bank Guarantees	6,359.70	7,578.33
(Bank guarantees are provided under contractual/legal obligation. No cash outflow is expected) (Deposits of Rs. 1020.20 Lakhs (March 31, 2022 of Rs. 940.92 Lakhs) are pledged as margin money against the same)		

37.02 There are no capital commitments as at the end of any of the reported years.

37.03 The Company received one demand notices in previous year from the Income Tax Department, however since there were Tax computation errors by the said department, the Company has filed rectification application under section 154 of the Income Tax Act, 1961, accordingly no contingent liability disclosed for the same.

Note 38 Related Party Disclosures

In accordance with the requirements of Ind AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exist and with whom transactions have taken place during reported periods, are as detailed below:

A List of related parties**I Subsidiaries**

ADCC Infocom Private Limited
 Allygrow Technologies Private Limited (ATPL)
 Technology Associates Inc. (Subsidiary of ATPL)
 Allygrow Engineering Services Private Limited (Subsidiary of ATPL)
 Allygrow Technologies UK Limited (Subsidiary of ATPL) (From July 21, 2022)
 Allygrow Technologies B.V (Subsidiary of Allygrow Technologies Private Limited)
 Allygrow Technologies GmbH (Subsidiary of Allygrow Technologies B.V.)
 Allygrow Technologies UK Limited (Subsidiary of Allygrow Technologies B.V.) (Till July 20, 2022)

II Enterprise which is Joint Venture of entities under Common Control

Allygram Systems and Technologies Private Limited (Joint Venture of Allygrow Technologies Private Limited)

III Key Management Personnel (KMP)

Mr. Sagar Meghe – Non-Executive Chairman \$
 Mr. Prashant Kamat-Vice Chairman and Chief Executive Officer
 Mr. Abhay Kimmatkar - Managing director \$
 Mr. Rahul Joharapurkar - Joint Managing Director
 Mr. Krishnan Rathnam - Chief Financial Officer (Till September 30, 2022)
 Mr. Rajesh Joshi - Deputy Chief Financial Officer (Till May 30, 2022)
 Mr. Sudhir Gupta - Chief Financial Officer (Till May 3, 2023)
 Ms. Pooja Karande- Company Secretary

IV Relative of KMP

Mr. Sameer Meghe \$
 Mrs. Shalinitai Meghe \$
 Mrs. Devika Meghe \$
 Mrs. Vrinda Meghe
 Mrs. Radhika Meghe

V Enterprises in which Key Managerial Personnel and their Relatives are able to exercise significant influence with whom transactions have taken place during the year:

- (i) Raghav Infradevelopers and Builders Private Limited \$
 - (ii) Primus Finance Private Limited
 - (iii) SMG Realities Private Limited \$
 - (iv) SMG Hospitals Private Limited \$
 - (v) Nagar Yuvak Shikshan Sansthan (NYSS)
 - (vi) Jawaharlal Nehru Medical College (JNMC) (Till May 1, 2022)
 - (vii) Yeshwantrao Chavan College of Engineering
 - (viii) Upskill Educom Private limited
 - (ix) Datta Meghe Institute of Higher Education and Research (DMIHER) (Till May 1, 2022)
- \$ These parties have provided guarantees to the banks for loans and other banking facilities taken by the Company.

CEINSYS TECH LIMITED

Notes forming part to Standalone Financial Statements for the year ended March 31, 2023

38 (B). Transaction with related parties

The following transactions occurred with related parties

Nature of Transaction	Subsidiaries		Enterprise which is Joint Venture of entities under Common Control		Key Management Personnel		Entities in which significant influence is exercised by Key managerial personnel & their relative		Relative of Key management personnel	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Revenue From operations										
(i) Enterprise Geospatial & Engineering Services										
Datta Meghe Institute of Medical Sciences Hostel	-	-	-	-	-	-	-	9.60	-	-
Datta Meghe Institute of Medical Sciences	-	-	-	-	-	-	5.80	-	-	-
Yeshwantrao Chavan College of Engineering	-	-	-	-	-	-	1.20	2.92	-	-
(ii) Sales of Software Products / Other Product										
Datta Meghe Institute of Medical Sciences	-	-	-	-	-	-	-	0.96	-	-
Nagar Yuvak Shikshan sanstha	-	-	-	-	-	-	-	2.61	-	-
Shri Vidyarthi Sudhar Sangh	-	-	-	-	-	-	-	1.19	-	-
Datta Meghe Institute of Medical Sciences	-	-	-	-	-	-	-	1.42	-	-
Allygrow Technologies Private Limited	5.67	-	-	-	-	-	-	-	-	-
Allygram Systems and Technologies Private Limited	-	-	253.35	-	-	-	-	-	-	-
(iii) Sales of Power										
Jawaharlal Nehru Medical College	-	-	-	-	-	-	90.16	86.55	-	-
Nagar Yuvak Shikshan Sanstha	-	-	-	-	-	-	8.21	9.74	-	-
(iv) Sales of Solar Plant										
Upskill Educom Private Limited	-	-	-	-	-	-	39.77	-	-	-
Other Income										
Interest Income on Loan Given :										
ADCC Infocom Private Limited	0.52	0.46	-	-	-	-	-	-	-	-
Interest expenses on loans taken										
Primus Finance Private Limited	-	-	-	-	-	-	4.69	83.20	-	-
Allygram Systems and Technologies Private Limited	-	-	51.47	-	-	-	-	-	-	-
Rent paid										
Ms Radhika Meghe	-	-	-	-	-	-	-	-	31.86	31.94
SMG Realities Private Limited	-	-	-	-	-	-	-	7.20	-	-

CEINSYS TECH LIMITED

Notes forming part to Standalone Financial Statements for the year ended March 31, 2023

38 (C) Balances as at the year end

Nature of Transaction	Subsidiaries		Enterprise which is Joint Venture of entities under Common Control		Key Management Personnel		Entities in which significant influence is exercised by Key managerial personnel & their relative		Relative of Key management personnel	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Managerial Remuneration payable Mr-Sagar Meghe	-	-	-	43.92	-	-	-	-	-	-
Sitting Fees payable Mr-Sagar Meghe	-	-	-	1.80	-	-	-	-	-	-
Trade Receivables Allygrow Technologies Private Limited	0.43	-	-	-	-	-	1.42	0.06	-	-
Yeshwantrao Chavan College of Engineering	-	-	-	-	-	-	3.11	2.92	-	-
Nagar Yuvak Shikshan Sanstha	-	-	-	-	-	-	0.24	3.01	-	-
Jawaharlal Nehru Medical College	-	-	-	-	-	-	-	10.37	-	-
Datta Meghe Institute of Medical Sciences	-	-	-	-	-	-	-	0.21	-	-
Shri Vidyardhi Sudhar Sangh	-	-	-	-	-	-	-	-	-	-
Other Financial Asset Upskill Educom Private Limited	-	-	-	-	-	-	39.77	-	-	-
Trade Payable Allygrow Technologies Private Limited	9.44	-	-	-	-	-	-	-	-	-
Radhika Meghe	-	-	-	-	-	-	-	-	-	5.75
Inter Corporate Loan Given ADCC Infocom Private Limited	67.44	4.55	-	-	-	-	-	-	-	-
Inter Corporate Loan Taken Allygram Systems and Technologies Private Limited	-	-	1,000.00	-	-	-	-	-	-	-
Interest Receivables ADCC Infocom Private Limited	1.10	0.49	-	-	-	-	-	-	-	-
Security deposit Given SMG Realities Private Limited	-	-	-	-	0.70	-	-	0.70	-	-
Radhika Meghe	-	-	-	-	-	-	-	-	5.00	5.00

CEINSYS TECH LIMITED

Notes forming part to Standalone Financial Statements for the year ended March 31, 2023

38 (D) Key managerial personnel compensation :

The remuneration of key managerial personnel during the year was as follows:

Particulars	(Rs. In Lakhs)	
	March 31, 2023	March 31, 2022
Short-term employment benefit	604.41	441.53
Post-employment benefit	0.05	0.05
Share Based Payment	811.85	-
Total Compensation	1,416.31	441.58

All the transactions with related parties were made in normal commercial terms and conditions and at market rate.

All outstanding balance are unsecured.

38 (E) The Company has advanced loan to Subsidiary Company. Disclosure pursuant to regulation 34 (3) read with para A of Schedule V of SEBI Listing Regulation, 2015:

Principal & Interest amount outstanding as at year end are:*

Particulars	(Rs. In Lakhs)	
	March 31, 2023	March 31, 2022
Subsidiary Company		
ADCC Infocom Private Limited	68.54	5.04

The maximum amount due during the year were :

Particulars	(Rs. In Lakhs)	
	March 31, 2023	March 31, 2022
ADCC Infocom Private Limited	68.54	5.04

* Above loan is given for business purpose for a period of 12 months at 12% p.a. interest rate.

Note 39: Fair Value**39.01 Financial Instruments by category:**

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities that are recognised in the financial statements.

a) Financial Assets / Financial Liabilities measured at fair value:

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Financial Assets designated at fair value through profit or loss:-		
- Investments	7.61	7.61

b) Financial Assets designated at amortised cost:-

Particulars	(Rs. In Lakhs)			
	As at March 31, 2023		As at March 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets designated at amortised cost:-				
Trade receivables (Billed)	8,533.92	8,533.92	8,015.48	8,015.48
Trade receivables (Unbilled)	6,381.19	6,381.19	9,150.95	9,150.95
Loans	69.19	69.19	4.79	4.79
Other financial assets	571.67	571.67	697.25	697.25
Cash and cash equivalents	55.01	55.01	3.76	3.76
Bank balances other than cash and cash equivalents	962.33	962.33	740.53	740.53
	16,573.31	16,573.31	18,612.76	18,612.76

c) Financial Liabilities designated at amortised cost:-

Particulars	(Rs. In Lakhs)			
	As at March 31, 2023		As at March 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Liabilities designated at amortised cost:-				
Borrowings	5,468.13	5,468.13	6,039.03	6,039.03
Trade payables	3,227.36	3,227.36	4,363.98	4,363.98
Other financial liabilities	405.77	405.77	530.15	530.15
	9,101.26	9,101.26	10,933.16	10,933.16

CEINSYS TECH LIMITED

Notes forming part to Standalone Financial Statements for the year ended March 31, 2023

39.02 Fair Valuation techniques used to determine fair value

The following methods and assumptions were used to estimate the fair values:

- 1 Fair value of cash and cash equivalents, other bank balances, trade receivables (billed & unbilled) , trade payables, current loans, current borrowings, deposits and other current financial assets and liabilities are approximate at their carrying amounts largely due to the short-term maturities of these instruments.
- 2 The fair values of non-current borrowings and Margin money are approximate at their carrying amount due to interest bearing features of these instruments.

39.03 Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:-
Level 1- Quoted prices / published Net Assets Value (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the Balance Sheet date and financial instruments like mutual funds for which Net Assets Value is published by mutual fund operators at the Balance Sheet date.

Level 2- Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.

Level 3- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table provides hierarchy of the fair value measurement of Company's asset and liabilities, grouped into Level 1 (Quoted prices in active markets), Level 2 (Significant observable inputs) and Level 3 (Significant unobservable inputs) as described below:

Particulars	(Rs. In Lakhs)		
	As at March 31, 2023		
	Level 1	Level 2	Level 3*
Financial Assets designated at fair value through profit or loss:-			
- Investments	-	-	7.61

Particulars	(Rs. In Lakhs)		
	As at March 31, 2022		
	Level 1	Level 2	Level 3*
Financial Assets designated at fair value through profit or loss:-			
- Investments	-	-	7.61

* Since the investments under level 3 category are not material, so other disclosure for the same is not given.

Note 40 Financial risk management

The company's activities expose it to market risk, credit risk and liquidity risk. The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Committee of Board of Directors.

A Market Risk

Market Risk is the risk that the future value of a financial instrument will fluctuate due to moves in the market factors. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments.

The Company manages market risk through a treasury department headed by the CFO, which evaluates and exercises independent control over the entire process of market risk management and the processes of risk management is also approved by Senior Management and the Audit Committee.

The most common types of market risks include

- interest rate risk,
- foreign currency risk and
- equity price risk.

(i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company having non current borrowing in the form of Term Loan . Also, the Company is having current borrowings in the form of working capital facility and Inter Corporate Loans. There is a fixed rate of interest in case of Inter corporate deposit and Vehicle Loan hence, there is no interest rate risk associated with these borrowings. The Company is exposed to interest rate risk associated with Term Loan and working capital facility due to floating rate of interest.

CEINSYS TECH LIMITED**Notes forming part to Standalone Financial Statements for the year ended March 31, 2023**

The table below illustrates the impact of a 0.5% increase in interest rates on interest on financial liabilities assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Interest rate risk exposure:

The exposure of company's borrowing to interest rate changes at the end of reporting period are as follows:

Particulars	(Rs. In Lakhs)	
	March 31, 2023	March 31, 2022
Variable rate borrowings-Non current	35.02	86.87
Variable rate borrowings-Current	4,317.88	5,874.90

Sensitivity:

Profit or loss is sensitive to higher/lower interest rate expenses from borrowings as result of change in interest rates

Particulars	(Rs. In Lakhs)	
	March 31, 2023	March 31, 2022
Interest rate increased by 50 basis points*	(21.76)	(29.81)
Interest rate decreased by 50 basis points*	21.76	29.81

* Holding all other variables constant

(ii) Foreign Currency Risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The Company transacts business primarily in USD and EURO. The Company has foreign currency Trade Receivables and is therefore, exposed to foreign currency exchange risk. The Company regularly reviews and evaluates exchange rate exposure arising from foreign currency transactions.

The following table demonstrates the sensitivity in the USD and EURO to the Indian Rupee with all other variables held constant. The impact on the Company's profit before tax (PBT) due to changes in the fair values of monetary assets and liabilities is given below:

Unhedged Foreign Currency exposure as at March 31, 2023	Currency	Amount in FC	Rs in Lakhs
Trade Receivable	USD	23,657	19.46
Trade Receivable	EURO	5,942	5.31

Unhedged Foreign Currency exposure as at March 31, 2022	Currency	Amount in FC	Rs in Lakhs
Trade Receivable	USD	24,825	18.82

Foreign Currency Sensitivity

2% increase or decrease in foreign exchange rates will have the following impact on Profit Before Tax (PBT):-

Particulars	2022-23		2021-22	
	2% increase	2% decrease	2% increase	2% decrease
USD	0.39	(0.39)	0.38	(0.38)
EURO	0.11	(0.11)	-	-
Increase / (Decrease) in Profit Before Tax	0.39	(0.39)	0.38	(0.38)

(iii) Equity price risk

The Company's investments in unquoted equity shares are subject to market price risk arising from uncertainties about future values of the invested securities. During the year, the Company acquired remaining 17.31% stake of ATPL (refer note 5.01) and ATPL became 100% subsidiary of the Company. The Company's investments in unquoted equity shares other than subsidiaries is very limited and the same is reviewed and approved by senior management on a regular basis.

B Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligation as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are periodically reviewed on the basis of such information.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made in respect of written off are recognised as income in the statement of profit and loss.

CEINSYS TECH LIMITED

Notes forming part to Standalone Financial Statements for the year ended March 31, 2023

Cash and cash equivalents and deposits: Balances and deposits with banks are subject to low credit risks due to good credit.

Trade and other receivables:

The Company measures the expected credit loss of trade receivables, retention with customers and other financial assets which are subject to credit risk, based on historical trend, industry practices and the business environment in which the entity operates and adjusted for forward looking information. Loss rates are based on actual credit loss experience and past trends.

The Company has used practical expedient by computing the expected credit loss allowance for trade receivables based on provision matrix. The provision matrix taken into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on ageing of the days the receivables are due.

The following table summarizes the Gross carrying amount of the financial assets and provision made.

(Rs. In Lakhs)

Particulars	March 31, 2023		March 31, 2022	
	Gross Carrying Amount	Loss Allowance	Gross Carrying Amount	Loss Allowance
Trade Receivables (Billed)	10,046.19	(1,512.27)	9,464.51	(1,449.03)
Trade Receivables (Unbilled)	6,537.43	(156.24)	9,305.42	(154.47)
Security Deposits	254.94	(60.78)	250.82	(51.87)

The following table summarizes the changes in the Provisions made for the receivables:

(Rs. In Lakhs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	(1,655.37)	(1,237.24)
Provided during the year (net of write off)	(73.92)	(418.13)
Closing balance	(1,729.29)	(1,655.37)

No significant changes in estimation techniques or assumptions were made during the reporting year.

C Liquidity risk

Liquidity Risk refers to insufficiency of funds to meet financial obligations. Liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position comprising the undrawn borrowing facilities and cash and cash equivalents on the basis of expected cash flows.

Maturity profile of financial liabilities:

(Rs. In Lakhs)

Particulars	On Demand	0 to 1 year	More than 1 years	TOTAL
March 31, 2023				
Maturity of Financial Liabilities				
Borrowings	4,317.88	1,060.69	89.56	5,468.13
Trade payables	-	3,227.36	-	3,227.36
Other financial liabilities	-	405.77	-	405.77
March 31, 2022				
Maturity of Financial Liabilities				
Borrowings	5,874.90	124.27	39.86	6,039.03
Trade payables	-	4,363.98	-	4,363.98
Other financial liabilities	-	530.15	-	530.15

Note 41 Capital Management

The primary objective of capital management is to safeguard their ability to continue as going concern, so they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company considers the amount of capital in proportion to risk and manages the capital structure in light of changes in economic conditions and risk management of the underlying assets.

The Company monitors the capital structure on the basis of total debt and equity ratio and maturity profile of overall debt portfolio of the Company.

Net Debt (total borrowing net of cash and cash equivalents and bank balance other than cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet)

CEINSYS TECH LIMITED

Notes forming part to Standalone Financial Statements for the year ended March 31, 2023

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Net Debt	4,450.79	5,294.74
Equity	17,258.01	15,974.03
Capital and net debt	21,708.80	21,268.77
Debt equity ratio	0.26	0.33
Gearing Ratio	20.50%	24.89%

Calculation of net debt is as follows:

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Borrowings	89.56	39.86
Non Current	5,378.57	5,999.17
Current	<u>5,468.13</u>	<u>6,039.03</u>
Cash and cash equivalents	55.01	3.76
Bank balances other than cash and cash equivalents	962.33	740.53
	<u>1,017.34</u>	<u>744.29</u>
Net Debt	4,450.79	5,294.74

Particulars	(Rs. In Lakhs)	
	Financial Year 2022-23	Financial Year 2021-22
(i) Equity shares		
Final dividend paid during the year ended March 31, 2023 of INR 2.25 (March 31, 2022 of INR 2.50) per fully paid share	347.21	250.13

Note 42 Provisions

Disclosures as required by Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets:-

Movement in provisions:-

Nature of provision	(Rs. In Lakhs)	
	Provision for Expected Credit Loss	Total
As at April 01, 2021	<u>1,237.24</u>	<u>1,237.24</u>
Provision during the year	418.13	418.13
As at 31st March, 2022	<u>1,655.37</u>	<u>1,655.37</u>
Provision during the year	73.92	73.92
As at 31st March, 2023	<u>1,729.29</u>	<u>1,729.29</u>

Note 43: Following is the summary of reconciliation between quarterly statements ("the statement") of current assets filed by the Company with Banks and in books of account :

Particulars	(Rs. In Lakhs)			
	For the quarter ended	Amount as per books of account	Amount as reported in the statement	Amount of Difference
Inventories, Trade Receivables (Billed and Unbilled)	31.03.2023*	15,998.21	16,479.27	(481.06)
Inventories, Trade Receivables (Billed and Unbilled)	31.12.2022*	16,876.37	17,162.98	(286.61)
Inventories, Trade Receivables (Billed and Unbilled)	30.09.2022*	16,344.27	16,186.43	157.84
Inventories, Trade Receivables (Billed and Unbilled)	30.06.2022*	17,000.04	16,420.89	579.15
Inventories, Trade Receivables (Billed and Unbilled)	31.03.2022**	18,588.35	17,209.58	1,378.77
Inventories, Trade Receivables (Billed and Unbilled)	31.12.2021**	22,314.76	20,884.54	1,430.22
Inventories, Trade Receivables (Billed and Unbilled)	30.09.2021**	22,377.26	20,689.44	1,687.82
Inventories, Trade Receivables (Billed and Unbilled)	30.06.2021**	21,644.12	20,650.36	993.76

* For FY 22-23, Mainly on account of changes in Unbilled Revenue.

** Mainly on account of advances from customers adjusted with the trade receivables in the statement and non inclusion of some portion of trade receivables (which is retention in the nature) in the statement. However it has no impact on Company's overall drawing power.

CEINSYS TECH LIMITED

Notes forming part to Standalone Financial Statements for the year ended March 31, 2023

Note 44 : Ratio Analysis and its components

Sr. No.	Particulars	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	% Variance	Reason for Variance above 25%
i)	Current ratio	Current Assets	Current Liabilities	1.66	1.55	7.28%	
ii)	Debt equity ratio	Total Debt	Total Equity (Equity Share capital + Other equity)	0.32	0.38	-16.19%	
iii)	Debt Service Coverage Ratio	Earnings available for debt service (Net profit after taxes + depreciation & amortization + Finance cost + Non cash operating items + other adjustment)	Finance cost + principle repayment of long term borrowings during the period/year	2.82	2.28	23.55%	
iv)	Return on equity ratio	Net profit after tax	Average Total Equity [(Opening Total Equity + Total Equity)/2]	3.83%	6.20%	-38.31%	Mainly due to reduction in profit during the current year.
v)	Inventory Turnover ratio	Revenue from Operations	Average Inventory (opening balance+ closing balance/2)	62.80	95.50	-34.25%	Mainly due to increase in Closing stock, and decrease in Revenue from operation as compared to last year
vi)	Trade receivables turnover ratio	Revenue from Operations	Average trade receivable (Opening balance + closing balance /2)	2.02	1.87	8.10%	
vii)	Trade payables turnover ratio	Cost of Materials Consumed	Average trade payable (Opening balance + closing balance /2)	1.17	0.93	25.96%	Mainly due to better and effective payment done during the year
viii)	Net capital turnover ratio	Revenue from Operations	Working capital ((Current asset - Investments) - current liabilities)	2.43	2.96	-17.98%	
ix)	Net profit ratio	Net Profit after tax	Revenue from Operations	3.81%	3.91%	-2.61%	
x)	Return on capital employed	Profit Before interest & Tax	Total Equity + Total Debts + Deferred Tax Liability	7.54%	9.25%	-18.49%	
xi)	Return on investment	Interest Income on fixed deposits + Profit on sale of investments + Income of investment - impairment on value of investment	Current investments + Non current Investments + Fixed deposits with bank	0.90%	1.02%	-12.07%	

CEINSYS TECH LIMITED

Notes forming part to Standalone Financial Statements for the year ended March 31, 2023

Note 45: Other Statutory Information

- i) There are no balances outstanding on account of any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- ii) The Company does not have any such transaction which is not recorded in the books of account surrendered or disclosed as income during the year in the tax assessments under the Income-tax act, 1961.
- iii) No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- iv) The Company is not declared wilful defaulter by any bank or financial institution or other lender.
- v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall: (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi) The Company has not received any fund from any person(s) or entity(s), including entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) The company has not traded or invested in crypto currency or virtual currency during the financial year .

Note 46: Previous Year's figures have been regrouped / rearranged wherever necessary to make them comparable with those of current year.**As per our report of even date****For and on behalf of Board of Directors****FOR CHATURVEDI & SHAH LLP**

Chartered Accountants

Firm Registration Number : 101720W / W100355

Prashant Kamat

(Whole Time Director, Vice Chairman and CEO)

(Din No.07212749)

Anuj Bhatia

(Partner)

Membership Number : 122179

Abhay Kimmatkar

(Managing Director)

(Din No.01984134)

Rahul Johrapurkar

(Jt. Managing Director)

(Din No.08768899)

Date : May 25, 2023**Amita Saxena**

(Chief Financial Officer)

CS Pooja Karande(Company Secretary)
(Membership No. A54401)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CEINSYS TECH LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **CEINSYS TECH LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its Joint Venture, which comprise the Consolidated Balance sheet as at March 31, 2023, and the Statement of Consolidated Profit and Loss (including Other Comprehensive Income), the Statement of Consolidated Changes in Equity and the Statement of Consolidated Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and of its Joint Venture as at March 31, 2023 and their consolidated profit including other comprehensive income, the consolidated statement of changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our

report. We are independent of the Group and its Joint Venture in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Key Audit Matters (KAM)

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to that matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

Key Audit Matter	How our audit addressed the key audit matter
1) Accuracy of recognition, measurement, presentation and disclosures of revenues in view of Ind AS 115 "Revenue from Contracts with Customers"	
<p>Ind AS 115 requires certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue over a period. Additionally, this accounting standard contains disclosures which involve information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>Refer Note No. 2(a) (ix) and 30 to the Consolidated Financial Statements.</p>	<p>Our audit approach included, among other items:</p> <ul style="list-style-type: none"> • Assessing the Holding Company's processes and controls for recognizing revenue as part of our audit. • Selecting a sample of contracts and performing the following procedures: <ul style="list-style-type: none"> - Reading, analyzing and identifying the distinct performance obligations in those contracts. - Comparing the performance obligations as identified from the Contract. - Considering the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and testing the basis for estimation of the variable consideration. • Verifying the computation of unbilled revenue and the completeness of disclosure in the Consolidated Financial Statements are as per Ind AS 115.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the management discussion & analysis and director's report included in the annual report but does not include the Consolidated Financial Statements and our auditor's report thereon. The above information is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the above other information, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and the consolidated statement of changes in equity of the Group and its Joint Venture in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Act read with relevant Rules issued thereunder.

The respective Board of Directors of the companies included in the Group and of its Joint Venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its Joint Venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its Joint Venture are responsible for assessing the ability of the Group and of its Joint Venture and to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its Joint Venture is responsible for overseeing the financial reporting process of the Group and of its Joint Venture.

Auditors' Responsibility for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and of its Joint Venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and of its Joint Venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its Joint Venture of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the Consolidated Financial Statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entity included in the Consolidated Financial Statements, which have been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the

audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial information of 3 subsidiaries, whose financial statements / information reflect total assets of Rs. 160.29 Lakhs as at March 31, 2023, total revenue of Rs. 46.39 Lakhs and cash inflow (net) of Rs. 43.33 Lakhs for the year ended March 31, 2023, as considered in the Consolidated Financial Statements. These financial statements / information are unaudited and have been furnished to us by the Management and our opinion on the Consolidated Financial Statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements / information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / information are not material to the Group.

Our opinion on the Consolidated Financial Statements as above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of subsection (11) of section 143 of the Act, based on our audit, we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and as referred in the Other Matter paragraph above, to the extent applicable, we report, that:
 - a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.

- c. The Consolidated Balance Sheet, the Statement of Consolidated Profit and Loss (Including other comprehensive income), the Statement of Consolidated Changes in Equity and the Statement of Consolidated Cash Flows dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS prescribed under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company, its Subsidiaries and Joint Venture as on March 31, 2023 and taken on record by the Board of Directors of the Holding Company, its subsidiaries and Joint Venture incorporated in India, respectively, none of the directors of the Group companies including its Joint Venture, incorporated in India, is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B", which is based on our reports of the Holding Company, Company incorporated in India, to whom internal financial controls with reference to financial statements is applicable.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration for the year ended March 31, 2023 has been paid or provided by the Holding Company and its subsidiaries and Joint Venture, incorporated in India, to their directors in accordance with the provisions of section 197 read with Schedule V to the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on the Consolidated financial position of the Group and its Joint Venture as referred to in Note No. 40.03 to the Consolidated Financial Statements;
 - ii. The Holding Company has made provisions, as required under the applicable law or Ind AS, for material foreseeable losses, as applicable, on long term contracts; Subsidiaries did not have any long term contracts including derivative contracts as at March 31, 2023 for which there were no material foreseeable losses. A Joint Venture has long term contracts as at March 31, 2023 for which there were no material foreseeable losses, it does not have any long term derivative contracts.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries and Joint Venture, Companies incorporated in India.
 - iv. (a) The respective Managements of the Holding Company and its subsidiaries and its Joint Venture, which are Companies incorporated in India, whose Financial Statements have been audited under the Act, have represented to us, that to the best of their knowledge and belief, as disclosed in the notes to the Consolidated Financial Statements, no funds have been advanced or

loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries and Joint Venture to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries or Joint Venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The respective Managements of the Holding Company and its subsidiaries and its Joint Venture, that to the best of their knowledge and belief, as disclosed in the notes to the Consolidated Financial Statements, no funds have been received by the Holding Company or any of such subsidiaries or Joint Venture from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries or Joint Venture shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation given by the management under paragraph 2 (h) (iv) (a) & (b) above, contain any material misstatement.

- v. Dividend paid during the year by the Holding Company is in compliance of section 123 of the Act. The Subsidiaries and its Joint Venture has not declared or paid any dividend during the year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Holding Company and its subsidiaries and its Joint Venture, which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **CHATURVEDI & SHAH LLP**
Chartered Accountants
Firm Reg. No. 101720W / W100355

Anuj Bhatia
Partner
Membership No. 122179
UDIN No.: 23122179BGQWUI8259

Mumbai
Date: May 25, 2023

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT"

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of CEINSYS TECH LIMITED on the Consolidated Financial Statements for the year ended March 31, 2023)

According to the information and explanations given to us and based on the CARO Reports issued by us and the auditors of respective Companies, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks given by the respective auditors in their CARO reports of the said companies included in the Consolidated Financial Statements except mentioned below.

Sr. No	Name of the entities	CIN	Holding/ Subsidiary/ Joint Venture Company	Clause number of the CARO report which is unfavorable or qualified or adverse
1	ADCC Infocom Private Limited	U72900MH2009PTC198045	Subsidiary Company	Clause (xvii)
2	Allygrow Technologies Private Limited	U74900PN2015PTC155682	Subsidiary Company	Clause (iii) (c), Clause (iii) (d) & Clause (iii) (e)

For **CHATURVEDI & SHAH LLP**
Chartered Accountants
Firm Reg. No. 101720W / W100355

Anuj Bhatia
Partner
Membership No. 122179
UDIN No.: 23122179BGQWUI8259

Mumbai
Date: May 25, 2023

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date on Consolidated Financial Statements of CEINSYS TECH LIMITED for the year ended March 31, 2023)

Report on the Internal Financial Controls With reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Consolidated Financial Statements of CEINSYS TECH LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries, company incorporated in India, as of March 31, 2023 in conjunction with our audit of the Consolidated Financial Statements of the Holding Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiaries, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to Consolidated Financial Statements based on the internal control criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to these Consolidated Financial Statements of the Holding Company and its subsidiaries, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards of Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to these Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to these Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on internal financial controls with reference to these Consolidated Financial Statements.

Meaning of Internal Financial Controls with reference to these Consolidated Financial Statements

A company's internal financial control with reference to these

Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to these Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiaries, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to these Consolidated Financial Statements and such internal financial controls with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to Consolidated Financial Statements established by the respective Companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For CHATURVEDI & SHAH LLP
Chartered Accountants
Firm Reg. No. 101720W / W100355

Anuj Bhatia
Partner
Membership No. 122179
UDIN No.: 23122179BGQWUI8259
Mumbai
Date: May 25, 2023

CEINSYS TECH LIMITED

Consolidated Balance Sheet as at March 31, 2023

(Rs. In Lakhs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3	1,990.37	2,400.68
(b) Goodwill on Consolidation		1,996.18	1,996.18
(c) Other Intangible Assets	4	21.57	86.82
(d) Financial Assets			
(i) Investments	5	2,644.84	1,863.37
(ii) Trade Receivables	6	211.17	214.67
(iii) Other Financial Assets	7	347.75	515.30
(e) Non-Current Tax Assets (Net)		630.81	334.88
(f) Deferred Tax Asset (Net)	22	866.36	279.98
(g) Other Non-Current Assets	8	210.48	185.01
Total Non-Current Assets		8,919.53	7,876.89
(2) Current Assets			
(a) Inventories	9	436.41	95.59
(b) Financial Assets			
(i) Trade Receivables			
(a) Billed	10 (a)	9,276.46	8,490.03
(b) Unbilled	10 (b)	6,669.13	9,653.82
(ii) Cash and Cash Equivalents	11	3,243.07	1,400.39
(iii) Bank Balance Other Than (ii) Above	12	1,061.32	1,269.53
(iv) Loans	13	1.75	0.24
(v) Other Financial Assets	14	245.03	239.79
(c) Current Tax Assets (Net)		475.02	252.98
(d) Other Current Assets	15	648.46	594.03
Total Current Assets		22,056.65	21,996.40
Assets held-for-sale	16	312.72	-
TOTAL ASSETS		31,288.90	29,873.29
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	1,543.14	1,543.14
(b) Other Equity	18	18,287.07	14,743.07
(c) Non-controlling interests		-	795.74
Total Equity		19,830.21	17,081.95
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	89.56	39.86
(ii) Lease liabilities	20	135.70	143.23
(b) Provision	21	9.72	-
Total Non-Current Liabilities		234.98	183.09
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	5,378.57	5,999.17
(ii) Lease liabilities	24	83.38	100.47
(iii) Trade Payables	25		
(A) Total outstanding dues of Micro Enterprises and Small Enterprises;		91.82	274.87
(B) Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		3,230.15	4,359.79
(iv) Other Financial Liabilities	26	718.63	663.18
(b) Other Current Liabilities	27	1,361.97	976.60
(c) Provisions	28	333.28	234.17
(d) Current Tax Liabilities (Net)	29	25.91	-
Total Current Liabilities		11,223.71	12,608.25
Total Liabilities		11,458.69	12,791.34
TOTAL EQUITY AND LIABILITIES		31,288.90	29,873.29

Significant accounting policies and Notes to the Consolidated Financial Statements 1 to 50

As per our report of even date

FOR CHATURVEDI & SHAH LLP

Chartered Accountants

Firm Registration Number : 101720W / W100355

Anuj Bhatia

(Partner)

Membership Number : 122179

Date : May 25, 2023

For and on behalf of Board of Directors

Prashant Kamat

(Whole Time Director, Vice Chairman and CEO)

(Din No.07212749)

Abhay Kimmatkar

(Managing Director)

(Din No.01984134)

Rahul Johrapurkar

(Jt. Managing Director)

(Din No.08768899)

Amita Saxena

(Chief Financial

Officer)

CS Pooja Karande

(Company Secretary)

(Membership No. A54401)

CEINSYS TECH LIMITED

Consolidated Statement of Profit and Loss for the Year ended March 31, 2023

(Rs. In Lakhs)

Particulars	Notes	(Rs. In Lakhs)	
		For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
I. Revenue From Operations	30	21,949.81	20,288.64
II. Other Income	31	239.89	167.68
III. Total income (I + II)		<u>22,189.70</u>	<u>20,456.32</u>
IV. Expenses			
Purchases of Stock-in-Trade		3,025.43	2,267.59
Changes in Inventories of Stock-in-Trade	32	(13.85)	(18.61)
Project and Other Operating Expenses	33	3,874.25	9,663.86
Employee Benefits Expense	34	8,211.51	3,620.90
Finance Costs	35	844.40	922.95
Depreciation and Amortisation Expense	36	449.76	302.53
Other Expenses	37	3,680.62	2,535.42
Total Expenses (IV)		<u>20,072.12</u>	<u>19,294.64</u>
V. Profit Before Share of Profit of Joint Venture, Exceptional Item and Tax (III-IV)		<u>2,117.58</u>	<u>1,161.68</u>
VI. Share in profit of joint venture		773.26	186.08
VII. Profit Before Exceptional Item and Tax (V+VI)		<u>2,890.84</u>	<u>1,347.76</u>
VIII. Exceptional items		-	-
IX. Profit Before Tax (VII+VIII)		<u>2,890.84</u>	<u>1,347.76</u>
X. Tax Expense			
(1) Current Tax	22	370.90	488.45
(2) Income Tax for earlier Years		12.99	(8.16)
(3) Deferred Tax	22	(581.77)	(84.44)
XI. Profit for the Year (IX - X)		<u>3,088.72</u>	<u>951.91</u>
XII. Other Comprehensive Income			
A. Items that will not be reclassified to profit or loss :			
(i) Remeasurements Gain/(Loss) on defined benefit plans		4.77	(44.50)
(ii) Income Tax relating to items that will not be reclassified to profit or loss		(1.28)	9.89
B. Items that will be reclassified to profit or loss			
(i) Income Tax relating to items that will be reclassified to profit or loss		-	-
(ii) Exchange differences on translation of foreign operations		180.48	4.72
Share of other comprehensive income of joint venture		8.20	2.31
Total Other Comprehensive Income		<u>192.17</u>	<u>(27.58)</u>
XIII. Total Comprehensive Income for the Year (XI+XII)		<u>3,280.89</u>	<u>924.33</u>
XIV. Net Profit attributable to:			
Owners of the company		3,088.72	919.46
Non-controlling interests		-	32.45
XV. Other Comprehensive Income attributable to:			
Owners of the company		192.17	(26.98)
Non-controlling interests		-	(0.60)
XVI. Total comprehensive income attributable to:			
Owners of the company		3,280.89	892.48
Non-controlling interests		-	31.85
Earnings per Equity Share (Face Value of Rs.10/- each)			
Basic (in Rs.)	38	20.02	8.12
Diluted (in Rs.)	38	20.02	8.12

As per our report of even date

FOR CHATURVEDI & SHAH LLP

Chartered Accountants

Firm Registration Number : 101720W / W100355

Anuj Bhatia

(Partner)

Membership Number : 122179

Date : May 25, 2023

For and on behalf of Board of Directors

Prashant Kamat

(Whole Time Director, Vice Chairman and CEO)

(Din No.07212749)

Abhay Kimmatkar

(Managing Director)

(Din No.01984134)

Rahul Johrapurkar

(Jt. Managing Director)

(Din No.08768899)

Amita Saxena

(Chief Financial

Officer)

CS Pooja Karande

(Company Secretary)

(Membership No. A54401)

CEINSYS TECH LIMITED**Consolidated Statement of Changes in Equity for the Year ended March 31, 2023****A. Equity Share Capital**

Particulars	(Rs. In Lakhs)			
	Balance as at April 01, 2022	Changes during 2022-23	Balance as at March 31, 2023	Balance as at March 31, 2022
Equity Share Capital	1,543.14	-	1,543.14	1,543.14
				Changes during 2021-22
				431.43
			1,111.71	

B. Other Equity

Particulars	Reserve and Surplus		Items of Other Comprehensive Income				Total Other Equity	
	Securities Premium	General Reserve	Retained Earnings	Share Based Payment Reserve	Share of Joint Venture	Foreign Currency Translation Reserve		Remeasurements of Defined Benefit Plans
Balance As at March 31, 2022	8,593.07	21.50	6,160.71	-	1.91	3.90	(38.02)	14,743.07
Movement in Non Controlling Interest (Refer No 39.02)	-	-	(383.40)	-	-	-	-	(383.40)
Total Comprehensive Income for the Year	-	-	3,088.72	-	8.20	180.48	3.48	3,280.89
Share Based Payments (Refer Note No. 34.07)	-	-	-	993.73	-	-	-	993.72
Dividend paid	-	-	(347.21)	-	-	-	-	(347.21)
Balance As at March 31, 2023	8,593.07	21.50	8,518.82	993.73	10.11	184.38	(34.54)	18,287.07
Balance As at April 01, 2021	2,294.18	21.50	5,491.38	-	-	-	(5.23)	7,801.83
Total Comprehensive Income for the Year	-	-	919.46	-	1.91	3.90	(32.79)	892.48
Issue of Equity Shares (Refer Note No. 17.02)	6,298.89	-	-	-	-	-	-	6,298.89
Dividend paid	-	-	(250.13)	-	-	-	-	(250.13)
Balance As at March 31, 2022	8,593.07	21.50	6,160.71	-	1.91	3.90	(38.02)	14,743.07

As per our report of even date

FOR CHATURVEDI & SHAH LLP
Chartered Accountants

Firm Registration Number : 101720W / W100355

Anuj Bhatia
(Partner)

Membership Number : 122179

Date : May 25, 2023

For and on behalf of Board of Directors

Prashant Kamat
(Whole Time Director, Vice Chairman and CEO)
(Din No.07212749)

Abhay Kimmatkar
(Managing Director)
(Din No.01984134)

Rahul Joharapurkar
(Jt. Managing Director)
(Din No.08768899)

Amita Saxena
(Chief Financial Officer)

CS Pooja Karande
(Company Secretary)
(Membership No. A54401)

CEINSYS TECH LIMITED

Consolidated Audited Statement of Cash Flows for the year ended March 31, 2023

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Cash Flows from Operating Activities		
Profit Before Tax	2,890.84	1,347.76
Adjustments For		
Foreign Exchange difference on translation*	136.85	-
Depreciation and Amortisation Expense	449.76	302.53
Bad debts Written off	279.52	56.47
Employee Share Based Payment Expense	993.73	-
Interest Income from Financial Assets	(83.37)	(75.10)
Provision for doubtful Financial Assets / Expected Credit Loss	73.93	418.13
Reversal of Rent Equilisation Reserve	-	(16.24)
Finance Costs	844.40	922.95
Share of profits of joint venture	(773.26)	(186.08)
Profit on Sale of Property, Plant and Equipment	(7.42)	(0.10)
	4,804.98	2,770.32
Operating Profit Before Working Capital Changes		
Adjustments For		
(Increase)/Decrease in Trade and Other Receivable	(1,009.80)	4,701.82
(Decrease)/Increase in Trade and Other Payable	(859.43)	(2,258.81)
(Increase)/Decrease in Inventories	(340.82)	219.68
Decrease/(Increase) in Unbilled Trade Receivable	2,984.69	(2,164.03)
Cash Generated from Operations	5,579.62	3,268.98
Income Taxes paid	(881.84)	(628.99)
A. Net cash Inflow from Operating Activities	4,697.78	2,639.99
Cash Flows from Investing Activities		
Purchase of Property, Plant and Equipment and Intangible Asset	(269.94)	(225.82)
Proceeds from sale of property, plant and equipment	80.31	0.92
Payment to Non controlling interest	(1,179.20)	-
Interest Received	87.70	96.16
Fixed Deposit Placed more than three months	429.95	-
B. Net cash Generated from/(Used In) Investing Activities	(851.18)	(128.74)
Cash flows from Financing Activities		
Lease Payment	(110.57)	(14.82)
Proceeds from issue of Shares	-	1,102.57
Proceeds from Non Current Borrowings	130.00	-
Repayment of Non Current Borrowings	(88.88)	(153.32)
Movement of Current Borrowings (Net)	(612.02)	(2,472.60)
Finance Costs	(910.38)	(785.31)
Dividends paid to Company's Shareholders	(347.21)	(250.13)
Margin Money (Net)	(64.86)	492.47
C. Net cash Used In Financing Activities	(2,003.92)	(2,081.14)
Net Increase in Cash and Cash Equivalents (A+ B+C)	1,842.68	430.11
Cash and Cash Equivalents at the beginning of the Financial year	1,400.39	7.82
Add: Pursuant to Acquisition of Subsidiaries	-	962.46
Cash and Cash Equivalents at end of the Financial Year	3,243.07	1,400.39

*on Translation of foreign subsidiaries

CEINSYS TECH LIMITED**Changes in Liabilities arising from Financing Activities on account of Non-Current and Current Borrowings****(Rs. In Lakhs)**

Particulars	March 31, 2023	March 31, 2022
Opening balance of liabilities arising from financing activities	6,039.03	8,664.95
(a) Changes from financing cash flows	(570.90)	(2,625.92)
Closing balance of liabilities arising from financing activities	5,468.13	6,039.03

i) The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows"

ii) Figures in brackets indicate Outflows.

iii) Previous Year's figures have been regrouped / rearranged wherever necessary to make them comparable with those of current year

As per our report of even date

FOR CHATURVEDI & SHAH LLP

Chartered Accountants

Firm Registration Number : 101720W / W100355

Anuj Bhatia

(Partner)

Membership Number : 122179

Date : May 25, 2023

For and on behalf of Board of Directors

Prashant Kamat

(Whole Time Director, Vice Chairman and CEO)

(Din No.07212749)

Abhay Kimmatkar

(Managing Director)

(Din No.01984134)

Amita Saxena

(Chief Financial

Officer)

Rahul Johrapurkar

(Jt. Managing Director)

(Din No.08768899)

CS Pooja Karande

(Company Secretary)

(Membership No. A54401)

CEINSYS TECH LIMITED

Notes forming part to Consolidated Financial Statements for the Year ended March 31, 2023

1) Corporate Information

Ceinsys Tech Limited ('the Holding Company', 'Parent'), along with its subsidiaries (Collectively referred to as the Group) and its Joint Venture, is primarily dealing in providing Enterprise Geospatial & Engineering Services and sale of software and electricity. Ceinsys Tech Limited is listed on BSE Limited in India.

The Consolidated Financial Statements of the Holding Company for the year ended March 31, 2023 were approved by board of directors in their meeting dated May 25, 2023.

1.1) Basis of preparation

The Consolidated Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] as amended and other relevant provisions of the Act.

The Consolidated Financial Statements have been prepared on the historical cost basis except for certain financial instruments, plan assets of defined benefit plan and employee stock options which are measured at fair value.

The Consolidated Financial Statements are presented in Indian Rupees (Rs.), which is the functional and presentation currency. All amounts are rounded to the nearest lakhs and two decimals thereof, except when otherwise indicated.

2 a) Significant Accounting Policies

i) Principles of consolidation

The Consolidated Financial Statements have been prepared on the following principles of consolidation:

- a. The Consolidated Financial Statements of the Holding Company and its subsidiaries are combined on a line-by-line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intragroup transactions and any unrealized income and expenses arising from intra Group transactions.
- b. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. The difference between the cost of investment in the subsidiaries and the Parent's share of net assets at the time of acquisition of control in the subsidiaries is recognised in the Consolidated Financial Statements as goodwill. However, resultant gain (bargain purchase) is recognized in other comprehensive income on the acquisition date and accumulated to capital reserve in equity.
- c. In case of foreign subsidiary, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR).
- d. The audited financial statements of foreign subsidiaries have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation.
- e. The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. If an entity of the group uses accounting policies other than those adopted in the Consolidated Financial Statements for

like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's Financial Statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies.

- f. For the acquisitions of additional interests in subsidiaries, where there is no change in the control, the Group recognises a reduction to the non-controlling interest of the respective subsidiary with the difference between this figure and the cash paid, inclusive of transaction fees, being recognised in equity. In addition, upon dilution of controlling interests, the difference between the cash received from sale or listing of the subsidiary shares and the increase to non-controlling interest is also recognised in equity. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in Consolidated Statement of Profit and Loss. Any investment retained is recognised at fair value. The results of subsidiaries acquired or disposed off during the year are included in the Consolidated Statement of Profit and Loss from the effective date of acquisition or up to the effective date of disposal, as appropriate
- g. Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.
- h. Investment in Joint Venture has been accounted under the Equity Method as per Ind AS 28 – Investments in Associates and Joint Ventures.
- i. Goodwill on acquisition of subsidiaries is shown separately in the Consolidated Financial Statements. Goodwill have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Goodwill is carried at cost less accumulated impairment losses.

ii) Property, Plant and Equipment

Property, Plant and Equipment are carried at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Cost includes purchase price, borrowing cost and any cost directly attributable to the bringing the assets to its working condition for its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In case of Property, Plant and Equipment, the group has availed the carrying value as deemed cost on the date of transition i.e. 1st April, 2016.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Depreciation on the Property, Plant and Equipment is provided using straight line method over the useful life of the assets as specified in Schedule II to the Companies Act, 2013 except in respect of depreciation on Solar Plant where the useful life is different as per technical evaluation than those prescribed in Schedule II.

Asset Class	Useful life
Solar Plant	20 years

The asset's residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

Gains or losses arising from the retirement or disposal of Property, Plant and Equipment are determined as the difference between the disposal proceeds and the carrying amount of the asset and recognised in the Statement of Profit and Loss.

iii) Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and impairment losses, if any.

Intangible Assets with finite useful lives are amortized on a straight line basis over the following period:

Asset Class	Useful life
Computer Software	3 - 6 years

The assets' residual values and useful lives are reviewed, and adjusted prospectively if appropriate, at the end of each reporting period.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.

iv) Impairment of Non-Financial Assets - Property, Plant and Equipment and Intangible Assets:

The group assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. For the purposes of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets, is considered as a cash generating unit. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists or may have decreased, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

v) Financial instruments

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Investments and Other Financial Assets

Classification

The group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The group reclassifies debt investments when and only when its business model for managing those assets changes.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the

effective interest rate method.

Fair value through other comprehensive income (FVTOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method."

Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income."

Equity instruments

The group subsequently measures all equity investments except investment in subsidiaries, associates and joint ventures, at fair value. Dividends from such investments are recognised in profit or loss when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss.

Impairment of financial assets

The group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost including Loans, Unbilled Revenue, trade receivables and other contractual rights to receive cash or other financial asset.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss ("ECL") allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information."

De-recognition of financial assets

A financial asset is derecognised only when:

- The group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a Group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit and loss.

Financial liabilities that are not held-for-trading and are not designated as FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date.

Offsetting Financial Instruments

Financial Assets and Liabilities are offset and the net amount is reflected in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or counterparty.

vi) Inventories

Inventories comprise of stock-in-trade and consumables. Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on Weighted Average basis. Cost includes all charges in bringing the goods to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale.

vii) Employee Benefits

(i) Short-term obligations

Liabilities for salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefits obligations

The liabilities for earned leave which are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Group operates the following post-employment schemes:
- Defined Contribution plans such as provident fund, pension and employee state insurance scheme

- Defined Benefit plans such as Gratuity

Defined Contribution Plans

The Group's contribution to provident fund (in case of contributions to the Regional Provident Fund office), pension and employee state insurance scheme are considered as defined contribution plans, as the Group does not carry any further obligations apart from the contributions made on a monthly basis and are charged as an expense based on the amount of contribution required to be made."

Defined Benefit Plan

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method."

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss."

Re-measurement gains and losses arising from experience adjustments, changes in actuarial assumptions and return on plan assets (excluding interest income) are recognised in the period in which they occur, directly in other comprehensive income. They are included in the Statement of Changes in Equity.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost."

(iv) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange of these benefits. The Group recognises termination benefits at earlier of the following dates: (a) when the Group can no

longer withdraw the offer of those benefits; and (b) when the entity recognises cost for a restructuring that is within the Scope of Ind AS 37 and involves the payment of termination benefits. In case of an offer made to encourage voluntary redundancy, the termination benefits are based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of reporting period are discounted to the present value.

(v) Bonus Plans

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

viii) Provisions, Contingent Liabilities and Contingent assets

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are disclosed when there is a possible asset arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group.

ix) Revenue recognition

Group derives revenue primarily by providing Enterprise Geospatial & Engineering Services and sale of software and electricity.

a) Revenue from enterprise geospatial & engineering services:

Revenue is recognised when control of the promised goods or services are transferred to the customer at an amount that reflects the consideration to which group expects to be entitled in exchange for those goods or services.

Arrangements with customers are either on a fixed-price, fixed-timeframe or on a time-and-material basis. Revenue is recognised based on performance obligations satisfied from the contracts; where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration is recognized as per the percentage-of-completion method on the basis of cost incurred. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognized rateably over the term of the underlying maintenance arrangement.

Revenues in excess of invoicing are classified as contract assets (which group refer as unbilled revenue) while invoicing

in excess of revenues are classified as contract liabilities (which we refer to as unearned revenue).

In determining the transaction price for the sale of good or rendering of service, group considers the effects of variable consideration and provisional pricing, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

b) Sale of Software Products

Revenue is recognised when control of the promised goods or services are transferred to the customer at an amount that reflects the consideration to which group expects to be entitled in exchange for those goods or services.

c) Sale of Electricity

Sale of electricity is recognised based on electricity generated and eligible to be invoiced during the reporting period.

d) Dividend

Dividend is recognised as income when group's right to receive the dividend is established by the reporting date.

e) Interest

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the amortised cost and at the effective interest rate applicable.

Dividend and interest income is included under the head 'Other income' in the statement of profit and loss.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents group's right to an amount of consideration that is unconditional. Refer to accounting policies of financial assets in note no. 2 (a) (v) Financial Instruments - initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as

revenue when group performs under the contract.

x) Foreign Currency Transactions & Translations

In preparing the Consolidated Financial Statements of the Holding Company, transactions in currencies other than the Holding Company's functional currency viz. Indian Rupee are recognised at the rates of exchange prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in statement of profit and loss. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in statement of profit and loss in the period in which they arise.

In case of an asset, expense or income where a non-monetary advance is paid/received, the date of transaction is the date on which the advance was initially recognized. If there were multiple payments or receipts in advance, multiple dates of transactions are determined for each payment or receipt of advance consideration.

xi) Leases

The Group assesses whether a contract contains a lease, at the inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether (i) the contract involves the use of identified asset; (ii) the Group has substantially all of the economic benefits from the use of the asset through the period of lease and (iii) the Group has right to direct the use of the asset.

Group as a Lessee

The group will recognize a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the site on which it is located, less any lease incentives received.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that the option will be exercised.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the group's incremental borrowing rate. Generally, the group uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the group's estimate of the amount expected to be payable under a

residual value guarantee, or if group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Significant Estimates and assumptions are required in particular for:

Determination of lease term & discount rate:

Ind AS 116 Leases requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes assessment on the expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of lease and the importance of the underlying to the Group's operations taking into account the location of the underlying asset and the availability of the suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

xii) Taxes on Income

Income tax expense represents the sum of current tax (including income tax for earlier years) and deferred tax. Tax (including MAT Credit Entitlement) is recognised in the statement of profit and loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income.

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses, unutilised tax credits and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses, unutilised tax credits and allowances can be utilised. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred Tax liabilities and assets (including MAT Credit Entitlement) are reviewed at the end of each reporting period.

xiii) Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to

an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the group's cash management.

xiv) Borrowing Costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the group incurs in connection with the borrowing of funds. For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowing of respective Company of the group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs are expensed in the period in which they occur.

xv) Deferred Revenue and Unbilled Revenue

Amounts received from customers or billed to customers, in advance of services performed are recorded as deferred revenue under Other Current Liabilities.

Unbilled revenue represents amounts recognised in respect of services performed in accordance with contract terms, not yet billed to customers as at the year end.

xvi) Earnings per shares

i. Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit or loss attributable to owners of the Group
- by weighted average number of equity shares outstanding during the financial year, adjusted for the bonus elements in equity shared issued during the year

ii. Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account - income or expense that would result from the conversion of the dilutive potential ordinary shares

- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

xvii) Segment Reporting

The Chairman of the Group has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, "Operating Segments."

Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Group. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Income / Costs which relate to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under Unallocated Income/Costs. Interest income and expense are not allocated to respective segments.

As per Ind AS, If a financial report contains consolidated financial statement of a parent that is within the scope of Ind AS as well as parent's separate financial statements, Segment

information is required only in the Consolidated Financial Statements. Accordingly, the Group has disclosed segment information only in consolidated financial statement.

xviii) Dividend Distribution:

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in other equity.

xix) Current and non-current classification

The Group presents assets and liabilities in statement of financial position based on current/non-current classification.

The Group has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by Ministry of Corporate Affairs (MCA).

'An asset is classified as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

- a) Expected to be settled in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Group has identified twelve months as its operating cycle.

xx) Fair value measurement:

The group measures financial instruments at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy.

xxi) Rounding of amounts

All amounts disclosed in the Consolidated Financial Statements and notes have been rounded off to the nearest lakhs, unless otherwise stated.

2 (b) Critical accounting judgements and key sources of estimation uncertainties

The preparation of the Consolidated Financial Statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the Consolidated Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

(i) Revenue Recognition: The Group uses the percentage-of-completion method in accounting for its fixed - price contracts. The use of the percentage-of-completion method requires the Group to estimate the efforts or costs expended to date as a proportion of total efforts or costs to be expended. Efforts or costs have been used to measure progress towards completion as there is direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in their period in which such losses become probable based on the expected contract estimates at the reporting date.

(ii) Expected Credit Loss: The Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment on financial assets. The Group measures the ECL associated with its assets based on historical trend, industry practices and the business environment in which entity operates or any other appropriate basis. For trade receivables including security deposit with customers, the Group follows 'simplified approach' for recognition of impairment loss allowance. As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables including security deposit with customers. The provision matrix is based on historically observed default rates over the expected life of the trade receivables including security deposit with customers, and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in forward-looking estimates are analysed.

(iii) Useful life of Assets:

Depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(iv) Defined benefit plans:

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(v) Contingencies:

Management has estimated the possible outflow of resources at the end of each annual financial year, if any, in respect of contingencies/ claim/litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

(vi) Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

2 (c) Standards Issued but Not Effective:

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified The Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to the Group from April 1, 2023:

Ind AS 101 – First-time Adoption of Indian Accounting Standards
Ind AS 102 – Share-based Payment
Ind AS 103 – Business Combinations
Ind AS 107 – Financial Instruments Disclosures
Ind AS 109 – Financial Instruments
Ind AS 115 – Revenue from Contracts with Customers
Ind AS 1 – Presentation of Financial Statements
Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
Ind AS 12 – Income Taxes
Ind AS 34 - Interim Financial Reporting

Applications of above amended standards are not expected to have any significant impact on the Holding Company's Consolidated Financial Statements.

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Note : 3 Property, Plant and Equipment

(Rs. In Lakhs)

Particulars	Freehold-Land	Leasehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	ROU Asset -Building and Furniture	Total
Balance As at April 01, 2022	32.93	68.69	337.06	1,777.84	436.21	249.63	1,328.99	386.85	4,618.19
Additions	-	-	-	-	0.51	143.20	166.96	82.63	393.30
Disposals/Transfer	17.44	-	-	584.11	1.09	93.58	0.77	45.57	742.56
Foreign Currency Translation Reserve	-	-	-	-	-	-	(14.61)	18.05	3.44
Balance As at March 31, 2023	15.49	68.69	337.06	1,193.73	435.63	299.25	1,480.57	441.96	4,272.37
Balance As at April 01, 2021	32.93	68.69	337.06	1,777.84	409.77	183.18	983.85	-	3,793.31
Addition pursuant to acquisition of subsidiaries (Refer Note No. 39.01)	-	-	-	-	-	75.14	182.65	385.62	643.41
Additions	-	-	-	-	26.44	20.07	163.48	-	209.99
Disposals/Transfer	-	-	-	-	-	28.76	1.06	-	29.82
Foreign Currency Translation Reserve	-	-	-	-	-	-	0.07	1.23	1.30
Balance As at 31st March, 2022	32.93	68.69	337.06	1,777.84	436.21	249.63	1,328.99	386.85	4,618.19
Accumulated Depreciation Balance As at April 01, 2022	-	3.90	34.17	570.48	253.71	129.22	1,055.13	170.91	2,217.51
Depreciation for the Year	-	0.62	5.77	100.74	42.30	38.06	101.22	95.79	384.50
Disposals	-	-	-	210.57	0.95	58.68	23.54	40.16	333.90
Foreign Currency Translation Reserve	-	-	-	-	-	-	6.44	7.45	13.89
Balance As at March 31, 2023	-	4.52	39.94	460.65	295.06	108.60	1,139.25	233.99	2,282.00
Balance As at April 01, 2021	-	3.13	28.40	468.28	210.99	86.87	822.75	-	1,620.41
Addition in depreciation pursuant to acquisition of subsidiaries (Refer Note No. 39.01)	-	-	-	-	-	47.55	156.46	162.95	366.96
Depreciation for the Year	-	0.77	5.77	102.20	42.72	22.12	76.02	6.26	255.86
Disposals	-	-	-	-	-	27.32	0.13	-	27.45
Foreign Currency Translation Reserve	-	-	-	-	-	-	0.03	1.70	1.73
Balance As at 31st March, 2022	-	3.90	34.17	570.48	253.71	129.22	1,055.13	170.91	2,217.51
Net Carrying Amount									
Balance As at March 31, 2023	15.49	64.17	297.12	733.08	140.57	190.65	341.32	207.97	1,990.37
Balance As at March 31, 2022	32.93	64.79	302.89	1,207.36	182.50	120.41	273.86	215.94	2,400.68

3.01 Property, Plant and Equipment includes assets mortgaged or pledged as security (Refer Note no. 19 and 23)

3.02 In accordance with the Indian Accounting Standard -36 on "Impairment of Assets", the management during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Ind AS. On the basis of review carried out by the management, there was no impairment loss on Property, Plant and Equipment during the year ended March 31, 2023.

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Note 4: Other Intangible Assets

Particulars	(Rs. In Lakhs)
	Software *
Balance As at April 01, 2022	2,376.63
Additions	-
Disposals	1,849.00
Foreign Currency Translation Reserve	105.79
Balance As at March 31, 2023	633.42
Balance As at April 01, 2021	311.98
Addition pursuant to acquisition of subsidiaries (Refer Note No. 39.01)	2,048.72
Additions	15.93
Foreign Currency Translation Reserve	-
Balance As at March 31, 2022	2,376.63
<u>Accumulated amortisation</u>	
Balance As at April 01, 2022	2,289.81
Amortisation charged during the year	65.26
Disposals	1,849.00
Foreign Currency Translation Reserve	105.78
Balance As at March 31, 2023	611.85
Balance As at April 01, 2021	226.45
Amortisation pursuant to acquisition of subsidiaries (Refer Note No. 39.01)	2,016.68
Amortisation charged during the Year	46.67
Disposals	-
Foreign Currency Translation Reserve	0.01
Balance As at March 31, 2022	2,289.81
Net Carrying Amount	
Balance As at March 31, 2023	21.57
Balance As at March 31, 2022	86.82

* Other than self generated

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Note 5: Non- Current Investments

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31,2022
In Equity Instruments (Unquoted, Fully Paid up)		
(A) Joint Venture - Carried at Cost		
1,09,20,000 (March 31, 2022: 1,09,20,000) equity shares of Rs. 10 each in Allygram Systems and Technologies Private Limited	2,637.23	1,855.76
Total (A)	<u>2,637.23</u>	<u>1,855.76</u>
(B) Others - Carried at Fair Value through Profit and Loss		
50,000 (March 31, 2022 : 50,000) equity shares of face value Rs. 10 each of Abhyudaya Co-operative Bank Limited	5.00	5.00
2,610 (March 31, 2022 : 2610) equity shares of face value Rs. 100 each of Wardhaman Co-operative Bank Limited	2.61	2.61
Total (B)	<u>7.61</u>	<u>7.61</u>
Total Non-Current Investments (A+B)	<u>2,644.84</u>	<u>1,863.37</u>
Aggregate amount of unquoted investments	2,644.84	1,863.37
Investment carried at Fair Value through Profit and Loss	7.61	7.61
Investment carried at Cost	2,637.23	1,855.76

Note : 6 Non-Current Financial Assets - Trade Receivables

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unsecured		
Considered Good	244.11	280.25
Less : Allowance for Expected Credit Loss	<u>32.94</u>	<u>65.58</u>
	211.17	214.67
Total	<u>211.17</u>	<u>214.67</u>

6.01 Trade Receivables are hypothecated as security for working capital facilities from banks (Refer Note No. 23)

6.02 For Trade Receivables ageing refer Note No. 10.02

Note : 7 Non-Current Financial Assets - Others

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good		
Deposits with bank with more than 12 months maturity (Refer Note No. 7.01)	291.14	448.02
Security Deposits		
Considered Good	40.36	17.90
Less : Allowance for Expected Credit Loss	<u>5.45</u>	<u>3.19</u>
	56.61	67.28
Total	<u>347.75</u>	<u>515.30</u>

7.01 The above deposits with banks are pledge mainly as margin money against bank guarantees.

Note : 8 Other Non Current Assets

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Pre-paid Expense	210.48	185.01
Total	<u>210.48</u>	<u>185.01</u>

Note : 9 Inventories

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Stock-in-trade	41.94	28.09
Consumable	394.47	67.50
Total	<u>436.41</u>	<u>95.59</u>

9.01 Inventories are hypothecated as security for working capital facilities from banks (Refer note no. 23).

9.02 Basis of valuation refer accounting policy No. 2a (vi).

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Note : 10(a) Current Financial Asset-Trade Receivables (Billed)

(Rs. In Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
Unsecured				
Considered Good	10,679.03		9,737.82	
Significant Increase in Credit Risk	76.76		135.66	
	<u>10,755.79</u>		<u>9,873.48</u>	
Less : Allowances for expected credit loss	1,479.33	9,276.46	1,383.45	8,490.03
Total		<u>9,276.46</u>		<u>8,490.03</u>

Note : 10(b) Current Financial Asset-Trade Receivables (Unbilled)

(Rs. In Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
Unsecured				
Considered Good	6,825.37		9,808.29	
Less : Allowances for expected credit loss	156.24	6,669.13	154.47	9,653.82
Total		<u>6,669.13</u>		<u>9,653.82</u>

10.01 Trade Receivables are hypothecated as security for working capital facilities from Banks (Refer Note No. 23).

10.02 Trade Receivables Ageing (including Non- Current Trade Receivables) as at March 31, 2023 and March 31, 2022 are as below :-

(Rs. In Lakhs)

Particulars	Outstanding for following period from due date of payment as at March 31, 2023						Total
	Not Due	Less than 6 months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	
Undisputed Trade Receivables – Considered good	2,163.08	3,757.14	1,112.09	1,174.83	1,081.92	1,531.62	10,820.68
Undisputed Trade Receivables – Which have significant increase in credit risk	-	3.24	0.74	47.80	22.43	2.55	76.76
Undisputed Trade Receivables – Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – Considered good	-	-	-	45.91	-	56.55	102.46
Disputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – Credit impaired	-	-	-	-	-	-	-
Sub Total	<u>2,163.08</u>	<u>3,760.38</u>	<u>1,112.83</u>	<u>1,268.54</u>	<u>1,104.35</u>	<u>1,590.72</u>	<u>10,999.90</u>
Less : Allowance for Expected Credit Loss							<u>(1,512.27)</u>
Total	<u>2,163.08</u>	<u>3,760.38</u>	<u>1,112.83</u>	<u>1,268.54</u>	<u>1,104.35</u>	<u>1,590.72</u>	<u>9,487.63</u>

(Rs. In Lakhs)

Particulars	Outstanding for following period from due date of payment as at March 31, 2022						Total
	Not Due	Less than 6 months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	
Undisputed Trade Receivables – Considered good	1,020.59	3,098.47	1,059.75	2,018.25	1,252.05	1,384.70	9,833.81
Undisputed Trade Receivables – Which have significant increase in credit risk	-	28.94	2.96	21.12	82.64	-	135.66
Undisputed Trade Receivables – Credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – Considered good	-	45.91	-	-	127.79	10.56	184.25
Disputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – Credit impaired	-	-	-	-	-	-	-
Sub-total	<u>1,020.59</u>	<u>3,173.32</u>	<u>1,062.71</u>	<u>2,039.37</u>	<u>1,462.48</u>	<u>1,395.26</u>	<u>10,153.73</u>
Less: Allowance for expected credit loss							<u>(1,449.03)</u>
Total	<u>1,020.59</u>	<u>3,173.32</u>	<u>1,062.71</u>	<u>2,039.37</u>	<u>1,462.48</u>	<u>1,395.26</u>	<u>8,704.70</u>

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Note : 11 Cash and Cash Equivalents

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31, 2022
Balances with banks in current accounts	3,129.75	1,289.08
Cash on Hand	1.32	1.22
Fixed Deposits with maturity of less than three months	112.00	110.09
Total	<u>3,243.07</u>	<u>1,400.39</u>

11.01 : For the purpose of the Statement of Cash Flows, Cash and Cash Equivalents

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31, 2022
Balances with Banks in Current Accounts	3,129.75	1,289.08
Cash on Hand	1.32	1.22
Fixed Deposits with maturity of less than three months	112.00	110.09
Total	<u>3,243.07</u>	<u>1,400.39</u>

Note : 12 Bank Balances other than Cash and Cash Equivalents

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unpaid Dividend Accounts	0.25	0.20
Fixed Deposit With Banks (Refer Note no. 12.01)	1,061.07	1,269.33
Total	<u>1,061.32</u>	<u>1,269.53</u>

12.01 : The above deposits with banks are pledged mainly as margin money against bank guarantees.

Note : 13 Current Financial Assets - Loans

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31, 2022
Loans to Employees	1.75	0.24
Total	<u>1.75</u>	<u>0.24</u>

Note: 14 Other current financial assets

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unsecured: Considered Good		
Interest Receivable	46.94	51.28
Other Receivables	-	3.06
Unsecured Security Deposit:		
Considered Good	253.42	234.13
Less : Allowances for expected credit loss	<u>55.33</u>	<u>48.68</u>
Total	<u>198.09</u>	<u>185.45</u>
Total	<u>245.03</u>	<u>239.79</u>

Note : 15 Other current assets

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31, 2022
Unsecured: Considered Good		
Advances to suppliers	140.56	98.63
Balances with government authorities	176.99	226.51
Others #	330.91	268.89
Total	<u>648.46</u>	<u>594.03</u>

Others includes mainly prepaid expenses and advance to employees for expenses

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Note : 16 Asset held for Sale

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Freehold-Land	17.44	-
Plant and Equipment	295.28	-
Total	312.72	-

16.01 During the year the board of director has decided to sale windmill alongwith Freehold land situated at Satara, Maharashtra and classified the said assets under the heading of 'Asset held for Sale'. The Holding Company has identified the buyer and the transaction is likely to be completed in the FY 2023-24.

Note : 17 Equity Share Capital

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
AUTHORISED CAPITAL		
3,00,00,000 (March 31, 2022: 2,00,00,000) Equity Shares of Rs. 10/- each	3,000.00	2,000.00
	<u>3,000.00</u>	<u>2,000.00</u>
ISSUED , SUBSCRIBED & PAID UP CAPITAL		
1,54,31,397 (March 31, 2022 : 1,54,31,397) Equity Shares of Rs. 10/- each, Fully Paid up	1,543.14	1,543.14
Total	1,543.14	1,543.14

17.01 Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year :

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Equity Shares	(Rs. In Lakhs)	No. of Equity Shares	(Rs. In Lakhs)
Equity Shares outstanding at the beginning of the year	15,431,397	1,543.14	11,117,085	1,111.71
Add: Issued During the Year (Refer Note 17.02)	-	-	4,314,312	431.43
Equity Shares outstanding at the end of the year	<u>15,431,397</u>	<u>1,543.14</u>	<u>15,431,397</u>	<u>1,543.14</u>

17.02 During the previous year as approved by shareholders :

- (i) The company has allotted 36,07,530 Equity Shares of Face Value of Rs.10 each at a premium of Rs.146 per share on Private Placement to the equity shareholders of Allygrow Technology Private Limited for consideration other than cash;
- (ii) The company has allotted 7,06,782 Equity Shares of Face Value of Rs.10 each at a premium of Rs.146 per share on Preferential basis to a Promoter and promoters Group of the Company;

17.03 Terms and rights attached to Equity Shares:

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuring annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. Every holder of equity share present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

17.04 Details of shareholders holding more than 5% Shares of the Equity Share Capital

Particular	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Raghav Infradevelopers & Builders Private Limited	3,214,529	20.83%	3,214,529	20.83%
SMG Hospitals Private Limited	1,364,000	8.84%	1,364,000	8.84%
Zodius Technology Fund II (overseas)	1,066,903	6.91%	1,066,903	6.91%
Zodius Technology Fund	1,094,019	7.09%	1,094,019	7.09%
Sameer Dattatraya Meghe	*	*	1,183,934	7.67%
Sagar Dattatraya Meghe	2,642,511	17.12%	1,533,202	9.94%
Devika Sagar Meghe	1,051,986	6.82%	1,051,986	6.82%
* less than 5%				

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

17.05 Details of Promoters shareholders holding

As on March 31, 2023

S.No.	Promoter Name	No. of shares at the beginning of the year 01.04.2022	Change during the year 2022-23	No. of shares at the end of the year 31.03.2023	% of Total Shares	% Change during the year
1	Sameer Dattatraya Meghe	1,183,934	(798,149.00)	385,785	2.50%	-5.17%
2	Sagar Dattatraya Meghe	1,533,202	1,109,309.00	2,642,511	17.12%	7.19%
3	Devika Sagar Meghe	1,051,986	-	1,051,986	6.82%	0.00%
4	Vrinda Sameer Meghe	696,945	(311,160.00)	385,785	2.50%	-2.02%
5	Raghav Infradevelopers & Builders Private Limited	3,214,529	-	3,214,529	20.83%	0.00%
6	SMG Hospitals Private Limited	1,364,000	-	1,364,000	8.84%	0.00%

As on March 31, 2022

S.No.	Promoter Name	No. of shares at the beginning of the year 01.04.2021	Change during the year 2021-2022	No. of shares at the end of the year 31.03.2022	% of Total Shares	% Change during the year
1	Sameer Dattatraya Meghe	1,183,934	-	1,183,934	7.67%	0.00%
2	Sagar Dattatraya Meghe	1,179,811	353,391	1,533,202	9.94%	2.29%
3	Devika Sagar Meghe	698,595	353,391	1,051,986	6.82%	2.29%
4	Vrinda Sameer Meghe	696,945	-	696,945	4.52%	0.00%
5	Raghav Infradevelopers & Builders Private Limited	3,214,529	-	3,214,529	20.83%	0.00%
6	SMG Hospitals Private Limited	1,364,000	-	1,364,000	8.84%	0.00%

17.6 Dividend Declared and paid

Particulars

Dividend declared and paid during the year at Rs.2.25 Per Share of Rs. 10/- Each (March 31, 2022 : Rs. 2.25 Per Share)

Proposed Dividend

Particulars	(Rs. In Lakhs)	
	2022-23	2021-22
Dividend declared and paid during the year at Rs.2.25 Per Share of Rs. 10/- Each (March 31, 2022 : Rs. 2.25 Per Share)	347.21	250.13
Proposed Dividend	Nil	Nil

Note :18 Other Equity

Particulars

Securities Premium

Balance as per last Balance Sheet

Add: Equity Shares Issued on Preferential Allotment (Refer Note 17.02 (ii))

Add: Equity Shares Issued on Acquisition of Subsidiary (Refer Note 17.02 (i))

General Reserve

Balance as per last Balance Sheet

Retained Earnings

Balance as per last Balance Sheet

Movement in Non Controlling Interest (Refer No 39.02)

Profit For the Year

Appropriation

Dividend paid

Share Based Payment Reserve

Balance as per last Balance Sheet

Add: Share Based Payment (Refer Note 34.07)

Other Comprehensive Income

Balance as per last Balance Sheet

Add: Comprehensive Income For the Year

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Securities Premium		
Balance as per last Balance Sheet	8,593.07	2,294.18
Add: Equity Shares Issued on Preferential Allotment (Refer Note 17.02 (ii))	-	1,031.90
Add: Equity Shares Issued on Acquisition of Subsidiary (Refer Note 17.02 (i))	-	5,266.99
	<u>8,593.07</u>	<u>8,593.07</u>
General Reserve		
Balance as per last Balance Sheet	21.50	21.50
Retained Earnings		
Balance as per last Balance Sheet	6,160.71	5,491.38
Movement in Non Controlling Interest (Refer No 39.02)	(383.40)	-
Profit For the Year	3,088.72	919.46
Appropriation		
Dividend paid	(347.21)	(250.13)
	<u>8,518.82</u>	<u>6,160.71</u>
Share Based Payment Reserve		
Balance as per last Balance Sheet	-	-
Add: Share Based Payment (Refer Note 34.07)	993.73	993.73
	<u>993.73</u>	<u>993.73</u>
Other Comprehensive Income		
Balance as per last Balance Sheet	(32.21)	(5.23)
Add: Comprehensive Income For the Year	192.17	(26.98)
	<u>159.96</u>	<u>(32.21)</u>
	<u>18,287.07</u>	<u>14,743.07</u>

Nature and purpose of Reserve**Securities premium**

Securities premium is used to record the premium on issue of shares. It shall be utilised in accordance with the provisions of the Companies Act, 2013.

General Reserve

General Reserve is used to record the excess provision made in respect of stock option outstanding. It shall be utilised in accordance with the provisions of the Companies Act, 2013.

Retained Earnings

Retained Earnings represent the accumulated Profits / (losses) made by the company over the years.

Share Based Payment Reserve

Share based payment reserve is created against "Ceinsys Employee Stock Option Scheme 2022- Plan 1" and "Ceinsys Employee Stock Option Scheme 2022- Plan 2" and will be utilised against exercise of the option by the employees on issuance of the equity shares.

Other Comprehensive Income

Other Comprehensive Income (OCI) represents the amount recognised in other equity consequent to remeasurement of Defined Benefit Plan.

Note : 19 Non current Borrowings**(Rs. In Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
Secured		
Term loan #	-	35.17
Vehicle Loan	89.56	4.69
		-
Total	89.56	39.86

Net off of processing fees amounting to Rs. Nil (March 31, 2022 Rs. 0.47 Lakhs) and Rs. 0.38 lakhs (March 31, 2022 Rs.0.25 Lakhs) included in current maturity of long term debts in Note No. 23.

19.01 The above term loans taken by the Holding Company from banks including current maturity of long term debts in Note No. 23 includes:

- Rs. 35.02 Lakhs (March 31, 2022 : Rs. Rs.86.87 Lakhs) is secured by way of Charge on the Plant & Machinery purchased by the Holding Company. The Loan is repayable in 8 monthly installments ending in November 2023. The Term Loan carries a interest of 13.75% p.a (for March 31, 2022: 13.75 % p.a.)
- Vehicle Loans of Rs. 115.61 Lakhs (March 31, 2022 : Rs. 22.98 Lakhs) are secured by way of hypothecation of Vehicles financed. Above Loans are repayable in 6 to 51 monthly installments and carry interest rate varying from 9% p.a. to 9.9% p.a. (for March 31, 2022: from 8.65% p.a. to 9.77 % p.a.)

19.02 The Term loans referred to above are guaranteed by some of the directors in their personal capacities.

19.03 The Holding Company has used the borrowings from banks for the specific purpose for which it was taken at the balance sheet date.

19.04 There is no charge or satisfaction which is yet to be registered with ROC beyond the statutory period.

19.05 Maturity Profile of Secured Loans is as under:**(Rs. In Lakhs)**

Particulars	Financial Year	Amount
Term Loans from Banks	2023-2024	60.69
	2024-2025	25.43
	2025-2026	27.26
	2026-2027	29.24
	2027-2028	7.63

Note 20 : Lease Liabilities**(Rs. In Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
Lease Liabilities	135.70	143.23
Total	135.70	143.23

20.01 The following is the movement in lease liabilities during the year:**(Rs. In Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	243.70	-
Add: Addition during the year	77.65	-
Add: Addition pursuant to acquisition of subsidiaries (Refer Note No. 39.01)	-	250.07
Add: Finance cost accrued during the year	7.73	0.27
Add: Foreign Currency Translation Reserve	0.57	-
Less: Payment of lease liabilities	110.57	6.64
Closing balance	219.08	243.70

20.02 The following is the contractual maturity profile of lease liabilities:

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Less than one year	83.38	100.47
One year to five years	135.70	143.23
Total	219.08	243.70

Note 21 : Provisions - Non Current

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Provision for compensated absences - Non Current	9.72	-
Total	9.72	-

Note: 22 Income Tax

22.01 Current Tax :-

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Current Tax for the year	(370.90)	(488.45)
Income tax for the earlier year	(12.99)	8.16
Total Current Tax	(383.89)	(480.29)

22.02 The major components of Tax Expenses for the year ended March 31, 2023 and March 31, 2022 are as follows:

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Recognised in Statement of Profit and Loss:		
Current Tax (as refer note 22.01)	(383.89)	(480.29)
Deferred Tax:-Relating to origination and reversal of temporary differences	581.77	84.44
Total Tax Credit/ (Expenses)	197.88	(395.85)

22.03 Reconciliation between tax expenses/(income) and accounting profit multiplied by tax rate for the year ended March 31, 2023 and March 31, 2022:

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Accounting profit before tax	2,890.84	1,347.76
Applicable tax rate	29.12%	29.12%
Computed Tax Expenses	841.81	392.47
Tax effect on account of:		
Property, Plant and Equipment and Intangible Assets and Asset Held for Sale	(11.13)	26.79
Deduction Allowed under Income Tax Act	(40.64)	(41.19)
Expenses not allowed for tax purpose	29.41	28.72
Income tax for earlier years & Deferred Tax on OCI	12.39	8.16
Brought Forward Losses of Previous Years	(317.62)	-
Others	(185.22)	-
Due to Non Taxability of subsidiaries & Joint Venture Profit	(526.88)	(19.10)
Income tax expenses / (income) recognised in Statement of Profit and Loss	(197.88)	395.85

22.04 Deferred tax relates to the following:

(Rs. In Lakhs)

Particulars	Balance Sheet		Statement of profit and loss and Other Comprehensive Income	
	As at March 31, 2023	As at March 31, 2022	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Property, Plant and Equipment and Intangible Assets	239.70	266.94	(27.25)	5.65
Defined Benefit Obligation	(69.60)	(50.46)	(19.14)	(26.31)
Financial Assets	(533.80)	(332.59)	(201.21)	(81.72)
Lease Equalisation	(26.16)	-	(26.16)	7.98
Expenses allowed on payment Basis	(47.49)	-	(47.49)	-
MAT Credit Entitlement	(163.87)	(163.87)	-	0.08
Unabsorbed Depreciation	(265.14)	-	(265.14)	-
Foreign Currency Translation reserve	-	-	5.89	-
Deferred Tax Assets	(866.36)	(279.98)	(580.49)	(94.33)

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

22.05 Reconciliation of deferred tax Liabilities/(Asset) (net):**(Rs. In Lakhs)**

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Opening balance	(279.98)	(334.80)
Deferred Tax income recognised in statement of profit and loss	(581.77)	(84.44)
Deferred Tax Income recognised in OCI	1.28	(9.89)
Foreign Currency Translation reserve	(5.89)	-
Addition pursuant to acquisition of subsidiaries	-	149.15
Closing balance	(866.36)	(279.98)

Note 23 : Current Borrowings**(Rs. In Lakhs)**

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31,2022
Secured		
Loans from banks:		
Working capital facilities	4,317.88	5,874.90
Current maturities of long term debts	60.69	69.27
Unsecured		
Inter Corporate Loans	1,000.00	55.00
Total	5,378.57	5,999.17

23.01 The Working Capital facilities taken by Holding Company from Banks :

- (i) Rs. 2,918.45 Lakhs (March 31,2022 : Rs.2,636.64 Lakhs) is secured by the way of Hypothecation of Stock, Work-in Progress, and Book Debts, also the following properties are collateralized by simple mortgage : 1) Land & Building on Plot No. 10/5, IT Park of MIDC, South Ambazari Road, Mauza Parsodi, in front of VNIT Institute, Tal & Dist . Nagpur. 2) Land & WindMill at village Murud, Tal. Patan, Dist. Satara. 3) Unit No. 414, 4th Floor, Tantia Jogani Indl. Premises Co-Op Soc . Ltd. J. R Boricha Marg, Sitaram Mill Compound , Lower Parel, Mumbai. 4) Continuation of Lien on existing all Term Deposits Offered being Margin for Bank Guarantee & Letter of Credit Limit. This Working Capital Loan carries a interest at the rate of 10.50 % p.a. (For March 31, 2022: 10.50% p.a.)
- (ii) Rs. 1,399.43 Lakhs (March 31,2022 : Rs.3,238.26 Lakhs) is secured by the way of hypothecation of the Holding Company's entire stock comprising of Raw Materials, Work-In-Progress, Finished goods, Consumables Stores & Spares and other materials; Receivables, claims and bills both present and future ranking Pari- passu with other consortium member i.e. Abhyudaya Co operative Bank Ltd. Apart from the above the following properties have been collateralised in the form of : 1) Pledge of 13.25 Lakh Shares of the Holding Company owned by Raghav Infra Developers 2) Immovable property owned by the Holding Company at Nagpur (Leasehold land) and at Lower Parel (office) and various other immovable property owned by Promoters at different locations in India & 3) Personal Guarantees of Directors & their relatives & also Corporate Guarantees of Raghav Infra Developers & Builders Pvt Ltd, SMG Realities Pvt Ltd, SMG Hospitals Pvt Ltd. & Shree Sainath textiles Private Limited. This Working Capital Loan carries a interest at the rate of 11.90% p.a. (For March 31, 2022: 9.40% p.a.)

23.02 Inter Corporate Loans from a Joint venture are repayable within 12 months and carries an interest rate of 8.35% p.a.

Note : 24 Lease Liabilities**(Rs. In Lakhs)**

Particulars	(Rs. In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Lease Liabilities	83.38	100.47
Total	83.38	100.47

Note : 25 Current Financial Liabilities -Trade Payables**(Rs. In Lakhs)**

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31,2022
Total outstanding of Micro, Small and Medium Enterprises	310.57	276.21
Others	3,011.40	4,358.45
Total	3,321.97	4,634.66

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

25.01 : Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED 2006) have been determined based on the information as received from vendors and the details of amount outstanding due to them are as given below:

Particular	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31,2022
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year;	310.57	276.21
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	2.76	12.24
(iii) The amount of Interest paid, along with the amounts of the payment made to the supplier beyond the appointed day;	-	-
(iv) The amount of Interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	2.76	12.24
(vi) The amount of Further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Trade Payable Ageing for March 31, 2023 and March 31, 2022

Particulars	Outstanding from due date of payment as at March 31, 2023					Total
	Not Due	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
i) MSME	299.20	11.37	-	-	-	310.57
ii) Others	1,467.26	890.29	158.50	355.25	140.10	3,011.40
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
Total	1,766.46	901.66	158.50	355.25	140.10	3,321.97

Particulars	Outstanding from due date of payment as at March 31, 2022					Total
	Not Due	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
i) MSME	201.05	38.32	24.20	4.29	8.35	276.21
ii) Others	1,687.62	2,510.89	39.44	35.31	85.19	4,358.45
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
Total	1,888.67	2,549.21	63.64	39.60	93.54	4,634.66

Note : 26 Other Current Financial Liabilities

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31,2022
Interest Accrued and Due	25.73	12.24
Interest Accrued But Not Due	57.11	136.58
Unclaimed Dividends* (PY Rs.176)	0.05	-
Others #	635.74	514.36
Total	718.63	663.18

* This figure does not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

Other mainly includes employee related liabilities, provision for expenses and director sitting fees etc.

Note : 27 Other Current Liabilities

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31,2022
Advance from customers	152.97	746.63
Statutory liabilities	261.24	223.88
Unearned revenue	947.76	6.09
Total	1,361.97	976.60

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Note : 28 Current Provisions

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31,2022
Provision for Employee Benefits		
Gratuity (Funded)	172.80	109.35
Leave Obligations	160.48	124.82
Total	333.28	234.17

Note : 29 Current Tax Liabilities

Particulars	(Rs. In Lakhs)	
	As at March 31,2023	As at March 31,2022
Current tax liability (net)	25.91	-
Total	25.91	-

Note : 30 Revenue from Operations (Net of Taxes)

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Enterprise Geospatial & Engineering Services	17,911.70	17,439.49
Sale of software products	3,837.14	2,625.53
Sale of Power	200.97	223.62
Total	21,949.81	20,288.64

30.01 Disaggregated Revenue information

Revenue Disaggregation by types of Services and Product are as follows:

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Enterprise Geospatial & Engineering Services	17,911.70	17,439.49
Software Products	3,837.14	2,625.53
Power Generation	200.97	223.62
Total	21,949.81	20,288.64

30.02 Revenue disaggregation by Geography

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
In India	16,994.97	19,567.99
Outside India	4,954.84	720.65
Total	21,949.81	20,288.64

30.03 Contract balances

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Trade Receivables - Billed	9,487.63	8,704.70
Trade Receivables - Unbilled	6,669.13	9,653.82
Unearned Revenue(Refer Note No. 27)	947.76	6.09
Contract Liabilities (Refer Note No. 27)	152.97	746.63

30.04 - The amount of Rs. 611.73 lakhs is the revenue recognised from contract liabilities at the beginning of the year (March 31,2022- Rs. 243.78 Lakhs). Increase/decrease in contract liability is mainly on account of advance receipt from customers and revenue recognized during the year.

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

30.05 Reconciling the amount of revenue recognised in statement of profit and loss with the contracted price

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Revenue as per contracted price	21,949.81	20,288.64
Adjustments for:		
Rebates, Discounts	-	-
Revenue from contract with customers	21,949.81	20,288.64

30.06 Transaction price allocated to the remaining performance obligations

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of March 31, 2023 amounts to Rs. 23,937.44 Lakhs (March 31,2022 : Rs. 26,780.21 Lakhs). The remaining performance obligation are subject to change and are affected by several factors including terminations, change in scope of contract, periodic revalidations, adjustment for revenue that has not materialised.

The management of Group expects that about 60 to 70% of the unsatisfied performance obligation will be recognised as revenue during the next reporting period with balance in future reporting periods thereafter.

Note : 31 Other income

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Interest Income from Financial Assets measured at amortised cost		
- Fixed Deposits with banks	82.06	75.10
- income tax refund	1.31	-
- Others	18.35	35.14
Profit On Sale of Property, Plant and Equipment (Net)	7.42	0.10
Foreign Exchange Gain	21.01	-
Reversal of Rent Equilisation Reserve	-	16.24
Income from Sale of License	81.60	23.22
Miscellaneous Income	28.14	17.88
Total	239.89	167.68

Note : 32 Changes in inventories of Stock-in-Trade

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Stock-in-Trade		
Opening Stock	28.09	9.48
Less: Closing Stock	41.94	28.09
Changes in inventories of Stock-in-Trade	(13.85)	(18.61)

Note : 33 Project and Other Operating Expenses

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Consumption of Project Consumables	1,407.24	2,761.15
Outsourcing Expenses	2,229.81	6,593.81
Onsite Expenses	237.20	308.90
Total	3,874.25	9,663.86

Note : 34 Employee Benefits Expense

(Rs. In Lakhs)

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Salaries, Wages and Allowances *	6,973.40	3,459.66
Contribution to Provident and Other Funds	222.88	153.15
Share Based Payments (Refer Note 34.07)	993.73	-
Staff Welfare Expenses	21.50	8.09
Total	8,211.51	3,620.90

34.01 * In the previous year Remuneration paid or provided to Whole- Time Director of the Holding Company amounting to Rs. 33.10 Lakhs was subject to approval of Shareholders of the Holding Company as on March 31, 2022, which was approved by the Shareholders at its meeting held on May 16, 2022 through e-voting postal ballot.

34.02 *In previous year One of the subsidiary Company has paid managerial remuneration to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act. That Subsidiary Company proposes to obtain required approval of the shareholders at the ensuing annual general meeting for remuneration aggregating to 26.11 Lakhs paid to the directors.

(A) Defined Contribution Plan:

The Group's defined contribution plans are Provident Fund, Employees State Insurance Fund and Employees' Pension Scheme (under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952). The Group has no further obligation beyond making the contributions to such plans.

Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Employer's contribution to Regional Provident Fund Office	156.08	118.18
Employer's contribution to Employees' State Insurance	10.12	8.49
Total	166.20	126.67

(B) Defined Benefit Plan:

Gratuity for employees in India is as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for the number of years of service. The gratuity plan is a funded plan and the Group plan assets is administered by an insurer and Group funds the plan on periodical basis.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as the gratuity.

Particulars	As at March 31, 2023	As at March 31, 2022
Actuarial assumptions		
Mortality Table	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Salary growth	10% & 5%	10% & 5%
Discount rate	7.30%	6.19% & 6.30%
Withdrawal rates	22% & 20 %	22% & 20 %

(Rs. In Lakhs)

Particulars	Gratuity (Funded)	
	2022-23	2021-22
<u>Movement in present value of defined benefit obligation</u>		
Obligation at beginning of the year	318.28	227.90
Service Cost (including past service cost)	49.18	23.28
Interest Cost	19.58	13.19
Benefits Paid from the fund	(19.07)	(29.07)
Addition pursuant to acquisition of subsidiaries	-	39.74
Actuarial (Gains)/loss - due to change in Demographic Assumptions	-	40.55
Actuarial (Gains)/loss - due to change in Financial Assumptions	(14.53)	(1.22)
Actuarial (Gains)/loss - due to experience adjustments	10.67	3.91
Obligation at the end of the year	364.11	318.28
<u>Movement in present value of plan assets</u>		
Fair value at the beginning of the year	208.93	186.64
Interest Income	12.14	10.81
	-	2.62
Addition pursuant to acquisition of subsidiaries	9.53	39.19
Contributions from employer	(40.19)	(29.06)
Benefits Paid from the fund	0.90	(1.27)
Return on Plan Assets, Excluding Interest Income	191.31	208.93
Fair value at the end of the year		
Amount recognised in Statement of Profit and Loss		
Current Service Cost	49.18	23.28
Net interest Cost	7.44	2.38
Total	56.62	25.66

Amount recognised in the other comprehensive income**Components of actuarial gain/losses on obligations:**

Due to changes in demographic assumptions

Due to changes in financial assumptions

Due to experience adjustment

Return on Plan Assets, Excluding Interest Income

Total

-	40.55
(14.53)	(1.22)
10.67	3.91
(0.90)	1.26
<u>(4.77)</u>	<u>44.50</u>

(c) Fair Value of assets**Particulars**

Life Insurance Corporation of India

Fair Value of Asset (Rs. In Lakhs)**2022-23****2021-22**

191.31	208.93
<u>191.31</u>	<u>208.93</u>

(D) Net Liability Recognised in the balance sheet**Amount recognised in the balance sheet**

Present value of obligations at the end of the year

Less: Fair value of plan assets at the end of the year

Net liability recognised in the balance sheet**2022-23****2021-22**

364.11	318.28
191.31	208.93
<u>172.80</u>	<u>109.35</u>

(E) Movements in the present value of net defined benefit obligation are as follows:**Particulars**

Opening Net Liability

Expenses Recognized in Statement of Profit or Loss

Expenses Recognized in OCI

Employer's Contribution

Benefit Payments

Addition pursuant to acquisition of subsidiaries

Net Liability/(Asset) Recognized in the Balance Sheet**2022-23****2021-22**

109.35	41.26
56.62	25.66
(4.77)	44.50
(9.53)	(41.81)
21.12	
-	39.74
<u>172.80</u>	<u>109.35</u>

34.03: Sensitivity Analysis**Projected Benefits Payable in Future Years From the Date of Reporting**

Impact of + 0.5% & 1% Change in Rate of Discounting

Impact of -0.5% & 1% Change in Rate of Discounting

Impact of +1% Change in Rate of Salary Increase

Impact of -1% Change in Rate of Salary Increase

Impact of 5% & 1% Increase in Withdrawal Rate

Impact of 5% & 1% Decrease in Withdrawal Rate

**For the Year Ended
March 31,2023****For the Year Ended
March 31,2022**

(7.15)	(6.54)
7.50	6.90
10.92	9.89
(10.40)	(9.40)
(9.04)	(9.26)
11.74	12.70

The above sensitivity analysis are based on change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

34.04: Risk exposures**Investment risk**

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Plan investment is a qualifying insurance policy with the LIC of India.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Gratuity and Leave plans typically expose the Group to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

The Group has no legal obligation to settle the deficit in the funded plan (Gratuity) with an immediate contribution or additional one off contributions. The Group intends to continue to contribute the defined benefit plans in line with the insurer's latest recommendations.

34.05 Details of Asset-Liability Matching Strategy:-

Gratuity benefits liabilities of the Group are funded. There are no minimum funding requirements for a Gratuity benefits plan in India and there is no compulsion on the part of the Group to fully or partially pre-fund the liabilities under the Plan.

The Group have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to them and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it may not be possible to explicitly follow an asset-liability matching strategy to manage risk actively in a conventional fund.

34.06 The expected payments towards contributions to the defined benefit plan is within one year.

Cash Flow Projection: From the Fund

	(Rs. In Lakhs)	
Projected Benefits Payable in Future Years From the Date of Reporting	For the Year Ended March 31,2023	For the Year Ended March 31,2022
1st Following Year	79.59	67.62
2nd Following Year	59.51	50.93
3rd Following Year	51.87	47.03
4th Following Year	49.04	40.49
5th Following Year	51.03	37.82
After 5th Year	231.00	193.56
Total	522.04	437.45

Other Long Term Employee Benefit Obligations

The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise

Following disclosures related to Leave obligations

The liability for Leave obligation (Non – Funded) as at year end is Rs. 160.48 Lakhs (March 31, 2022 Rs. 124.82 Lakhs)

34.07 Share Based Payments**Ceinsys Employee Stock Option Scheme, 2022 - Plan 1 & Ceinsys Employee Stock Option Scheme, 2022 - Plan 2 ("ESOS")**

In order to provide equity settled incentive to specific employees of the holding Company and its subsidiaries, the Holding Company has introduced ESOS. The ESOS includes tenure-based stock options. The specific employees to whom these Options are granted and their eligibility criteria are determined by the Compensation committee (CC), for the purpose of ESOS, the Nomination Remuneration Committee is designated as the CC.

During the FY 2022-23, 9,08,000 Options (Plan 1 - 1,66,188 options & Plan 2 - 7,41,812 options) were granted to the eligible employees at an exercise price of Rs. 10 per option respectively. Exercise period is 5 years from the date of vesting (in maximum 3 tranches) of the respective options.

The details of options granted under ESOS for the year ended March 31, 2023 is as under:

Particulars	ESOS
	March 31, 2023
Options as at April 1, 2022	-
Options granted during the year (Plan 1 - 1,66,188 options & Plan 2 - 7,41,812 options)	908,000
Options forfeited during the year	-
Options exercised during the year	-
Options outstanding as at March 31, 2023	908,000
Number of option exercisable at the end of the year	-

The fair value of options has been determined at the date of grant of the options. This fair value, adjusted by the Holding Company's estimate of the number of options that will eventually vest, is expensed over the vesting period.

The fair values were calculated using the Black-Scholes Model for tenure-based awards. The inputs to the model include the share price at the date of grant, exercise price, expected life, expected volatility, expected dividends and the risk-free rate of interest. Expected volatility has been calculated using historical return on share price. All options are assumed to be exercised within 1 year from the date of respective vesting.

Basic features of ESOS

Particulars	ESOS
Date of Shareholder's Approval	16-05-2022
Number of Options granted	908,000 Options (Plan 1 - 166,188 options & Plan 2 - 741,812 options)
Vesting Requirements	Options under ESOS would vest within 1 (one) year from the date of grant of options. Vesting of Options would be subject to continued employment with the Company, as the case may be.
The pricing Formula	The exercise price for options is Rs. 10 per option
Maximum Term of options granted	6 years (Vesting period + Exercise Period)
Method of Settlements	Equity Settled
Sources of Shares	Further issuance of shares
Variation in terms of ESOP	NA
Method of Accounting	Fair Value Method

Accordingly, the assumptions used in the calculations of original grant date fair value of the options are set out below:

Particulars	ESOS (Grant date : 17-06-2022)	
	Plan 1	Plan 2
Number of Options granted	166,188 Options	741,812 Options
Exercise Price	Rs. 10/- each	Rs. 10/- each
Share Price at the date of grant	Rs. 149.10 per option	Rs. 149.10 per option
Vesting Period	1 year	1 year
Expected Volatility	57.96%	57.96%
Expected option life	1 year	1 year
Expected dividend yield	0.6799%	0.6799%
Risk free interest rate	6.31%	6.31%
Fair value per option granted	Rs. 138.70 per option	Rs. 138.70 per option

34.08 The Average year of services : 5 years (Previous year : 5 years)

Note : 35 Finance costs

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Interest expenses on financial liabilities measured at amortised cost	789.34	882.04
Other borrowing costs	46.08	40.64
Interest on income tax	1.25	-
Interest and finance charges on lease liabilities	7.73	0.27
Total	844.40	922.95

Note : 36 Depreciation and amortisation expense

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Depreciation of Property, Plant and Equipment (Refer Note no. 3)	288.71	249.60
Depreciation of right-of-use assets (Refer Note no. 3)	95.79	6.26
Amortisation of Intangible assets (Refer Note no. 4)	65.26	46.67
Total	449.76	302.53

Note : 37 Other Expenses

Particulars	(Rs. In Lakhs)	
	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Rent	317.83	247.95
Rates and Taxes	54.11	28.87
Professional and Consultancy Charges	932.55	816.10
Power and Fuel	60.98	34.56
Repairs and Maintenance	162.65	99.00
Telephone and Internet Charges	26.84	30.97
Printing and Stationery	33.11	17.78
Travelling and Conveyance Expenses	399.66	199.95
Tender Registration expenses	5.86	3.61
Advertisement and Business Promotion	29.60	27.08
Corporate Social Responsibility expenses (Refer Note No. 37.02)	31.14	-
Payment to Auditor (Refer Note No. 37.01)	69.65	51.85
Director sitting fees	89.79	62.40
Bad debts/advances written off	279.52	56.47
Provision for doubtful financial assets / expected credit loss	73.93	418.13
Bank charges and Bank Guarantee Commission	129.02	182.50

Wind and Solar Expenses	44.74	81.10
Office Expenses	65.88	57.57
Other Expenses	767.45	103.66
Software licenses	106.31	15.87
Total	3,680.62	2,535.42

37.01 Details of auditors remuneration**(Rs. In Lakhs)**

Particulars	For the Year Ended March 31,2023	For the Year Ended March 31,2022
Payments to the auditor as:		
For Statutory Audit	39.45	21.00
For Tax Audit Fees	12.00	10.00
For Certifications & Quarterly review	18.20	20.65
For Reimbursement of Expenses	-	0.20
Total	69.65	51.85

37.02 Notes related to Corporate Social Responsibility Expenditure (CSR):

(a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Holding Company during the year is Rs. 31.14 Lakhs (Previous Year Rs. Nil). Further in respect of other subsidiaries included in the Group are not required to spent CSR as per Section 135 of the Companies act, 2013

(b) Expenditure related to CSR is Rs. 31.14 Lakhs (Previous Year Rs. Nil)

(c) Details of expenditure towards CSR given below:

	For the Year Ended March 31,2023	For the Year Ended March 31,2022 #
Details of expenditure towards CSR given below:		
(i) Promoting health care including preventive healthcare	15.57	-
(ii) Promoting education	15.57	-
Total	31.14	-

There are no related party transactions included in above CSR expenditure.

As per the legal opinion obtained, Section 135 of the Companies Act, 2013 was not applicable to the holding company for the year ended March 31, 2022, accordingly the Holding Company was not required to spend any amount on CSR activities. Further in respect of other subsidiaries included in the Group are not required to spent CSR as per Section 135 of the Companies Act, 2013

Note 38 : Earnings per share (EPS)**(Rs. In Lakhs)**

Particulars		For the Year Ended March 31,2023	For the Year Ended March 31,2022
Basic Earnings per Share			
Profit Attributable to Equity Shareholders for Basic EPS	(A)	3,088.72	951.91
Weighted Average Number of Equity Shares Outstanding During the year for Basic EPS	(B)	15,431,397	11,717,970
Basic Earnings per Share of Rs.10/- each (In Rs.)	(A)/(B)	20.02	8.12
Diluted Earnings per Share			
Amount available for calculation of diluted EPS (Net of Tax)	(A)	3,793.08	951.91
Weighted average number of equity shares		15,431,397	11,717,970
Add: Potential number of equity shares		668,639	-
No. of shares used for calculation of diluted EPS	(B)	16,100,036	11,717,970
Diluted Earnings per Share of Rs.10/- each (In Rs.)	(A)/(B)	23.56	8.12
Diluted Earnings per Share of Rs.10/- each (In Rs.) *		20.02	8.12

*As the Diluted Earning Per Share is anti-dilutive, Basic Earning per share has been considered as Diluted earning per share.

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Note 39 Group Information**(Rs. In Lakhs)**

Name	Principal Place of Business	% Equity interest	
		March 31, 2023	March 31, 2022
Indian subsidiaries			
1 ADCC Infocom Private Limited	India	100.00%	100.00%
2 Allygrow Technologies Private Limited (ATPL)	India	100.00%	82.69%
Step down Subsidiaries / Joint Venture of ATPL			
(i) Technology Associates Inc	Outside India	100.00%	82.69%
(ii) Allygrow Engineering Services Private Limited	India	100.00%	82.69%
(iii) Allygrow Technologies UK Limited (subsidiary of ATPL) (From July 21, 2022)	Outside India	100.00%	-
(iv) Allygrow Technologies B.V	Outside India	100.00%	82.69%
a) Allygrow Technologies Gmbh (subsidiary of Allygrow Technologies B.V)	Outside India	100.00%	82.69%
b) Allygrow Technologies UK Limited (subsidiary of Allygrow Technologies B.V)	Outside India	-	82.69%
(v) Allygram Systems and Technologies Private Limited (Joint Venture)	India	70.00%	57.88%

39.01 During the previous year, the Holding Company received approval from its shareholders for an acquisition of 100% equity stake in Allygrow Technologies Private Limited (ATPL) and the Company entered into a Share Purchase Agreement ("SPA Agreement") with the ATPL and its existing Shareholders to acquire all the equity shares of ATPL. As per the SPA Agreement, the Company acquired 2,09,049 Equity Shares (i.e. 82.69% equity stake) of ATPL for a consideration of Rs. 5,627.74 Lakhs by issuance of 36,07,530 equity shares of the Company of Rs. 10/- each at an Issue price of Rs. 156/- per equity share on a preferential basis. As a result ATPL along with its subsidiaries and Joint Venture (JV) became the subsidiary / fellow subsidiaries / Joint Venture of the Company w.e.f. February 9, 2022 as detailed above.

39.02 Further as per SPA agreement during the year, the Holding Company acquired the remaining 43,740 equity shares (i.e. 17.31% equity stake) of ATPL at a cash consideration of Rs. 1,179.20 Lakhs.

Note 40 Contingent Liabilities and Commitments**40.01 Contingent Liabilities****(Rs. In Lakhs)**

Particulars	March 31, 2023	March 31, 2022
Claims against the Company not acknowledged as Debts		
A Bank Guarantees	6,359.70	7,578.33
(Bank guarantees are provided under contractual/legal obligation. No cash outflow is expected) (Deposits of Rs. 1020.20 Lakhs (March 31, 2022 of Rs. 940.92 Lakhs) are pledged as margin money against the same)		

40.02 There are no capital commitments as at the end of any of the reported years.

40.03 The Holding Company received one demand notices in previous year from the Income Tax Department, however since there were Tax computation errors by the said department, the Holding Company has filed rectification application under section 154 of the Income Tax Act, 1961, accordingly no contingent liability disclosed for the same.

40.04 On April 28, 2016, a civil suit has been filed on one of the subsidiaries and its key employees by an erstwhile employer of these employees, in relation to breach and violation of their employment contracts, alleging that they have breached confidentiality obligations in order to favour the that subsidiary, and seeking inter alia the following reliefs:

- Ceasing the use of alleged confidential information, trade secrets and know how of the erstwhile employer for that subsidiary's business.
- Damages to be paid to the tune of Rs. 20 Crores.

Based on management evaluation in consultation with legal counsel, the case holds no merit. Hence, no provision was made in respect of this matter in the books as at March 31, 2022.

During the year ended March 31, 2023, that subsidiary has reached a settlement with the plaintiff and by paying Rs 25 lakhs to the plaintiff.

Note 41 Related Party Disclosures

In accordance with the requirements of Ind AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exist and with whom transactions have taken place during reported periods, are as detailed below:

A List of related parties**I Enterprise which is Joint Venture of entities under Common Control**

Allygram Systems and Technologies Private Limited (Joint Venture of Allygrow Technologies Private Limited)

II Key Management Personnel (KMP)

Mr. Sagar Meghe - Non-Executive Chairman \$

Mr. Prashant Kamat - Vice Chairman and Chief Executive Officer (w.e.f. February, 2022)

Mr. Abhay Kimmatkar - Managing director \$

Mr. Rahul Johrapurkar - Joint Managing Director
Mr. Krishnan Rathnam - Chief Financial Officer (Till September 30, 2022) Mr. Rajesh Joshi - Deputy Chief Financial Officer (Till May 30, 2022)
Mr. Sudhir Gupta - Chief Financial Officer (Till May 3, 2023)
Ms. Pooja Karande - Company Secretary

III Relative of KMP

Mr. Sameer Meghe \$
Mrs. Shalinitai Meghe \$
Mrs. Devika Meghe \$
Mrs. Vrinda Meghe
Mrs. Radhika Meghe

IV Enterprises in which Key Managerial Personnel and their Relatives are able to exercise significant influence with whom transactions have taken place during the year:

- (i) Raghav Infradevelopers and Builders Private Limited \$
- (ii) Primus Finance Private Limited
- (iii) SMG Realities Private Limited \$
- (iv) SMG Hospitals Private Limited \$
- (v) Nagar Yuvak Shikshan Sansthan (NYSS)
- (vi) Jawaharlal Nehru Medical College (JNMC) (Till May 1, 2022)
- (vii) Yeshwantrao Chavan College of Engineering
- (viii) Upskill Educom Private limited
- (ix) Datta Meghe Institute of Higher Education and Research (DMIHER) (Till May 1, 2022)

\$ These parties have provided guarantees to the banks for loans and other banking facilities taken by the Group.

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

B. Transaction with related parties

The following transactions occurred with related parties

Nature of Transaction	Enterprise which is Joint Venture of entities under Common Control		Key Management Personnel		Entities in which significant influence is exercised by Key managerial personnel & their relative		Relative of Key management personnel	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	(Rs. In Lakhs)							
Revenue From operations								
(i) Enterprise Geospatial & Engineering Services								
Datta Meghe Institute of Medical Sciences Hostel	-	-	-	9.60	-	-	-	-
Datta Meghe Institute of Medical Sciences	-	-	5.80	-	5.80	-	-	-
Yeshwantrao Chavan College of Engineering	-	-	1.20	2.92	1.20	2.92	-	-
(ii) Sales of Software Products / Other Product								
Datta Meghe Institute of Medical Sciences	-	-	-	0.96	-	-	-	-
Nagar Yuvak Shikshan Sanstha	-	-	-	2.61	-	-	-	-
Shri Vidyarthi Sudhar Sangh	-	-	-	1.19	-	-	-	-
Datta Meghe Institute of Medical Sciences	-	-	-	1.42	-	-	-	-
Allygram Systems and Technologies Private Limited	253.35	-	-	-	-	-	-	-
(iii) Sales of Power								
Jawaharlal Nehru Medical College	-	-	-	86.55	90.16	86.55	-	-
Nagar Yuvak Shikshan Sanstha	-	-	-	9.74	8.21	9.74	-	-
(iv) Sales of Solar Plant								
Upskill Educom Private Limited	-	-	-	-	39.77	-	-	-
Interest expenses on loans taken								
Primus Finance Private Limited	-	-	-	83.20	4.69	83.20	-	-
Allygram Systems and Technologies Private Limited	51.47	-	-	-	-	-	-	-
Rent paid								
Ms Radhika Meghe	-	-	-	-	-	-	31.86	31.94
SMG Realities Private Limited	-	-	-	7.20	-	-	-	-

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

C. Balances as at the year end

Nature of Transaction	Enterprise which is Joint Venture of entities under Common Control		Key Management Personnel		Entities in which significant influence is exercised by Key managerial personnel & their relative		Relative of Key management personnel	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Managerial Remuneration payable								
Mr-Sagar Meghe	-	43.92	-	-	-	-	-	-
Sitting Fees payable								
Mr-Sagar Meghe	-	1.80	-	-	-	-	-	-
Trade Receivables								
Yeshwantrao Chavan College of Engineering	-	-	1.42	0.06	-	-	-	-
Nagar Yuvak Shikshan Sanstha	-	-	-	2.92	-	-	-	-
Jawaharlal Nehru Medical College	-	-	3.11	3.01	-	-	-	-
Datta Meghe Institute of Medical Sciences	-	-	0.24	10.37	-	-	-	-
Shri Vidyarthi Sudhar Sangh	-	-	-	0.21	-	-	-	-
Other Financial Asset								
Upskill Educom Private Limited	-	-	39.77	-	-	-	-	-
Trade Payable								
Radhika Meghe	-	-	-	-	-	-	-	5.74
Inter Corporate Loan Taken								
Allygram Systems and Technologies Private Limited	1,000.00	-	-	-	-	-	-	-
Security deposit Given								
SMG Realities Private Limited	-	-	0.70	0.70	-	-	-	-
Radhika Meghe	-	-	-	-	-	-	5.00	5.00

D. Key managerial personnel compensation :

The remuneration of key managerial personnel during the year was as follows:

Particulars	March 31, 2023	March 31, 2022
Short-term employment benefit	604.41	441.53
Post-employment benefit	0.05	0.05
Share Based Payment	811.85	-
Total Compensation	1,416.31	441.58

All the transactions with related parties were made in normal commercial terms and conditions and at market rate.
All outstanding balance are unsecured.

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Note 42: Fair Value**42.01 Financial Instruments by category:**

Set out below is a comparison by class of the carrying amounts and fair value of the Group's financial assets and liabilities that are recognised in the Consolidated Financial Statements.

a) Financial Assets / Financial Liabilities measured at fair value:**(Rs. In Lakhs)**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets designated at fair value through profit or loss:-				
- Investments		7.61		7.61

b) Financial Assets designated at amortised cost:-**(Rs. In Lakhs)**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets designated at amortised cost:-				
Trade receivables (Billed)	9,487.63	9,487.63	8,704.70	8,704.70
Trade receivables (Unbilled)	6,669.13	6,669.13	9,653.82	9,653.82
Loans	1.75	1.75	0.24	0.24
Other financial assets	592.78	592.78	755.09	755.09
Cash and cash equivalents	3,243.07	3,243.07	1,400.39	1,400.39
Bank balances other than cash and cash equivalents	1,061.32	1,061.32	1,269.53	1,269.53
	<u>21,055.68</u>	<u>21,055.68</u>	<u>21,783.77</u>	<u>21,783.77</u>

c) Financial Liabilities designated at amortised cost:-**(Rs. In Lakhs)**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Liabilities designated at amortised cost:-				
Borrowings	5,468.13	5,468.13	6,039.03	6,039.03
Lease Liabilities	219.08	219.08	243.70	243.70
Trade payables	3,321.97	3,321.97	4,634.66	4,634.66
Other financial liabilities	718.63	718.63	663.18	663.18
	<u>9,727.81</u>	<u>9,727.81</u>	<u>11,580.57</u>	<u>11,580.57</u>

42.02 Fair Valuation techniques used to determine fair value

The following methods and assumptions were used to estimate the fair values:

Fair value of cash and cash equivalents, other bank balances, trade receivables (billed & unbilled), trade payables, current loans, current borrowings, deposits and other current financial assets and liabilities are approximate at their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of non-current borrowings and Margin money are approximate at their carrying amount due to interest bearing features of these instruments.

42.03 Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:-
Level 1- Quoted prices / published Net Assets Value (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the Balance Sheet date and financial instruments like mutual funds for which Net Assets Value is published by mutual fund operators at the Balance Sheet date.

Level 2- Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.

Level 3- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table provides hierarchy of the fair value measurement of Group's asset and liabilities, grouped into Level 1 (Quoted prices in active markets), Level 2 (Significant observable inputs) and Level 3 (Significant unobservable inputs) as described below:

(Rs. In Lakhs)

Particulars	As at March 31, 2023		
	Level 1	Level 2	Level 3*
Financial Assets designated at fair value through profit or loss:-			
- Investments	-	-	7.61

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Particulars	(Rs. In Lakhs)		
	As at March 31, 2022		
	Level 1	Level 2	Level 3*
Financial Assets designated at fair value through profit or loss:-			
- Investments	-	-	7.61

* Since the investments under level 3 category are not material, so other disclosure for the same is not given.

Note 43 Financial risk management

The Group's activities expose it to market risk, credit risk and liquidity risk. The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial risk management policy is set by the Committee of Board of Directors.

A Market Risk

Market Risk is the risk that the future value of a financial instrument will fluctuate due to moves in the market factors. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments.

The Group manages market risk through a treasury department headed by the CFO, which evaluates and exercises independent control over the entire process of market risk management and the processes of risk management is also approved by Senior Management and the Audit Committee.

The most common types of market risks include

- interest rate risk,
- foreign currency risk and
- equity price risk.

(i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group having non current borrowing in the form of Term Loan . Also, the Group is having current borrowings in the form of working capital facility and Inter Corporate Loans. There is a fixed rate of interest in case of Inter corporate deposit and Vehicle Loan hence, there is no interest rate risk associated with these borrowings. The Group is exposed to interest rate risk associated with Term Loan and working capital facility due to floating rate of interest.

The table below illustrates the impact of a 0.5% increase in interest rates on interest on financial liabilities assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Interest rate risk exposure:

The exposure of Group's borrowing to interest rate changes at the end of reporting period are as follows:

Particulars	(Rs. In Lakhs)	
	March 31, 2023	March 31, 2022
Variable rate borrowings-Non current	35.02	86.87
Variable rate borrowings-Current	4,317.88	5,874.90

Sensitivity:

Profit or loss is sensitive to higher/lower interest rate expenses from borrowings as result of change in interest rates

Particulars	(Rs. In Lakhs)	
	March 31, 2023	March 31, 2022
Interest rate increased by 50 basis points*	(21.76)	(29.81)
Interest rate decreased by 50 basis points*	21.76	29.81

* Holding all other variables constant

(ii) Foreign Currency Risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The Group transacts business primarily in USD and EURO. The Group has foreign currency Trade Receivables and is therefore, exposed to foreign currency exchange risk. The Group regularly reviews and evaluates exchange rate exposure arising from foreign currency transactions.

The following table demonstrates the sensitivity in the USD and EURO to the Indian Rupee with all other variables held constant. The impact on the Group's profit before tax (PBT) due to changes in the fair values of monetary assets and liabilities is given below:

Unhedged Foreign Currency exposure as at March 31, 2023	Currency	Amount in FC	Rs in Lakhs
Trade Receivable	USD	154,209	126.80
Trade Receivable	EURO	68,871	61.70
Trade Receivable	GBP	2,875	2.93

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Unhedged Foreign Currency exposure as at March 31, 2022	Currency	Amount in FC	Rs in Lakhs
Trade Receivable	USD	132,727	100.61
Trade Receivable	EURO	41,389	35.04

Foreign Currency Sensitivity

2% increase or decrease in foreign exchange rates will have the following impact on Profit Before Tax (PBT):-

(Rs. In Lakhs)

Particulars	2022-23		2021-22	
	2% increase	2% decrease	2% increase	2% decrease
USD	2.54	(2.54)	2.01	(2.01)
EURO	1.23	(1.23)	0.70	(0.70)
GBP	0.06	(0.06)	-	-
Increase / (Decrease) in Profit Before Tax	3.83	(3.83)	2.71	(2.71)

(iii) Equity price risk

The Group's investments in unquoted equity shares are subject to market price risk arising from uncertainties about future values of the invested securities. The Group's investments in unquoted equity shares other than Joint Venture is very limited and the same is reviewed and approved by senior management on a regular basis.

B Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligation as agreed. To manage this, the Group periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are periodically reviewed on the basis of such information.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made in respect of written off are recognised as income in the statement of profit and loss.

Cash and cash equivalents and deposits: Balances and deposits with banks are subject to low credit risks due to good credit.

Trade and other receivables:

The Group measures the expected credit loss of trade receivables, retention with customers and other financial assets which are subject to credit risk, based on historical trend, industry practices and the business environment in which the entity operates and adjusted for forward looking information. Loss rates are based on actual credit loss experience and past trends.

The Group has used practical expedient by computing the expected credit loss allowance for trade receivables based on provision matrix. The provision matrix taken into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on ageing of the days the receivables are due.

The following table summarizes the Gross carrying amount of the financial assets and provision made.

(Rs. In Lakhs)

Particulars	March 31, 2023		March 31, 2022	
	Gross Carrying Amount	Loss Allowance	Gross Carrying Amount	Loss Allowance
Trade Receivables (Billed)	10,999.90	(1,512.27)	10,153.73	(1,449.03)
Trade Receivables (Unbilled)	6,825.37	(156.24)	9,808.29	(154.47)
Security Deposits	315.48	(60.78)	304.60	(51.87)

The following table summarizes the changes in the Provisions made for the receivables:

(Rs. In Lakhs)

Particulars	March 31, 2023	March 31, 2022
Opening balance	(1,655.38)	(1,237.25)
Provided during the year (net of write off)	(73.93)	(418.13)
Closing balance	(1,729.31)	(1,655.38)

No significant changes in estimation techniques or assumptions were made during the reporting year.

C Liquidity risk

Liquidity Risk refers to insufficiency of funds to meet financial obligations. Liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Group's liquidity position comprising the undrawn borrowing facilities and cash and cash equivalents on the basis of expected cash flows.

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Maturity profile of financial liabilities:**(Rs. In Lakhs)**

Particulars	On Demand	0 to 1 year	More than 1 years	TOTAL
March 31, 2023				
Maturity of Financial Liabilities				
Borrowings	4,317.88	1,060.69	89.56	5,468.13
Trade payables	-	3,321.97	-	3,321.97
Other financial liabilities	-	718.63	-	718.63
Lease Liabilities	-	83.38	135.70	219.08
March 31, 2022				
Maturity of Financial Liabilities				
Borrowings	5,874.90	124.27	39.86	6,039.03
Trade payables	-	4,634.66	-	4,634.66
Other financial liabilities	-	663.18	-	663.18
Lease Liabilities	-	100.47	143.23	243.70

Note 44: Capital Management

The primary objective of capital management is to safeguard their ability to continue as going concern, so they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Group considers the amount of capital in proportion to risk and manages the capital structure in light of changes in economic conditions and risk management of the underlying assets.

The Group monitors the capital structure on the basis of total debt and equity ratio and maturity profile of overall debt portfolio of the Group.

Net Debt (total borrowing net of cash and cash equivalents and bank balance other than cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet)

(Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Net Debt	1,163.74	3,369.11
Total Equity	19,830.21	16,286.21
Capital and net debt	20,993.95	19,655.32
Debt equity ratio	0.06	0.21
Gearing Ratio	5.54%	17.14%

Calculation of net debt is as follows:**(Rs. In Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings	89.56	39.86
Non Current	5,378.57	5,999.17
Current	5,468.13	6,039.03
Cash and cash equivalents	3,243.07	1,400.39
Bank balances other than cash and cash equivalents	1,061.32	1,269.53
	4,304.39	2,669.92
Net Debt	1,163.74	3,369.11

Dividends**(Rs. In Lakhs)**

Particulars	Financial Year 2022-23	Financial Year 2021-22
(i) Equity shares		
Final dividend paid during the year ended March 31, 2023 of INR 2.25 (March 31, 2022 of INR 2.25) per fully paid share	347.21	250.13

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Note 45: Provisions

Disclosures as required by Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets:-

Movement in provisions:-

Nature of provision	(Rs. In Lakhs)	
	Provision for Expected Credit Loss	Total
As at April 01, 2021	<u>1,237.25</u>	<u>1,237.25</u>
Provision during the year	418.13	418.13
As at 31st March, 2022	<u>1,655.38</u>	<u>1,655.38</u>
Provision during the year	73.93	73.93
As at 31st March, 2023	<u>1,729.31</u>	<u>1,729.31</u>

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Note 46 : Disclosures mandated by Schedule III by way of additional information - March 31, 2023

Name of the entity	Net Assets (total assets minus total liabilities) as at March 31, 2023		Share in Profit or (loss) for the year ended March 31, 2023		Share in Other Comprehensive Income for the year ended March 31, 2023		Share in Total Comprehensive Income for the year ended March 31, 2023	
	As a % of Consolidated net assets	Amount (Rs. Lakhs)	As a % of Consolidated profit or loss	Amount (Rs. Lakhs)	As a % of Consolidated Other Comprehensive Income	Amount (Rs. Lakhs)	As a % of Consolidated Total Comprehensive Income	Amount (Rs. Lakhs)
Parent Ceinsys Tech Limited	87.03%	17,258.01	20.59%	636.01	0.75%	1.45	19.43%	637.46
Subsidiaries								
Indian ADCC Infocom Private Limited	0.63%	124.00	-1.19%	(36.90)	0.00%	-	-1.12%	(36.90)
Allygrow Technologies Private Limited (ATPL)	24.32%	4,822.98	74.94%	2,314.70	1.06%	2.04	70.61%	2,316.74
Step Down Subsidiaries								
Indian Allygrow Engineering Services Private Limited	1.01%	200.81	-0.13%	(4.14)	0.00%	-	-0.13%	(4.14)
Foreign Technology Associates Inc	16.41%	3,253.98	40.40%	1,247.73	95.00%	182.56	43.59%	1,430.29
Allygrow Technologies UK Limited	-0.19%	(37.63)	-0.39%	(11.95)	-0.78%	(1.50)	-0.41%	(13.45)
Allygrow Technologies B.V	12.86%	2,550.81	-0.34%	(10.64)	0.95%	1.82	-0.27%	(8.82)
Allygrow Technologies GmbH	-0.13%	(25.05)	-0.81%	(25.11)	-1.68%	(3.23)	-0.86%	(28.34)
Joint Venture Allygram Systems and Technologies Private Limited	0.00%	-	25.04%	773.26	4.27%	8.20	23.82%	781.46
Adjustments on consolidation	-41.94%	(8,317.70)	-58.09%	(1,794.24)	0.43%	0.83	-54.66%	(1,793.41)
Total	100.00%	19,830.21	100.00%	3,088.72	100.00%	192.17	100.00%	3,280.89

CEINSYS TECH LIMITED

Notes forming part to the Consolidated Financial Statements for the year ended March 31, 2023

Disclosures mandated by Schedule III by way of additional information - March 31, 2022

Name of the entity	(Rs. In Lakhs)							
	Net Assets (total assets minus total liabilities) as at March 31, 2022		Share in Profit or (loss) for the year ended March 31, 2022		Share in Other Comprehensive Income for the year ended March 31, 2022		Share in Total Comprehensive Income for the year ended March 31, 2022	
	As a % of Consolidated net assets	Amount (Rs. Lakhs)	As a % of Consolidated profit or loss	Amount (Rs. Lakhs)	As a % of Consolidated Other Comprehensive Income	Amount (Rs. Lakhs)	As a % of Consolidated Total Comprehensive Income	Amount (Rs. Lakhs)
Parent								
Ceinsys Tech Limited	98.08%	15,974.03	83.42%	767.00	89.30%	(24.09)	83.24%	742.91
Subsidiaries								
Indian								
ADCC Infocom Private Limited	0.99%	160.90	-0.29%	(2.71)	-	-	-0.30%	(2.71)
Allygrow Technologies Private Limited (ATPL) (Consolidated Financial Statements post Acquisition)	28.15%	4,585.17	20.41%	187.62	12.94%	(3.49)	20.63%	184.13
Non Controlling Interest	-4.89%	(795.74)	-3.53%	(32.45)	-2.24%	0.60	-3.57%	(31.85)
Adjustments on consolidation	-22.34%	(3,638.15)	0.00%	-	0.00%	-	0.00%	-
Total	100.00%	16,286.22	100.00%	919.46	100.00%	(26.98)	100.00%	892.48

CEINSYS TECH LIMITED

Notes forming part to Consolidated Financial Statements for the year ended March 31, 2023

Note 47 : Segment Information

Particulars	(Rs. In Lakhs)											
	Enterprise Geospatial & Engineering Services *		Software Products *		Power Generation #		Unallocable		Total			
	March 2023	March 2022	March 2023	March 2022	March 2023	March 2022	March 2023	March 2022	March 2023	March 2022		
Revenue from operations	17,911.70	17,439.49	3,837.14	2,625.53	200.97	223.62	-	-	21,949.81	20,288.64		
Segment Results												
Add: Unallocable Income	-	2,553.54	567.92	121.17	87.12	71.24	-	-	4,590.99	2,745.95		
Less: Finance Cost	-	-	-	-	-	-	239.89	167.68	239.89	167.68		
Less: Other unallocable expenditure	-	-	-	-	-	-	844.40	922.95	844.40	922.95		
Profit before tax	-	-	-	-	-	-	1,868.91	829.00	1,868.90	829.00		
Share of net profit of joint venture accounted for using the equity method									2,117.58	1,161.68		
Income Tax/deferred tax									773.26	186.08		
Profit for the year									197.88	(395.85)		
									3,088.72	951.91		

* Segment results represent Earnings before Interest, Tax and Depreciation and Amortisation.

Segment results represents Earnings before Interest and Tax.

Particulars	(Rs. In Lakhs)											
	Enterprise Geospatial & Engineering Services		Software Products		Power Generation		Unallocable		Total			
	March 2023	March 2022	March 2023	March 2022	March 2023	March 2022	March 2023	March 2022	March 2023	March 2022		
Segment Assets	20,304.29	17,921.34	887.50	831.76	808.70	930.95	9,288.41	10,189.24	31,288.90	29,873.29		
Total Assets									31,288.90	29,873.29		
Segment Liabilities	3,862.39	4,730.13	993.26	472.74	11.02	-	6,592.02	7,588.47	11,458.69	12,791.34		
Total Liabilities									11,458.69	12,791.34		
Other Information												
Capital Expenditure	-	-	-	-	-	-	269.94	225.82	269.94	225.82		
Depreciation and amortisation expenses	181.71	30.68	-	-	69.10	71.28	198.95	200.57	449.76	302.53		
Non-Cash Expenditure	279.52	56.47	-	-	-	-	73.93	418.13	353.45	474.60		

CEINSYS TECH LIMITED

Notes forming part to Consolidated Financial Statements for the year ended March 31, 2023

Geographic Informations

Particulars	Within India		Outside India		Total	
	Mar-2023	Mar-2022	Mar-2023	Mar-2022	Mar-2023	Mar-2022
Revenue from operations	16,994.97	19,567.99	4,954.84	720.65	21,949.81	20,288.64

47.01: Non current Assets by location of Assets.

The following is details of the carrying amount of non-current assets, which do not include deferred tax assets, income tax assets, financial assets and Goodwill, by the geographical area in which the assets are located:

Non- Current Assets	(Rs. In Lakhs)	
	March 31, 2023	March 31, 2022
Domestic	2,084.51	2,521.17
Overseas	137.91	151.34
TOTAL	2,222.42	2,672.51

Information about major customers

Revenue from operations include Rs. Nil, (March 31, 2022 : 4,004.26 Lakhs) from Nil customer (March 31, 2022: One customer) having more than 10% of the total revenue.

Note 48 : Interest in Joint Venture

Name of Entity	Place of Business	% of Ownership interest		Relationship	Accounting Method	Carrying Amount	
		March 31, 2023	March 31, 2022			March 31, 2023	March 31, 2022
Allygram Systems and Technologies Private Limited	India	70%	57.88%	Joint Venture	Equity Method	2,637.23	1,855.76

* Unlisted entity – no quoted price available.

Summarised financial information for Joint venture

Summarised balance sheet	(Rs. In Lakhs)	
	March 31,2023	March 31, 2022
Current assets		
Cash and cash equivalents	275.94	302.52
Other assets	3,059.46	1,820.63
Total current assets	3,335.40	2,123.15
Total non-current assets	758.40	953.41
Current liabilities		
Financial liabilities	163.23	194.91
Other liabilities	132.22	164.44
Total current liabilities	295.45	359.35
Non-current liabilities		
Financial liabilities	-	40.57
Other liabilities	65.06	59.73
Total non-current liabilities	65.06	100.30
Net assets	3,733.29	2,616.91
Company's Interest	2,637.23	1,855.76

CEINSYS TECH LIMITED

Notes forming part to Consolidated Financial Statements for the year ended March 31, 2023

(Rs. In Lakhs)

Summarised statement of profit and loss	Allygram Systems and Technologies Private Limited	
	March 31, 2023	March 31, 2022
Total Income	3,341.47	574.62
Total Expenses	2,225.43	318.39
Profit before tax	1,116.04	256.24
Less: Income tax	11.38	(9.59)
Profit after tax	1,104.66	265.83
Company 's interest	773.26	186.08

Share of profits from Joint venture

(Rs. In Lakhs)

Share of profits from Joint venture	Allygram Systems and Technologies Private Limited	
	March 31, 2023	March 31, 2022
Owners of the company	773.26	153.89
Non-controlling interests	-	32.19

Share of other comprehensive income from Joint venture

(Rs. In Lakhs)

Share of other comprehensive income from Joint venture	Allygram Systems and Technologies Private Limited	
	March 31, 2023	March 31, 2022
Owners of the company	8.20	1.91
Non-controlling interests	-	0.40

Note 49: Other Statutory Information

- There are no balances outstanding on account of any transaction with companies strike off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- The Group does not have any such transaction which is not recorded in the books of account surrendered or disclosed as income during the year in the tax assessments under the Income-tax act, 1961.
- No proceeding has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- The Group is not declared wilful defaulter by any bank or financial institution or other lender.
- The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall: (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Group has not received any fund from any person(s) or entity(s), including entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- The Group has not traded or invested in crypto currency or virtual currency during the financial year.

Note 50: Previous Year's figures have been regrouped / rearranged wherever necessary to make them comparable with those of current year.**As per our report of even date****FOR CHATURVEDI & SHAH LLP**

Chartered Accountants

Firm Registration Number : 101720W / W100355

Anuj Bhatia

(Partner)

Membership Number : 122179

Date : May 25, 2023

For and on behalf of Board of Directors**Prashant Kamat**

(Whole Time Director, Vice Chairman and CEO)

(Din No.07212749)

Abhay Kimmatkar

(Managing Director)

(Din No.01984134)

Rahul Johrapurkar

(Jt. Managing Director)

(Din No.08768899)

Amita Saxena

(Chief Financial

Officer)

CS Pooja Karande

(Company Secretary)

(Membership No. A54401)

Connect us :

Registered Office:

Ceinsys Tech Ltd, 10/5, IT Park,
Nagpur - 440022. Maharashtra, India
EPBX: +91 712 2249033/358/930 | Fax: +91 712 2249605

Corporate Office:

Ceinsys Tech Ltd, 1601, Lodha Supremus, Senapati Bapat Marg,
Lower Parel West, Mumbai - 400013, Maharashtra, India
EPBX: +91 22 49472200

Branch Offices :

Lucknow



Facebook



Google+



Linkedin



Twitter



Youtube



CEINSYS TECH LIMITED

Reg. Office: 10/5, I.T. Park, Nagpur-440022

Corporate Identification Number (CIN): L72300MH1998PLC114790 **Tel No.** 91 712
6782800

Web: www.ceinsys.com, **email:** cs@ceinsys.com

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CEINSYS TECH LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 16, 2023 11:30 A.M (IST) THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM'), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item No. 1 - Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 - Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Auditors thereon.

Item No. 3 - Declaration of Dividend

To declare Final Dividend of Rs. 2.00/- (Two Rupees Only) per Equity share of Rs. 10/- each for the Financial Year ended March 31, 2023.

Item No. 4 - Re-Appointment of Director

To appoint a Director in place of Dr. Abhay Kimmatkar (DIN: 01984134), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 5 - Re-Appointment of Statutory Auditor

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

"RESOLVED THAT pursuant to provisions of Section 139 and 142 of Companies Act,2013 read with Rule 3 of the Companies (Audit and Auditors) Rules,2014 and other applicable provisions of the Companies Act,2013 read with rules made thereunder and pursuant to the recommendation of the Audit Committee, M/s Chaturvedi & Shah LLP, Chartered Accountants, (Reg No. 101720W/ W100355) be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of five years, to hold office from conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General

Meeting at such remuneration as may be mutually decided between M/s Chaturvedi & Shah LLP, Chartered Accountants and Board of Directors of the Company”

SPECIAL BUSINESS

Item No. 6 – Revision in remuneration of Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO

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

“**RESOLVED THAT** in furtherance of the resolution passed the members on May 16, 2022 by way of Postal Ballot and based on the recommendations of the Nomination and Remuneration Committee and Audit Committee and pursuant to the provisions of Article of Association of the Company, Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, subject to approval of Central Government, if any, the consent of the members be and is hereby accorded for revision in the remuneration as mentioned below of Mr. Prashant Kamat (DIN- 07212749), Whole Time Director, Vice Chairman and CEO of the Company, with effect from June 1, 2023:

Fixed Pay: Rs. 3,32,64,000/- per annum (Rupees Three Crore Thirty-Two Lakhs Sixty-Four Thousand Only). The Salary will accrue on a day-to-day basis and will be payable by equal monthly instalments in arrears by credit transfer, normally on the first working day of each calendar month, for previous month; and the annual salary may be increased by the Board every financial year based on the performance of Mr. Prashant Kamat & performance of the Company. Increase in any particular year does not create an obligation on the Board to increase in the subsequent year.

Variable Pay: Mr. Prashant Kamat shall be eligible for variable pay of Rs. 1,42,56,000/- (Rupees One Crore Forty Two Lakhs and Fifty Six Thousand Only) which shall be subject to approval of Board based on his performance/key performance indicators (KPIs) as may be decided by Board in consultation with Nomination and Remuneration Committee from time to time.

Total Pay: Rs. 4,75,20,000/- (Rupees Four Crore Seventy-Five Lakhs and Twenty Thousand Only).

Employee Stock Option Plan (“ESOP”):

Mr. Prashant Kamat will also be eligible for Stock Options of the Company, in addition to Variable pay as mentioned above subject to Employee Stock Options Scheme duly drafted by the Nomination and Remuneration Committee and recommended by Board of Directors of the Company for approval of Shareholders of the Company in their duly conveyed meeting.

Company Perks:

1. The Company shall, during the employment of Mr. Prashant Kamat, provide him with a laptop, i-pad & mobile phone.
2. Mr. Prashant Kamat will ensure that the provisions and conditions of any computer use policy or the manufacturer's instructions regarding its use are observed at all times.
3. The Company shall pay the monthly bills for usage of all of the above devices.
4. The Company shall provide him with 2 (two) credit cards, with a credit limit as mutually agreed between Mr. Prashant Kamat and the Board. All amounts paid towards expenses incurred for or during performance of his duties shall be paid by the Company.
5. He shall also be entitled to Company car for use while in the employment of the Company. The car shall be used by him until February 16, 2025 and he will have an option to buy the vehicles at nominal value of ₹5,000/- at the end of the tenure. Perquisite Tax for this transaction will be borne by the company. Insurance, fuel expenses, driver expenses and maintenance for the car shall be borne by the Company, without any limit on amount of the expenses. An amount, as permissible under applicable law shall be added to his salary as a perquisite. This shall be over and above the salary and variable pay mentioned above.

Insurance:

The Company shall obtain medical insurance cover to the tune of ₹25,00,000 (INR Twenty-five lacs) for Mr. Prashant Kamat and his family, including his wife, children, parents and parents-in-law. This shall also include hospitalization expenses.

Gratuity : Rs.1,83,012/--(Rupees One Lakh Eighty Three Thousand and Twelve Only)

Employer Contribution to PF: Rs. 4,56,576/- (Rupees Four Lakhs Fifty Six Thousand Five Hundred and Seventy Six)

“RESOLVED FURTHER THAT if in any financial year during the currency of tenure of Mr. Prashant Kamat in the Company, the Company has no profit or its profit is inadequate, the remuneration as mentioned in the above resolution shall continue to be paid to Mr. Prashant Kamat in accordance with the provisions of section 197 and 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) by passing special resolutions at a duly conveyed general meeting of Shareholders, wherever required.”

“RESOLVED FURTHER THAT except for revision in remuneration of Mr. Prashant Kamat as mentioned above all other terms and conditions of his appointment remains same.”

“RESOLVED FURTHER THAT all Executive Directors and Company Secretary of the Company be and are hereby authorized individually to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

Item No. 7 – Revision in remuneration of Dr. Abhay Kimmatkar, Managing Director

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee and pursuant to the Articles of Association of the Company and subject to the approval of the Central Government and any other approvals as may be necessary, approval of the members of the Company be and is hereby accorded for revision in the remuneration as mentioned below of Dr. Abhay Kimmatkar (DIN: 01984134), Managing Director of the Company, with effect from June 1, 2023:

Fixed Pay: Rs. 1,01,44,464 per annum (Rupees One Crore One Lakh Forty Four Thousand Four Hundred and Sixty Four Only).

Variable Pay: Dr. Abhay Kimmatkar shall be eligible for variable pay of Rs. 19,07,159/- (Rupees Nineteen Lakhs Seven Thousand One Hundred and Fifty Nine Only) which shall be subject to approval of Board based on his performance/key performance indicators (KPIs) as may be decided by Board in consultation with Nomination and Remuneration Committee from time to time.

Total Pay: Rs. 1,20,51,623/- (Rupees One Crore Twenty Lakhs Fifty One Thousand Six Hundred and Twenty Three Only).

Gratuity: Rs. 2,06,880/- (Rupees Two Lakhs Six Thousand Eight Hundred and Eighty Only)

Employer Contribution to : Rs. 21,600/- (Rupees Twenty One Thousand Six Hundred Only).

“The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re- enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.”

“RESOLVED FURTHER THAT if in any financial year during the currency of tenure of Dr. Abhay Kimmatkar in the Company, the Company has no profit or its profit is inadequate, the Salary as mentioned in the above resolution shall continue to be paid to Dr. Abhay

Kimmatkar in accordance with the provisions of section 197 and 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) by passing special resolutions at a duly conveyed general meeting of Shareholders, wherever required.”

“**RESOLVED FURTHER THAT** except for revision in remuneration of Dr. Abhay Kimmatkar as mentioned above all other terms and conditions of his appointment remains same.”

“**RESOLVED FURTHER THAT** all Executive Directors and Company Secretary of the Company be and are hereby authorized individually to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

Item No. 8 - Revision in remuneration of Mr. Rahul Joharapurkar, Joint Managing Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee and pursuant to the Articles of Association of the Company and subject to the approval of the Central Government and any other approvals as may be necessary, approval of the members of the Company be and is hereby accorded for for revision in the remuneration as mentioned below of Mr. Rahul Joharapurkar (DIN- 08768899), Joint Managing Director of the Company, with effect from June 1, 2023:

Fixed Pay: Rs. 68,98,660/- per annum (Rupees Sixty Eight Lakhs Ninety Eight Thousand Six Hundred and and Sixty Only).

Variable Pay: Mr. Rahul Joharapurkar shall be eligible for variable pay of Rs. 12,96,948/- (Rupees Twelve Lakhs Ninety Six Thousand Nine Hundred and Forty-Eight Only) which shall be subject to approval of Board based on his performance/key performance indicators (KPIs) as may be decided by Board in consultation with Nomination and Remuneration Committee from time to time.

Total Pay: Rs. 81,95,608/- (Rupees Eighty One Lakhs Ninety Five Thousand Six Hundred and Eight Only).

Gratuity : Rs. 1,40,544/- (Rupees One Lakh Forty Thousand Five Hundred and Forty Four Only).

Employer Contribution to PF: Rs. 21,600/- (Rupees Twenty One Thousand Six Hundred Only).

“The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re- enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.”

“**RESOLVED FURTHER THAT** if in any financial year during the currency of tenure of Mr. Rahul Joharapurkar in the Company, the Company has no profit or its profit is inadequate, the Salary as mentioned in the above resolution shall continue to be paid to Mr. Rahul Joharapurkar in accordance with the provisions of section 197 and 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) by passing special resolutions at a duly conveyed general meeting of Shareholders, wherever required.”

“**RESOLVED FURTHER THAT** except for revision in remuneration of Mr. Rahul Joharapurkar as mentioned above all other terms and conditions of his appointment remains same.”

“**RESOLVED FURTHER THAT** all Executive Directors and Company Secretary of the Company be and are hereby authorized individually to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

Date: August 11, 2023

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

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

**Sd/-
Pooja Karande
(Company Secretary and
Compliance Officer)**

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out material facts concerning the business under Item Nos. 5 of the accompanying Notice, is annexed hereto and forms part of this Notice. The Board of Directors of the Company at its meeting held on August 11, 2023 considered that the special business under Item nos. 6, 7 and 8 being considered unavoidable, be transacted at the 25th Annual General Meeting of the Company (‘AGM’)
2. Pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No.21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No.10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening the 25th Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). In compliance with the provisions of the Companies Act, 2013 (‘Act’), the Listing Regulations and MCA Circulars, the 25th Annual General Meeting (‘AGM’) of the Company is being held through VC/OAVM on Saturday, September 16, 2023 at 11:30 AM(IST). The deemed venue for the AGM will be the Registered Office of the Company i.e. 10/5, I.T. Park, Nagpur-440022, Maharashtra, India.
3. In terms of the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 25th AGM. However, in pursuance of Section 112 and Section 113 of the Act, authorized representatives of the members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 25th AGM through VC/OAVM facility and e-Voting during the 25th AGM and since the AGM is being held through VC/ OAVM facility, the Proxy form, Route Map is not annexed in this Notice.
4. The Members can join the 25th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the 25th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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 MCA 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 appointed National Securities Depository Limited (NSDL) 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 25th AGM will be provided by NSDL.
7. In line with the MCA Circulars, the Notice calling the 25thAGM has been uploaded on the website of the Company at www.ceinsys.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the 25th AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. 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 Sunday, September 10, 2023 to Saturday, September 16, 2023, (both days inclusive), for the purpose of AGM.
9. Shareholders may note that the Board of Directors at their meeting held on August 11, 2023 has recommended a final dividend of Rs. 2.00 per equity share. The record date for the purposes of final dividend for fiscal 2023 will be Saturday, September 9, 2023.
10. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the members who have not updated their bank account details, at the earliest. In order to receive dividend/s in a timely manner, Members are requested to register / update their complete bank details: a) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and b) with Bigshare Services Private Limited (Registrar and Share Transfer Agent), if shares are held in physical mode (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf.
11. Members may note that pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. To enable compliance with TDS requirements, Members are requested to complete and/or update their Residential status, PAN and Category with their Depository Participants ('DPs') or in case shares are held in physical form with the Company / RTA by sending documents through e-mail.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/ 15H, to avail the benefit of non-



deduction of tax at source by email tds@bigshareonline.com by 11:59 PM (IST) on Saturday, September 9, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to tds@bigshareonline.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 PM (IST) on Saturday, September 9, 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).

Members are requested to send their claims to the Company and the Company's Registrar and Share Transfer Agent (R & T Agent), i.e., Bigshare Services 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. Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay to the R & T Agent. Due dates for transfer of unclaimed dividend to the IEPF are as follows:

Dividend for the financial year	Year in Which Dividend Will Become Part Of IEPF
2021-22	2029
2020-21	2028
2018-19	2026
2015-16	2023

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

The remote e-voting period begins on Wednesday, September 13, 2023 at 9:00 AM (IST) and ends on Friday, September 15, 2023 at 5:00 PM (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, September 9, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 9, 2023.

The Board of Directors at its meeting held on August 11, 2023 has appointed Mr. Sushil Kawadkar, Practicing Company Secretary (Membership No.5725) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holdings shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

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

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<ol style="list-style-type: none"> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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

	<p>access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</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. 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sushilkawadkar@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Mr. Anubhav Saxena) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-

- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@ceinsys.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@ceinsys.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@ceinsys.com at least 4 days in advance before the start of the 25th AGM. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the 25th AGM, depending upon the availability of time.
6. Members can submit questions in advance concerning the resolutions to be considered at the AGM, from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to cs@ceinsys.com, to be received at least 4 days in advance before the start of the 25th AGM.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@ceinsys.com). The same will be replied by the company suitably.

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.ceinsys.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Bank are listed.

GENERAL

1. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the Item Nos. 5 to 8 of the Notice dated August 11, 2023 is annexed hereto.
2. All correspondence regarding shares of the Company should be addressed to the Company's Registrar and Transfer Agent, Bigshare Services Private Limited, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India."

3. Members may avail of the facility for making nominations in respect of the shares held by them. All rights of transfer and/or to amounts payable in respect of the shares shall vest in the nominee in the event of the death of the shareholder. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, karta of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney.
4. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. Electronic copy of relevant documents referred to in the Notice and Explanatory Statement will be made available through email for inspection by the Members. A Member is requested to send an email to cs@ceinsys.com for the same.
5. A brief profile of the Directors of the Company including profile of Directors seeking appointment/reappointment and as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India forms part of this Notice.
6. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Bigshare Services Private Limited / Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
7. 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)).
8. SEBI vide its Notification dated June 8, 2018 and further amendment vide its Notification dated November 30, 2018, prescribed that the requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, the Members holding shares in physical form are requested to take action to dematerialize the equity shares of the Bank promptly.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder contains material facts pertaining to ordinary business mentioned at Item Nos. 5 to 8 of the accompanying Notice dated August 11, 2023.

Item No. 5

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the Twentieth Annual General Meeting ('AGM') of the Company held on September 29, 2018, had approved appointment of M/s Chaturvedi & Shah, LLP, Chartered Accountants, as Statutory auditors of the Company to hold office from the conclusion of the Twentieth AGM till the conclusion of the Twenty Fifth AGM of the Company to be held in the year 2023.

M/s Chaturvedi & Shah LLP, Chartered Accountants is one of the leading firm of Chartered Accountants in India, founded in the year 1967. M/s Chaturvedi & Shah LLP is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The range of services includes Assurance, Corporate and Transaction Advisory Services. M/s Chaturvedi & Shah LLP holds the 'Peer Review' certificate as issued by 'ICAI'

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') at its meeting held on July 7, 2023, based on the recommendation of the Audit Committee, has proposed the re-appointment of M/s Chaturvedi & Shah, Chartered Accountants LLP, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of Twenty Fifth AGM till the conclusion of Thirtieth AGM of the Company to be held in the year 2028, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

Pursuant to Section 139 of the Companies Act, 2013 ("the Act") and the rules framed thereunder, the Company has received written consent from M/s Chaturvedi & Shah LLP, Chartered Accountants, and a certificate that it satisfies the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of the accompanying Notice.

Item No. 6

The Members of the Company had approved the appointment of Mr. Prashant Kamat as Whole Time Director, Vice Chairman and CEO and his remuneration for a period of 3 (Three) years with effect from February 17, 2022 to February 16, 2025.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, through a Resolution dated August 11, 2023, considered the proposal for revision in the remuneration payable to Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO.

The proposed revised remuneration payable to Mr. Prashant Kamat, Whole Time Director, Vice Chairman & CEO is in line with the Industrial Standards for managerial personnel belonging to the same cadre. Moreover, salary structures of managerial personnel in the industry has undergone major change in the recent past. Keeping in view the size and internal functioning of the Company and the responsibilities and capabilities of Mr. Prashant Kamat, the proposed remuneration would be commensurate with the remuneration paid by other companies to such similar positions in the same industry.

In view of the above, the Board of Directors at their meeting held on August 11, 2023 and on recommendation of the Nomination and Remuneration Committee decided to revise the remuneration of Mr. Prashant Kamat. However, pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration is required to be approved by the Members at their meeting due to inadequacy of profits. Thus, the Members are requested to consider revision in remuneration of Mr. Prashant Kamat Whole Time Director, Vice Chairman & CEO.

Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO of the Company including his relatives may be deemed to be concerned or interested in the Special Resolution at Item No. 6 of this Notice. Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

Item No. 7:

The Members through postal ballot meeting of the Company dated June 29, 2023 had approved the re-appointment of Dr. Abhay Kimmatkar as Managing Director, and his remuneration for a period of 3 (Three) years with effect from April 1, 2023 to March 31, 2026.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, through a Resolution dated August 11, 2023, considered the proposal for revision in the remuneration payable to Dr. Abhay Kimmatkar, Managing Director.

The proposed revised remuneration payable to Dr. Abhay Kimmatkar, Managing Director is in line with the Industrial Standards for managerial personnel belonging to the same cadre. Moreover, salary structures of managerial personnel in the industry has undergone major change in the recent past. Keeping in view the size and internal functioning of the Company and the responsibilities and capabilities of Dr. Abhay Kimmatkar, the proposed remuneration would be commensurate with the remuneration paid by other companies to such similar positions in the same industry.

In view of the above, the Board of Directors at their meeting held on August 11, 2023 and on recommendation of the Nomination and Remuneration Committee decided to revise the remuneration of Dr. Abhay Kimmatkar. However, pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration is required to be approved by the Members at their meeting due to inadequacy of profits. Thus, the Members are requested to consider revision in remuneration of Dr. Abhay Kimmatkar, Managing Director.

Dr. Abhay Kimmatkar, Managing Director of the Company including his relatives may be deemed to be concerned or interested in the Special Resolution at Item No. 7 of this Notice. Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

Item No. 8:

The Members through postal ballot meeting of the Company dated June 29, 2023 had approved the re-appointment of Mr. Rahul Johrapurkar as Joint Managing Director, and his remuneration for a period of 3 (Three) years with effect from June 25, 2023 to June 24, 2026.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, through a Resolution dated August 11, 2023, considered the proposal for revision in the remuneration payable to Mr. Rahul Johrapurkar, Joint Managing Director.

The proposed revised remuneration payable to Mr. Rahul Johrapurkar, Joint Managing Director is in line with the Industrial Standards for managerial personnel belonging to the same cadre. Moreover, salary structures of managerial personnel in the industry has undergone major change in the recent past. Keeping in view the size and internal functioning of the Company and the responsibilities and capabilities of Mr. Rahul Johrapurkar, the proposed remuneration would be commensurate with the remuneration paid by other companies to such similar positions in the same industry.

In view of the above, the Board of Directors at their meeting held on August 11, 2023 and on recommendation of the Nomination and Remuneration Committee decided to revise the remuneration of Mr. Rahul Johrapurkar. However, pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration is required to be approved by the Members at their meeting due to inadequacy of profits. Thus, the Members are requested to consider revision in remuneration of Mr. Rahul Johrapurkar, Joint Managing Director.

Mr. Rahul Johrapurkar, Joint Managing Director of the Company including his relatives may be deemed to be concerned or interested in the Special Resolution at Item No. 8 of this Notice. Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

ANNEXURE TO ITEM NO: 4

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT. INFORMATION PURSUANT TO 1.2.5 OF THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS- 2) AND REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING DIRECTOR SEEKING RE-APPOINTMENT.

Name of Director	Abhay Kimmatkar
DIN	01984134
Date of Birth	06/10/1970
Age	52 years

Date of Appointment	17 th December, 2007
Qualifications	B.E., MBA, PhD
Nature of Expertise in specific functional areas	IT & ITES Services & Business Development
Experience/ Brief profile	Dr. Abhay Kimmatkar is an accomplished engineering professional with MBA and is holding a Doctorate in Management Research with rich experience in diverse technical, commercial, operations and corporate roles in the Information Technology sector. He is a versatile leader with an ability to connect people and businesses and forming long term collaboration and alliances with a strong belief that flexibility and interpersonal skills are critical for the business of the future due to multiculturalism and globalism. At Ceinsys Tech Limited, Dr. Abhay Kimmatkar empowers, initiates and leads strategies in Business Development, Operations along with successful project deliveries. His leadership has expanded beyond the boundaries of traditional business and has led many strategic initiatives that have had positive impact on multiple business areas, driving down costs, increasing revenues and improving the overall performance of various business units. He has also launched client-focused business plans and territory development roadmaps, forged alliances with new technology partners to provide enterprise level solutions in the domains of Water, Transportation, Geospatial domains to build new business verticals
Directorship held in other listed entities	NIL
Other Directorships	1) ADCC Infocom Private Limited 2) Allygrow Technologies Private Limited 3) Technology Associates Inc 4) YCCE Alumni Association
Chairmanships/Memberships of the Committees of other public limited companies	NIL
Number of Shares held in the Company	6,300 Equity Shares of Rs 10/- each
Relationship with any Director(s) of the Company	NIL

ADDITIONAL INFORMATION FOR AGENDA ITEM NOS. 6, 7 AND 8:

STATEMENT CONTAINING REQUIRED INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information:

- 1) **Nature of Industry:** The Company is into Information Technology and Enabled Services.
- 2) **Date of commencement of commercial production/Services:** May 05, 1998 and various expansions thereafter.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

4) Financial performance based on given indicators (Amount in Lakhs)

Particulars	2021	2022	2023
Net Sales	18,523.19	19,619.55	16,704.41
Other Income	217.77	131.03	106.49
Total Income	18,740.96	19,750.58	16,810.90
Expenditure	16,910.52	17,422.95	14,809.89
Depreciation and amortization expenses	337.20	291.11	287.31
Finance Cost	1,172.39	922.63	835.42
Profit/ (Loss) before tax	320.85	1,113.89	878.28
Exceptional Item	-	-	-
Provision for taxation (including Deferred Tax)	44.21	346.89	242.27
Profit/ (Loss) after tax	276.64	767.00	636.01

5) **Foreign investments or collaborators, if any:** As on March 31, 2023, the Company has following:

Foreign investments in the Company - 12,63,647 shares of ₹ 10/- each

Promoter Category (Foreign) - NIL

Public Category (Foreign) - 12,63,647 shares of ₹ 10/- each

The Company has no foreign collaborations as on March 31, 2023.

II. Information about Mr. Prashant Kamat, Dr. Abhay Kimmatkar and Mr. Rahul Joharapurkar

1) Background Details, Recognition or Awards:

Mr. Prashant Kamat

Mr. Prashant Kamat is Whole Time Director, Vice Chairman and CEO of the Company. He is an accomplished executive with proven track record in operations, finance, strategic marketing, business expansion and new product development.

Post his master's degree in Mechanical Engineering from IIT, Mumbai, Mr. Prashant Kamat started his career in the year 1994 assuming a technical role in a large multinational corporate.

Over the last 30 years, his career is characterized by significant accomplishments and increasing responsibilities.

During this period he has successfully enabled product & services companies to fulfil their growth imperatives both organically and inorganically through differentiated offerings that deliver value, new market entry, mergers, acquisitions and alliances.

Dr. Abhay Kimmatkar

Dr. Abhay Kimmatkar is an accomplished engineering professional with MBA and holding a Doctorate in Management Research with rich experience in diverse technical, commercial, operations and corporate roles in the Information Technology sector. He is a versatile leader with an ability to connect people and businesses and forming long term collaboration and alliances with a strong belief that flexibility and interpersonal skills are critical for the business of the future due to multiculturalism and globalism. At Ceinsys Tech Limited, Dr. Abhay Kimmatkar empowers, initiates and leads strategies in Business Development, Operations along with successful project deliveries. His leadership has expanded beyond the boundaries of traditional business and has led many strategic initiatives that have had positive impact on multiple business areas, driving down costs, increasing revenues and improving the overall performance of various business units. He has also launched client-focused business plans and territory development roadmaps, forged alliances with new technology partners to provide enterprise level solutions in the domains of Water, Transportation, Geospatial domains to build new business verticals.

Mr. Rahul Joharapurkar

Mr. Rahul Joharapurkar is an Instrumentation and Control Engineering graduate from the prestigious College of Engineering, Pune. He was ranked 2nd in the University (batch of 1992). He has an overall rich experience of more than 29 years in the field of Project Management covering both IT services and Control Systems. He has been instrumental in adopting and implementing various main stream technologies within the Company. Prior to joining Ceinsys he was associated with Honeywell, a global leader in Technology and Automation, and worked with them for over a decade in different roles and capacities spread across the globe including India, USA, UAE, Qatar, Kuwait and South Korea.

2) **Past Remuneration:** Details of Remuneration paid to Mr. Prashant Kamat, Dr. Abhay Kimmatkar and Mr. Rahul Joharapurkar in Financial Year 2022- 23 are as below -

Sr No.	Name	Remuneration Paid for FY 2022-23# (Amount in ₹)
1.	Mr. Prashant Kamat	3.12 Cr
2.	Dr. Abhay Kimmatkar	97.16 Lakhs
3.	Mr. Rahul Joharapurkar	65.93 Lakhs

3) Job Profile and Suitability

Mr. Prashant Kamat

Mr. Prashant Kamat is an accomplished executive with proven track record in operations, finance, strategic marketing, business expansion and new product development. In last 30 years of his professional journey, he has successfully enabled product & services companies

to fulfil their growth imperatives both organically and inorganically through differentiated offerings that deliver value, new market entry, mergers, acquisitions and alliances. The Company is confident that his diverse management capabilities will enable the Company to achieve new milestones.

Dr. Abhay Kimmatkar

Dr. Abhay Kimmatkar is responsible for Business development. Having immense experience for over 2 decades, Dr. Abhay has been showcasing his exceptional skills in networking with people and clients across the globe. Since his joining in the year 2007, Dr. Abhay has been constantly expanding the business through various partnerships, acquisitions and developmental plans. He has been a great contributor in creating the Company Road Map. The Board is confident that Dr. Abhay Kimmatkar's management capabilities will continue the Company to cross new milestones.

Mr. Rahul Joharapurkar

Mr. Rahul Joharapurkar's rich experience in the Turnkey Project Management Execution, Procurement, Outsourcing, budgeting and costing and many more such skillset has brought laurel of success to the Company. He has been instrumental in adopting and implementing various mainstream technologies within the Company. The Board is confident that Mr. Rahul Joharapurkar's technical expertise and overall execution and management capabilities will enable the Company progress further.

4) Remuneration Proposed:

The remuneration proposed for Mr. Prashant Kamat, Dr. Abhay Kimmatkar and Mr. Rahul Joharapurkar are detailed in the explanatory statement for item nos. 6, 7 and 8 annexed to the Notice convening this meeting.

5) Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The proposed remunerations are commensurate with the size of the Company and nature of the industry. The salary structures of the managerial personnel have gone through major change in the industry in the recent past. Keeping in view the type of the industry, size and internal functioning of the Company, the responsibilities, and capabilities of Mr. Prashant Kamat, Dr. Abhay Kimmatkar and Mr. Rahul Joharapurkar, the proposed remuneration is competitive with the remuneration paid by other companies to such similar positions in the same industry.

6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Mr. Prashant Kamat

Mr. Prashant Kamat is appointed as Whole Time Director, Vice Chairman and CEO of the Company and his wife Ms. Vrishali Kamat holds 1,798,20 (1.17 %) shares in the Company. The Company has also granted 7,41,812 ESOPs to Mr. Prashant Kamat under Ceinsys Employee Stock Option Scheme 2022 - Plan 2 ("**Plan 2**") which as on date are yet to be exercised. Apart from receiving remuneration as detailed in resolution at item no 6, Mr. Prashant Kamat is not related to any of the Directors and Key Managerial Personnel of the Company.

Dr. Abhay Kimmatkar

Dr. Abhay Kimmatkar is Managing Director of the Company and holds 6300 (0.04%) shares in his individual capacity. Apart from receiving remuneration as detailed in resolution at item no 7 and dividend, he does not receive any emoluments from the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

Mr. Rahul Joharapurkar

Mr. Rahul Joharapurkar is Joint Managing Director of the Company and holds 6300 (0.04%) shares in his individual capacity. Apart from receiving remuneration as detailed in resolution at item no 8 and dividend, he does not receive any emoluments from the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

III. OTHER INFORMATION:

1) Reasons of loss or inadequate profits

- Slack in demand due to lack of sufficient fund allocation for GIS related projects;
- Increased Establishment cost, Selling, General & Administrative Expenses as company ventured into new business segments;
- Pressure on pricing;
- High Interest rates;
- Slow debtor recovery;
- During the financial year 2022-23, Employee Benefit expense which includes Share based payment has been charged to Profit and Loss Account.

2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profit in measurable terms.

- Reduce break-even;
- Enhance performance;
- Sustain the business ecosystem;
- Strengthening Leadership and outsourcing;
- Specialization and focused business Drive.

The Company through concerted marketing efforts has managed not only to hold but actually increase the market share. To create additional hold in the market, the Company has adopted latest technology and Driving business initiatives in newer domains such as transportation and software development and the company is also looking for organic as well inorganic growth.

3) Expected increase in productivity and profit in measurable terms.

Though the Geospatial Industry and general economic conditions is unpredictable, in anticipation of revival of the market in the near future, the above steps are expected to increase the productivity and profits of the Company.