

July 02, 2025

The Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
BSE SCRIP Code: 543425

The Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051  
NSE Symbol: MAPMYINDIA

**Subject: Notice of the 30<sup>th</sup> Annual General Meeting and Annual Report for the FY 2024-25**  
**Ref: Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

We hereby inform you that **Annual General Meeting (AGM) is scheduled to be held on Friday, July 25, 2025 at 11:00 AM through Video Conferencing (VC)/Other Audio Visual Means (OAVM)** in compliance with the applicable provisions of the Companies Act, 2013 read with MCA Circulars to transact the Ordinary and Special Businesses, as set out in the Notice of the 30<sup>th</sup> AGM.

Please find enclosed the Notice convening the 30<sup>th</sup> AGM and the Annual Report of the Company containing Directors' Report, Management Discussion & Analysis Report, Business Responsibility & Sustainability Report, Corporate Governance Report, Auditors Report, Standalone & Consolidate Financials and other information.

Further the Notice convening the 30<sup>th</sup> AGM and the Annual Report of the Company for the FY 2024-25 is sent on July 02, 2025 to all the Members of the Company whose e-mail addresses are registered with the Company / RTA / Depository Participant(s) and communication mentioning the web-link, including the exact path, where complete details of the Annual Report are available to all the Members of the Company who have not registered their email address(es) with the Company / RTA / Depository Participant(s).

The Notice convening the 30<sup>th</sup> AGM and the Annual Report of the Company is also uploaded on the Company's website at [www.mapmyindia.com](http://www.mapmyindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

Kindly acknowledge the receipt of the same.

Thanking you.

Yours faithfully,  
**For C.E. Info Systems Limited**

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

**Encl:**

**1. Annual Report FY 2024-25 along with Notice convening the 30<sup>th</sup> AGM**

**C.E. INFO SYSTEMS LIMITED**

(Previously known as C.E. Info Systems Pvt Ltd)

## 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 30th ANNUAL GENERAL MEETING OF THE MEMBERS OF C.E. INFO SYSTEMS LIMITED WILL BE HELD ON FRIDAY, THE 25TH DAY OF JULY, 2025 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 31st March, 2025:

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 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 31st March, 2025 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 31st March, 2025:

To declare the payment of Dividend of Rs. 3.50/- (175%) per Equity Share for the Financial Year ended 31st March, 2025 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 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 31st March, 2025 aggregating to Rs. 19,04,70,262.50/-."

##### Item No. 3 – Re-Appointment of Director:

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

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

##### Item No. 4 – Appointment of M/s. M S K A & Associates, Chartered Accountants, (ICAI Firm Registration No. 105047W), as the Statutory Auditors 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 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) readwith SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and, all other applicable laws, if any, and as recommended by the Audit Committee and Board, approval of the Shareholders of the Company be and is hereby accorded for the appointment of M/s. M S K A & Associates, Chartered Accountants, (ICAI Firm Registration No. 105047W), having office at Magnum Global Park, Unit No. 2101-2115 A & B, Floor 21, Sector 58, Arch View, Gurgaon 122011, India, as the Statutory Auditors of the Company to hold office for a period of 5 years, from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2030 to conduct the statutory audit functions of the Company for the Financial Years ended 31st March, 2026 to 31st March, 2030 at a remuneration mentioned in the explanatory statement in place of M/s Brijesh Mathur & Associates, Chartered Accountants (Firm Registration no. 022164N), Chartered Accountants, whose period of office will expire in this Annual General Meeting,"

**"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."

#### SPECIAL BUSINESSES:

##### Item No. 5-To consider and approve the Re-appointment of Mr. Rakesh Kumar Verma (DIN: 01542842) as Managing Director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 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 readwith SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and the Board, approval of Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Rakesh Kumar Verma (DIN: 01542842) as the Managing Director of the Company to hold office for a period of 5 years with effect from 26th August, 2025 at the existing annual remuneration of Rs. 1,50,00,000/- (Rupees one crore fifty lakh only) inclusive of all perquisites."

**"RESOLVED FURTHER THAT** if the Company has no profit or its profit is 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 period of office of Mr. Rakesh Kumar Verma shall be liable for determination by way of retirement by rotation."

**"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."

##### Item No. 6 - Appointment of Dr Ranjan Kumar Mohapatra (DIN: 08006199) as an Independent Director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the "Companies Act") and other applicable law and pursuant to the provisions of the articles of association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and the Board, approval of Shareholders of the Company be and is hereby accorded for the appointment of Dr Ranjan Kumar Mohapatra (DIN: 08006199) as an Independent Director of the Company to hold office for a period of 3 consecutive years from 9th May, 2025 to 8th May, 2028 and he shall not be liable to retire by rotation."

**"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."

##### Item No. 7 – Payment of Commission to Non-Executive Directors 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 197 and other applicable provisions, if any, of the Companies act, 2013 ('Act') read with Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') as amended from time to time, a sum not exceeding such amount of the net profits of the

Company as prescribed under the Act and the SEBI Regulations, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst the Directors of the Company or some of them (Other than the Managing and/or Whole Time Director) of the Company in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year for a period of 3 years from Financial Year 2025-26 onwards.”

“**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.”

**Item No. 8 – 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 2025-26:**

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, during the financial year 2025-26 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 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 his absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

**Item No. 9: Power to manage treasury operations by way of investing and making loans/investing/providing guarantee/security in excess of the limits specified under Section 186 of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and as recommended by the Audit Committee and Board, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs. 1000 crores, outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).”

“**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.”

**Item No. 10: Appointment of CS Santosh Kumar Pradhan Practicing Company Secretary as Secretarial Auditor 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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulations 24A of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and as recommended by the Audit Committee and the Board, consent of the Shareholders of the Company be and is hereby accorded, to appoint CS Santosh Kumar Pradhan, Practicing Company Secretary (CP No: 7647 and Peer Review Certificate No. PRC:1388/2021) as Secretarial Auditors of the Company to conduct secretarial audit for the first term of five consecutive

years commencing from FY 2025-26 till FY 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company”.

“**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company”.

“**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: 24.06.2025

By order of the Board of Directors for

C.E. INFO SYSTEMS LIMITED

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

Sd/-  
Saurabh Surendra Somani  
Company Secretary & Industrial Estate,  
Compliance Officer

## Notes

- The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 02/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 respectively, and the rules made thereunder in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and Circular No. 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 till September, 2025. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue of 30th 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@kritiadvocacy.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.
- 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.
- 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](http://www.mapmyindia.com)
- 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.
- The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 10 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3, 5 and 6 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment and approval of payment of remuneration at this AGM are also annexed.
- 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 Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
- 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 2024-25 will be circulated to all the Shareholders holding shares as on 27th June, 2025 only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on 27th June, 2025. 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](http://www.mapmyindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com). Further the AGM Notice will be also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- 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 Saturday 19th July, 2025 to Friday, the 25th day of July, 2025, (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 Friday, 18th day of July, 2025.

- 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 and 2023-24 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

- 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.
- In line with MCA and SEBI circulars, the notice of the AGM along with the Annual Report 2024-25 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 2024-25 will also be available on the Company's website [www.mapmyindia.com](http://www.mapmyindia.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL <https://www.evotingindia.com>
- 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 20th July, 2025 through email on [cs@mapmyindia.com](mailto:cs@mapmyindia.com). The same will be replied by the Company suitably.
- 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.

17. The Members are requested to register their e-mail ID or new e-mail ID (if there is any change in email ID which has already been registered with the, Depository Participant (for shares held in demat form) or Company (for shares held in physical form).

#### Voting Through Electronic Means:

- i) The remote e-voting period commences on Tuesday, the 22nd day of July, 2025 (9.00 a.m. IST) and ends on Thursday, the 24th day of July, 2025 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, the 18th day of July, 2025 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- ii) The Board of Directors have appointed Mr. Santosh Kumar Pradhan, Practicing Company Secretary (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. Friday, the 18th day of July, 2025, 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.
18. The details of the process and manner for remote e-voting are explained herein below:

- (i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- (ii) 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.
- (iii) 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.
- (iv) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

- (v) 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- (vi) 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.
- (vii) In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

The instructions of shareholders for e-voting and joining virtual meetings are as under:

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 Tuesday 22nd July, 2025 (from 9:00 AM) and ends on Thursday 24th July, 2025 (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 Friday 18th day of July, 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meetin</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> <li>For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on "Shareholders" module.
  - Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - 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.
  - 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](http://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](mailto: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 at [santosh@kritiadvocacy.com](mailto:santosh@kritiadvocacy.com) and to the Company at the email address viz; [cs@mapmyindia.com](mailto:cs@mapmyindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Instructions for shareholders attending the AGM through VC/OAVM & E-voting during meeting Are As Under:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before 20th July, 2025 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till 20th July, 2025 mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Process for those shareholders whose Email/Mobile no. are not registered with the company/depositories.**

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

#### OTHER INSTRUCTIONS:

- 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.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mapmyindia.com](http://www.mapmyindia.com) and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed.

#### Statement Of Material Facts Annexed To The Notice Pursuant To Regulation 36 (5) Of The Securities Exchange Board Of India (Sebi) (Listing Obligations And Disclosure Requirements) Regulations, 2015:

##### Item No. 4-Appointment of M/s. M S K A & Associates, Chartered Accountants, (ICAI Firm Registration No. 105047W), as the Statutory Auditors of the Company:

The tenure of existing Statutory Auditors viz. M/s. Brijesh Mathur & Associates, Chartered Accountants (Firm Registration no. 022164N) of the Company will expire in this Annual General Meeting of the Company upon completion of his Tenure as per the provisions of the Companies Act, 2013 readwith SEBI Regulations. The Audit Committee and Board have recommended to appoint M/s. M S K A & Associates, Chartered Accountants, (ICAI Firm Registration No. 105047W), having office at Magnum Global Park, Unit No. 2101-2115 A & B, Floor 21, Sector 58, Arch View, Gurgaon 122011, India, as the Statutory Auditors of the Company to hold office for a period of 5 years, from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2030 to conduct the statutory audit functions of the Company for the Financial Years ended 31st March, 2026 to 31st March, 2030. As required under Regulation 36(5) of SEBI LODR, the credentials & Terms of Appointment of M/s. M S K A & Associates, Chartered Accountants, (ICAI Firm Registration No. 105047W) is as below:

- Profile of M/s. MSKA & Associates:** Established in 1978, M S K A & Associates is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the US Public Company Accountancy Oversight Board (PCAOB) having offices across 12 cities in India at Mumbai, Gurugram, Chandigarh, Kolkata, Ahmedabad, Chennai, Goa, Pune, Bengaluru, Kochi, Hyderabad and Coimbatore. The audit firm has a valid peer review certificate. The Firm primarily provides audit and assurance services, tax and advisory services, to its clients. The Firm's Audit and Assurance practice has significant experience across various industries, markets and geographies.
- Terms of Appointment:** M/s. M S K A & Associates, Chartered Accountants, is proposed to be appointed for the first term of five consecutive years for conducting the Statutory Audit functions from FY 2025-26 to FY 2029-30. The proposed fees payable to them is Rs. 27 Lakhs per annum. The said fees shall exclude GST, certification fees, applicable taxes, reimbursements and other outlays. Further, the Audit Committee/ Board is proposed to be authorised to revise the Statutory Audit audit fee, from time to time. The directors recommend the said resolution for the approval of 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 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 set out in Item No. 4.

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

#### 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. 5-To consider and approve re-appointment of Mr. Rakesh Kumar Verma (DIN: 01542842) as Managing Director of the Company:

Mr. Rakesh Kumar Verma (DIN: 01542842), Aged 74+ Years, a visionary entrepreneur and philanthropist, is celebrated as India's Original Digital Map Maker, a title conferred upon him when he became only the second recipient of the prestigious BITS Ratna Award from his alma mater, BITS Pilani. He has also been honored with the institute's Distinguished Alumni Award in recognition of his outstanding contributions to the fields of geospatial technology and entrepreneurship. Recently, he was conferred with the Geospatial World Leadership Award at the Geospatial World Forum 2025 for laying the foundation of India's digital mapping industry. Earlier, he was recognized as the Geospatial Business Leader in 2015 by Geospatial World. His remarkable journey has also been featured in the book BITS of Success, which profiles 50 distinguished BITSian achievers over the past 50 years. Mr. Verma holds an engineering degree from BITS Pilani (1972) and an MBA from Eastern Washington University, USA (1979). Rakesh's journey is a powerful

testament to perseverance, innovation, and a profound commitment to India's growth. After a successful professional career in the United States, he made a bold and visionary decision to return to India in 1990—well before the country's liberalization reforms—motivated by a desire to contribute to the nation's development at a time when opportunities in high technology were limited. As the Co-Founder of MapmyIndia, Rakesh pioneered India's digital mapping and geospatial technology industry, building the company from inception into a dominant, profitable, and globally recognized public entity. Further he is a philanthropist and purposeful Indian, who despite a very successful professional career in the US, returned to India in 1990 during pre liberalization when India didn't seem to hold much promise, because he wanted to do something for his country. And beyond his business too, he has focused on enabling the youth and more across various strata of society, and even academia, charitably contributing at scale and upholding India's 'Sanskriti' and cultural connect of all, through various initiatives. MapmyIndia's achievements under Mr. Verma's leadership are exemplary. He is an alumnus of BITS Pilani, and an MBA from Eastern Washington University, USA. He is the Chairman cum Managing Director and one of the Founder promoter, who has rich and varied experience in the Industry and has been involved in the operations of the Company since incorporation. Under his leadership, the Company have deep-dived into the world of maps, navigation, telematics and geo-analytics, achieving diverse milestones in Pioneering navigation, Building India's first digital mapping portal, Solving India's last-mile challenges, Starting India's first Nationwide Digital Address system, Using telematics for real-time tracking, encouraging use of digital maps & location technology to build smart cars, smarter businesses and the smartest cities for India. The Nomination & Remuneration Committee (NRC) of the Company and the Board in their respective meetings held on 26.08.2021 have approved the tenure of Mr. Rakesh Kumar Verma to hold office upto 26.08.2025 with an annual remuneration of Rs. 1,50,00,000/- (Rupees one crore fifty lakh only) per annum and Performance based Incentive upto 150% of the remuneration, with a provision of an annual increment upto 10% of remuneration. The Company has received a notice in writing from one of the shareholder of the Company as required under section 160 of the Companies Act, 2013 proposing to fix his tenure and to revise his remuneration.

Based on the recommendation of Nomination and Remuneration Committee and Board in their respective meetings held on 9th May, 2025, Mr. Rakesh Kumar Verma (DIN: 01542842) was re-appointed as the Managing Director of the Company for another period of 5 years w.e.f. 26th August, 2025 at an Annual remuneration of Rs. 1,50,00,000/- (Rupees One Crores & Fifty Lacs) to hold office for a term of five years from 26th August, 2025 to 25th August, 2030. As Mr. Rakesh Kumar Verma, is more than 74+ years, hence, for his re-appointment as Managing Director, the Company shall require the approval of members of the Company as a Special Resolution as required under Section 196 of the Companies Act, 2013 and Schedule V of the Companies Act, 2013 and SEBI Regulations.

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. Rakesh Kumar Verma, being the proposed appointee and Ms. Rashmi Verma, Mr. Rohan Verma & Ms. Rakhi Prasad, being relatives of Mr. Rakesh Kumar Verma.

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

##### Item No. 6 - Appointment of Dr Ranjan Kumar Mohapatra (DIN: 08006199) as an Independent Director of the Company:

Dr Ranjan Kumar Mohapatra (DIN: 08006199), was appointed as an Additional Non-executive & Independent Director of the Company by the Board in its Meeting held on 9th May, 2025 based on the recommendation of the Nomination & Remuneration Committee of the Company to hold office for a period of 3 years effective from 9th May, 2025 to 8th May, 2028. He is B.A. in Economics from university of Madras. After an illustrious career in tech and media, Dr. Ranjan Kumar Mohapatra is a graduate in Mechanical Engineer from BITS Pilani, MBA from Xavier Institute of Management, Bhubaneswar & Ph D in Management from Amity University. He Joined Indian Oil Corporation in 1987, taken up assignments in Terminal Operations, Supply Chain Management & Logistics. Better known for acumen & in-depth knowledge in Supply Chain & Logistics and was associated with evacuation of finished products from domestic Refineries, developing & signing of Product upliftment agreements of Indian Oil with Stand Alone Refiners & other OMCs in India. He was also one of the main architects of the successful fuel quality up-gradation in India in 2010. He headed the Operation Function of Maharashtra State, having largest number of supply locations from Apr 2010 to Jan 2012. He was the Managing Director of IndianOil (Mauritius) Ltd., the wholly owned subsidiary of Indian Oil Corporation, where he led a team of young professionals, registering sizable growth in Market Share and Profitability, with IndianOil (Mauritius) becoming the 9th largest co. in Mauritius & second largest Oil Co. Later he headed West Bengal State Office of Indian Oil, looking after all Marketing Operations of West Bengal, Andaman & Nicobar Islands & Sikkim.

The brief profile of Dr Ranjan Kumar Mohapatra (DIN: 08006199), is available for inspection at the Registered Office of the Company in New Delhi, National Capital Territory of Delhi during 10:00 A.M. to 5:00 P.M. on all working days of the Company upto the day of the Annual General Meeting.

Dr Ranjan Kumar Mohapatra (DIN: 08006199), who was appointed as an Additional Independent Director of the Company w.e.f 9th May, 2025 in accordance with the provisions of Section 149 & 161 of the Companies Act, 2013 and Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is proposed to be confirmed as an Independent Director of the Company to hold office for a period of 3 years from 9th May, 2025 by the Members of the Company by way of a special resolution as required under Regulation 25(2A) of the SEBI Regulations.

The Board considers it desirable that the Company should continue to avail his valuable services, who is fulfilling the criteria of independence and hence recommends his appointment as Director of the Company.

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

None of the 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. 6 except Dr Ranjan Kumar Mohapatra (DIN: 08006199).

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

**Item No. 7 – Payment of Commission to Non-Executive Directors of the Company:**

Section 197 of the Act permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of Members. Further, Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 authorises the Board of Directors to recommend all fees and compensation, if any, to Non-Executive Directors, including Independent Directors and shall require approval of members in general meeting.

The details of the proposed material related party transaction is as mentioned below:

Particulars	Details
Name of the Related Party	Gtropy Systems Private Limited
Type of Transaction	Purchase and Sale of goods & services
Material terms and particulars of the proposed Transaction	As per terms & conditions of the Business Agreement dated 3rd January, 2022 and Addendum dated 28th May, 2025 entered between Company and Gtropy Systems Private Limited
Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	C.E. Info Systems Limited is the Holding Company of Gtropy Systems Private Limited
Tenure of the proposed transaction	2025-26
Value of the proposed transaction	For an amount not exceeding Rs. 150 Crores
Value of RPT as % of – Company's audited consolidated annual turnover of Rs. 46325 Lakhs, for the financial year 2024-2025. • Subsidiary's annual standalone turnover for the financial year 2024-25 Rs. 11046 Lakhs	32.38%
If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	N.A
(i) Details of financial indebtedness incurred	N.A
(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A
(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	N.A
Justification as to why the RPT is in the interest of the Company.	IoT is the key part of business of the Company, the proposed related party transaction with Gtropy will help in growth of overall business of the Company.
Copy of the valuation or other external party report, if any such report has been relied upon.	N.A
Any other information relevant or important for the members to take a decision on the proposed transaction.	N.A

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 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.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed by the Board in their meeting held on 9th May, 2025, that remuneration not exceeding one percent per annum of the net profits of the Company calculated in accordance with provisions of Section 197 of the Act, be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company for a period of 3 years from Financial Year 2025-26 onwards. Such payment will be in addition to the sitting fees paid for attending Board/Committee meetings.

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.

All the Directors of the Company and their relatives except Mr. Rakesh Kumar Verma, Managing Director and Mrs. Rashmi Verma, Whole Time Director are concerned or interested in the resolution, set out in Item No. 7 to the extent of the remuneration that may be received by each of these Directors.

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

**Item No. 8 – 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 2025-26:**

Particulars of proposed material related party transactions to be entered by the Company with Gtropy Systems Private Limited:

The Audit Committee and the Board in their respective meetings held on 24th June, 2025 proposed to enter into material related party transaction with its subsidiary company viz. M/s Gtropy Systems Private Limited for the FY 2025-26.

Mr. Rakesh Kumar Verma, Ms. Rashmi Verma, Mr. Rohan Verma and Ms. Rakhi Prasad and their relatives and Mr. Anil Mahajan & Mr. Shambhu Singh, Non-Executive Directors are deemed to be concerned or interested financially or otherwise, in the resolution set out in Item No. 8.

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

**Item No. 9: Power to manage treasury operations by way of investing and making loans/investing/providing guarantee/security in excess of the limits specified under Section 186 of the Companies Act, 2013:**

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

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

The Company has been regular in managing treasury operations by way of investing and making loans/investing/providing guarantees/security in other bodies corporate. In order to enable the Company to further invest/make loans/provide guarantees/security and on the recommendation of the Audit Committee, the Board of Directors approved the proposal to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding Rs. 1000 crores, under the provisions of Section 186 of the Companies Act, 2013.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at **Item No. 9**.

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

**Item No. 10: Appointment of CS Santosh Kumar Pradhan Practicing Company Secretary as Secretarial Auditor of the Company**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, on the basis of recommendation of the Audit Committee and Board of Directors, a listed company is required to appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders in annual general meeting.

In view of the above, on the basis of recommendations of the Audit Committee and the Board of Directors at their meeting held on 24th June, 2025 have appointed CS Santosh Kumar Pradhan, Practicing Company Secretary (CP No: 7647 and Peer Review Certificate No. PRC: 1388/2021) as Secretarial Auditor of the Company to conduct secretarial audit for a period of five consecutive years from FY 2025-26 to FY 2029-30. The appointment is subject to approval of the Members of the Company. While recommending CS Santosh Kumar Pradhan for appointment, the Audit Committee and the Board considered the past audit experience of the particularly in auditing large companies, valued various factors, including the CS Santosh Kumar Pradhan's capability to handle the secretarial Audit functions, his existing experience in the various business segments and the clientele he serves, and his technical expertise. As required under Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of CS Santosh Kumar Pradhan, are as under:

- a. Profile: CS Santosh Kumar Pradhan, is a leading Practising Company Secretary has a distinguished track record and having an experience for more than 20 years, with the team being led by a senior professional of considerable repute, possessing extensive experience in providing services to both listed and unlisted Companies. CS Santosh Kumar Pradhan offers a full spectrum of corporate, secretarial, regulatory, compliance services, and legal & regulatory services relating to various Corporate Laws, SEBI Laws, Stock exchange related matters and FEMA matters. He has specialised in Corporate Consultancy & Advisory in the areas of Legal Compliances, Secretarial Audits, Corporate Governance Audit, Legal Due Diligence matters etc. CS Santosh Kumar Pradhan is peer reviewed / Quality reviewed (Peer Review No.: 1388/2021) and is eligible to be appointed as Secretarial Auditors of the Company and are not disqualified in terms of SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.
- b. Terms of appointment: CS Santosh Kumar Pradhan, Practicing Company Secretary is proposed to be appointed for the first term of five consecutive years conducting secretarial audit from FY 2025-26 to FY 2029-30. The proposed fees payable to CS Santosh Kumar Pradhan, is Rs. 2.00 lakhs per annum plus applicable taxes and other out of pocket expenses for FY2026. The said fees shall exclude GST, certification fees, applicable taxes, reimbursements and other outlays. The Audit Committee/ Board is proposed to be authorised to revise the secretarial audit fee for Subsequent Financial Years, from time to time.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at **Item No. 10**.

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

Place: New Delhi  
Date: 24.06.2025

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

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

**Sd/-  
Saurabh Surendra Somani  
Company Secretary & Industrial Estate,  
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:

S. No.	Particulars	Ms. Rakhi Prasad	Mr. Rakesh Kumar Verma	Dr Ranjan Kumar Mohapatra
1	DIN	07621845	01542842	08006199
2	Date of Birth & Age	20th June, 1978, Age: 47 years	16th December, 1950; Age: 74+ Years	1st January, 1964, Age:61+ years
3	Date of Appointment	9th September, 2020	17th February, 1995	9th May, 2025
4	Qualifications	M. S., Financial Engineering & BS, Computer science	Bachelor's degree in Mechanical Engineering (Hons.) from BITS Pilani and an MBA from Eastern Washington University.	Mechanical Engineering graduate from BITS Pilani, holds an MBA from XIM Bhubaneswar, and a Ph.D. in Management from Amity University.
5	Nature of Expertise in specific functional areas	Financial & Technology	Industry Experience, Technical, Management & Leadership Skills	Technical, Management & Leadership Skills
6	Experience	24+ Years	53+ Years	40+ Years
7	Directorship held in other listed entities	NIL	Nil	Nil
8	Number of Board Meeting attended during FY 2024-25	8	8	NA
9	Terms and Conditions of appointment or re-appointment	As per the resolution at item no. 3 of this Notice read with Explanatory Statement thereto.	As per the resolution at item no. 5 of this Notice read with Explanatory Statement thereto.	As per the resolution at item no. 6 of this Notice read with Explanatory Statement thereto.
10	Other Directorship	<ul style="list-style-type: none"> <li>• Spinclabs Private Limited</li> <li>• ClarityX Analytics Private Limited</li> <li>• Angel One Wealth Limited</li> </ul>	Nil	<ul style="list-style-type: none"> <li>• Rubber, Chemical &amp; Petrochemical Skill Development Council</li> <li>• Agriculture Skill Council of India</li> <li>• Skill Council for Mining Sector</li> <li>• OFB Tech Private Limited</li> </ul>
11	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL	NIL	NIL
12	Number of Shares held in the Company	3133	22663080	NIL
13	Relationship with any Director (s) of the Company	Daughter of Mr. Rakesh Kumar Verma, Managing Director and Mrs. Rashmi Verma, Whole Time Director of the company and Sister of Mr. Rohan Verma, Non-Executive Director of the Company.	Spouse of Mrs. Rashmi Verma, Whole Time Director of the company and Father of Ms. Rakhi Prasad and Mr. Rohan Verma, Non-Executive Directors of the Company.	NIL

Place: New Delhi  
Date: 24.06.2025

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,  
Officer Phase III, New Delhi 110020

Sd/-  
Saurabh Surendra Somani  
Company Secretary & Compliance