

Notes

Forming part of the Consolidated Financial Statements for the year ended March 31, 2022

NOTE 53:

The Group has presented these consolidated financial statement in accordance with the requirement of Schedule III - of the Companies Act , 2013 including amendments thereto , effective from April 01,2021.

NOTE 54:

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

As per our report of even date  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm’s Registration No: 101248W/W-100022

**Koosai Leheriy**  
Partner  
Membership No.: 112399

Place : Mumbai  
09 May 2022

**Ashish Agrawal**  
Director  
DIN No.: 00163344

**Pankaj Khandelwal**  
Chief Financial Officer  
DIN No.: 05298431

**For and on behalf of the Board of Directors of  
CMS Info Systems Limited**  
CIN: L45200MH2008PLC180479

**Rajiv Kaul**  
Whole Time Director and Chief Executive Officer  
DIN No.: 02581313

**Praveen Soni**  
Company Secretary  
Membership No: FCS 6495



**Registered Off:** T-151, Tower No. 10, Railway Station Complex,  
5<sup>th</sup> Floor, Sector-11, CBD Belapur, Navi Mumbai – 400 614  
**Tel:** +91-22- 4889 7400 **Email:** [investors@cms.com](mailto:investors@cms.com)  
**CIN:** L45200MH2008PLC180479 **Website:** [www.cms.com](http://www.cms.com)

NOTICE OF 15<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT 15<sup>th</sup> (FIFTEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF CMS INFO SYSTEMS LIMITED (“THE COMPANY”) WILL BE HELD ON WEDNESDAY, SEPTEMBER 21, 2022 AT 3.00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:**

ORDINARY BUSINESS:

1. To receive, consider and adopt the:

a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon; andb) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the report of the Auditors thereon.
2. To declare Final Dividend on equity shares for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Jimmy Lachmandas Mahtani (DIN: 00996110), who retires by rotation and, being eligible, offers himself for re-appointment.

By order of the Board of Directors  
For **CMS Info Systems Limited**

Sd/-  
**CS Praveen Soni**  
Company Secretary & Compliance Officer  
Membership No.: FCS 6495

**Place:** Mumbai  
**Date:** 9<sup>th</sup> May, 2022  
Registered Office:  
T-151, 5<sup>th</sup> Floor, Sector 11, Tower No. 10, Railway Station Complex,  
CBD Belapur, Navi Mumbai- 400 614 Maharashtra

**NOTES:**

- In view of the pandemic caused by COVID-19 and restrictions imposed on the movement of the people, Ministry of Corporate Affairs (“MCA”) vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/62 (collectively referred as “SEBI Circulars”), have permitted the holding of the Annual General Meeting (“AGM”) of a company through Video Conferencing (“VC”) /Other Audio Visual means (“OAVM”), without the physical presence of the Members at a common venue. Therefore, the 15<sup>th</sup> Annual General Meeting (“AGM”) of the Company is being conducted through VC / OAVM. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for providing the facility for remote e-voting, for participation in the AGM through VC / OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained in below Notes.
- In terms of the MCA Circulars, since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for participating in the AGM through VC / OAVM and for voting through remote e-voting or e-voting during the AGM. Non-individual Members are requested to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote and Demat Account details, to the Company at [investors@cms.com](mailto:investors@cms.com)
- The Members can join the AGM in the VC/OAVM mode, 15 minutes before and during 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 at least 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 Chairperson/Chairman 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 and can connect with Company at - [investors@cms.com](mailto:investors@cms.com) for participating at the AGM without such restriction.

- Since the AGM will be held through VC/OAVM, the route map is not annexed to the AGM Notice.
- The Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e September 14, 2022
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.
- Details of Mr. Jimmy Lachmandas Mahtani (DIN: 00996110) seeking re-appointment is attached with the Notice pursuant to the requirements of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting (“SS-2”) are provided in **Annexure A** to the Notice.
- The following documents / registers will be available for online inspection by the Members of the Company up to the date of the AGM:
  - The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangement in which Directors are interested;
  - All the documents referred to in the AGM Notice; and
  - A certificate from M Siroya and Company, Practicing Company Secretaries, Secretarial Auditors of the Company, in terms of Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“the SBEB Regulations”), certifying that the Employee Stock Options Plans of the Company have been implemented in accordance with the SBEB Regulations and the respective resolution(s) passed in the general meeting(s) of the Company in this regard.

Members who wish to inspect any of the abovementioned documents may write to the Company at [investors@cms.com](mailto:investors@cms.com)

- All documents referred to in the AGM Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Wednesday, September 21, 2022. Members seeking to inspect such documents can send an email to [investors@cms.com](mailto:investors@cms.com)
- Members seeking any information with regard to the accounts, are requested to write to the Company on or before September 15, 2022 through email on [investors@cms.com](mailto:investors@cms.com). The same will be replied by the Company suitably.
- Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to your respective Depository Participants (‘DP’) . Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrar and Transfer Agent (“R&T Agent”), Link Intime India Private Limited. Members holding shares in physical form are requested to intimate such changes to the Company’s Registrar and Transfer Agent, Link Intime (India) Private Limited at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the R&T Agent in case the shares are held by them in physical form.
- The record date for the purpose of determining the eligibility of the members entitled to Dividend subject to the approval of the members at the AGM is September 14, 2022.
- The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are

maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company’s Registrar and Transfer Agent, Link Intime India Private Limited.

- In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.
- In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that the Company shall provide an advance opportunity at least once in a financial year, to the member to register their e-mail address and changes therein and such request may be made by only those members who have not got their email ID recorded or to update a fresh email ID. In view of the above, the Company hereby requests the members who have not updated their email IDs to update the same. Further, the members holding shares in electronic mode are requested to keep their email addresses updated with the Depository Participants. Members holding shares in the physical mode are also requested to update their email addresses by writing and quoting their folio numbers to the Link Intime India Private Limited, Registrar and Transfer Agent of the Company (“R&T Agent”) by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or by letter addressed to Ms. Monali Nagwekar, Link Intime India Private Limited, Unit. CMS Info Systems Limited, C 101, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400083 Maharashtra or to the Company by email at [investors@cms.com](mailto:investors@cms.com) or by letter addressed to the Company at, T-151, Tower No. 10, Railway Station Complex, 5<sup>th</sup> Floor, Sector-11, CBD Belapur, Navi Mumbai, Maharashtra, 4000614.
- In compliance with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2021-2022 will also be available on the Company’s website [www.cms.com](http://www.cms.com), websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)



17. In case any member requires physical copy of Annual Report and AGM Notice for the financial year 2021-22, he/she may send a request to the Company at [investors@cms.com](mailto:investors@cms.com).
18. As per the Income Tax Act, 1961 ("IT Act"), dividends paid or distributed by the Company after 1<sup>st</sup> April, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to the shareholders, subject to approval of shareholders in the ensuing AGM. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.

A separate email communication will be sent to the shareholders informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption forms and other documents are available on the Company's website at [www.cms.com](http://www.cms.com). The resident and non-resident shareholders should send the scanned copies of the requisite documents to Link Intime India Private Limited at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 on or before Friday, September 9, 2022 to enable the Company to determine the appropriate TDS/ withholding tax rate, as may be applicable. The resident individual shareholders also have an option to upload the exemption documents directly at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 9<sup>th</sup> September 2022. With respect to the payment of Dividend, the Company will provide the facility of remittance of Dividend amount electronically through National Automated Clearing House (NACH) to all members holding shares in electronic and physical form.

19. Final dividend for the financial year ended March 31, 2022, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Wednesday, September 21, 2022, to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the Record date Wednesday, September 14, 2022.

#### Attendance at the AGM:

Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting

credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

Members are encouraged to join the Meeting through Laptops for better experience.

Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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.

Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at [investors@cms.com](mailto:investors@cms.com) by Monday, September 19, 2022, 05:00 p.m. (IST). Please note, no shareholder would be allowed to register himself / herself as a speaker after the said date and time.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account

number/folio number, email id, mobile number at [investors@cms.com](mailto:investors@cms.com) by Thursday, September 15, 2022, 05:00 p.m. (IST). The same will be replied by the Company suitably.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

#### 20. Remote e-voting:

- In compliance with the provisions of Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Regulations, the Company is pleased to provide a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited ('NSDL'). NSDL would provide its facility for casting votes by the members during the e-voting period as well as during the AGM. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for E- voting section which forms part of this Notice.
- The remote e-voting period commences on Sunday, September 18, 2022 (09:00 a.m. IST) and ends on Tuesday, September 20, 2022 (05:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Wednesday, September 14, 2022 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Wednesday, September 14, 2022.
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, September 14, 2022, may obtain the login ID and password by sending a request at

[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990** and **1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode 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 i.e. Wednesday, September 14, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- Instructions and other information relating to remote e-voting:

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/2020/242 dated 9<sup>th</sup> December, 2020 had enabled e-voting to all the demat account holders by way of a single login credential through their demat accounts/ website of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service provider thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in evoting process.

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<div><div><div>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e- Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</div><div>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></div><div>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 <b>e- Voting service provider i.e. NSDL</b> and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</div><div>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</div></div><div><div>NSDL Mobile App is available on</div><div><div>App Store</div><div>Google Play</div></div><div><div></div><div></div></div></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<div><div><div>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</div><div>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</div><div>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></div><div>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</div></div></div>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<div>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</div>

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.**

The members may note that there is a Helpdesk allocated for individual shareholders holding securities in demat mode for resolving any technical issues that may arise upon their log-ins through the Depositories i.e. log-in through NSDL or CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll free nos.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For e.g. if folio no: is CMS000**** and EVEN is 556666 then user ID is 556666CMS000***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.



(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a) Click on “Forgot User Details/ Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select “EVEN” of the Company to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

21. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to [siroyam@gmail.com](mailto:siroyam@gmail.com). Please mention the e-mail ID of Scrutinizer with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

22. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e- voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to [investors@cms.com](mailto:investors@cms.com)

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to [investors@cms.com](mailto:investors@cms.com)

If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

b. Alternatively members may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

b. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

d. In case of any grievances connected with the facility for e-Voting on the day

of the AGM please send a request to Ms. Pallavi Mhatre, Sr. Manager at NSDL [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### 23. Other instructions:

1. The Board of Directors have appointed M/s. M Siroya & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

2. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM in the presence of at least two witnesses not in the employment of the Company and shall submit within two working days from the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.cms.com](http://www.cms.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorised by him in writing. The Company shall simultaneously forward the results to NSE and BSE where the shares of the Company are listed.

3. As per the provisions of Section 72 of the Act, 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. The form can be downloaded from the Company’s website at [www.cms.com](http://www.cms.com). Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, Link Intime India Private Limited, in case the shares are held in physical form.

ANNEXURE - A TO THE NOTICE DATED 9<sup>th</sup> May, 2022

Information of Director seeking re-appointment at the 15<sup>th</sup> Annual General Meeting

Name of the Director	Mr. Jimmy Lachmandas Mahtani
DIN	00996110
Date of Birth	October 27, 1976
Date of Appointment	August 27, 2015
Category	Non-Executive Director
Qualification	He holds a bachelor’s degree in science in business administration, triple major in finance, marketing and international business from Georgetown University.
Nature of expertise in specific functional areas and Experience	He has over 21 years of experience in private equity and investment banking. He has been associated with Baring Private Equity Asia (BPEA) since 2006 and currently serves as a managing director of private equity investment team in India. Prior to BPEA, he was associated with General Atlantic Partners (Mumbai) in the capacity of a vice president.
Terms and conditions of appointment/reappointment	Liable to retire by rotation
Number of shares held in the Company	Nil
Remuneration to be paid	NIL
Last Drawn Remuneration	NIL
Directorship held in other Companies	<ul style="list-style-type: none"><li>Austin SuperHoldco, Inc.</li><li>Fort Topco, Inc.</li><li>Citiustech Healthcare Technology Private Limited</li><li>RSP Design Consultants (India) Private Limited</li><li>Sion Investment Holdings Pte. Limited</li><li>Global Content Alpha Partners Holdco Pte. Limited</li></ul>
Memberships / Chairmanships of Committees of other Companies	Citiustech Healthcare Technology Private Limited <ul style="list-style-type: none"><li>Compensation Committee - Member</li><li>CSR Committee - Member</li><li>Finance Committee - Member</li><li>Nomination &amp; Corporate Governance Committee – Member</li></ul>
Listed entities from which the Director has resigned in the past three years	Hexaware Technologies Limited – Ceased to be Director w.e.f. 10-11-2021
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not Applicable
Relationships between Directors inter-se	Nil
No. of Board Meetings attended during the year	Number of Board / Committee meetings attended during financial year 2021-22 has been provided in the Corporate Governance Report which forms a part of the Annual Report.

By order of the Board of Directors  
For **CMS Info Systems Limited**

Sd/-  
**CS Praveen Soni**  
Company Secretary & Compliance Officer  
Membership No.: FCS 6495

**Place:** Mumbai  
**Date:** 9<sup>th</sup> May, 2022  
Registered Office:  
T-151, 5<sup>th</sup> Floor, Sector 11, Tower No. 10, Railway Station Complex,  
CBD Belapur, Navi Mumbai- 400 614 Maharashtra

Corporate Information

BOARD OF DIRECTORS

**Mrs. Shyamala Gopinath**  
Chairperson and Non-Executive Director

**Mr. Rajiv Kaul**  
Executive Vice Chairman, CEO & Whole Time Director

**Mr. Tapan Ray**  
Non-Executive Independent Director

**Mrs. Manju Agarwal**  
Non-Executive Independent Director

**Ms. Sayali Karanjkar**  
Non-Executive Independent Director

**Mr. Jimmy Lachmandas Mahtani**  
Non-Executive Director

**Mr. Ashish Agrawal**  
Non-Executive Director

**Mr. Krzysztof Wieslaw Jamroz**  
Non-Executive Director

**CHIEF FINANCIAL OFFICER**  
Mr. Pankaj Khandelwal

**COMPANY SECRETARY & COMPLIANCE OFFICER**  
Mr. Praveen Soni

**REGISTERED OFFICE**  
CMS Info Systems Ltd, CIN: L45200MH2008PLC180479  
T-151, 5<sup>Th</sup> Floor Tower No. 10,  
Railway Station Complex, Sector-11,  
Cbd Belapur, Navi Mumbai – 400614  
022-48897400  
Email id: investors@cms.com  
Website: www.cms.com

**CORPORATE OFFICE**  
Grand Hyatt Mumbai, Lobby level,  
Off western Express Highway,  
Santacruz East, Mumbai – 400055

**STATUTORY AUDITORS**  
B S R & Co. LLP  
Chartered Accountants,  
14<sup>th</sup> Floor, Central B Wing and North C Wing  
Nesco IT Park 4, Nesco Center  
Western Express Highway, Goregaon (East)  
Mumbai – 400063, Maharashtra  
Telephone: +91 22 6257 1000  
E-mail:gdsouza1@bsraffiliates.com  
Peer review number: 011748  
Firm registration number: 101248W /W-100022

**INTERNAL AUDITORS**  
Grant Thornton Bharat LLP  
11<sup>th</sup> Floor, Tower II,  
One International Center,  
S B Marg, Prabhadevi (W),  
Mumbai - 400 013 Maharashtra, India  
Email : Nittin.Arora@IN.GT.COM

SECRETARIAL AUDITOR

M Siroya and Company  
Company Secretaries  
A-103, Samved Building (Madhukunj)  
Near Ekta Bhoomi Gardens,  
Rajendra Nagar, Borivali (East), Mumbai – 400066  
Tel.:+91 22 28706523/24; 28546523(D);  
E-mail: siroyam@gmail.com  
Website: www.msiroya.com

**REGISTRAR AND TRANSFER AGENT**  
Link Intime India Private Limited  
C-101, 247 Park L.B.S Marg, Vikhroli (West)  
Mumbai 400 083, Telephone: +91 22 4918 6200  
Investor grievance e-mail: cmsinfo.ipo@linkintime.co.in/rnt.  
helpdesk@linkintime.co.in  
Website: www.linkintime.co.in  
SEBI registration number: INR000004058

**BANKERS**  
Axis Bank Limited  
ICICI Bank Limited  
IDBI Bank Limited  
Kotak Mahindra Bank Limited  
State Bank of India  
Yes Bank Limited

COMMITTEES OF THE BOARD

**Audit Committee**  
Mr. Tapan Ray  
Mrs. Manju Agarwal  
Mr. Ashish Agrawal

**Nomination and remuneration committee**  
Mr. Tapan Ray  
Mr. Jimmy Lachmandas Mahtani  
Mrs. Manju Agarwal

**Stakeholders Relationship Committee**  
Mr. Tapan Ray  
Mr. Rajiv Kaul  
Mrs. Shyamala Gopinath  
Mr. Krzysztof Wieslaw Jamroz

**Risk Management Committee**  
Mrs. Shyamala Gopinath  
Mr. Ashish Agrawal  
Mr. Krzysztof Wieslaw Jamroz  
Mr. Tapan Ray  
Mr. Pankaj Khandelwal

**Corporate Social Responsibility Committee**  
Mr. Rajiv Kaul  
Mrs. Shyamala Gopinath  
Mr. Krzysztof Wieslaw Jamroz  
Ms. Sayali Karanjkar