

Date: September 25, 2025

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

Subject: Addendum to the Notice of 27th Annual General Meeting of the Company to be held on September 29, 2025.

Scrip Code: 538734

Dear Sir/Madam,

In continuation of our communication dated September 6, 2025, informing about the 27th Annual General Meeting of the Company ("27th AGM") scheduled to be held on Monday, September 29, 2025 at 11:00 AM (IST), we wish to inform you that the Board of Directors, by Circular Resolution passed today i.e. on Thursday, September 25, 2025, has approved the addendum to Notice of 27th Annual General Meeting dated September 3, 2025, for withdrawal of Item No. 8 and 9 from the Notice of 27th AGM pertaining to :

Agenda Item 8 -Appointment of Mr. Surej Kunhithayyil Poyil (DIN: 10999955) as Whole-time Director &CEO Designate of the Company with nomenclature as the Whole Time Director (WTD) & CEO Designate of the Company

Agenda Item 9- Approve of grant of Employee Stock Options equal to or more than 1 % of the issued capital of "Ceinsys Tech Limited Employee Stock Options Scheme 2025" ("CS Tech ESOS 2025" / "Scheme")

The said addendum is enclosed herewith.

All other items of business in the AGM Notice remain unchanged except as mentioned the said addendum.

The attached addendum is being circulated electronically to the Members to whom Notice of the 27th AGM was sent and the same is also available at the website of the Company at the link www.cstech.ai and on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we request you to take on record the above submission along with the attached Addendum.

This is for your information and record.

Thanking you.

Yours faithfully,

For Ceinsys Tech Limited

Pooja Karande
Company Secretary &
Compliance Officer
M. No. A54401

Enclosure: As above

CEINSYS TECH LIMITED

Reg. Office: 10/5, I.T. Park, Nagpur-440022

Corporate Identification Number (CIN): L72300MH1998PLC114790 Tel No. 91 712 6782800

Web: <https://cstech.ai/>, email: cs@cstech.ai

**Addendum to the Notice of the 27th Annual General Meeting of the Members of
Ceinsys Tech Limited to be held on Monday, September 29, 2025, at 11:00 AM (IST)
through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM')**

Dear Shareholders,

This is in reference to the Notice of 27th Annual General Meeting dated September 3, 2025 ("AGM Notice") of **Ceinsys Tech Limited ("the Company")** to be held on Monday, September 29, 2025, at 11:00 AM (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') facility, for seeking approval for matters contained in the said AGM Notice. The said AGM Notice has been duly dispatched to the shareholders of the Company as per the applicable laws on September 6, 2025.

The below Addendum shall be read in conjunction with the AGM Notice dated September 3, 2025, together with explanatory statement:

The following agenda items in the AGM Notice convening the 27th Annual General Meeting of Ceinsys Tech Limited ("27th AGM") are hereby withdrawn and will not be taken up for remote e-voting/ e-voting at the 27th AGM for the reasons stated in the Explanatory Statement attached to this Addendum and other subsequent items to be renumbered:

SPECIAL BUSINESS:**Item No. 8 – Appointment of Mr. Surej Kunhithayil Poyil (DIN: 10999955) as Whole Time Director with nomenclature as the Whole Time Director (WTD) & CEO Designate of the Company**

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 Article of Association of the Company, Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, and based on the recommendations of the Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors at their respective meetings held on September 3, 2025, the consent of the members be and is hereby accorded for appointment of Mr. Surej Kunhithayil Poyil (DIN- 10999955) and who is presently serving as the Non-Executive Non Independent Director of the Company with effect June 28, 2025 as Whole Time Director for a period of 3 (Three) years with effect from September 3, 2025 to September 2, 2028, with a nomenclature as "Whole Time Director and CEO designate" of the Company on the terms and conditions of appointment including payment of remuneration with effect from September 3, 2025 as mentioned below, subject to approval of Central Government:

Base Salary: USD 3,75,000 per annum (USD Three Lakhs Seventy Five Thousand Only) less taxes and applicable withholdings, payable in accordance with Employer's regularly scheduled payroll, out of which USD 3,00,000 (USD Three Lakhs Only) will be paid from the Company and USD 75,000 (USD Seventy Five Thousand) will be paid from Technology Associates Inc, USA, the Wholly Owned Foreign Subsidiary of the Company.

Variable pay: USD 1,85,000 per annum (USD One Lakh Eighty- Five Thousand Only) which will be subject to meeting of Annual targets as may be decided by the Board in consultation with Nomination and Remuneration Committee.

Total Pay: USD 5,60,000 per annum (USD Five Lakhs Sixty Thousand Only)

Employee Stock Option Plan ("ESOP"):

Mr. Surej Kunhithayil Poyil shall also be eligible for the grant of up to 2,15,000 (Two Lakh Fifteen Thousand) Stock Options of the Company out of the total pool of 8,70,000 (Eight Lakhs Seventy Thousand) options under the "Ceinsys Tech Limited Employee Stock Options Scheme 2025" ("CS Tech ESOS 2025" / "Scheme"), in accordance with and subject to the terms of the such scheme. The grant of such options shall be in addition to the remuneration mentioned above and shall be governed by the ESOP Scheme as duly framed by the Nomination and Remuneration Committee, recommended by the Board of Directors, and approved by the Shareholders of the Company in their duly convened meeting.

The perquisite value of the stock options, upon exercise in any financial year and as computed in accordance with the applicable laws, shall form part of the overall remuneration of Mr. Poyil, and no separate approval of the shareholders shall be required in this regard.

Perquisites and Benefits

The Company shall obtain medical insurance cover for Mr. Surej Kunhithayil Poyil and his family.

Other Terms

1. Mr. Surej Kunhithayil Poyil shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.
2. He shall be subject to retirement by rotation.
3. With effect from January 1, 2026, the nomenclature of Mr. Surej Kunhithayil Poyil will be Whole Time Director and CEO of the Company

"RESOLVED FURTHER THAT if in any financial year during the currency of tenure of Mr. Surej Kunhithayil Poyil in the Company, the Company has no profit or its profit is inadequate, the remuneration as mentioned in the above resolution shall continue to be paid to Mr. Surej Kunhithayil Poyil in accordance with the provisions of section 197 and Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) by passing special resolution at a duly conveyed general meeting of Shareholders, wherever required."

"RESOLVED FURTHER THAT any of the Executive Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorized individually to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution."

Item No. 9 - Approve grant of Employee Stock Options equal to or more than 1 % of the issued capital of "Ceinsys Tech Limited Employee Stock Options Scheme 2025" ("CS Tech ESOS 2025" / "Scheme").

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 62(1)(b) of the Companies Act, 2013 ("Companies Act") read with the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and the provisions of Foreign Exchange Management Act, 1999 ("FEMA") and rules and regulations framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 ("SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"); and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Reserve Bank of India, Ministry of corporate Affairs, Government of India, the Securities and Exchange Board of India ("SEBI") and the BSE Limited; and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies and approval of Central Government, as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and upon recommendation of Nomination and Remuneration Committee ("NRC") and Board of Directors, the consent of the Members of the Company be and is hereby accorded, to create, offer and grant such number of employee stock options, in one or more tranches, to Mr. Surej Kunhithayil Poyil, Whole Time Director and CEO Designate of the Company as per the details mentioned below under the "Ceinsys Tech Limited Employee Stock Options Scheme 2025" ("CS Tech ESOS 2025" / "Scheme"), owing to his employment in the Company and its subsidiary which may be equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option :

Sr. No.	Employee Name	Designation	No. of Options proposed to be granted
1	Mr. Surej Kunhithayil Poyil,	Whole Time Director and CEO Designate	2,15,000

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Prashant Kamat, Whole Time Director, Vice Chairman and CEO and/or Mr. Kaushik Khona, Managing Director- India Operations and/or Dr. Abhay Kimmatkar, Managing Director and/or Ms. Pooja Karande, Company Secretary and Compliance Officer of the Company be and are hereby authorised to do all acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner and the Board or Nomination and Remuneration Committee/ such authorised person in its/his absolute discretion may deem fit and take steps which are incidental and ancillary in this connection."

By order of the Board of Directors for
CEINSYS TECH LIMITED

Date: September 25, 2025

Registered office:

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

Sd/-

Pooja Karande

(Company Secretary & Compliance Officer)

Notes:

1. With approval of the Board of Directors of the Company, AGM Notice was dispatched to the members on September 6, 2025. In the aforesaid AGM Notice, agenda item no(s).1 to 12 are proposed to be transacted at the AGM and Company is offering remote e-voting/ e-voting facility at the 27th AGM to its Shareholders in respect of all resolutions.
2. In order to enable the Shareholders to exercise their voting rights through remote e-voting facility or at the 27th AGM on informed basis, it is necessary that any material events occurred subsequent to dispatch of AGM Notice shall be brought to the notice of all the Shareholders of the Company.
3. This Addendum to the Notice dated September 3, 2025, convening the 27th AGM shall form an integral part of the AGM Notice circulated to the Members of the Company and shall be read in continuation of and in conjunction with the AGM Notice.
4. An Explanatory Statement setting out the reasons for non-consideration of agenda item nos. 8 and 9 from the AGM Notice of the Company dated September 3, 2025, is annexed herewith.
5. With the withdrawal of agenda item nos. 8 and 9, the Explanatory Statement setting out material facts concerning the business with respect to Item No. 8 to 9 and information pursuant to 1.2.5 of The Secretarial Standards on General Meetings (SS- 2) and Regulation 36 (3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 regarding Director Seeking Appointment/Re-Appointment with respect to Agenda item no. 8 also stands withdrawn.
6. The AGM Notice dated September 3, 2025 and this addendum thereof have been made available on the website of the Company at www.cstech.ai and may also be accessed from the website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and from the website of National Securities Depository Limited (agency appointed for providing the Remote e-voting facility and e-voting system during the 27th AGM), i.e., www.evoting.nsdl.com.
7. All other agenda items except as mentioned in this Addendum, along with explanatory statement of the AGM Notice dated September 3, 2025, shall remain unchanged from those previously notified.
8. Accordingly, all the concerned Members, exchange, depositories, Registrar and Share Transfer agents, the agency appointed for e-voting, regulators and all other concerned are requested to take note of withdrawal of agenda item nos. 8 and 9 of the AGM Notice.
9. It may be noted that apart from above there are no other modifications to the AGM Notice and this Addendum should be read in continuation of and in conjunction with the AGM Notice.
10. In compliance with Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Addendum will be published on September 26, 2025, in Newspapers viz. in the Financial Express (English) in all edition, Indian Express (English Daily) and Loksatta (Marathi Daily).

EXPLANATORY STATEMENT

The following explanatory statement sets out the reasons for withdrawal of agenda item nos.8 and 9 from the Notice of 27th Annual General Meeting (AGM) of the Company dated September 3, 2025.

The Company has issued a Notice dated September 3, 2025, for convening the 27th AGM, scheduled to be held on Monday, September 29, 2025, at 11.00 AM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility. The AGM Notice was duly dispatched on September 6, 2025, in compliance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and applicable SEBI Regulations.

However, the withdrawal of agenda item nos. 8 and 9 has been necessitated in view of the requirement for further clarity on certain regulatory aspects related to the terms of Appointment of Mr. Surej Kunhithayil Poyil (DIN: 10999955) as Whole Time Director with nomenclature as the Whole Time Director (WTD) & CEO Designate of the Company.

Accordingly, for the reason mentioned above, Item no. 8 and 9 of the AGM notice shall not be transacted at the ensuing 27th AGM and thereby stands withdrawn.

The Board of Directors of the Company, via circular resolution dated September 25, 2025, has consented to this withdrawal and the matter will not be transacted at the forthcoming 27th AGM.

Accordingly, the remaining agenda items i.e. Nos. 10, 11 and 12 of the AGM Notice shall stand renumbered as Item Nos. 8, 9 and 10, respectively. All references in the AGM Notice with respect to the Agenda Items, including the Explanatory Statement, shall be renumbered respectively.

By order of the Board of Directors for
CEINSYS TECH LIMITED

Date: September 25, 2025

Registered office:

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

Sd/-
Pooja Karande
(Company Secretary & Compliance Officer)