

C.E. INFO SYSTEMS LIMITED

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31st ANNUAL GENERAL MEETING OF THE MEMBERS OF C.E. INFO SYSTEMS LIMITED WILL BE HELD ON TUESDAY, THE 11th DAY OF AUGUST, 2026 AT 11:00 A.M (IST) THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM'), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

Item No. 1 – Adoption of Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2026:

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Auditors and Board of Directors thereon and, if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 134 of the Companies Act, 2013, the Standalone & Consolidated Financial Statements containing the Balance Sheet as at March 31, 2026 and the Profit and Loss Accounts ended on that date, Cash Flow Statements along with the notes and schedules appended thereto and the reports of the Auditors and Board of Directors thereon, be and are hereby adopted."

Item No. 2 – Declaration & Payment of Dividend for the Financial Year ended March 31, 2026:

To declare the payment of Dividend of Rs. 3.50/- (175%) per Equity Share for the Financial Year ended March 31, 2026 and, if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 123 of the Companies Act, 2013, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for declaration of dividend @ 175 % i.e. Rs. 3.50/- per equity share for the Financial Year ended March 31, 2026 aggregating to Rs. 19,16,63,696/-."

Item No. 3 – Re-Appointment of Director:

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

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

SPECIAL BUSINESSES:

Item No. 4 – Approval of the material related party transaction(s) proposed to be entered into by the Company with M/s. Gtropy Systems Private Limited, Material subsidiary Company during the financial year 2026-27:

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 applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, (which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and /or carrying out and /or continuing with existing contracts/ arrangements/transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Gtropy Systems Private Limited, material subsidiary of the Company, till the AGM to be held during calendar year 2027 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to give effect to this resolution."

Item No. 5 – Approval of appointment of Mr. Rohan Verma (DIN: 01797489) as the Joint Managing Director of the company:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 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 to the Companies Act, 2013 and pursuant to Articles of Association of the Company and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee, Board, the consent of the members be and is hereby accorded to appoint Mr. Rohan Verma (DIN: 01797489) as the Joint Managing Director of the Company to hold office for a period of 5 years w.e.f. July 1, 2026 at a remuneration of Rs. 1,50,00,000/- (Rupees One Crores & Fifty lakhs only) inclusive of all perquisites per annum, and his office shall be liable to retire by rotation.

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

"RESOLVED FURTHER THAT the Board be and is hereby authorized 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."

Place: New Delhi
Date: 30/06/2026

**By order of the Board of Directors for
C.E. INFO SYSTEMS LIMITED**

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

**Sd/-
Saurabh Surendra Somani
Company Secretary & Compliance Officer**

Notes

- The Ministry of Corporate Affairs ("MCA") has vide its General Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue of 31st Annual General Meeting of the Company shall be the registered office of the Company.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
- Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/ JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to santosh@kritiadvisory.com with a copy marked to cs@mapmyindia.com. Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on

"Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM. The Company has taken a certificate from Secretarial Auditor certifying that the ESOP Scheme viz. Employee Stock Option Plan, 2008 was implemented by the Company in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The said certificate shall be placed before the Members in the Meeting and is also available on the website of the Company at www.mapmyindia.com
6. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company in New Delhi, National Capital Territory of Delhi during 10 A.M. to 5.00 P.M. on all working days of the Company upto the day of Annual General Meeting.
7. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are also annexed.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with MCA circulars & SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited (MUFG) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by MUFG.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

The Annual report including Notice of the AGM for the FY 2025-26 will be circulated to all the Shareholders holding shares as on July 10, 2026 only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on July 10, 2026. In line with the MCA Circulars and SEBI Circulars, the Notice calling the AGM will be uploaded on the website of the Company at www.mapmyindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE at www.nseindia.com. Further the AGM Notice will be also available on the website of MUFG (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in/>

10. 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 Wednesday, 5th day of August, 2026, to Tuesday, the 11th day of August, 2026, (both days inclusive), for the purpose of AGM & payment of dividend. The dividend, if declared at the Annual General Meeting will be paid to all those Members, whose name appears on the Register of members of the Company at the closure of business hours on Tuesday, 4th day of August, 2026.
11. 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 who have not yet encashed the dividend in respect of the interim dividend declared by the Company for the Financial Year 2021-22, Final Dividend declared by the Company for the FY 2022-23, 2023-24 and 2024-25 are requested to make their claims to the Company or to the Company's Registrar and Share Transfer Agent (RTA) i.e. MUFG Intime India Pvt. Ltd.

The following are the details of dividends declared by the Company and last date for claiming unpaid Dividend.

Sl.	Year	Date of Declaration of dividend	Nature of Dividend	Rate of Dividend per share of face value of Rs.2/- each	Last date for claiming unpaid Dividend

1	2021-22	04/02/2022	Interim	100% (Rs. 2/- per share)	13/03/2029
2	2022-23	01/09/2023	Final	150% (Rs. 3/- per share)	07/10/2030
3	2023-24	09/08/2024	Final	175% (Rs. 3.50/- per share)	15/09/2031
4	2024-25	25/07/2025	Final	175% (Rs. 3.50/- per share)	31/08/2032

12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MUFG Intime India Private Limited in case the shares are held in physical form.

(ii) In line with MCA and SEBI circulars, the notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.mapmyindia.com websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of MUFG <https://instavote.linkintime.co.in/>

13. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before August 4, 2026 through email on cs@mapmyindia.com. The same will be replied by the Company suitably.
14. All correspondence regarding shares of the Company should be addressed to the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.
15. The Members are requested to register their e-mail ID or new e-mail ID (if there is any change in email ID which has already been registered with the, Depository Participant (for shares held in demat form) or Company (for shares held in physical form).

VOTING THROUGH ELECTRONIC MEANS:

- i) The remote e-voting period commences on Saturday, the 8th day of August, 2026 (9.00 a.m. IST) and ends on Monday, the 10th day of August, 2026 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, the 4th day of August, 2026 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- ii) The Board of Directors have appointed Mr. Santosh Kumar Pradhan, Practising Company Secretary (CP No. 7647) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iv) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, the 4th day of August, 2026, subject to applicable laws.
- v) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password as per instructions mentioned in this Notice. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
16. The details of the process and manner for remote e-voting are explained herein below:

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

facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(ii) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

(iii) Pursuant to MCA Circular No. 14/2020 dated April 8, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

(iv) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mapmyindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of MUFG (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://instavote.linkintime.co.in/>

The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

REMOTE EVOTING INSTRUCTIONS:

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 Saturday 8th August, 2026 (from 9:00 AM) and ends on Monday 10th August, 2026 (at 5:00 PM). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 4th day of August, 2026 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.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d)

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](https://web.cdslindia.com), click on "Login" and select "My Easi New (Token)".
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.

- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
 - Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click "Submit".
- (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:
 - User ID: Enter User ID
 - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

- DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
- Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
 - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
 - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
- Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code.
- Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- Select 'View' icon. E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the "View Resolution" file link).
- After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpps.mufig.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- Visit URL: <https://instavote.linkintime.co.in>
- Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name' - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Votes Entry" tab under the Menu section.
- Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter "16-digit Demat Account No."
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at **registered email address** with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at **registered email address**.

HELPPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the general meeting through InStMeet:

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

• Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.

• Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.

• Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

• Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

• Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

e) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.

b) Shareholders will get confirmation on first cum first serve basis depending upon the provision made by the company.

c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link “Cast your vote”.

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

c) Click on ‘Submit’.

d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of

aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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, and submit the Scrutinizer Report 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 i.e. www.mapmyindia.com and on the website of MUFG i.e. <https://instavote.linkintime.co.in/> immediately. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed.

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

Item No. 4 – Approval of the material related party transaction(s) proposed to be entered into by the Company with Gtropy Systems Private Limited, Material subsidiary Company during the financial year 2026-27:

The Audit Committee in meeting held on May 19, 2026 has reviewed and approved the proposed related party transaction to be entered by the Company with its material subsidiary viz. Gtropy Systems Pvt. Ltd. (GT), which shall valid till the date of next Annual General Meeting of the Company, subject to approval of the Members, while noting that such transactions is at arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company. The said transaction is as per the SEBI Circular dated October 13, 2025, read with SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated November 11, 2024 & January 30, 2026, and revised Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions ('RPT Industry Standards') proposed to enter into material related party transaction with its material subsidiary company viz. M/s Gtropy Systems Private Limited for the FY 2026-27, which shall valid till the date of next Annual General Meeting of the Company.

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 01, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions as defined by the audit committee, even if such transactions are in the ordinary course of business of the company and at an arm's length basis. Pursuant to Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/ or through its subsidiary(ies) exceed(s) the materiality threshold as per SEBI Listing Regulation. During the financial year 2026-27, the Company and M/s. Gtropy Systems Pvt. Ltd. (GT), its material subsidiary, propose to enter into certain related party transaction(s) on mutually agreed terms and conditions, and the aggregate of such transaction(s), is expected to cross the applicable materiality thresholds as provided in SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company with GT as mentioned on tem no. 4 and this transactions shall be in the ordinary course of business and on an arm's length basis. The Audit Committee of the Company, on the basis of relevant details provided by the management, as required under the SEBI Circular dated October 13, 2025, read with SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated November 11, 2024 & January 30, 2026, and revised Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions ('RPT Industry Standards') has reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

The details of the proposed material related party transaction to be entered by the Company with M/s. Gtropy Systems Pvt. Ltd. as required under Regulation 23 of SEBI LODR read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD PoD-2/P/CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is given here in below:

Minimum information of the proposed RPT, applicable to all RPTs	
A1: Basic Details of the Related Party:	
	Details as provided by the Management
Name of the Related Party	Gtropy Systems Private Limited
Country of incorporation of the Related Party	India
Nature of Business of the Related Party	Gtropy is engaged in providing GPS-based fleet management and logistics intelligence solutions.
A2: Relationship and ownership of the related party	
Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party-including nature of its concern (financial or otherwise) and the following:	Gtropy is a material Subsidiary of the Company
Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	96%
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil
A3: Details of previous transactions with the related party:	
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	11,532
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	1,645.88
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A4: Amount of the proposed transaction(s):	
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	205 Crore a. 150 Crore for Sale & Purchase of Goods & Service and b. 55 Crore for providing unsecured loan
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	43.24%
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	170.75%
A5: Basic details of the proposed transaction:	
Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	a. Purchase and sale of goods & services b. Providing unsecured loan
Details of each type of the proposed transaction	
Tenure of the proposed transaction (tenure in number of years or months to be specified)	a. Purchase and sale of goods & services upto the AGM to be held in calendar year 2027. b. Providing unsecured loan for period of 3 years in one or more tranches from the date of approval from Shareholders.
Whether omnibus approval is being sought?	Yes
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break -up financial year-wise.	NA

Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transactions with Gtropy Systems Private Limited ("Gtropy"), a material subsidiary of the Company, include the sale and purchase of goods and services and the provision of loans/financial assistance, as may be required from time to time for business purposes. The Company and Gtropy possess complementary business capabilities, technologies, and operational strengths. The proposed transactions are expected to facilitate efficient execution of projects, optimize resource utilization, strengthen technological integration, and enhance overall operational efficiency within the Group. The proposed financial assistance will support Gtropy's working capital and business growth requirements, enabling it to effectively undertake and execute business opportunities aligned with the Company's strategic objectives. The Board believes that these transactions will support the growth and expansion of the IoT business, create operational synergies, strengthen the Group's business ecosystem, and contribute to long-term value creation for the Company and its stakeholders.
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly: a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a. Mr. Rakesh Kumar Verma, Mr. Rohan Verma, Mr. Shambhu Singh, Mr. Anil Mahajan being common Directors. Mrs. Rashmi Verma and Ms. Rakhi Prasad being the Directors of the listed entity and also related to Promoter Directors of the listed entity. Mr. Saurabh Surendra Somani being Company Secretary in both the entities. b. Nil
A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
Other information relevant for decision making	All relevant informations are being provided in this Notice.
B: Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A: Not Applicable	
B1: Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:	
Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or service	No bidding or other process was conducted for selecting the party.
Basis of determination of price.	Arm's length price
In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction.	NA
B2: Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary:	
Source of funds in connection with the proposed transaction.	From Reserves & Surplus of the Company
Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance.	No
Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lenders.	There is no borrowing from bankers / other lenders
Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	7.50% which over and above the 3 year RBI yield rate
Maturity / due date	3 years from the date of approval of Shareholders
Repayment schedule & term	Principal will be re-paid at the end of tenure
Whether secured or unsecured?	Unsecured
If secured, the nature of security & security coverage ratio	NA
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For working capital, capital expenditure and general corporate purpose
B3: Investment made by the listed entity or its subsidiary: NA	
B4: Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) , surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: NA	
B5: Borrowings by the listed entity or its subsidiary: NA	
B6: Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: NA	
B7: Transactions relating to payment of royalty: NA	
C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B:	

C1: Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary:	
Latest credit rating of the related party	Not rated
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	There is no default on borrowings by the related party with the Company or any other person
C2: Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary: NA	
C3: Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: NA	
C4: Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: NA	
C5: Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: NA	
C6: Disclosure only in case of transactions relating to payment of royalty: NA	

Minimum Information to be provided to the shareholders for approval of Material RPTs:

- Summary of information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable: Refer the details provided above.**
- Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT:** The proposed transactions with **Gtropy Systems Private Limited ("Gtropy")**, a material subsidiary of the Company, include the sale and purchase of goods and services and the provision of loans/financial assistance, as may be required from time to time for business purposes. The Company and Gtropy possess complementary business capabilities, technologies, and operational strengths. The proposed transactions are expected to facilitate efficient execution of projects, optimize resource utilization, strengthen technological integration, and enhance overall operational efficiency within the Group. The proposed financial assistance will support Gtropy's working capital and business growth requirements, enabling it to effectively undertake and execute business opportunities aligned with the Company's strategic objectives. The Board believes that these transactions will support the growth and expansion of the IoT business, create operational synergies, strengthen the Group's business ecosystem, and contribute to long-term value creation for the Company and its stakeholders, as mentioned in the above table;
- Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards:** The Audit Committee has reviewed the certificate issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.
- Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval:** The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval.
- Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** Not Applicable
- The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making:** Not Applicable
- Any other information that may be relevant: All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.**

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolutions as set out in Item no. 4 of this Notice, for approval by the Members of the Company by way of an ordinary resolution.

The proposed resolution does not relate to or affect the business interest of any other Company except Gtropy Systems Private Limited in which the promoter, director, manager or key Managerial personnel have substantial interest.

Mr. Rakesh Kumar Verma, Mrs. Rashmi Verma, Mr. Rohan Verma and Ms. Rakhi Prasad and their relatives and Mr. Anil Mahajan & Mr. Shambhu Singh, Non-Executive Independent Directors and Mr. Saurabh Surendra Somani, Company Secretary are deemed to be concerned or interested financially or otherwise, in the resolution set out in **Item No. 4**.

The directors recommend the said resolution for the approval of the members of the company by way of **Ordinary Resolution**.

Item No. 5 – Appointment of Mr. Rohan Verma (DIN: 01797489) as Joint Managing Director of the Company:

Mr. Rohan Verma (DIN: 01797489), aged 40 years, has been instrumental in driving the technology-led growth and innovation journey of MapmyIndia as Group. He conceptualized and launched MapmyIndia.com in 2004 while pursuing his undergraduate studies at Stanford University, USA. Since then, he has played a pivotal role, along with the team, in developing the Company's technology platforms, advancing innovative products and solutions, forging strategic partnerships, and strengthening the Group's competitive position and market leadership. He has also been actively contributing to the strategic growth and expansion of the Company's subsidiaries and will continue to provide leadership to enhance their long-term growth and value creation, along with the team. Mr. Rohan Verma graduated from Stanford University in 2007 with a Bachelor of Science degree in Electrical Engineering, where he received the President's Award for Academic Excellence and was recognized as the Best Work-Study Student by the University Registrar in 2004. He subsequently earned a Master of Business Administration from London Business School in 2015 where he received the Dean's List and Distinction Awards.

As Joint Managing Director, Mr. Rohan Verma will, along with the team, lead the advancement of the Company's AI-native deep-tech products and solutions, with a strategic focus on building future-ready, technology-driven innovations, leveraging artificial intelligence (AI), geospatial intelligence and the Internet of Things (IoT), and other advanced deep-tech technologies to address evolving customer and market needs. He will be responsible for driving the Company's brand, marketing and innovation agenda by identifying emerging technology and market opportunities, accelerating the development of next generation products and platforms, and strengthening the Company's leadership in the AI, geospatial, IoT and deep-tech ecosystem.

Based on the recommendation of Nomination & Remuneration Committee (NRC) in its meeting held on June 29, 2026, the Board in its meeting held on June 30, 2026, approved the appointment of Mr. Rohan Verma as Joint Managing Director of the Company to hold office for a period of 5 years w.e.f. July 1, 2026, subject to the approval of Shareholders of the Company with an annual remuneration of Rs. 1,50,00,000/- (Rupees One Crores & Fifty lakhs only) inclusive of all perquisites per annum, and his office shall be liable to retire by rotation. The Board is of the considered view that the appointment of Mr. Rohan Verma as Joint Managing Director will further strengthen the Company's leadership and strategic direction and enable it to create sustainable long-term value for all stakeholders.

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

None of the Director and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out in Item No. 5 except Mr. Rohan Verma, being the proposed appointee and Mr. Rakesh Kumar Verma, Ms. Rashmi Verma, & Ms. Rakhi Prasad, being relatives of Mr. Rohan Verma.

The directors recommend the said resolution for the approval of the members of the company by way of a Ordinary Resolution.

Place: New Delhi
Date: 30/06/2026

By order of the Board of Directors for
C.E. INFO SYSTEMS LIMITED

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

Sd/-
Saurabh Surendra Somani
Company Secretary & Compliance Officer

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

1:

S. No.	Particulars	Mr. Rakesh Kumar Verma
1	DIN	01542842
2	Date of Birth & Age	December 16, 1950; Age: 75+ Years
3	Date of Appointment	February 17, 1995
4	Qualifications	Bachelor's degree in Mechanical Engineering (Hons.) from BITS Pilani and an MBA from Eastern Washington University.
5	Nature of Expertise in specific functional areas	Industry Experience, Technical, Management & Leadership Skills
6	Experience	54+ Years
7	Directorship held in other listed entities	Nil
8	Number of Board Meeting attended during FY 2025-26	6- Attended all board meetings held during FY 2025-26
9	Terms and Conditions of appointment or re-appointment	Retirement by rotation
10	Other Directorship	He is a Director in Gtropy Systems Pvt. Ltd., Mappls DT Pvt. Ltd., and Chirag Associates Pvt. Ltd.
11	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL
12	Number of Shares held in the Company	2,26,63,080
13	Relationship with any Director (s) of the Company	Spouse of Mrs. Rashmi Verma, and Father of Ms. Rakhi Prasad and Mr. Rohan Verma, Directors of the Company

2:

S. No.	Particulars	Mr. Rohan Verma
1	DIN	01797489
2	Date of Birth & Age	August 31, 1985; Age: 40+ Years
3	Date of Appointment	July 26, 2007
4	Qualifications	Bachelor of Science in Electrical Engineering from Stanford University (2007), Master of Business Administration from London Business School (2015)
5	Nature of Expertise in specific functional areas	Industry Experience, Technical, Management & Leadership Skills
6	Experience	22 years
7	Directorship held in other listed entities	Nil
8	Number of Board Meeting attended during FY 2025-26	6- Attended all board meetings held during FY 2025-26
9	Terms and Conditions of appointment or re-appointment	Term of 5 years

10	Other Directorship	He is a Director in following Companies: i. Infidreams Industries Pvt. Ltd., ii. KOGO Tech Labs Pvt. Ltd., iii. Gtropy Systems Pvt Ltd., iv. Mappls DT Pvt Ltd., v. Infidreams Digital Pvt. Ltd., and vi. Zenithra Tech Pvt. Ltd.
11	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	Nil
12	Number of Shares held in the Company	2,847,86
13	Relationship with any Director (s) of the Company	Son of Mr. Rakesh Kumar Verma and Mrs. Rashmi Verma, and Brother of Ms. Rakhi Prasad Directors of the Company

Place: New Delhi
Date: 30/06/2026

By order of the Board of Directors for
C.E. INFO SYSTEMS LIMITED

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

Sd/-
Saurabh Surendra Somani
Company Secretary & Compliance Officer