



C.E. Info Systems Limited

CIN: L74899DL1995PLC065551

Website: www.mapmyindia.com / www.mappls.com | Phone: 011-46009900

Plot No. 237, Okhla Industrial Estate, Phase III, New Delhi 110020

<https://www.mappls.com/mmi000>

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “**Companies Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force (the “**Rule**”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules and regulations, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution appended below is proposed to be passed as Special Resolution by the Members of C. E. Info Systems Limited (the “**Company**”) through Postal Ballot only by voting through electronic means (“**remote e-voting**”) process.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions of the Companies Act, the Rule, pertaining to the said Resolution, setting out the material facts and the reasons thereof, is also appended.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as the “**CDSL**”) for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching postal ballot forms. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent/voting of the Members on the resolution would only take place through the remote e-voting system.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Provisions of Section 108 & 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted to only e-voting viz. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice. Pursuant to Rule 22(5) of the Companies (Management and Administration Rules) 2014, the Company has appointed Mr. Santosh Kumar Pradhan, Practicing Company Secretary (FCS-6973 and C.P. No.-7647) as the scrutinizer (the

“Scrutinizer”) to conduct the Postal Ballot voting through remote e-voting process in a fair and transparent manner.

The remote e-voting period will commence from 9:00 a.m. (IST) on Friday, December 05, 2025 and will end at 5:00 p.m. (IST) on Saturday, January 3, 2026. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Saturday, January 3, 2026. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and would be available on their website at www.bseindia.com and www.nseindia.com respectively. Additionally, the results will also be uploaded on the Company’s website www.mapmyindia.com and on the website of Central Depository Services Limited (CDSL) (Agency for providing e-voting platform) i.e. www.evotingindia.com.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot i.e. January 3, 2026.

SPECIAL BUSINESSES:

Item No. 1 – Modification of existing Employee Stock Option Plan, 2008 of C.E. Info Systems Limited:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (**“the Act”**), read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), provisions contained in the Memorandum of Association (**“MOA”**) and the Articles of Association (**“AOA”**) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI SBEB Regulations”**), as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the approval of members be and is hereby accorded to modify Clause No. 3 (d) of the existing, “Employee Stock Option Plan 2008 of C.E. Info Systems Limited” (**“ESOP 2008”**) as mentioned in the Explanatory Statement.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of equity shares under Employee Stock Option Plan 2008 of C.E. Info Systems Limited, the board be and is

hereby authorized on behalf of the Company to do all such acts, deeds, and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and to settle any issues, questions, difficulties or doubts that may arise in this regard, including without requiring the Board to secure any further consent or approval of the shareholders of the Company ."

Item No. 2 – Approval for grant of options to the Eligible Employees of the Subsidiary / Associate Company:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (**"the Act"**), read with Rule 12(4) of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), provisions contained in the Memorandum of Association (**"MOA"**) and the Articles of Association (**"AOA"**) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SEBI SBEB Regulations"**), as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded to approve the grant of options under the "Employee Stock Option Plan 2008 of C.E. Info Systems Limited" (**"ESOP 2008"**) to the eligible employees (existing and in future) of the Subsidiary / Associate Companies on such terms and conditions as may be decided by the board from time to time in due compliance with the provision of Companies Act, 2013, SEBI SBEB Regulations and in accordance with ESOP 2008."

"RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of equity shares under Employee Stock Option Plan 2008 of C.E. Info Systems Limited, the board be and is hereby authorized on behalf of the Company to do all such acts, deeds, and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and to settle any issues, questions, difficulties or doubts that may arise in this regard, including without requiring the Board to secure any further consent or approval of the shareholders of the Company ".

ITEM NO. 3: Ratification of the "Employee Stock Option Plan 2008 of C.E. Info Systems Limited:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (**"the Act"**), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force), applicable guidelines issued by Reserve Bank of India (**"RBI"**), if any, provisions contained in the Memorandum of Association (**"MOA"**) and the Articles of Association (**"AOA"**) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the Securities and Exchange Board of

India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**"), as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, "Employee Stock Option Plan 2008 of C.E. Info Systems Limited" ("**ESOP 2008**"), as approved by the shareholders of the Company in the Extra-ordinary General Meetings held on December 11, 2008, as amended on July 29, 2021 and August 24, 2021, prior to Initial Public Offering (IPO) of shares of the Company, and as ratified by the Shareholders in the Annual General Meeting of the held on 15th September, 2022, post the Initial Public Offering (IPO) of shares of the Company, be and is hereby further ratified to comply with the requirements as specified under Part C of Schedule 1 of SEBI SBEB Regulations read with Regulation 12 of SEBI SBEB Regulations, and the consent of the Shareholders of the Company be and is hereby accorded to create, grant, offer, issue, vest and allot from time to time, in one or more tranches to the eligible employees of the Company, as defined under the ESOP 2008 and to such other persons as may from time to time be allowed to be eligible for the benefits of the employee stock option plan under applicable laws and regulations prevailing from time to time, under ESOP 2008, as may be decided by the Board, such number of options which shall not exceed 1,06,947 options exercisable into equity shares not exceeding 1,06,947 equity shares of the company (or such adjusted numbers from any bonus, stock splits, or consolidation or other re-organisation of the capital structure of the Company, as may be applicable, from time to time), subject to such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of applicable laws including SEBI SBEB Regulations, the Act and provisions of the ESOP 2008."

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

"RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of equity shares under Employee Stock Option Plan 2008 of C.E. Info Systems Limited, the board be and is hereby authorized on behalf of the Company to do all such acts, deeds, and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and to settle any issues, questions, difficulties or doubts that may arise in this regard, including without requiring the Board to secure any further consent or approval of the shareholders of the Company ".

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

Sd/-

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

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

**Place: New Delhi
Date: 03/12/2025**

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, as amended, of the Companies Act, 2013 setting out all material facts in respect of the resolutions contained in the above Notice is appended and forms part of the Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

3.A. Dispatch of Postal Ballot Notice through electronic mode

In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members/ List of Beneficial Owners maintained by the Registrar and Share Transfer Agent ("RTA")/ Depositories respectively as at close of business hours on **Friday, November 28, 2025**, (the 'cut-off date') and whose e-mail IDs are registered with the Company/RTA/ Depositories. As per the MCA Circulars, physical copy of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. Further, the members who have not registered their email IDs can get register the same in the manner provided in this Notice.

B. Registration of Email ID

Members are requested to register their email ID permanently by following the procedure as mentioned below:

- (a) All Members holding shares in the Company through demat form are requested to register/update mail id with their Depository Participant ("DP") and generate password as procedure given in e-voting instructions as below.
- (b) Members whose names appears in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. **Friday, November 28, 2025** are eligible to vote on the resolution set forth in this Notice.
4. The Notice of Postal Ballot is also placed on the website of the Company i.e., www.mapmyindia.com and the website of Central Depository Services Limited (CDSL) i.e. www.evotingindia.com and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com .
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed Central Depository Services Limited (CDSL) i.e. www.evotingindia.com for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
6. Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent

of the Members in respect of the resolutions contained in this Notice dated December 3rd, 2025 is being taken through remote E-voting only.

7. There will be one E-vote for every Folio/Client ID irrespective of the number of joint holders.
8. The remote e-voting period begins on **9:00 a.m. (IST) on Friday, December 05, 2025 and will end at 5:00 p.m. (IST) on Saturday, January 03, 2026**. During this period, the Members, whose names appear in the Register of Members /Beneficial Owners as on the record date (cut-off date) i.e November 28, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. 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, **November 28, 2025**.
9. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
10. The Board of Directors have appointed Mr. Santosh Kumar Pradhan (FCS-6973 and C.P. No. 7647), Practising Company Secretary as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. The Scrutiniser have communicated their willingness to be appointed for the said purpose.
11. The Scrutiniser will, after the conclusion of remote e-voting, scrutinise the votes cast through remote e-voting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot/E-voting at the Corporate Office of the Company within two working days from the conclusion of remote e-voting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company website- www.mapmyindia.com and the website of CDSL (www.evotingindia.com) immediately after the declaration of result by the Chairman and in his absence, any Director/officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited.
12. The Resolution(s) as mentioned in the notice shall be deemed to have been passed on January 03, 2026, being the last date for e-voting. The Company will also display the results of the Postal Ballot at its registered office and at the corporate office.
13. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours on all working days until the last working day specified for casting votes through remote e-voting.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Friday, December 05, 2025 at 09:00 AM and ends on Saturday, January 03, 2026 at 05:00P.M.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, November 28, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links

	provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification

	code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with 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 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@mapmyindia.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ('the Act')

Item No. 1 – Modification of existing Employee Stock Option Plan, 2008 of C.E. Info Systems Limited:

The Company proposes to amend its existing employee stock option scheme of the Company i.e. "Employee Stock Option Plan 2008" (ESOP 2008) of C.E. Info Systems Limited.

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

The Board of Directors in their meeting held on December 3, 2025 approved the modification in the Employee Stock Option Plan, 2008 based on the recommendation of Nomination and Remuneration Committee and which was subject to the approval of members by a special resolution. The details of the changes to be made in the Employee Stock Option Plan are as detailed below:

<u>S.NO</u>	<u>CLAUSE NO.</u>	<u>EXISTING CLAUSE</u>	<u>PROPOSED CLAUSE</u>
1.	3 (d)	Termination with Cause: In case the employment of a Grantee with the Company is terminated with Cause or in case the Eligible Employee abandons its employment for a period exceeding 60 days in any financial year, all Grants made to the Grantee, including Vested but un-Exercised Options, shall stand forfeited and get automatically cancelled on such termination date. However, the Board shall have the right to waive the forfeiture wholly or partly at its sole discretion. With respect to Shares held by the Grantee pursuant to the Grants already Exercised (including Bonus Shares and Right Shares arising therefrom), the provisions of Clause 4 shall apply	Termination with Cause: In case the employment of a Grantee with the Company is terminated with Cause or in case the Eligible Employee abandons its employment for a period exceeding 60 days in any financial year, all Grants made to the Grantee, including Vested but un-Exercised Options, shall stand forfeited and get automatically cancelled on such termination date. With respect to Shares held by the Grantee pursuant to the Grants already Exercised (including Bonus Shares and Right Shares arising therefrom), the provisions of Clause 4 shall apply

The details as required under provision of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(5)(b) of Companies (Share capital and Debentures) Rules, 2014 and Regulation 7(4) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time along with the notifications and circulars issued by SEBI, are as detailed below:

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

b) **Rationale:** To align this clause with the SEBI SBEB Regulations, 2021.

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

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

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

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

Item No. 2 – Approval for grant of options to the Eligible Employees of the Subsidiary / Associate Company:

The “Employee Stock Option Plan 2008 of C.E. Info Systems Limited” (“**ESOP 2008**”) was approved by the members of the Company by passing of special Resolution in the Extra Ordinary General Meetings held on 29.07.2021 for the employees and directors of the Company and its Subsidiary Companies. Further, the provisions of Section 62 (1) (b) of the Companies Act, 2013 and Rule 12 (4) (a) of Companies (Share Capital & Debentures) Rules, 2014 and Regulation 6 (3)(c) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time along with the notifications and circulars issued by SEBI, stipulates the requirement to obtain approval of shareholders by way of a separate resolution for granting of stock options to the eligible employees of the Subsidiary / Associate Companies.

The Board of Directors in their meeting held on December 3, 2025 approved the grant of options to the Eligible Employees of the Company based on the recommendation of Nomination and Remuneration Committee and which was subject to the approval of members by a separate resolution. Hence, it is proposed to take the approval of members for the approval of grant of options to the eligible employees of the Subsidiary / Associate Companies.

Accordingly, approval of the members through separate resolution is sought for granting the stock options to the eligible employees (present or in future) of the Subsidiary / Associate Companies on such terms and conditions as may be decided by the Board from time to time in due compliance with the provision of Companies Act, 2013 and in accordance with ESOP 2008 readwith SEBI SBEB Regulations, 2021.

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

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

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

ITEM NO. 3: Ratification of the “Employee Stock Option Plan 2008 of C.E. Info Systems Limited”:

The shareholders of the Company have approved the “Employee Stock Option Policy 2008” (“**ESOP POLICY, 2008**”) in the Extra-ordinary General Meetings held on December 11, 2008, as amended on July 29, 2021 and August 24, 2021, prior to Initial Public Offering (IPO) of shares of the Company, and the same was ratified by the Shareholders in the Annual General Meeting of the held on 15th September, 2022, post the Initial Public Offering (IPO) of shares of the Company. However, the details as required under Part C of Schedule 1 of the SEBI SBEB Regulations, 2021 was not specifically ratified by the Shareholders post the IPO of the Company as required under the SEBI SBEB Regulations. Accordingly, now it is proposed to ratify the “Employee Stock Option Plan 2008 of C.E. Info Systems Limited” (“**ESOP 2008**”) as per Regulation 12 of SEBI SBEB Regulations containing the details as required under Part C of Schedule 1 of the SEBI SBEB Regulations, 2021.

The Board of Directors in their meeting held on December 3, 2025 approved the ratification in the Employee Stock Option Plan, 2008 based on the recommendation of Nomination and Remuneration Committee and which was subject to the approval of members by an Ordinary resolution.

The details as required under Part C of Schedule 1 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time along with the notifications and circulars issued by SEBI, are as detailed below:

Brief description of ESOP Policy 2008:

a. brief description of the scheme(s); The scheme shall be called the Employee Stock Option Plan, 2008 of C.E. Info Systems Limited and shall extend its benefits to eligible employees as defined in the Plan.

b. the total number of options, SARs, shares or benefits, as the case may be, to be granted; A total of 1,06,947 options to be granted.

c. identification of classes of employees entitled to participate and be beneficiaries in the scheme(s); All the eligible employees as defined under the Employee Stock Option Policy-2008. As per Plan, the eligible employee shall mean:

“Eligible Employee” means “employee”, except in relation to issue of equity shares, means

- (i) an employee as designated by the company, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—
 - (a) an employee who is a promoter or a person belonging to the promoter group; or
 - (b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company.

d. requirements of vesting and period of vesting; *The vesting & period of vesting shall be as defined under Clause 2.7 of the Employee Stock Option Policy-2008.*

e. maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options / SARs / benefit shall be vested; *Maximum of 8 years from the date of vesting of options.*

f. exercise price, SAR price, purchase price or pricing formula; *The Exercise Price shall be the price per Share payable by the Grantee for Exercising the Option Granted to him/her in pursuance of this Plan and as provided in the Letter of Grant, the Exercise Price shall however be subject to accounting policies as specified under the Act and the SEBI SBEB Regulations.*

g. exercise period and process of exercise; Exercise Period" *shall be the time period, subject to a maximum period of 8 (Eight) years, from the date of Vesting of the Options within which the Grantee may Exercise such Vested Options at the Exercise Price in terms of Employee Stock Option Plan, 2008. In case of cessation of employment due to resignation or termination of employment without cause, the Exercise Period shall be as mentioned in Clause 3 of the Employee Stock Option Plan, 2008 with respect to the Options that have Vested. Extension of Exercise Period shall be at the sole discretion of the Board and may differ on case to case basis. In case of a Liquidation Event, the Exercise Period shall be as mentioned in Clause 8 of the Employee Stock Option Plan, 2008. The process of exercise shall be as defined under Clause 2.8 of the Employee Stock Option Plan, 2008.*

h. the appraisal process for determining the eligibility of employees for the scheme(s); *The eligibility of employees for the Employee Stock Option Plan, 2008, shall be determined by the Board.*

i. maximum number of options, SARs, shares, as the case may be, to be issued per employee and in aggregate; *A total of 1,06,947 options may be granted in aggregate to all eligible employees.*

j. maximum quantum of benefits to be provided per employee under a scheme(s); *A single Eligible Employee shall not get more than 10% of the options from the total available pool under the Employee Stock Option Plan, 2008 .*

k. whether the scheme(s) is to be implemented and administered directly by the company or through a trust; *The scheme shall be implemented & administered directly by the Company.*

l. whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both; *The new shares shall be issued by the Company under the Employee Stock Option Plan, 2008.*

m. the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.; *The Company shall extend the facility of cashless exercise of options to its eligible employees.*

n. maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s); *Not Applicable*

o. a statement to the effect that the company shall conform to the accounting policies specified in regulation 15; *This is to conform that the Company shall conform to the requisite accounting policies as specified from time to time.*

p. the method which the company shall use to value its options or SARs; *The Company shall use the Black-Scholes valuation method for the valuation of options under the Employee Stock Option Plan, 2008 .*

q. the following statement, if applicable: 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.' This is applicable to the Company and the Company shall make appropriate disclosure's in its Directors' Report.

The updated version of the Employee Stock Option Plan, 2008 of C.E. Info Systems Limited is also available on the website of the Company viz. www.mapmyindia.com for inspection by the members of the Company.

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

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

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

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

Sd/-

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

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

**Place: New Delhi
Date: 03/12/2025**