

## Board's Report

### Dear Members,

Your Directors have pleasure in presenting the Fifteenth Annual Report together with the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2022.

### FINANCIAL HIGHLIGHTS

Summary of the operations of the Company on standalone and consolidated basis for the financial year ended March 31, 2022 is as follows:

Particulars	(₹ in Million)			
	Standalone		Consolidated	
	2022	2021	2022	2021
Revenue from Operations	14,076.69	11,309.01	15,896.71	13,060.90
Total Expenditure	11,362.40	9,345.98	12,961.36	10,841.71
Net Profit Before tax	2,849.20	2,106.01	3,014.45	2,377.50
Profit for the year	2,134.68	1,516.77	2,240.38	1,685.23
Equity Share Capital	1,531.53	1,480.00	1,531.53	1,480.00
Other Equity	10,587.57	8,031.95	11,029.77	8,364.76
Net Block	6,372.33	4,401.78	7,503.56	5,330.96
Net Current Assets	4,044.27	3,459.09	5,227.44	4,666.30
Cash and Cash Equivalents (including bank balances)	956.04	1,426.00	1,417.77	1,945.49
Earnings per Share				
(Basic) (in ₹)	14.35	10.25	15.07	11.39
(Diluted) (in ₹)	13.66	9.98	14.33	11.09

During the year under review, your Company has reported a Profit before Tax of ₹ 2,849.20 Million on standalone basis as compared to ₹ 2,106.01 Million in the previous year. Net profit grew to ₹ 2,134.68 Million in 2021-22 from ₹ 1,516.77 Million in 2020-21. The revenue from operations is ₹ 14,076.69 Million as compared to ₹ 11,309.01 Million in the previous year.

Further, your Company's consolidated revenue from operations is ₹ 15,896.71 Million, representing an increase of 22 % over the previous year. During the year under review, your Company has reported a consolidated Profit before Tax of ₹ 3,014.45 Million as compared to ₹ 2,377.50 Million in the previous year. Net profit for the year of ₹ 2,240.38 Million is 33 % increase over the previous year.

### HIGHLIGHTS OF HISTORICAL PERFORMANCE PRIOR TO LISTING

During the previous financial year (FY21), while the Indian economy shrank 8%, your Company's revenues dropped marginally by around 6%, and the Company was still able to expand its EBITDA margins by over 400 bps. In comparison, even though the current financial year was also impacted by the severe second wave of COVID-19 and the threat of third Wave, your Company's revenue from operations was ₹ 15,896.71 Million, which is an increase of 22% over the previous year.

### FINANCIAL PERFORMANCE FOR THE YEAR ENDED MARCH 31, 2022

#### Summary of Consolidated Financial Performance

	(₹ in Million)			
	FY22	FY21	Inc/(Dec)	Inc/(Dec)
<b>Revenue from Operations</b>	15,896.71	<b>13,060.90</b>	<b>22%</b>	<b>2,835.81</b>
Other operating income	19.56	87.57	-78%	-68.01
Purchase cost	1,537.96	1,796.49	-14%	-258.53
Employee benefits expenses	2,315.45	2,015.84	15%	299.61
Service and security charges	3,207.18	2,651.89	21%	555.29
Vehicle maintenance, hire & fuel cost	1,508.78	1,116.84	35%	391.93
Other expenses	3,329.66	2,543.78	31%	785.88
<b>EBITDA</b>	<b>4,017.24</b>	<b>3,023.63</b>	<b>33%</b>	<b>993.61</b>
Other income (MF gain)	24.70	11.56	114%	13.14
Finance income	34.85	59.19	-41%	-24.34
Finance cost	143.90	82.32	75%	61.58
Depreciation	918.43	634.55	45%	283.88
<b>PBT</b>	<b>3,014.45</b>	<b>2,377.50</b>	<b>27%</b>	<b>636.95</b>
Tax	774.07	692.27	12%	81.80
<b>PAT</b>	<b>2,240.38</b>	<b>1,685.23</b>	<b>33%</b>	<b>555.15</b>
Other comprehensive income	3.77	-1.39	-372%	5.16
<b>PAT after OCI</b>	<b>2,244.15</b>	<b>1,683.84</b>	<b>33%</b>	<b>560.31</b>

The revenue from operations grew at 22% year-on-year basis. Your Company reported an EBITDA of ₹ 4,017.24 Million, an increase of 33% as compared to the previous financial year. During the year, your Company also reported profit after tax after (OCI) of ₹ 2,244.15 Million as compared to ₹ 1,683.84 Million in the previous year, representing an increase of 33%.

The good performance was on account of strong revenue growth and significant improvement in margin across both the Cash Management and Managed Service segments.

	(₹ in Million)			
	FY22	% of Revenue	FY21	% of Revenue
<b>Revenue</b>				
Cash Management	10,587.72	66.6%	8961.25	68.60%
Managed Service	4,896.29	30.8%	3,641.01	27.88%
Cards	412.70	2.6%	458.64	3.52%
<b>Total Revenue</b>	<b>15,896.71</b>	<b>100.0%</b>	<b>13,060.90</b>	<b>100.0%</b>

The Cash Management business revenue grew at 18% over the previous financial year registering ₹ 10,588 Million which is driven by growth in points on account of strong market consolidation trends supported by the banks increased preference to high quality cash management companies. Your Company registered a very strong volume and market share growth across all sub business segments and continued to drive automation among various operational processes using technology which has helped to maintain and grow the margins despite very strong inflationary pressures in terms of rising fuel and commodity prices due to unexpected Russia-Ukraine conflict and its broader geo political implications.

The Managed Services business has continued on its strong growth trajectory as its revenues of ₹ 4,896 Million grew by 34% in this year as compared to the previous financial year. The growth in this segment for this year is on account of execution of order book which your Company had won over the last 12-18 months.

### BUSINESS OVERVIEW / COMPANY'S PERFORMANCE:

Your Company is one of India's leading business services companies and India's largest cash management company based on number of ATM points and number of retail pick-up points as of March 31, 2022, and offers its customers a wide range of tailored cash management and managed services solutions, including ATM

network management, retail management and managed services. The Company manages the entire flow and management of money for the 1,50,000 business points that it serves every day - from when the RBI initially deposits cash in the bank's currency chests, to when cash is deposited back in banks after going through the various stages of the cash cycle.

### CASH MANAGEMENT BUSINESS

Your Company continues to maintain its market leadership across segments of the cash management industry. In ATM cash management segment, your Company's market share based on number of ATMs outsourced for cash management increased from 42% as of March 2021 to 47% by March 2022. We also maintained our market leadership in the Retail Cash Management and the Dedicated Cash-in-transit vans segments, with a market share of 36% and 28%, respectively.

Our total business points for cash management have grown from 103,000 in March 2021 to 113,000 by March 2022, an annual growth of 10%.

With the continuous push for compliance implementation, the Company has been able to achieve ~35% RBI & MHA compliance for its business points. Compliance implementation, coupled with easing of lockdowns and opening up of the economy, has also driven improvement in realisations.

We have continued to focus on enhancing route productivity and achieved gains in productivity and fuel efficiency, that demonstrate the sustained improvement in profitability in the segment.

### MANAGED SERVICES BUSINESS

Managed Services business has seen a strong growth across segments driven by the partial execution of the ₹ 20 Billion order book won over the last 18 months and new wins across Brown Label ATMs, Remote Monitoring, Banking automation products and kiosks.

Despite COVID-19 linked supply chain restrictions, your Company has successfully completed the execution of State Bank of India and another public sector bank Brown label ATM deployment. We are pleased to share that ATMs managed by your Company are delivering robust uptime and healthy transactions trend.

As of March 2022, your Company managed over 12,000 ATMs under Brown Label and Managed Services models, up from around 10,000 a year ago and around 6,000 in March 2020.

CMS entered the Remote Monitoring space in FY 2021-

22 through an acquisition which was followed up with two large wins for SBI and a public sector bank for a consolidated order book of over 20,000 sites for remote monitoring. We are pleased to share that we have a state-of-the-art CERT-IN certified Remote monitoring platform that uses AI-driven intelligent technology to monitor more than 10,000 sites across ATMs, bank branches and gold loan NBFC branches. During the last 6 months, remote monitoring set up prevented 108 Thefts, 63 Frauds and alerted four Fires.

### CMS REMOTE MONITORING CAPABILITIES

Your Company's Software Solutions suite also continues to deliver wins with leading banks in the country. A few years ago, we had developed ALGO - world's first AI-based ATM security software. We are pleased to inform that we are deploying the solution for a large public sector bank's 7,000 ATMs. In addition, our Multi-Vendor Solution (MVS) also powers ~50,000 ATMs of India's largest bank, State Bank of India.

In addition, we continue to secure wins in the banking automation solutions business and won orders for kiosks for leading public sector banks.

### CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of your Company for the financial year 2021-22 are prepared in accordance with the provisions of the Companies Act, 2013 ("Act") and Ind AS 110-Consolidated Financial Statements and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Your Directors have pleasure in attaching the audited consolidated financial statements pursuant to Section 129(3) of the Act and Regulation 34 of Listing Regulations. The Audited Consolidated Financial Statements forms part of the Annual Report.

### INITIAL PUBLIC OFFERING

During the year under review, your Company successfully completed its Initial Public Offer (IPO) of 50,925,925 equity shares of face value of ₹ 10 each for cash at a price of ₹ 216 per equity share aggregating to ₹ 1,100 Crores through an offer for sale of 50,925,925 equity shares by Sion Investment Holdings Pte. Limited which constituted 34.41% of post-offer paid-up equity share capital. The bid/offer opening date was December 21, 2021 and the bid/offer closing date was December 23, 2021. The equity shares of the Company were listed on December 31, 2021 and trading on equity shares commenced on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on December 31, 2021. Your Directors placed on record their appreciation of contributions made by the entire IPO team especially

in the tough times of the COVID-19 pandemic with all the dedications, diligence and commitment which led to successful listing of the Company's equity shares on the BSE and NSE. Further, the success of the Initial Public offering reflects the trust and faith reposed in the Company by the Investors, customers and business partners and your Directors thank them for their confidence in the Company.

### DEMATERIALIZATION OF SHARES

All the Shares of your Company are in Dematerialization mode except 5 Equity Shares which are held in physical mode as on March 31, 2022. The ISIN of the Equity Shares of your Company is INE925R01014.

### DIVIDEND

The Board of Directors of your Company had recommended on May 4, 2021 an Interim Dividend @ ₹ 0.62 only per equity share on the entire issued, subscribed and paid up 14,80,00,000 equity shares of nominal value ₹ 10/- each. The Interim Dividend was accordingly, paid to those shareholders whose names appeared in the Register of Members as on the record date i.e., May 4, 2021.

Further, the Board of Directors of your Company have recommended on October 19, 2021 an Interim Dividend @ ₹ 0.91 only per equity share on the entire issued, subscribed and paid up 14,80,00,000 equity shares of nominal value of ₹ 10/- each. The Interim Dividend was accordingly paid to those shareholders whose names appeared in the Register of Members as on the record date i.e., October 19, 2021.

Your Directors are pleased to recommend a final dividend of ₹ 1/- per equity share on face value of ₹ 10/- each i.e., 10% for the financial year ended March 31, 2022. The final dividend, if approved by the shareholders at the ensuing Annual General Meeting of the Company, shall be payable to those Shareholders whose names appear in the register of Members as on the Record Date. Thus, the aggregate dividend for the Financial Year 2021-22 would be ₹ 2.53/- per share (i.e., 25.30%).

### DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of Listing Regulations the top 1,000 listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Accordingly, your Company had formulated and adopted its Dividend Distribution Policy, which is available on the Company's Website at [www.cms.com](http://www.cms.com).

### CORPORATE OFFICE OF THE COMPANY

Your Directors for the purpose of smooth functioning of Company's business operation and better coordination

with stakeholders, have set up a Corporate Office of the Company at the following address:-

CMS Info Systems Limited  
Grand Hyatt Mumbai,  
Lobby Level, Off Western Express Highway,  
Santacruz East, Mumbai - 400 055  
Tel.: 022-48897400  
E-mail: [investors@cms.com](mailto:investors@cms.com)

### TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to general reserves.

### MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

### CHANGE IN NATURE OF BUSINESS

During the year under review, there was no change in the nature of the business or any activity of business of the Company.

### SUBSIDIARIES

As on March 31, 2022, the Company has 5 subsidiaries, the names of the subsidiaries are given below:-

1. Securitrans India Private Limited
2. CMS Securitas Limited
3. CMS Marshall Limited
4. Quality Logistics Services Private Limited
5. Hemabh Technology Private Limited

The Company does not have any joint venture/associate Company(ies) as on March 31, 2022. During the year under review, none of the companies ceased to be a subsidiary of the Company.

Pursuant to the first proviso to Section 129(3) of the Act and Rule 5 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the salient features of financial statements, performance and financial position of each subsidiary is given in Form AOC-1 as **Annexure 1** to this Report.

The Audited Financial Statements of the Subsidiaries are available on the Company's website at [www.cms.com](http://www.cms.com) pursuant to Section 136 of the Companies Act, 2013.

### MATERIAL SUBSIDIARY

The Company has formulated a Policy for determining Material Subsidiaries and the Policy is available on the



website of the Company at [www.cms.com](http://www.cms.com). Accordingly, Securitrans India Private Limited is the material subsidiary of the Company.

**SHARE CAPITAL**

The paid-up share capital of the Company as on March 31, 2022 is ₹ 153,15,27,470/- divided into 15,31,52,747 equity shares of ₹ 10/- each.

During the year under review, the paid-up equity share capital of the Company has increased from ₹ 148,00,00,000 to ₹ 153,15,27,470 due to the issue of shares under Employee Stock Option Plans (ESOP) implemented by the Company. The details of allotment made during the year as of March 31, 2022 is as under:

Sr. No.	Particulars of allotment of equity shares	Number of Shares	Date of Allotment	Cumulative number of Shares
1	Existing equity share capital	14,80,00,000	Existing	14,80,00,000
2	Pursuant to exercise of options	45,74,376	February 4, 2022	15,25,74,376
3	Pursuant to exercise of options	5,78,371	March 12, 2022	15,31,52,747

During the year under review, the Company has not issued any shares with Differential voting rights. The Company has neither issued Sweat Equity shares nor bought back any shares. The Company does not have scheme to fund its employees to purchase the equity shares of the Company.

**EMPLOYEE STOCK OPTIONS**

In order to align employee rewards with the Company's long-term growth and shareholder value creation and also to attract, retain and motivate the best available talent, the Board of Directors at their meeting held on October 19, 2016 and the members of the Company at the General Meeting held on October 20, 2016 had approved following employee stock option plans:

- (i) CMS CEO Stock Option Plan, 2016 ("CEO ESOP 2016");
- (ii) CMS Management Stock Option Plan 2016 ("Management ESOP 2016"); and
- (iii) CMS Employees Stock Option Plan 2016 ("Employees ESOP 2016").

The Nomination and Remuneration Committee of the Board of Directors of the Company, *inter alia*, administers and monitors Stock Option Plans of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. ("SEBI SBEBSE Regulations").

During the year, the Board of Directors at their meeting held on August 10, 2021 have amended CMS Management Stock Option Plan 2016 and the number of options were increased from 19,73,333 to 25,19,366 and the exercise price stood increased from ₹ 123/- to ₹ 165/-.

Further, since the Company was intending to list its securities by way of an Initial Public Offer, the Employees ESOP Plan 2016 was amended and approved by the Board and Shareholders on August 13, 2021 empowering the Nomination and Remuneration Committee to determine the performance criteria for each financial year and relax such criteria wherever required for the purpose of vesting the stock options to the eligible employees.

Pursuant to the approval of the Board and the Shareholders' at their meetings held on September 10, 2021, ESOP plans of the Company were amended and replaced in entirety in order to align them with SEBI SBEBSE Regulations.

Further, based on the recommendation of Nomination and Remuneration Committee at their meeting held on October 28, 2021, the Board further amended the ESOP exercise period of vested options in ESOP plans/ Policies of the Company.

In terms of the Regulations 12(1) of the SEBI SBEBSE Regulations, for making any fresh grants under the Employees ESOP 2016, the Company's Employees ESOP 2016 was required to be ratified by the shareholders of the Company. Accordingly, the same was ratified by the Board at its meeting held on February 4, 2022 and approved by the Shareholders through a Postal Ballot on March 15, 2022.

The Company has obtained certificates from the Secretarial Auditors of the Company stating that the Schemes have been implemented in accordance with the SEBI SBEBSE Regulations and the resolutions passed by the members. The certificates are available for inspection by members in electronic mode. Disclosures as required under SBEBSE 2021, with respect to the Company's ESOP Schemes, as on March 31, 2022 are available on our website at [www.cms.com](http://www.cms.com).

**ALTERATION OF ARTICLES OF ASSOCIATION**

The Board at its meeting held on August 10, 2021 have altered and adopted an amended set of new Articles of Association of the Company in order to confirm with the requirements prescribed by the Stock Exchanges. The amended and new set of Articles of Association was approved by the Shareholders at their meeting held on August 13, 2021.

Further, the Articles of Association of the Company was divided into Part "A" and Part "B". While, Part "A" contains regulations for the overall internal management of the Company and Part "B" pertains to regulations containing the Sion Investment Holdings Pte Limited's rights. Upon listing and commencement of trading of equity shares of the Company on the Stock Exchanges, BSE and NSE from December 31, 2021, Part B of the Articles of Association automatically stands terminated and cease to be in force. Accordingly, the existing Articles of Association of the Company was altered to give effect to the same and was approved by the Board at its meeting held on February 4, 2022 and also passed by requisite majority of the Shareholders through Postal Ballot on March 15, 2022.

**DEPOSITS**

During the year, your Company has not invited, accepted or renewed any deposits from the Public within the meaning of Section 73 and 76 of the Companies Act, 2013 (the Act) read with Companies (Acceptance of Deposits) Rules, 2014. Accordingly, as on March 31, 2022, there were no principal or interest outstanding in respect thereof.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The particulars of loans given, guarantees given, investments made and securities provided by the Company during the year under review, are in compliance with the provisions of Section 186 of the Act and the Rules made thereunder and details of the same are given in the Notes to the Standalone Financial Statements forming part of the Annual Report. All the loans given by the Company to the bodies corporate are towards business purpose.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013**

All the transactions with related parties were in the ordinary course of the business and on the arm's length basis and are reported in the Notes to the Standalone Financial Statements. Prior Omnibus approval of the Audit Committee is obtained for Contracts which are repetitive in nature. There are no materially significant related party transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other related parties which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Act in Form AOC-2 is not applicable.

Your Company has amended the Related Party Transaction Policy in line with the notification issued by SEBI and the amended Related Party Transaction Policy was approved by the Audit Committee and the Board at their meetings held on February 4, 2022. The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as approved by the Board is available on the Company's website and can be accessed at [www.cms.com](http://www.cms.com).

**BOARD OF DIRECTORS**

**Board composition**

As on March 31, 2022, the Board of Directors of your Company comprises of Eight (8) Directors consisting of Executive Vice-chairman, Whole-time Director & CEO, four (4) Non-executive-Non Independent Directors (out of which 1 is a Woman Director), three (3) Independent Directors (out of which 2 are Woman Directors). The constitution of the Board of the Company is in accordance with Section 149 of the Act and Regulation 17 of Listing Regulations.

On the basis of the written representations received from the Directors, none of the above Directors is disqualified under Section 164 (2) of the Act.

**EXTENSION OF APPOINTMENT OF CEO AND WHOLE-TIME DIRECTOR**

During the year under review, the Board at their meeting held on September 10, 2021 had approved the extension of employment contract of Mr. Rajiv Kaul (DIN: 02581313) as Chief Executive Officer and Whole-time Director of the Company for the period from April 1, 2022 to March 31, 2023, on non-rotational basis. The same was also approved by the shareholders at their meeting held on September 10, 2021.

**APPOINTMENT OF DIRECTORS**

During the year under review, pursuant to the approval of shareholders at their meeting held on April 9, 2021, Mr. Tapan Ray (DIN: 00728682) was appointed as a Non-executive Independent Director of the Company for a period of one year effective from April 9, 2021 to April 8, 2022.

Mr. Krzysztof Wieslaw Jamroz (DIN: 07462321) was appointed as Non-executive Non-independent Director on August 10, 2021 by the Board of Directors followed by the approval of the Shareholders at their meeting held on August 13, 2021.

Further, the Board at their meeting held on December 31, 2021 have appointed Mrs. Manju Agarwal and Ms. Sayali Karanjkar as Non-executive Independent Directors

on the Board with effect from January 1, 2022 for a period of two years effective from January 1, 2022 to December 31, 2023. Further, the appointment of Mrs. Manju Agarwal and Ms. Sayali Karanjkar as Non-executive Independent Directors of the Company was also approved by requisite majority of the Shareholders through Postal Ballot on March 15, 2022.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Director of the Company and the Board is satisfied of the integrity, expertise, and experience including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder of Independent Directors on the Board.

#### **APPOINTMENT OF MRS. SHYAMALA GOPINATH (DIN:02362921) AS DIRECTOR AND CHAIRPERSON OF THE BOARD & THE COMPANY**

Mrs. Shyamala Gopinath has successfully completed her tenure as an Independent Director and Chairperson of the Company on December 31, 2021. The Board placed on record its appreciation for the valuable contribution and guidance extended by Mrs. Gopinath during her tenure as an Independent Director and Chairperson of the Company.

Your Directors, acknowledge the fact that the Company was required to have a full-fledged Chairperson & looking at the experience Mrs. Gopinath, the Board decided to continue her services as a Non-executive Director. Accordingly Mrs. Shyamala Gopinath was appointed as an Additional Director (Non-executive) with effect from January 1, 2022, and also appointed as the Chairperson of the Board as well as the Company. Mrs. Gopinath's appointment as Additional Director (Non-executive) was also approved by requisite majority of the Shareholders through Postal Ballot on March 15, 2022.

#### **DIRECTORS RETIREMENT BY ROTATION**

Pursuant to the provisions of Section 152 (6) of the Act, Mr. Jimmy Lachmandas Mahtani (DIN: 00996110), Non-executive Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment. The Board of Directors recommend his re-appointment and the matter is being placed for seeking approval of the members at the ensuing Annual General Meeting of the Company. Pursuant to Regulation 36 of the Listing Regulations read with Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, brief details and expertise of the Director seeking reappointment are given in the Notice convening the AGM and the

Corporate Governance Report

#### **DECLARATION OF INDEPENDENCE**

Pursuant to the provisions of Section 149 & 152 of the Act read with Schedule IV and other applicable provisions, if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors are appointed for a maximum term of five years and are not liable to retire by rotation.

The Company has received declarations from the Independent Directors confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Act and confirms that they meet with the criteria of independence as prescribed under the amended provisions of Regulation 16(1)(b) of Listing Regulations effective January 1, 2022. The Independent Directors have also confirmed that they have registered their names in the data bank maintained with the Indian Institute of Corporate Affairs.

During the year under review, the Independent Directors of the Company had no pecuniary relationship or transaction with the Company, other than receiving the sitting fees, commission if any and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committees of the Company.

#### **FAMILIARIZATION PROGRAM**

In compliance with the requirements of Listing Regulations, the Company has put in place a framework for Directors' Familiarization Program to familiarize them with their roles, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the Familiarization program conducted during the financial year under review are explained in the Corporate Governance Report. The same is also available on the Company's website at [www.cms.com](http://www.cms.com)

#### **FORMAL ANNUAL EVALUATION**

Pursuant to the applicable provisions of the Act and Listing Regulations, the Board of Directors of your Company have carried out Annual performance evaluation of:

- Their own performance as a whole;
- Individual Directors Performance;
- Chairperson of the Company and
- Performance of all Committees of the Board.

The performance of the Board as a whole and its committees for financial year 2021-22 was evaluated

by the Board through structured questionnaire which covered various aspects such as the composition and quality, meetings and procedures, contribution to Board processes, effectiveness of the functions allocated, relationship with management, professional development, adequacy, appropriateness and timeliness of information etc. The performance of the Board and its committees was evaluated based on the response received from the individual Directors to the questionnaire.

In terms of requirements of Schedule IV of the Act, a separate meeting of Independent Directors of the Company was held on December 24, 2021, *inter alia*, to review;

- the performance of Non-independent Directors (including the Chairperson)
- the functioning of the Board with specific reference of timely receipt of Agenda notes, quality of the agenda notes, quality of presentation, follow up of minutes and action required points etc.
- the functioning of the Chairperson of the Board with reference to meeting conducted, guidance provided, adequate opportunity given to all the members to express their views, including reservations (if any) etc. and
- to assess the quality, quantity and timeliness of the flow of information between the Management and the Board.

The Board reviewed and analyzed the responses to the evaluation forms and accordingly completed the Board evaluation process for FY 2021-22 and expressed their satisfaction with the evaluation process.

#### **KEY MANAGERIAL PERSONNEL**

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2022 are as under:

- Mr. Rajiv Kaul, Executive Vice-chairman, Whole-time Director & CEO
- Mr. Pankaj Khandelwal, President and Chief Financial Officer
- Mr. Praveen Soni, Company Secretary & Compliance Officer.

#### **NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

Ten (10) meetings of the Board of Directors of the Company were held during the year under review. Detailed information of the meetings of the Board is included in the Report on Corporate Governance,

which forms part of this Report. The intervening gap between two consecutive meetings was within the period prescribed under the Act, Secretarial Standards on Board Meetings, Listing Regulations and pursuant to the relaxations issued by SEBI Circular dated April 29, 2021 as amended from time to time.

#### **COMMITTEES OF THE BOARD**

The Board of Directors of your Company have formed various mandatory committees, as per the provisions of the Act and Listing Regulations and as a part of better corporate governance practices, the terms of reference and the constitution of those committees are in compliance with the applicable laws.

In order to ensure focused attention on business and for better governance and accountability, the Board has constituted the following mandatory Committees:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee;
- Risk Management Committee.

The details with respect to the Composition, powers, roles, terms of reference, etc. of the aforesaid committees are given in detail in the "Corporate Governance Report" of the Company which is presented in a separate section and forms part of the Annual Report of the Company. Brief details of committees are mentioned herein below:

#### **a) Audit Committee**

As required under Section 177 (8) of the Act and the rules framed thereunder read with Regulation 18 of Listing Regulations, the Composition of the Audit Committee is in line with the provisions of the Companies Act, 2013 and Listing regulations.

The Audit Committee comprises of Mr. Tapan Ray, Mrs. Manju Agarwal and Mr. Ashish Agrawal as its Members. The Committee comprises of majority of Independent Directors with Mr. Tapan Ray being the Chairman. Mr. Rajiv Kaul is permanent invitee to the said committee. Five (5) Audit Committee Meetings were held during the year under review.

Further details relating to the Audit Committee are provided in the Corporate Governance Report, which forms an integral part of this Annual Report. The Audit Committee of the Company reviews the reports to be submitted to the Board of Directors with respect to auditing and accounting matters. During the year under review, all recommendations



made by the Audit Committee were accepted and approved by the Board.

#### b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of Mr. Tapan Ray, Mr. Jimmy Lachmandas Mahtani and Mrs. Manju Agarwal as its members. Mr. Rajiv Kaul is the permanent invitee to the said Committee. Four (4) meetings of the Nomination and Remuneration Committee were held during the period under review. Further details relating to the Nomination and Remuneration Committee are provided in the Corporate Governance Report, which forms an integral part of this Annual Report.

#### c) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee comprises of Mr. Tapan Ray, Mr. Rajiv Kaul, Mrs. Shyamala Gopinath and Mr. Krzysztof Wieslaw Jamroz as its members. One Meeting of the Stakeholders' Relationship Committee was held for the year under review on May 6, 2022. Further, details pertaining to Stakeholders' Relationship Committee are provided in the Corporate Governance Report, which forms an integral part of this Annual Report.

#### d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of Mr. Rajiv Kaul, Mrs. Shyamala Gopinath, Mr. Krzysztof Wieslaw Jamroz, Ms. Sayali Karanjkar as its members. For the period under review, the Company held one meeting of Corporate Social Responsibility Committee on February 4, 2022. Further details relating to the Corporate Social Responsibility Committee are provided in the Corporate Governance Report, which forms an integral part of this Annual Report.

#### e) Risk Management Committee

The Risk Management Committee comprises of Mrs. Shyamala Gopinath, Mr. Ashish Agrawal, Mr. Krzysztof Wieslaw Jamroz, Mr. Tapan Ray and Mr. Pankaj Khandelwal as its members, Mr. Rajiv Kaul is the permanent invitee to the said Committee. For the year under review, the Risk Management Committee Meeting was held on May 6, 2022. Further details relating to the Risk Management Committee are provided in the Corporate Governance Report, which forms an integral part of this Annual Report.

#### POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters

provided under Section 178(3) of the Act forms part of the Nomination and Remuneration Policy of the Company. This Policy is available on the website of the Company and can be accessible at [www.cms.com](http://www.cms.com)

#### COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

The Directors state that applicable Secretarial Standards i.e., SS-1 relating to "Meetings of the Board of Directors" and SS-2 relating to "General Meetings" have been duly complied with by the Company.

#### BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Report as per Regulation 34 of SEBI Listing Regulations is applicable to the Company. The Business Responsibility Report for the financial year ended 2021-22 is given in a separate section and forms part of the Annual Report of the Company. The said Report is also available on the Company's website and can be accessed at [www.cms.com](http://www.cms.com)

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 of Listing Regulations, a separate section on Management Discussion and Analysis Report highlighting the business of your Company, details about the economy, business performance review of the Company's businesses and other material developments during the financial year 2021-22, is appended to this Annual Report.

#### CORPORATE GOVERNANCE

Your Company is fully committed to follow good Corporate Governance practices and maintain the highest business standards in conducting business. The Company continues to focus on building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance viz., integrity, equity, transparency, fairness, sound disclosure practices, accountability and commitment to values. Your Company has adopted high standards of Corporate Governance with very competent Board having diverse experience.

A separate section on Corporate Governance stipulated under Regulation 34 of Listing Regulations forms part of this Annual Report and is appended herewith to this Report.

A Certificate from M/s. M. Siroya and Company, Secretarial Auditors of the Company confirming compliance to the conditions of Corporate Governance as stipulated under Listing Regulations, is appended as an Annexure to the Corporate Governance Report.

#### DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future.

#### MAINTENANCE OF COST RECORDS

During the period under review, provisions of Rule 8(5) (ix) of The Companies (Accounts) Rules, 2014 read with Section 148(1) of the Act and rule 3 and 4 of The Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company.

#### DISCLOSURE OF REMUNERATION OR COMMISSION RECEIVED BY A EXECUTIVE VICE-CHAIRMAN & CEO FROM THE COMPANY'S HOLDING OR SUBSIDIARY COMPANY

Mr. Rajiv Kaul, Executive Vice-chairman and Chief Executive Officer of the Company has not received any remuneration/commission during the year ended March 31, 2022 from holding or subsidiary company of the Company. For detailed arrangement between Mr. Kaul and the Vault Co-Investment Vehicle L.P., a Limited Liability Partnership incorporated by the ultimate promoter of the Company, i.e., Baring Private Equity Asia GP VI Limited, kindly refer note no. 40 of the financial statement for issuance of certain units in Vault L.P. to Mr. Kaul.

#### AUDITORS & REPORTS

##### Statutory Auditors and Auditor's Report:

Pursuant to the provisions of Section 139 of the Act and the Rules made thereunder M/s. B S R & Co. LLP, Chartered Accountants were appointed as the Statutory Auditors of the Company from the conclusion of 11<sup>th</sup> Annual General Meeting ("AGM") of the Company held on September 29, 2018 till the conclusion of the 16<sup>th</sup> AGM of the Company to be held for the financial year 2022-23. They have confirmed to the Company that they are not disqualified to act as the Statutory Auditors of the Company.

The Auditors' Report does not contain any qualifications, reservations, adverse remarks or disclaimers. Notes to Accounts are self-explanatory and do not call for any further comments.

##### Secretarial Auditor and their report:

In terms of the provisions of the Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company

has appointed M/s M Siroya and Company, Practicing Company Secretaries (CP No. 4157), as the Secretarial Auditor for conducting the Secretarial Audit of your Company for the financial year ended March 31, 2022 and to furnish the report to the Board.

The report of the Secretarial Auditor for the financial year 2021-22, in prescribed Form No. MR-3 carrying no qualification/adverse remarks is annexed herewith as **Annexure 2**.

Securitrans India Private Limited is the material unlisted subsidiary of the Company for the financial year ended March 31, 2022. In terms of Regulation 24A of Listing Regulations read with Section 204 of the Companies Act, 2013, Secretarial Audit of the material unlisted subsidiary has been conducted by Practicing Company Secretary and the said report has also been annexed as **Annexure 3**. None of the said Audit Reports contain any qualification, reservation or adverse remark or disclaimer.

##### Reporting of Frauds by Auditors:

During the year under review, no fraud has been committed by the officers and employees against your Company. However, looking at the nature of business of the Company, certain cash embezzlements have been committed by few employees who were involved in business operations of the Company, as detailed below:

There were Eleven instances (FY21: Seven) aggregating to ₹ 159.59 Million (FY21: ₹ 74.84 Million) of cash embezzlements have been done by employees of the Company and were reported by the Statutory Auditors. Out of the above, the Company has recovered ₹ 50.13 Million (FY21: ₹ 23.66 Million), ₹ 31.30 Million written off (FY21: ₹ 10.35 Million) and recovery of balance ₹ 78.16 Million (FY21: ₹ 40.83 Million) is in progress.

Except above, no other embezzlements have been reported by Statutory Auditors or Secretarial Auditors to the Audit Committee of the Company.

#### ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the annual return in Form MGT-7 is placed on the website of the Company and can be accessed at [www.cms.com](http://www.cms.com).

#### INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee at their meeting held on May 25, 2021, M/s. Grant Thornton

Bharat LLP, were appointed by the Board of Directors to conduct internal audit of the Company for the financial year 2021-22.

#### CODE FOR PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives and a Code of Fair Disclosure to formulate a framework and policy for disclosure of events and occurrences as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code of Fair Disclosure has been made available on the Company's website at [www.cms.com](http://www.cms.com)

#### VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for Directors and employees in confirmation with Section 177(9) of the Act and Regulation 22 of Listing Regulations, to report their concerns about unethical behavior.

The policy is to provide a mechanism, which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statement and reports, and so on. The employees of the Company have the right/ option to report their concern/ grievance to the Chairperson of the Audit Committee.

The Company has a Vigil Mechanism in place, under which the employees are free to report violations of applicable laws and regulations. The Audit Committee Chairman's office address and process to communicate with him is provided under the Policy for ease of access to persons intending to use the Whistle Blower framework.

Under the Whistle Blower Policy, confidentiality of those reporting violation(s) is protected, and they shall not be subject to any discriminatory practices. This policy is available on the Company's website at [www.cms.com](http://www.cms.com).

#### CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 which came into effect from January 22, 2021, the revised CSR Policy, formulated by the Corporate Social Responsibility Committee and approved by the Board of Directors on February 4, 2022 is available on the Company's website at [www.cms.com](http://www.cms.com).

During the year under review, the Company was required to spent ₹ 3,71,55,794/- (2% of the average net profit of last three financial years) on CSR activities. However, the Company has voluntarily spent an amount of ₹ 3,73,56,000/- towards CSR expenses.

For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is forming part of this report.

The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year as detailed in CSR Report are set out in **Annexure 4**. in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

#### PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company gives prime importance to the dignity and respect of its employees irrespective of their gender/hierarchy and expect responsible conduct and behavior on the part of employees at all levels.

Your Company has always believed in providing a safe and harassment free workplace for every individual working in any office through various interventions and practices. The Company endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

As per the requirements of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder, your Company has adopted a policy for the prevention of Sexual Harassment at workplace and has constituted an Internal Complaints Committee (ICC).

All employees as well as contractual staff, temporary, trainees are covered by this policy.

No complaints were received during the financial year.

#### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

Information pursuant to clause (m) of sub-section (3) of Section 134 of the Act, read with rule 8 (3) of The Companies (Accounts) Rules, 2014 is not given as conservation of energy and technology absorption are not applicable to the Company.

#### FOREIGN EXCHANGE EARNINGS AND OUTGO

Company had earnings and Expenditures in foreign currency and details are given hereunder:

Foreign Exchange Earnings (in ₹ Million ) - Nil

Foreign Exchange Outgo (in ₹ Million) - Imports - 1,127.92 Million

#### PARTICULARS OF EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197 (12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Annual Report as **Annexure 5**.

The statement containing names of Directors, Key Managerial Personnel and top ten employees, others in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. As per the provisions of the Section 136 of the Act read with sub-rules 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Annual Report is being sent to the Members excluding the aforesaid annexure to all Shareholders of the Company. Any Shareholder interested in obtaining the copy of said statement may write to the Company Secretary & Compliance Officer at CMS Info Systems Limited, T-151, 5<sup>th</sup> Floor, Tower No. 10, Sector-11, railway station complex, CBD Belapur, Navi Mumbai - 400 614, e-mail ID: [investors@cms.com](mailto:investors@cms.com).

#### INVESTOR EDUCATION AND PROTECTION FUND

The Company was not required to transfer any amount to Investor Education and Protection Fund under Section 125 of the Act.

#### RISK MANAGEMENT

The Company has devised and adopted a Risk Management Policy and implemented a mechanism for risk assessment and management. The policy provides for identification of possible risks associated with the business of the Company, assessment of the same at regular intervals and taking appropriate measures and controls to manage, mitigate and handle them. The key categories of risk covered in the policy are strategic risks, financial risks, operational risks and such other risk that may potentially affect the working of the Company. A copy of the risk management policy is placed on the website of the Company.

As the equity shares of the Company got listed on NSE and BSE on December 31, 2021 and is forming part of the top 1000 listed entities determined on the basis of market capitalisation, as at the end of the immediate previous financial year i.e., March 31, 2022, Regulation 21 of the Listing Regulations with respect to Risk Management Committee has become applicable to the Company. The Board of Directors have accordingly, constituted Risk Management Committee for monitoring and reviewing of the risk assessment, mitigation and risk management plan from time to time.

In Board's view, there are no material risks which might threaten the existence of the Company.

#### INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has in place adequate internal financial control system commensurate with the size of its operations. Internal control systems comprising of policies and procedures which are designed to ensure sound management of your Company's operations, safe keeping of its assets, prevention and detection of frauds and errors, optimal utilization of resources, reliability of its financial information and compliance. Systems and procedures are periodically reviewed by the Audit Committee to maintain the highest standards of Internal Control. During the year under review, no material or serious observation has been received from the Auditors of your Company citing inefficiency or inadequacy of such controls. An extensive internal audit is carried out by internal audit firm and management internal audit team.

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Act, the Directors hereby confirm and state that:

- in the preparation of the annual financial statements for the financial year ended March 31, 2022, the applicable accounting standards had been followed and no material departures have been made for the same;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on March 31, 2022 and of the profit and loss and cash flow of the Company for the period ended March 31, 2022;
- they have taken proper and sufficient care for the maintenance of adequate accounting records



ANNEXURE - 1

in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) they have prepared the annual accounts for the year ended March 31, 2022 on a going concern basis;
- e) they have laid down internal financial controls and the same have been followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING IS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (“IBC”) DURING THE YEAR ALONG WITH ITS STATUS AS AT THE END OF FINANCIAL YEAR**

There was no application made or any proceeding pending under IBC during the year under review.

**THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

There was no one time settlement during the period under review.

**CAUTIONARY STATEMENT**

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in a separate Section in this Report, describing the Company’s objectives, projections, estimates and expectations may constitute ‘forward-looking statements’ within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

**ACKNOWLEDGMENT**

The Board of Directors take this opportunity to thank and express sincere gratitude to all the valuable stakeholders of the Company viz., shareholders, customers, vendors, bankers, business associates, regulatory authorities, Central and State Government Departments, local authorities for their excellent support and co-operation extended by them during the financial year.

The Board of Directors also place on record their sincere appreciation of the valuable contribution made by the employees at all levels to the growth of the Company.

On Behalf of the Board of Directors of  
**CMS Info Systems Limited**

**Ashish Agrawal** Director  
DIN: 00163344

**Rajiv Kaul** Executive Vice-Chairman & CEO  
DIN: 02581313

Place: Mumbai  
Date: May 9, 2022

**FORM AOC-1**

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/ associate companies/ Joint ventures**

**Part “A”: Subsidiaries**

(Information in respect of each subsidiary to be presented with ₹ in Million)

Sr. No.	Particulars	1	2	3	4	5
1	<b>Name of the subsidiary</b>	<b>CMS Securitas Limited</b>	<b>Securitrans India Private Limited</b>	<b>CMS Marshall Limited - Subsidiary of CMS Securitas Ltd.</b>	<b>Hemabh Technology Private Limited</b>	<b>Quality Logistics Services Private Limited</b>
2	The date since when subsidiary was acquired	April 1, 2009	May 23, 2011	April 1, 2009	March 30, 2022	July 29, 2015
3	Reporting period for the subsidiary concerned, if different from the holding Company’s reporting period	April 1, 2021 to March 31, 2022	April 1, 2021 to March 31, 2022	April 1, 2021 to March 31, 2022	April 1, 2021 to March 31, 2022	April 1, 2021 to March 31, 2022
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA	NA
5	Share capital	9.50	13.25	0.50	43.86	0.10
6	Reserves & surplus	24.94	1,408.92	6.15	-42.95	Nil
7	Total assets	146.75	1,915.11	197.95	238.75	0.10
8	Total Liabilities	112.30	492.96	191.30	237.84	Nil
9	Investments (current)	Nil	436.23	Nil	0.50	Nil
10	Turnover	266.63	1,997.45	691.85	55.00	Nil
11	Profit before taxation	5.50	231.09	5.87	-24.10	Nil
12	Provision for taxation	2.58	53.79	3.17	18.85	Nil
13	Profit after taxation	2.92	177.30	2.70	-42.95	Nil
14	Proposed Dividend	Nil	Nil	Nil	Nil	Nil
15	% of shareholding	100	100	Subsidiary of Subsidiary Company	100	100

**Notes:** The following information shall be furnished at the end of the statement:

- 1. Names of subsidiaries which are yet to commence operations.
- 2. Names of subsidiaries which have been liquidated or sold during the year.

**Part “B”: Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: NIL**

On Behalf of the Board of Directors of  
**CMS Info Systems Limited**

**Ashish Agrawal** Director  
DIN: 00163344

**Rajiv Kaul** Executive Vice-chairman & CEO  
DIN: 02581313

**Pankaj Khandelwal** Chief Financial Officer

**Praveen Soni** Company Secretary  
Memb. No. FCS 6495

Place: Mumbai  
Date: May 9, 2022

**ANNEXURE - 2**

**SECRETARIAL AUDIT REPORT OF CMS INFO SYSTEMS LIMITED**

**Form No. MR-3**

**Secretarial Audit Report**

For the financial year ended March 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
**The Members,**  
**CMS Info Systems Limited,**  
T-151, 5<sup>th</sup> Floor, Tower No.10,  
Sector-11, Railway Station Complex, CBD Belapur,  
Navi Mumbai - 400614.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CMS Info Systems Limited (hereinafter called the "Company"/"CMS"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms, and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the relevant and applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder, as may be applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment in India; The provisions of Overseas Direct Investment and External Commercial Borrowings are not applicable to the Company during the financial year; and
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
  - c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the financial year);
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the financial year).

- i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the financial year).
- (vi) Based on the representations and confirmations made by the Company we state that the Company is operating in the business of providing ATM and Cash Management Services and there are no laws specifically applicable in relation to the business of the Company.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India ("ICSI"), as amended from time to time; and
2. The Equity Listing Agreements entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

**Note:** The Company was Listed on BSE Limited and NSE Limited on December 31, 2021, pursuant to which SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter referred to as "LODR") became applicable on the Company.

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Circulars, Notifications, Directions, Guidelines, Standards, etc. mentioned above. During the year, we have observed a delay in filing of certain forms with MCA.

Other statutes, Acts, Laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

- (i) Labor Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
- (ii) Acts as prescribed under Direct Tax and Indirect Tax;
- (iii) Stamp Acts and Registration Acts of respective States;
- (iv) Labor Welfare Act of respective States; and
- (v) Such other Local laws as may be applicable in respect of various offices of the Company.

**We further report that** the Board of the Company and committees thereof are duly constituted with proper balance of Executive Directors, Non-executive Directors, Woman Director and Independent Directors. The following changes in the composition of the Board that took place during the year under review were carried out in compliance with the provisions of the Act:

- (i) Mr. Tapan Ray (DIN: 00728682) was appointed as an Additional Non-executive Independent Director of the Company for the period from April 9, 2021 to April 8, 2022 and the same was approved by the Members at their Extra Ordinary General meeting held on April 9, 2021;
- (ii) Mr. Krzysztof Wieslaw Jamroz (DIN: 07462321) was appointed as an Additional Non-executive Director w.e.f. August 10, 2021 and the same was approved by the Members at their Extra-Ordinary General meeting held on August 13, 2021;
- (iii) Mrs. Manju Agarwal (DIN: 06921105) was appointed as an Additional Woman Non-executive Independent Director of the Company for the period from January 1, 2022 to December 31, 2023 by the Board on December 31, 2021 and was approved by the members through postal ballot on March 15, 2022;
- (iv) Ms. Sayali Karanjkar (DIN: 07312305) was appointed as an Additional Woman Non-executive Independent Director of the Company for the period from January 1, 2022 to December 31, 2023 by the Board on December 31, 2021 and was approved by the members through postal ballot on March 15, 2022;
- (v) Mrs. Shyamala Gopinath (DIN: 02362921) completed her second tenure as Independent Director of the Company as of December 31, 2021;
- (vi) Mrs. Shyamala Gopinath (DIN: 02362921) was appointed as an Additional Non-executive Director w.e.f. January 1, 2022 by the Board on December 31, 2021 and was approved by the members through postal ballot on March 15, 2022;
- (vii) Mrs. Shyamala Gopinath (DIN: 02362921) was appointed as Chairperson of the Board and the Company w.e.f. January 1, 2022;
- (viii) Mr. Rajiv Kaul (DIN: 02581313) was reappointed as Chief Executive Officer and Whole-time Director of the Company from April 1, 2022 To March 31, 2023





by the Board on September 10, 2021 and by the members at their Extra Ordinary General Meeting held on September 10, 2021.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and in certain cases where meetings were held through shorter notice after due compliance of the applicable provisions, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation & deliberations at these meetings.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, acts, rules, regulations, circulars, notifications, directions and guidelines.

**We further report that** during the audit period the Company has undertaken following event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, acts, rules, regulations, circulars, notifications, directions, guidelines, standards, etc. referred to above:

- (i) The Board of Directors at their meeting held on July 21, 2021, approved the proposal to acquire 100% business of M/s. Hemabh Solutions, a Partnership Firm and a new Company wherein entire business and all rights and liabilities of the Partnership firm shall mutatis mutandis accrue and CMS will acquire 100% equity shares of the New Company at an aggregate consideration not exceeding ₹ 210 Million.
- (ii) The Board of Directors at their meeting held on August 10, 2021, *inter alia*, approved the Initial Public Offer of its equity shares of the face value of ₹ 10 each (the "Equity Shares") through an offer for sale of Equity Shares of an amount around ₹ 2,000 Crores ("Offer for Sale"), by Sion Investment Holdings Pte. Limited, (the "Selling Shareholder" or "Sion").
- (iii) The members at the extra-ordinary general meeting held on August 13, 2021, *inter alia*, approved the following:
  - (a) Adoption of the altered Articles of Association of the Company;

- (b) Amendments to CMS Management Stock Option Plan 2016; and
- (c) Amendment to the CMS Employees Stock Option Plan 2016.
- (iv) The members at the extra-ordinary general meeting held on September 10, 2021, *inter alia*, approved the following:
  - (a) Amendments to ESOP Plans namely (i) CMS CEO Stock Option Plan, 2016, (ii) CMS Management Stock Option Plan 2016, (iii) CMS Employees Stock Option Plan 2016; and
  - (b) Extension of restated and amended employment agreement dated October 14, 2020 appointing Mr. Rajiv Kaul as the Chief Executive Officer and Whole-time Director of the Company from April 1, 2022 to March 31, 2023.
- (v) The members at the extra-ordinary general meeting held on October 28, 2021, *inter alia*, approved the following:
  - (a) Managerial Remuneration of Mr. Rajiv Kaul, Executive Vice-chairman, Chief Executive Officer & Whole-Time Director of the Company, in the event of exercise of ESOP's;
 

Managerial Remuneration payable to all the Directors in the event of exercise of ESOP's by Mr. Rajiv Kaul; and
  - (b) Amendments to ESOP Plans namely (i) CMS CEO Stock Option Plan, 2016, (ii) CMS Management Stock Option Plan 2016, (iii) CMS Employees Stock Option Plan 2016 to amend the ESOP exercise period of the vested options.
- (vi) The members by Postal Ballot on March 15, 2022, *inter alia*, approved the following:
  - (a) Alteration of Articles of Association of the Company;
  - (b) Ratification of CMS Employees Stock Option Plan 2016; and
  - (c) Arrangement between Mr. Rajiv Kaul, Executive Vice-chairman, Whole-time Director & CEO and Vault Co-Investment Vehicle L.P.

(vii) Details/Events of IPO:

- (a) On August 14, 2021, the Board approved Draft Red Herring Prospectus and the same was filed with the Securities and Exchange Board of India ("SEBI") on August 14, 2021;
- (b) The Company received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated September 9, 2021 and September 27, 2021, respectively;
- (c) On December 12, 2021, the IPO Committee approved Red Herring Prospectus ("RHP") and the same was then filed with SEBI on December 16, 2021;
- (d) The RHP was filed with the RoC on December 14, 2021 and the same was approved by the RoC on December 14, 2021;
- (e) On December 24, 2021, the Board approved and adopted Prospectus and it was filed with the RoC on December 24, 2021 and the same was approved on December 24, 2021. Approved prospectus was filed with SEBI on December 25, 2021, with BSE on December 26, 2021 and with NSE on December 27, 2021; and
- (f) The Company came out with an Initial Public Offer of 50,925,925 Equity shares of face value of ₹ 10 each for cash at a price of ₹ 216 per

Equity Share including a premium of ₹ 206 per equity share aggregating to ₹ 11,000 Million through an offer for sale of 50,925,925 Equity Shares by Sion Investment Holdings Pte. Limited aggregating to ₹ 11,000 Million. The offer constituted 34.41% of post-offer paid-up equity share capital. The Issue was opened and closed for subscription on December 20, 2021 for Anchor Investors and for other categories opened on December 21, 2021 and closed on December 23, 2021 and the same was fully subscribed and accordingly 50,925,925 equity shares of ₹ 10 each were transferred from the Promoter Selling Shareholder to the subscribers on December 29, 2021. The Stock Exchanges, BSE and NSE, granted their Listing and Trading Approvals on December 30, 2021.

For **M Siroya and Company**  
Company Secretaries

**Mukesh Siroya**  
Proprietor  
FCS No.: 5682  
CP No.: 4157  
UDIN: F005682D000288954  
Date: May 9, 2022  
Place: Mumbai

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

## ANNEXURE A

To,  
**The Members,**  
**CMS Info Systems Limited**  
 Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, acts, rules, circulars, notifications, directions, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **M Siroya and Company**

Company Secretaries

**Mukesh Siroya**

Proprietor

FCS No.: 5682

CP No.: 4157

UDIN: F005682D000288954

Date: May 9, 2022

Place: Mumbai

## ANNEXURE - 3

## SECRETARIAL AUDIT REPORT OF SECURITRANS INDIA PRIVATE LIMITED

## Form No. MR-3

## SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014] Personnel) Rules, 2014]

To,  
**The Members,**  
**Securitrans India Private Limited**  
 Delhi

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Securitrans India Private Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2022 according to the relevant and applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) As confirmed by the management, there are no other laws specifically applicable in relation to the business of the Company.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India, and

2. Listing Agreement/Regulations: The Company is an unlisted Company and therefore compliance with listing agreement/regulations is not applicable.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable.

Other statutes, Acts, laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

1. Labor Laws, Labor Welfare Act and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.
2. Acts as prescribed under Direct Tax and Indirect Tax.
3. Stamp Acts and Registration Acts.
4. Such other Local laws etc. as may be applicable.

We further report that the Board of the Company is duly constituted with proper balance of Executive Director and Non-executive Directors. The following changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act:

- (i) At the Board Meeting held on May 23, 2021, Mr. Anush Vijaya Raghavan was appointed as an Additional Director with immediate effect;
- (ii) Mr. Rajiv Kaul resigned from the directorship of the Company with effect from October 25, 2021; and
- (iii) At the Annual General Meeting held on June 30, 2021, Mr. Anush Vijaya Raghavan was appointed as a Director.

During the year the Board of Directors of the Company in its meeting held on January 28, 2022 had appointed



## ANNEXURE A

Ms. Sejal Wadher (ACS 43854) as Company Secretary and Compliance officer of the Company effective from February 4, 2022.

Adequate notice was given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and in certain cases where meetings were held through shorter notice after due compliance of the applicable provisions and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation & deliberations at these meeting.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company in order to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has not undertaken any specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For Siroya and BA Associates**

Company Secretaries

**Bhavyata Raval**

Proprietor

ACS No.: 25734

CP No.: 21758

UDIN: A025734D000291857

Date: May 9, 2022

Place: Mumbai

Note: This Report is to be read with our letter of even date which is annexed as '**Annexure A**' herewith and forms an integral part of this report.

To,

**The Members,  
Securitrans India Private Limited**

Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Siroya and BA Associates**

Company Secretaries

**Bhavyata Raval**

Proprietor

ACS No.: 25734

CP No.: 21758

UDIN: A025734D000291857

Date: May 9, 2022

Place: Mumbai



**ANNEXURE - 4**

**CSR REPORT**

**Annual Report on CSR Activities**

[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') and Companies (Corporate Social Responsibility Policy) Rules, 2014]

**1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY**

The CMS Info Systems network weaves across the country, from the various tiers of cities to the more rural and remote small towns, connecting commerce and communities. As an extension of the nature of our business, we have focused our CSR efforts on directly or indirectly improving the livelihood of the underprivileged and poor communities through a variety of approaches, across different geographical locations. This year, as we entered a post Covid era, we have expanded our focus area into healthcare as well. We also introduced a category called Charitable Contributions, where we give small grants to NGOs. The beneficiaries of these Charitable Contribution grants have ranged from old age and disability care to education and childcare, to medical camps and animal welfare.

The main objective of our CSR policy is:

1. Connected with the principles of sustainability
2. Company endeavors to make CSR a key process for sustainable development of the society.

The scope of the CSR activities of the Company will cover the following areas but not limited to the same and may extend to other projects/ programs as permitted under the law from time to time:

1. Promotion of education, including special education and employment enhancing vocation skills especially among youth, women, elderly, physically handicapped and livelihood enhancement projects;
2. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts;

3. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;
4. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
5. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
6. Measures for the benefit of armed forces veterans, war widows and their dependents;
7. Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
8. Contribution to the Prime Minister National Relief Fund or PM Cares Fund any other fund set up by the Central Government for socio-economic development and relief and welfare of the scheduled castes, scheduled tribes, other backward classes, minorities and women;
9. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government.
10. Rural development projects

Such other tasks and projects as may be deem fit to fulfil the need of the society, including any other projects as may be approved by the Government of India or of the State and the Act.

**2. COMPOSITION OF THE CSR COMMITTEE AS ON MARCH 31, 2022:**

Sr. No.	Name of Director	Designation/Nature of Membership	Number of Meetings of CSR Committee held during the year FY 2021-22	Number of meetings of CSR Committee attended during the year
1.	Mr. Rajiv Kaul	Chairman	1	1
2.	Ms. Sayali Karanjkar	Member	1	1
3.	Mrs. Shyamala Gopinath	Member	1	1
4.	Mr. Krzysztof Wieslaw Jamroz	Member	1	1

**3. PROVIDE THE WEB-LINK WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY:**

[www.cms.com/company-information.php](http://www.cms.com/company-information.php)

**4. PROVIDE THE DETAILS OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE (ATTACH THE REPORT).**

Rule 8 (3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is not applicable to the Company.

**5. DETAILS OF THE AMOUNT AVAILABLE FOR SET-OFF IN PURSUANCE OF SUB-RULE (3) OF RULE 7 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014 AND AMOUNT REQUIRED FOR SET OFF FOR THE FINANCIAL YEAR, IF ANY.**

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1.	2020-21	14,41,968	Nil

**6. AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5):**

₹ 185,77,89,696/-

**7. (A) TWO PERCENT OF AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5):**

₹ 3,71,55,794/-

**(B) SURPLUS ARISING OUT OF THE CSR PROJECTS OR PROGRAMS OR ACTIVITIES OF THE PREVIOUS FINANCIAL YEARS: Nil**

**(C) AMOUNT REQUIRED TO BE SET OFF FOR THE FINANCIAL YEAR, IF ANY: Nil**

**(D) TOTAL CSR OBLIGATION FOR THE FINANCIAL YEAR (7A+7B+7C): ₹ 3,71,55,794.** In addition, total previous years' obligations amounts to Nil.

**8. (A) CSR AMOUNT SPENT OR UNSPENT FOR THE FINANCIAL YEAR:**

Total amount spent for the financial year (in ₹)	Amount Unspent (in ₹)				
	Total amount transferred to unspent CSR account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of Fund	Amount	Date of transfer
3,73,56,000	NIL	NIL	NIL	NIL	NIL





**(B) DETAILS OF CSR AMOUNT SPENT AGAINST ONGOING PROJECTS FOR THE FINANCIAL YEAR:**

Sr. No.	Name of the Project	Item from the List of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amt transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	Stat	District	Name	CSR Registration number
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**(C) DETAILS OF CSR AMOUNT SPENT AGAINST OTHER THAN ONGOING PROJECTS FOR THE FINANCIAL YEAR:**

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project	Amount spent for the project (in ₹)	Mode Of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	Stat	District	Name	CSR Registration number
1	Bhartiya Gramin Vidhyalaya	Education	Uttar Pradesh	Mahona	Uttar Pradesh	15,00,000	No	Bhartiya Gramin Vidhyalaya			
2	Manuvikasa	Environment Protection	Karnataka	Uttara Kannada, Havery, Dharwad, Shivamogga	Karnataka	20,00,000	No	Manuvikasa			
3	Leapforword	Education	Maharashtra	All	Maharashtra	10,00,000	No	Leapforword			
4	The Welfare Of Stray Dogs	Animal Welfare	Mumbai, Maharashtra		Mumbai, Maharashtra	3,00,000	No	The Welfare of Stray Dogs			
5	Chirag Rural Development Foundation	Environment Protection	Maharashtra	Pune	Maharashtra	60,00,000	No	Chirag Rural Development Foundation			
6	Goonj	Holistic Village Development	Odisha	Mayurbhanj	Odisha	50,00,000	No	Goonj			
7	The Hans Foundation	Healthcare	Jharkhand	Ranchi	Jharkhand	40,00,000	No	The Hans Foundation			
8	Basic Health Care Services	Healthcare	Rajasthan	Dungarpur, Banswara Pratapgarh	Rajasthan	30,00,000	No	Basic Health Care Services			
9	P M Cares Fund					66,00,000	No	P M Cares Fund			
10	System Research Society	Food And Healthcare	Delhi, NCR and Hyderabad	Delhi, NCR and Hyderabad	Delhi, NCR and Hyderabad	10,00,000	No	System Research Society			
11	Mahavir International Foundation	Women And Child Empowerment	Mumbai, Maharashtra	Mumbai, Maharashtra	Mumbai, Maharashtra	5,00,000	No	Mahavir International Foundation			
12	The Earth Saviours Foundation	Old Age Home And Huminity	Gurgaon, Haryana	Gurgaon, Haryana	Gurgaon, Haryana	5,00,000	No	The Earth Saviours Foundation			

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project	Amount spent for the project (in ₹)	Mode Of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
13	Amcha Ghar	Education And Empowerment	Mumbai, Maharashtra	Mumbai, Maharashtra	Mumbai, Maharashtra	5,00,000	No	Amcha Ghar
14	The Banyan	Healthcare	Tamilnadu	Tamilnadu	Tamilnadu	5,00,000	No	The Banyan
15	The Gateway Trust	NGO	Haryana	Haryana	Haryana	5,00,000	No	The Gateway Trust
16	Habitat For Humanity India Trust	Water Sanitisation	Pan India	Pan India	Pan India	5,00,000	No	Habitat For Humanity India Trust
17	Society For Educational Improvements and Innovation (CLR Sajag Abhiyan)	Child Development	Chhattisgarh	Chhattisgarh	Chhattisgarh	5,00,000	No	Society For Educational Improvements And Innovation (CLR Sajag Abhiyan)
18	Chehak Trust	Child Development	Mumbai, Maharashtra	Mumbai, Maharashtra	Mumbai, Maharashtra	5,00,000	No	Chehak Trust
19	Keshav Srushti	Medicine	Palghar, Maharashtra	Palghar, Maharashtra	Palghar, Maharashtra	5,00,000	No	Keshav Srushti
20	Stonesoup Trust	Child Development	Bangalore, Karnataka	Bangalore, Karnataka	Bangalore, Karnataka	5,00,000	No	Stonesoup Trust
21	Vaccine Dose At Kids Clinic India	Healthcare	Mumbai, Maharashtra	Mumbai, Maharashtra	Mumbai, Maharashtra	1,56,000	No	Vaccine Dose At Kids Clinic India

**(D) AMOUNT SPENT IN ADMINISTRATIVE OVERHEADS:** ₹ 18,00,000/-

**(E) AMOUNT SPENT ON IMPACT ASSESSMENT, IF APPLICABLE:** NA

**(F) TOTAL AMOUNT SPENT FOR THE FINANCIAL YEAR (8B+8C+8D+8E):** ₹ 3,73,56,000/-

**(G) EXCESS AMOUNT FOR SET OFF, IF ANY:** ₹ 16,42,174/-

[During the year, the Company has actually spent ₹ 3,73,56,000, out of which Nil was spent towards its CSR obligations for the financial year 2020-21; Nil was spent towards its previous years' obligations; and ₹ 200,206/- was excess spend which is to be set off against future obligations.]

Sr. No.	Name of Director	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	3,71,55,794
(ii)	Total amount spent for the Financial Year	3,73,56,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	2,00,206
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	2,00,206

\* [Out of ₹ 200,206 excess amount spent as per clause (iii) in the above table, Nil. was spent towards its previous years' obligations; and ₹ 200,206 + ₹ 14,41,968 = ₹ 16,42,174 was excess spend which is to be set off against future obligations].

ANNEXURE - 5

**9.(A) DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:**

Not Applicable

Sr. No.	Preceding Financial Year	Item from the List of activities in Schedule VII to the Act	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			*Amount remaining to be spent in succeeding financial years (in ₹)
					Name of the Fund	Amount (in ₹)	Date of transfer	

**(B) DETAILS OF CSR AMOUNT SPENT IN THE FINANCIAL YEAR FOR ONGOING PROJECTS OF THE PRECEDING FINANCIAL YEAR(S):** Not Applicable

Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed /Ongoing

**10. IN CASE OF CREATION OR ACQUISITION OF CAPITAL ASSET, FURNISH THE DETAILS RELATING TO THE ASSET SO CREATED OR ACQUIRED THROUGH CSR SPENT IN THE FINANCIAL YEAR - (ASSET-WISE DETAILS):** Not Applicable

On Behalf of the Board of Directors of  
CMS Info Systems Limited

Ashish Agrawal  
Director  
DIN: 00163344

Rajiv Kaul  
Executive Vice-chairman & CEO/Chairman of CSR Committee  
DIN: 02581313

Place: Mumbai  
Date: May 9, 2022

**DETAILS OF REMUNERATION AS PER SECTION 197 (12) OF THE ACT,**

**Particulars of Remuneration**

[Pursuant to Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**Information pursuant to Rule 5(1) of the Companies (appointment and remuneration of managerial personnel) rules, 2014**

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year.

Name	Ratio of remuneration of each director to median remuneration of the employees of the Company	% increase in remuneration in Financial Year 2021-2022
<b>Executive Directors</b>		
Mr. Rajiv Kaul <sup>1</sup>	158.35	13%
<b>Independent Directors</b>		
Mr. Tapan Ray <sup>2</sup>	3.64	NA
Mrs. Manju Agarwal <sup>3</sup>	0.91	NA
Ms. Sayali Karanjkar <sup>4</sup>	0.91	NA
<b>Non-executive Non-independent Directors</b>		
Mrs. Shyamala Gopinath	3.64	NIL
Mr. Jimmy Lachmandas Mahtani	NA	NA
Mr. Ashish Agrawal	NA	NA
Mr. Krzysztof Wieslaw Jamroz <sup>5</sup>	2.62	NA
<b>Chief Financial Officer</b>		
Mr. Pankaj Khandelwal <sup>1</sup>	NA	16%
<b>Company Secretary</b>		
Mr. Praveen Soni <sup>1</sup>	NA	36%

**Notes:**

- Excludes perquisite value of stock options granted in previous years but exercised during the year. For details of perquisite value refer section (ii) of details of remuneration for the year ended March 31, 2022 of Corporate Governance report.
- Appointed as Director with effect from April 9, 2021
- Appointed as Director with effect from January 1, 2022
- Appointed as Director with effect from January 1, 2022
- Appointed as Director with effect from August 10, 2021

**2. The percentage increase in the median remuneration of the employees in the financial year**

There was an increase of 11% in the median remuneration of employees in Financial Year 2021-22.

**3. The number of permanent employees on the rolls of the Company**

There were 453 permanent employees on the rolls of the Company as on March 31, 2022.





# Corporate Governance Report

#### 4. Average percentage increase already made in the salaries of employees other than the managerial personnel (KMPs) in FY 2021-22 and its comparison with the percentage increase in the managerial remuneration and justification thereof

The average annual percentage increase in the salaries of employees other than key managerial personnel (KMPs) was 10% as against an average annual percentage increase of 13% to KMPs which is higher on account of variable payouts.

The calculation of percentage increase is done considering salary of employees eligible for increment in FY 2021-22.

The increase in salaries reflects the Company's performance, individual performance and is in line with the market trends.

#### 5. Affirmation that the remuneration is as per the remuneration policy of the Company

The Company affirms that the remuneration of directors is as per the Nomination & Remuneration policy of the Company.

For and on behalf of the Board  
**CMS Info Systems Limited**

Place: Mumbai  
 Date: May 9, 2022  
**Ashish Agrawal**  
 Director  
 DIN: 00163344

**Rajiv Kaul**  
 Executive Vice-chairman & CEO  
 DIN: 02581313

### I. CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance framework enjoins the highest standards of ethical and responsible conduct of business to create value for all stakeholders. Effective Corporate Governance practice is about commitment to values, ethical business conduct and constitutes strong fundamentals on which a successful commercial enterprise is built to last. The Company is managed by a distinguished Board, which also includes Independent Directors. The Company has established systems and procedures based on the overview and strategic counsel of the Board and it is fully equipped to discharge its responsibilities and to provide management the strategic direction it needs.

The Company has complied with the requirements of corporate governance specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended, since, the Company is listed on Stock Exchanges, i.e., National Stock Exchange of India Limited and BSE Limited w.e.f. December 31, 2021. Accordingly, the details of compliances for the period from December 31, 2021 to March 31, 2022 are given hereunder:

#### Board of Directors:

The Company is compliant with the corporate governance norms with respect to the constitution of the Board of Directors.

The Company has a diversified Board which represents an optimum mix of independence, professionalism, knowledge, gender and experience.

- i. The main role of the Board is that of trusteeship in order to protect and enhance the shareholder value. This can be achieved only through strategic supervision of the Company and its subsidiaries. Further, the Board sets strategic goals and seeks accountability for their accomplishment of the tasks assigned. Your Board has an appropriate mix of Executive, Non-executive and Independent Directors to maintain its Independence, and separate its functions of governance and management. Your Board represents a confluence of varied skills, experience and expertise from diverse background. The Directors possess requisite qualification, experience and expertise in their respective functional areas, which enable them to discharge their responsibilities and provide effective leadership to the management. The Board

also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils and boost the morale of the stakeholders, strategic investors and public. The Board also annually reviews its role, evaluates its performance and also that of the Committees of the Board and the Directors.

- ii. As on March 31, 2022, the Board of Directors of your Company comprises of Eight (8) Directors consisting of an Executive Vice-chairman-Whole-time Director & CEO, four (4) Non-executive Non-independent Directors (out of which 1 is a Woman Director), three (3) Independent Directors (out of which 2 are Woman Directors).

SEBI Listing Regulations also mandate that the Board of Directors of the top 500 listed entities shall have at least one Independent Woman Director. The Company has two Woman Independent Directors. The Chairperson of the Board is Non-executive and Non-independent Director. The profile of Directors can be found at [www.cms.com](http://www.cms.com)

- iii. The composition of the Board as on March 31, 2022 is in conformity with Regulation 17 of the SEBI Listing Regulations, which stipulates that (i) the Board should have at least an Independent Woman Director; (ii) not less than 50% of the Directors should be Non-executive Directors; and (iii) where the Chairman of the Board is a Non-executive Director not related to the promoter group, at least one-third of the Board should comprise of Independent Directors.

- iv. None of the Directors on the Board holds directorships in more than twenty (20) Indian Companies including ten (10) public limited companies. Further, none of the Directors on the Board is a member of more than ten (10) Board Committees and Chairperson of more than five (5) Board Committees across all public companies in which he/she is a Director. None of the Independent Directors of the Company serves as Independent Directors in more than seven (7) listed companies and none of the Whole-time Directors of the Company serve as Independent Directors in more than three (3) listed companies. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2022 have been made by the Directors. None of the Directors are related to each other.

v. Independent Directors are Non-executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013 ('the Act') along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors have confirmed that they meet the criteria of Independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are Independent of the management. Further, the Independent Directors have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs. The Company has issued formal letters of appointment to the Independent Directors. As required under

Regulation 46 of the SEBI Listing Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website at [www.cms.com](http://www.cms.com)

vi. 10 (Ten) Board Meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings. The said meetings were held on:

Sr. No.	Date of Board Meeting	Mode of Board Meeting
1.	25.05.2021	Video Conferencing
2.	21.07.2021	Video Conferencing
3.	10.08.2021	Video Conferencing
4.	14.08.2021	Video Conferencing
5.	10.09.2021	Video Conferencing
6.	28.10.2021	Video Conferencing
7.	14.12.2021	Video Conferencing
8.	24.12.2021	Video Conferencing
9.	31.12.2021	Video Conferencing
10.	04.02.2022	Video Conferencing

vii. All the information that is required to be made available to the Directors in terms of provisions of the SEBI Listing Regulations and the Act, so far as applicable to the Company, is made available to the Board. Actions taken/status reports on decisions of the previous meeting(s) are placed at the next meeting(s) for information and further recommended actions, if any.

viii. The names and categories of the Directors on the Board, their attendance at Board meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a Director and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2022 are given herein below:

Name of the Director	Category/status of Directorship	Number of Board Meetings attended during the FY 2021-22	No. of Directorship(s) in other Public Companies	Whether attended last AGM held on June 30, 2021	**No. of Committee Positions in other Public Companies		*Directorship in other listed entities		No. of shares and convertible instruments held by Directors in the Company as on March 31, 2022
					Chair-person	Member	Name of the entity	Category of Directorship	
Mrs. Shyamala Gopinath* (Chairman) DIN: 02362921	Independent Director up to 31-12-2021 Non-Independent, Non-executive Director w.e.f. 01-01-2022	10	6	Yes	4	5	1. Colgate Palmolive India Ltd. 2. BASF India Limited 3. TATA Elxsi Limited 4. CRISIL Limited	1. Director 2. Director 3. Director 4. Director	Nil
Mr. Rajiv Kaul DIN: 02581313	Executive	10	Nil	Yes	Nil	Nil	Nil	Nil	40,00,000

Name of the Director	Category/status of Directorship	Number of Board Meetings attended during the FY 2021-22	No. of Directorship(s) in other Public Companies	Whether attended last AGM held on June 30, 2021	**No. of Committee Positions in other Public Companies		*Directorship in other listed entities		No. of shares and convertible instruments held by Directors in the Company as on March 31, 2022
					Chair-person	Member	Name of the entity	Category of Directorship	
Mr. Tapan Ray DIN: 00728682	Non-executive, Independent	10	7	No	1	1	1. Gujarat State Fertilizers & Chemicals Ltd. 2. Gujarat State Petronet Limited	1. Director 2. Additional Director	Nil
Mr. Ashish Agrawal DIN: 00163344	Non-executive, Non-Independent	09	Nil	Yes	Nil	Nil	Nil	Nil	Nil
Mr. Jimmy Lachmandas Mahtani DIN: 00996110	Non-executive, Non-Independent	10	Nil	No	Nil	Nil	Nil	Nil	Nil
Mr. Krzysztof Wieslaw Jamroz DIN: 07462321	Non-executive, Non Independent	5	Nil	NA	Nil	Nil	Nil	Nil	Nil
Mrs. Manju Agarwal® DIN: 06921105	Non-executive, Independent	1	7	NA	5	5	1. Gulf Oil Lubricants India Limited 2. Glenmark Life Sciences Limited.	1. Director 2. Director	Nil
Ms. Sayali Karanjkar® DIN: 07312305	Non-executive, Independent	1	1	NA	Nil	Nil	Nil	Nil	Nil

\*Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director.

\*\*For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

\*Mrs. Shyamala Gopinath's term as an Independent Director ended on December 31, 2021 and she was subsequently appointed as a Non-executive and Non Independent Director with effect from January 1, 2022.

®Pursuant to the shareholders' approval, Mrs. Manju Agarwal and Ms. Sayali Karanjkar were appointed as Non-executive Independent Directors w.e.f. January 1, 2022.

- ix. During FY 2021-22, one meeting of the Independent Directors was held on December 24, 2021. The Independent Directors, *inter alia*, reviewed the performance of Non-independent Directors, Board as a whole and Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors.
- x. The Company does not have any pecuniary relationship with any of the Directors and has not entered into any transaction, material or otherwise, with them except for the remuneration' sitting fees and payments/reimbursement of travelling, lodging and boarding expenses.



xi. The Members of the Board are committed to ensuring that the Board is in compliance with the highest standards of Corporate Governance. The table below summarizes the key skills, expertise, competencies and attributes which are taken into consideration by the NRC while recommending appointment of Directors to the Board.

**Director skills, expertise, competencies and attributes desirable in Company’s business and sector in which it functions.**

Nature of Expertise	Particulars	Name of Director
Business expertise	Experience in the core business in which the Company operates, global business dynamics, understanding of various markets, cultures, people and regulatory frameworks.	<ul style="list-style-type: none"> <li>Mr. Rajiv Kaul</li> <li>Mrs. Manju Agrawal</li> <li>Mrs. Shyamala Gopinath</li> <li>Mr. Krzysztof Wieslaw Jamroz</li> <li>Mr. Jimmy Lachmandas Mahtani</li> </ul>
Corporate Strategy & planning	Developing corporate strategy and planning for expansion of business operations of the Company. Analytical power to understand the business trends, experience to guide and provide strategic directions to the management team to implement the strategy and adapting planning and execution with the objective of growth.	<ul style="list-style-type: none"> <li>Mr. Rajiv Kaul</li> <li>Mrs. Shyamala Gopinath</li> <li>Mrs. Manju Agarwal</li> <li>Mr. Ashish Agrawal</li> <li>Ms. Sayali Karanjkar</li> <li>Mr. Jimmy Lachmandas Mahtani</li> </ul>
Expertise/ Experience in Finance & Accounts/ Audit	Experience in leading finance function of the Company and its subsidiaries, thorough knowledge of Audit practices and Accounting Standards and ability to drive the Company to benchmark with best practices in various procedural areas of finance function.	<ul style="list-style-type: none"> <li>Mr Rajiv Kaul</li> <li>Mrs. Shyamala Gopinath</li> <li>Mr Ashish Agrawal</li> <li>Mr. Tapan Ray</li> <li>Mrs. Manju Agarwal</li> </ul>
Corporate Governance	Experience in developing good Corporate Governance Practices, statutory compliances, business ethics and values so as to protect interests of stakeholders.	<ul style="list-style-type: none"> <li>Mr. Rajiv Kaul</li> <li>Mrs. Shyamala Gopinath</li> <li>Mrs. Manju Agarwal</li> <li>Ms. Sayali Karanjkar</li> <li>Mr. Tapan Ray</li> </ul>

**Familiarization Programme**

At the time of appointment, Independent Directors are made aware of their roles, rights and responsibilities through a formal letter of appointment which also stipulates the various terms and conditions of their engagement. The terms and conditions of the appointment of Independent Directors are posted pursuant to Regulation 46(2)(b) of the SEBI Listing Regulations, on the Company’s website and can be accessed at [www.cms.com](http://www.cms.com). Further, at Board and Committee Meetings, the Independent Directors are on a regular basis familiarized with the business model, regulatory environment in which the Company operates, strategy, operations, functions, policies and procedures of the Company and its subsidiaries so that they are able to play a meaningful role in the overall governance processes of the Company. During the Financial Year 2021-22, Independent Directors were briefed about the events including but not limited to regulatory issues, employee’s development, contribution to society through CSR activity and impact on the business operations of the Company due to COVID-19 pandemic etc. The details of the Familiarization program of the Independent Directors are available on the Company’s website via. [www.cms.com](http://www.cms.com).

**II. COMMITTEES OF THE BOARD:**

(i) The Board has constituted various Committees with an optimum representation of its members and with specific terms of reference in accordance with the Act and the SEBI Listing Regulations. The objective is to focus effectively on the issues and ensure expedient resolution of the diverse matters. The committees operate as the Board’s empowered agents according to their terms of reference. The Board has constituted the below mentioned mandatory committees:

- a) Audit Committee;
- b) Nomination & Remuneration Committee;
- c) Stakeholders Relationship Committee;

- d) Corporate Social Responsibility Committee; and
- e) Risk Management Committee

The Committees are represented by a combination of Non-Executive Independent Directors and Key Managerial Personnel of the Company. These Committees play an important role in the overall Management of day-to-day affairs and governance of your Company. The Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The recommendations of the Committee(s) are submitted to the Board for its approval.

During the year, all recommendations of the Committee(s) were duly considered and approved by the Board. Minutes of proceedings of Committee meetings are circulated to the respective committee members and placed before Board meetings for noting.

**a) Audit Committee:**

Pursuant to Section 177 and other applicable provisions of the Act read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 18 and other applicable regulations of the SEBI Listing Regulations, the Board of Directors had duly constituted the Audit Committee on July 31, 2009. Further, the Board of Directors at their meeting held on August 10, 2021 reconstituted the Audit Committee. The following are the details of Audit Committee composition, meetings and attendance for the period up to December 31, 2021:

**Composition, attendance and details of audit committee meetings:**

Name of the Director	Position	Category	No. of meetings held	No. of meetings attended
Mrs. Shyamala Gopinath	Chairperson	Non-executive Independent Director	4	4
Mr. Tapan Ray	Member	Non-executive Independent Director	4	4
Mr. Ashish Agrawal	Member	Non-executive Director	4	4

The Board of Directors again at its meeting held on December 31, 2021 has reconstituted the Audit Committee w.e.f. January 01, 2022.

The following are the details of Audit Committee composition, meetings and attendance for the period January 1, 2022 to March 31, 2022:

Name of the Director	Position	Category	No. of meetings held	No. of meetings attended
Mr. Tapan Ray	Chairman	Non-executive Independent Director	1	1
Mrs. Manju Agarwal	Member	Non-executive Independent Director	1	1
Mr. Ashish Agrawal	Member	Non-executive Director	1	1

During the year under review, the Audit Committee met five (5) times i.e., May 25, 2021, August 10, 2021, August 14, 2021, October 28, 2021 and February 4, 2022. The necessary quorum was present for all the Meetings. The former Chairperson of the Audit Committee, Mrs. Shyamala Gopinath attended the 14<sup>th</sup> Annual General Meeting held on June 30, 2021. During the year under review, all meetings were held through video conferencing due to the COVID-19 pandemic in accordance with the various circulars/notifications issued by the Ministry of Corporate Affairs and SEBI from time to time.

Mr. Rajiv Kaul, is a permanent invitee to the Audit Committee Meeting. Further, the Company invites such Executives as it considers appropriate and also representatives of the Statutory Auditors and Internal Auditors, to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.



**Terms of Reference:**

**(i) The Audit Committee shall have powers, which should include the following:**

- (a) To investigate any activity within its terms of reference;
- (b) To seek information that it properly requires from any employee of the Company or any associate or subsidiary, joint venture company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the committee;
- (c) Call any director or other employee to be present at a meeting of the committee whenever required;
- (d) To secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required; and
- (e) Perform such powers as may be prescribed under the Companies Act and SEBI Listing Regulations;

**(ii) The role of the Audit Committee shall include the following:**

- (a) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (b) Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors including the internal auditor, cost auditor and statutory auditor of our Company and the fixation of audit fee;
- (c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors of the Company;
- (d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- I. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
- II. Changes, if any, in accounting policies and practices and reasons for the same;
- III. Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
- IV. Significant adjustments made in the financial statements arising out of audit findings;
- V. Compliance with listing and other legal requirements relating to financial statements;
- VI. Disclosure of any related party transactions; and
- VII. Qualifications and modified opinion(s) in the draft audit report.

- (e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (f) Examination of the financial statement and auditor's report thereon;
- (g) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (h) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

- (i) Formulating a policy on related party transactions, which shall include materiality of related party transactions;
- (j) Approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed.

Explanation: The term 'related party transactions' shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

- (k) Scrutiny of inter-corporate loans and investments;
- (l) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (m) Evaluation of internal financial controls and risk management systems;
- (n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (o) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (p) Discussion with internal auditors of any significant findings and follow up there on;
- (q) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (r) Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- (s) To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;
- (t) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (u) To recommend to the Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- (v) To monitor the end use of funds raised through public offers and related matters;
- (w) To review the functioning of the whistle blower mechanism;
- (x) Approval of the appointment of the chief financial officer of the Company (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (y) Carrying out any other function as may be required/mandated as per the provisions of the Companies Act, 2013, listing agreements and/or any other applicable laws;
- (z) Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiary exceeding ₹100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing;
- (aa) Consider and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- (bb) Overseeing the vigil mechanism including to whom directors and employee shall report in case of any concern;



(cc) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Audit Committee.

**(iii) The Audit Committee shall mandatorily review the following information:**

- (a) Management discussion and analysis of financial condition and results of operations;
- (b) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;
- (c) Internal audit reports relating to internal control weaknesses;
- (d) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee;
- (e) Details of related party transactions entered into by the Company pursuant to each omnibus approval given, on a quarterly basis;

(f) Statement of deviations as and when becomes applicable:

- (i) quarterly statement of deviation(s), submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
- (ii) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice, in terms of the SEBI Listing Regulations;
- (g) Quarterly statement of variation for public issue, rights issue and preferential issue indicating category-wise variation (capital expenditure, sales and marketing, working capital etc.) between projected utilization of funds and the actual utilization of funds, before the submission to stock exchange(s);
- (h) Annual report of the monitoring agency, immediately upon its receipt;
- (i) The financial statements, in particular, the investments made by any unlisted subsidiary.

**b) Nomination and Remuneration Committee:**

Pursuant to Section 178 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 19 and other applicable regulations of the SEBI Listing Regulations, the Nomination and Remuneration Committee was constituted on April 1, 2015. Further, the Board at its Meeting held on August 10, 2021 has reconstituted the Nomination and Remuneration Committee. The following are the details of Nomination and Remuneration Committee composition, meetings and attendance for the period up to December 31, 2021:

**Composition, attendance and details of nomination and remuneration committee meetings:**

Name of the Director	Position	Category	No. of meetings held	No. of meetings attended
Mr. Tapan Ray	Chairman	Non-executive Independent Director	4	4
Mr. Jimmy Lachmandas Mahtani	Member	Non-executive Director	4	4
Mrs. Shyamala Gopinath	Member	Non-executive Independent Director	4	4
Mr. Ashish Agrawal	Member	Non-executive Director	3	3

The Board of Directors again at its meeting held on December 31, 2021 has reconstituted the Nomination and Remuneration committee w.e.f. January 1, 2022. The following are the details of Nomination and Remuneration Committee composition, meetings and attendance for the period from January 1, 2022 to March 31, 2022:

Name of the Director	Position	Category	No. of meetings held	No. of meetings attended
Mr. Tapan Ray	Chairman	Non-executive Independent Director	NA	NA
Mr. Jimmy Lachmandas Mahtani	Member	Non-executive Director	NA	NA
Mrs. Manju Agarwal	Member	Non-executive Independent Director	NA	NA

During the year under review, the Nomination and Remuneration Committee met four (4) times i.e., August 10, 2021, September 10, 2021, October 28, 2021 and December 31, 2021. The necessary quorum was present for all the Meetings. Mr. Rajiv Kaul is permanent invitee to the said committee.

**Terms of Reference:**

- (a) To be responsible for identifying and nominating, for approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular, with respect to the Chairman of the Board and the Chief Executive Officer;
- (b) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees. The NRC, while formulating the above policy, should ensure that –
  - (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (iii) remuneration to directors, key management personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- (c) Formulation of criteria for evaluation of performance of independent directors and the Board;
- (d) Devising a policy on diversity of the Board;
- (e) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report of the Company;

- (f) Analyzing, monitoring and reviewing various human resource and compensation matters;
- (g) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- (h) To regularly review the Board structure, size, composition and make recommendations to the Board on adjustments that are deemed necessary, in order to ensure an adequate size and a well-balanced composition of the Board and further to make determinations regarding independence of members of the Board;
- (i) To consider succession and emergency planning and taking into account the challenges and opportunities facing the Company and the skills and expertise therefore needed on the Board, reporting to the Board regularly;
- (j) Recommend to the Board, all remuneration, in whatever form, payable to the senior management personnel;
- (k) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (l) Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (m) Administering, monitoring and formulating detailed terms and conditions of the Company's ESOP Schemes, including any amendments made thereto, and any other employee stock option plan that the Company adopts in the future
- (n) Perform such functions as are required to be performed by the Compensation Committee under the SEBI (Share Based Employee Benefits) Regulations, 2014;
- (o) Carrying out any other function as is mandated by the Board from time to time and/or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;



- (p) Performing such other functions as may be necessary or appropriate for the performance of its duties as prescribed under applicable laws;
- (q) To analyze, monitor and review various human resource and compensation matters;
- (r) To ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- (s) To recommend to the Board whether to reappoint a director/independent director at the end of their term of office;
- (t) Annual performance evaluation of the chairperson and all directors including managing and other executive director with respect to their roles as directors;
- (u) To make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to provision of the law and their service contract;
- (v) To ensure the development of guidelines for selecting candidates for election or re-election to the Board, or to fill vacancies on the Board;
- (w) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - (i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
  - (ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended, by the trust, the Company and its employees, as applicable;
- (x) To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend and necessary changes to the Board;

- (y) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

**Performance evaluation criteria for independent directors:**

The Nomination and Remuneration Committee has formulated the criteria of evaluation of Independent Directors and the performance of the Independent Directors was evaluated during the year based on the said criteria.

**Performance evaluation of the board:**

The Board carries out the evaluation of the performance of Directors and committees of the Board. The purpose of evaluation is to assess the performance of the Directors in discharging their responsibilities and to evaluate how effectively the Board, the directors and committee were fulfilling their role and duties.

An annual evaluation of the Board was conducted to assess the performance of the Board as a whole and that of individual board members. Performance is assessed based on clearly defined objective criteria which are in line with company's policies. Performance is measured against commitments and bench marks.

As required under Regulation 25 of the SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was also held on December 24, 2021 to evaluate the performance of the Chairperson, Non-independent Directors and the Board as a whole and also to assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board.

**Remuneration of independent directors :**

Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the shareholders vide Postal Ballot have approved remuneration to be paid to the Independent Directors of the Company. Pursuant to the approval, the remuneration paid to each of the Independent Director shall not exceed 0.50% of the Net profit of the Company for each financial year calculated as per provisions of the Act, subject to maximum of ₹ 21,00,000/- (Rupees Twenty One Lakhs only) per annum. In addition, sitting fees of ₹ 1,00,000/- (Rupees One Lakh only) for attending each meetings of

the Board or Committee thereof (for maximum 4 board/committee meetings in a year) was paid to Independent Directors for the financial year 2021-22. Reference may be made to table below for details of Sitting fees and commission paid to Independent Directors for the financial year ended March 31, 2022:

	(₹ in Million)	
	Remuneration	Sitting Fees
Mrs. Shyamala Gopinath*	2.10	0.40
Mr. Tapan Ray	2.10	0.40
Ms. Sayali Karanjkar	0.53	0.10
Mrs. Manju Agarwal	0.53	0.10

\* Independent Director up to December 31, 2021

**Directors and Officer's Insurance (D & O) Insurance:**

The Company has taken Director's & Officers' Management Liability & Company Reimbursement Insurance Policy.

**Criteria for payment of sitting fees and commission to Independent Directors:**

The Criteria for payment of sitting fees and commission to Independent Directors is based on:

- (a) Company's operations.
- (b) Number of board and committee meetings attended during the financial year.
- (c) Time devoted towards the affairs of the Company.
- (d) Performance of the Company during the financial year.

**Remuneration to the whole-time director and vice-chairman and key managerial personnel (KMP):**

Remuneration to the Whole-time Director and Vice-chairman shall be in accordance with the provisions of the Act. Increments to the existing remuneration/compensation structure shall be recommended by the Nomination and Remuneration Committee to the Board which shall be within the overall maximum limits of managerial remuneration approved by the Shareholders for Whole-time Director and Vice-chairman of the Company and as per the agreements entered into with him. The overall managerial remuneration in respect of any financial year shall be in accordance with the limits laid down under Section 197 and schedule V of the Act. Remuneration to KMPs is recommended by the Nomination and Remuneration Committee and approved by the Board and the same is line with

the policies of the Company. The Company has also granted Employee Stock Options to its Executive Vice-chairman & CEO and KMPs details of the same are available on Company's website at [www.cms.com](http://www.cms.com).

**Details of the remuneration for the year ended March 31, 2022:**

Based on the recommendation of Nomination & Remuneration Committee, all decisions relating to the remuneration of the Directors are taken by the Board in accordance with the Shareholders' approval. The details of remuneration paid to Independent Directors, Non-executive Director and to Vice-chairman-Executive Director & CEO for the Financial Year ended March 31, 2022 is provided hereinafter:

**i. Non-executive Directors & Independent Directors:**

	(₹ in Million)	
	Remuneration	Sitting Fees
Mrs. Shyamala Gopinath *	2.10	0.40
Mr. Krzysztof Wieslaw Jamroz	1.40	0.40
Mr. Tapan Ray	2.10	0.40
Ms. Sayali Karanjkar	0.53	0.10
Mrs. Manju Agarwal	0.53	0.10
Mr. Ashish Agrawal	-	-
Mr. Jimmy Lachmandas Mahtani	-	-
<b>Total</b>	<b>6.65</b>	<b>1.40</b>

\* Independent Director up to December 31, 2021

**ii. Remuneration to Executive Director and Key Managerial Personnel**

Name	Designation	*Remuneration (₹ in Million)	
		Salary- Cost to Company excluding ESOP	Perquisite Cost on Exercise
Mr. Rajiv Kaul	Chief Executive Officer	108.79	559.72
Mr. Pankaj Khandelwal	Chief Financial Officer	15.30	31.43
Mr. Praveen Soni	Company Secretary	2.83	3.98

\*Remuneration includes the perquisite value of stock options granted in previous years but exercised during the year.

The Company has a Nomination & Remuneration Policy for remuneration of Directors, Key Managerial Personnel and Senior Management of the Company, placed on the website of the Company i.e., [www.cms.com](http://www.cms.com)



**c) Stakeholders' Relationship Committee:**

Pursuant to Section 178 and other applicable provisions of the Act, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules 2014 and Regulation 20 of SEBI Listing Regulations, the Stakeholders' Relationship Committee was constituted on August 19, 2017. Further, the Board at its meeting held on August 10, 2021 has reconstituted Stakeholders' Relationship Committee. The Following are details of Stakeholders' Relationship Committee composition, meetings and attendance for the period up to December 31, 2021:

Name of the Director	Position	Category	No. of meetings held	No. of meetings attended
Mr. Krzysztof Wieslaw Jamroz	Chairman	Non-executive Non Independent Director	NA	NA
Mr. Tapan Ray	Member	Non-executive Independent Director	NA	NA
Mr. Jimmy Lachmandas Mahtani	Member	Non-executive Director	NA	NA
Mr. Rajiv Kaul	Member	Executive Vice-chairman & CEO	NA	NA

The Board of Directors again at its meeting held on December 31, 2021 reconstituted Stakeholder's Relationship Committee w.e.f. January 1, 2022.

The Following are details of Stakeholder's Relationship Committee composition, meetings and attendance for period from January 1, 2022 to March 31, 2022:

Name of the Director	Position	Category	No. of meetings held	No. of meetings attended
Mr. Tapan Ray	Chairman	Non-executive Independent Director	NA	NA
Mrs. Shyamala Gopinath	Member	Non-executive Director	NA	NA
Mr. Krzysztof Wieslaw Jamroz	Member	Non-executive Director	NA	NA
Mr. Rajiv Kaul	Member	Executive Vice-chairman & CEO	NA	NA

For the period 2021-22, the meeting of a Stakeholders Relationship Committee was held on dt. May 6, 2022.

**Terms of Reference:**

- a) Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of declared dividends, non-receipt of annual reports, general meetings etc. and assisting with quarterly reporting of such complaints;
  - b) To consider and look into various aspects of interest of shareholders, debenture holders and other security holders;
  - c) Review of measures taken for effective exercise of voting rights by shareholders;
  - d) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
  - e) To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board;
- f) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company;
  - g) Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
  - h) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or the SEBI Listing Regulations or by any other regulatory authority
  - i) The committee is authorised by the Board to:
    - i. investigate any activity within its terms of reference;

- ii. seek any information from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to cooperate with any request made by the Committee; and
- iii. call any director or other employee to be present at a meeting of the committee as and when required
- j) If the committee considers it necessary so to do it is authorised to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties

and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorised by the Board.

**Name, Designation and Address Of Compliance Officer:**

Mr. Praveen Soni, Company Secretary & Compliance Officer, CMS Info Systems Limited, Registered Office: T-151, 5<sup>th</sup> Floor, Sector 11, Tower No 10, Railway Station Complex, CBD Belapur, Navi Mumbai, Thane - 400 614, Maharashtra, Telephone: 022- 4889 7400, E-mail ID: [company.secretary@cms.com](mailto:company.secretary@cms.com)

**Details of investor complaints received and redressed during FY 2021-22 are as follows:**

Opening Balance	Received during the year	Resolved during the year	Closing balance
0	139	139	0

Above data is from the date Company got listed on BSE Ltd. and National Stock Exchange of India Ltd. i.e., December 31, 2021

**d) Corporate Social Responsibility Committee:**

The constitution of Corporate Social Responsibility (CSR) Committee is in compliance with the provisions of Section 135 of the Act. The CSR Committee was constituted and approved by a resolution of Board of Directors dated January 28, 2015. Further, the Board at its meeting held on August 10, 2021 has reconstituted Corporate Social Responsibility Committee. The following are details of Corporate Social Responsibility Committee Composition, meetings and attendance for period up to December 31, 2021:

Name of the Director	Position	Category	No. of meetings held	No. of meetings attended
Mr Rajiv Kaul	Chairman	Executive Vice-chairman & CEO	NA	NA
Mrs. Shyamala Gopinath	Member	Non-executive Independent Director	NA	NA
Mr. Tapan Ray	Member	Non-executive Independent Director	NA	NA
Mr. Jimmy Lachmandas Mahtani	Member	Non-executive Director	NA	NA
Mr. Krzysztof Wieslaw Jamroz	Member	Non-executive Non-independent Director	NA	NA

The Board of Directors again at its meeting held on December 31, 2021 reconstituted Corporate Social Responsibility Committee w.e.f. January 1, 2022.

The Following are details of Corporate Social Responsibility Committee composition, meetings and attendance for period from January 1, 2022 to March 31, 2022:

Name of the Director	Position	Category	No. of meetings held	No. of meetings attended
Mr. Rajiv Kaul	Chairman	Executive Vice-chairman & CEO	1	1
Ms. Sayali Karanjkar	Member	Non-executive Independent Director	1	1
Mrs. Shyamala Gopinath	Member	Non-executive Director	1	1
Mr. Krzysztof Wieslaw Jamroz	Member	Non-executive Director	1	1

Further, the CSR Committee at their meeting held on February 4, 2022 has adopted the revised Corporate Social Responsibility Policy in view of the amendments brought in by the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

During the financial year under review, the CSR Committee Meeting was held on February 4, 2022.



**Terms of Reference:**

- a) To formulate and recommend to the board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and make any revisions therein as and when decided by the Board;
- b) To recommend the amount of expenditure to be incurred on the activities referred to in (a);
- c) To monitor the CSR Policy of the Company from time to time and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programs;
- d) Instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;
- e) Identifying corporate social responsibility policy partners and corporate social responsibility policy programs;
- f) Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required;
- g) To do such other acts, deeds and things as may be directed by the board and required to comply with the applicable laws; and
- h) To perform such other activities as may be delegated by the Board or specified/provided under the Companies Act, 2013 or statutorily prescribed under any other law or by any other regulatory authority.

**e) Risk Management Committee**

In line with Regulation 21 and other applicable provisions of the SEBI Listing Regulations, the Board has constituted the Risk Management Committee at their meeting held on August 10, 2021.

The following are details of Risk Management Committee composition, meetings and attendance for period up to December 31, 2021:

Name of the Director	Position	Category	No. of meetings held	No. of meetings attended
Mr. Krzysztof Wieslaw Jamroz	Chairman	Non-executive Non-independent Director	NA	NA
Mrs. Shyamala Gopinath	Member	Non-executive Independent Director	NA	NA
Mr. Ashish Agrawal	Member	Non-executive Director	NA	NA

The Board of Directors again at it's meeting held on December 31, 2021 reconstituted Risk Management Committee w.e.f January 01, 2022.

The Following are details of Risk Management Committee composition, meetings and attendance for period from January 1, 2022 to March 31, 2022:

Name of the Director	Position	Category	No. of meetings held	No. of meetings attended
Mrs. Shyamala Gopinath	Chairperson	Non-executive Director	NA	NA
Mr. Tapan Ray	Member	Non-executive Independent Director	NA	NA
Mr. Krzysztof Wieslaw Jamroz	Member	Non-executive Non-independent Director	NA	NA
Mr. Ashish Agrawal	Member	Non-executive Director	NA	NA
Mr. Pankaj Khandelwal	Member	Chief Financial Officer	NA	NA

For the period under review, one meeting of Risk Management Committee was held on May 6, 2022. Mr. Rajiv Kaul is permanent invitee to the said committee.

**Terms of Reference:**

- a) To formulate a detailed risk management policy which shall include:
  - i. a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined by the Committee;
  - ii. measures for risk mitigation including systems and processes for internal control of identified risks; and
  - iii. business continuity plan.
- b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- e) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
- f) To review the appointment, removal and terms of remuneration of the Chief Risk Officer, if any;
- g) To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board.
- h) To monitor and review the risk management plan and perform such other functions including specifically cyber security, as may be delegated by the Board.

**GENERAL BODY MEETINGS:**

**i. General Meeting:**

a) The location and time of the last three Annual General Meeting ("AGM") held are as follows:-

Particulars	Financial Year 2018-19	Financial Year 2019-20	Financial year 2020-21
Date	August 30, 2019	September 22, 2020	June 30, 2021
Time	11.00 a.m.	12:00 noon	05.00 p.m.
Venue	Silver Metropolis, 11 <sup>th</sup> floor, Jay Coach Compound, Off western Express High way, Goregaon East, Mumbai - 400 063	Video Conferencing	Video Conferencing
Special Resolutions	No special resolution was passed.	No special resolution was passed.	No special resolution was passed.

b) Extraordinary General Meeting:

During the year under review, the Company held 4 (Four) Extra Ordinary General Meetings (EGM), the details are given hereunder:-

<b>Date</b>	<b>April 9, 2021</b>
Time	04.00 p.m.
Venue	T-151, 5 <sup>th</sup> Floor, Tower No. 10, Railway Station Complex, Sector-11, CBD Belapur, Navi Mumbai - 400 614
Special Resolution	(1) To consider and approve the appointment of Mr. Tapan Ray as Non-executive Independent Director of the Company.
<b>Date</b>	<b>August 13, 2021</b>
Time	06.00 p.m.
Venue	T-151, 5 <sup>th</sup> Floor, Tower No. 10, Railway Station Complex, Sector-11, CBD Belapur, Navi Mumbai - 400 614
Special Resolutions	(1) Amendment to Articles of Association of the Company. (2) Approval for appointment of Mr. Krzysztof Wieslaw Jamroz as Non-executive Director on the Board. (3) Amendment to CMS Management Stock Option Plan 2016. (4) Amendment to CMS Employees Stock Option Plan 2016.



<b>Date</b>	<b>September 10, 2021</b>
Time	06.00 p.m.
Venue	T-151, 5 <sup>th</sup> Floor, Tower No. 10, Railway Station Complex, Sector-11, CBD Belapur, Navi Mumbai - 400 614
Special Resolutions	(a) Approval to amend, replace and approve the ESOP Plans of the Company to align with the SEBI (Share Based Employees Benefits & Sweat Equity) Regulations, 2021 (b) Approval for extension of restated and amended Employment Agreement dated October 14, 2020 appointing Mr. Rajiv Kaul as the CEO and Whole-time Director of the Company by 1 year from April 1, 2022 to March 31, 2023.
<b>Date</b>	<b>October 28, 2021</b>
Time	05.00 p.m.
Venue	801, Piramal Towers, Peninsula Corporate Park, Lower Parel, Mumbai - 400 013
Special Resolutions	(a) Managerial remuneration of Mr. Rajiv Kaul, Executive Vice-chairman, Chief Executive Officer & Whole-time Director of the Company in the event of exercise of ESOPs. (b) Managerial remuneration payable to all the Directors in the event of exercise of ESOPs by Mr. Rajiv Kaul.

**ii. Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:**

During the financial year 2021-22, the Company vide Postal Ballot Notice dated February 4, 2022 proposed the following Resolutions which was passed by the requisite majority of the shareholders on March 15, 2022:

**As Special Resolution**

- a) Appointment of Mrs. Manju Agarwal as Non-executive Woman Independent Director
- b) Appointment of Ms. Sayali Karanjkar as Non-executive Woman Independent Director
- c) Appointment of Mrs. Shyamala Gopinath, as Non-executive Non-independent Director
- d) Approval for alteration of the Articles of Association of the Company.
- e) Ratification of CMS Employee Stock Option Plan 2016.

**As Ordinary Resolution**

- f) Arrangement between Mr. Rajiv Kaul, Executive Chairman, Whole-time Director & CEO and Vault Co-Investment Vehicle L.P.

**Person conducting the Postal Ballot Exercise**

Mr. Mukesh Siroya, M/s. M. Siroya & Company, Practicing Company Secretary was appointed as person responsible for the entire Postal Ballot process. Mr. Siroya, Practicing Company Secretary conducted the Postal Ballot process and submitted his report to the Company.

**Procedure followed for Postal Ballot**

1. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with the rules made thereunder, the Company provided electronic voting facility to all its Members to enable them to cast their votes electronically. The Company engaged the National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to the members for voting on the proposed 5 special resolutions and 1 ordinary resolution.
2. The Company dispatched the Postal Ballot Notice dated February 4, 2022 containing the resolutions together with the explanatory statement only through electronic mode in compliance with the relevant Circulars issued by Ministry of Corporate Affairs, to those Members whose e-mail addresses were registered with the Company/Depository Participant and whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., February 4, 2022. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable rules.

3. The remote e-voting facility was open for Members to vote from 09:00 a.m. on Monday, February 14, 2022 to Tuesday 05:00 p.m. on March 15, 2022.
4. The Scrutinizer submitted his report on March 16, 2022 after the completion of scrutiny.
5. The result of the Postal Ballot was declared on March 16, 2022. The Resolutions passed by requisite majority was deemed to have been passed on the last date of remote e-voting i.e., March 15, 2022.
6. The result of the Postal Ballot is available on the website of the Company at [www.cms.com](http://www.cms.com) besides being communicated to the Stock Exchanges, Depository and Registrar and Share Transfer Agent.
7. Details of voting results of the Postal Ballot resolutions:-

Special Resolution	No. of Votes Polled	Votes cast in favor of the Resolution (No. & %)	Votes cast against the Resolution (No. & %)
Appointment of Mrs. Manju Agarwal as Non-executive woman Independent Director	12,71,01,147	12,70,92,772 (99.99%)	8,375 (0.007%)
Appointment of Ms. Sayali Karanjkar as Non-executive woman Independent Director	12,70,99,786	12,70,91,416 (99.99%)	8,370 (0.007%)
Appointment of Mrs. Shyamala Gopinath, as Non-executive Non-independent Director	12,71,01,019	12,70,58,201 (99.96%)	42,818 (0.034%)
Approval for alteration of the Articles of Association of the Company.	12,71,00,700	11,18,40,740 (87.99%)	1,52,59,960 (12.00%)
Ratification of CMS Employee Stock Option Plan 2016	12,71,01,081	11,49,73,172 (90.46%)	1,21,27,909 (9.54%)
As Ordinary Resolution	No. of Votes Polled	Votes cast in favor of the Resolution (No. & %)	Votes cast against the Resolution (No. & %)
Arrangement between Mr. Rajiv Kaul, Executive Chairman-Whole-time Director & CEO and Vault Co-Investment Vehicle L.P.	12,55,83,632	12,01,23,473 (95.65%)	54,60,159 (4.35%)

**Details of special resolution proposed to be conducted through postal ballot:**

Currently there are no matters which are required to be passed as a Special resolution through a Postal ballot. Special Resolution by way of a Postal Ballot, if required to be passed in the future, will be decided at that relevant time and the same would be communicated well in advance to the stakeholders..

**Other Disclosures:**

Particulars	Regulations	Details	Website link for details/policy
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	During the year under review, there were no materially significant related party transactions.  All Related Party Transactions as defined under the Companies Act, 2013 were in the ordinary course of business and on at Arm's Length basis. The Board has revised and approved a policy for Related Party Transactions which become effective from February 4, 2022 and the same has been uploaded on the Company's website.	<a href="http://www.cms.com">www.cms.com</a>
Details of non-compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets during the last three years.	Schedule V (C) 10(b) to the SEBI Listing Regulations	The Company has complied with all the requirements of the SEBI Listing Regulations. No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority in connection with violation of capital market norms, rules, regulations etc., from the date of listing of Equity Shares i.e., December 31, 2021.	NA



Particulars	Regulations	Details	Website link for details/policy
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Ethics. No person has been denied access to the Audit Committee. The said policy has been uploaded on the Company's website.	<a href="http://www.cms.com">www.cms.com</a>
Details of compliance with mandatory requirements and adoption of the non-mandatory requirements	SEBI Listing Regulations	The Company has complied with all the mandatory requirements of Regulation 34(3) and Schedule V of SEBI Listing Regulations.	-
Material Subsidiary companies	Regulation 24 of the SEBI Listing Regulations	The Company has Securitrans India Private Limited, material unlisted Indian Subsidiary.  The Company's Audit Committee reviews the Consolidated Financial Statements of the Company as well as the Financial Statements of the Subsidiaries, including the investments made by the Subsidiaries, if any.  The Company has formulated a policy for determining Material Subsidiaries and the policy is disclosed on the website of the Company	<a href="http://www.cms.com">www.cms.com</a>
Policy on Determination of Materiality for Disclosures	Regulation 30 of SEBI Listing Regulations	The Company has adopted a Policy for Determining Materiality of Events/Information. The said policy has been put on the Company's website	<a href="http://www.cms.com">www.cms.com</a>
Policy on Archival and Preservation of Documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a Preservation of Documents and Archival Policy for preservation of documents. The said policy has been put on the Company's website	<a href="http://www.cms.com">www.cms.com</a>
Dividend Distribution Policy	Regulation 43A of the SEBI Listing Regulations	The Company has adopted Dividend Distribution Policy for distributing the profits of the Company to the shareholders. The said policy has been put on the Company's website	<a href="http://www.cms.com">www.cms.com</a>
Reconciliation of Share Capital Audit Report	Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No. D&CC / FITTC/ Cir-16/2002 dated December 31, 2002.	A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The said audit is applicable to the Company as on the date of this report.	<a href="http://www.cms.com">www.cms.com</a>
Details of utilization of funds raised through preferential allotment or qualified institutions placement	Regulation 32 (7A) of the SEBI Regulations	During the financial year 2021-22, the Company did not raise any funds through preferential allotment.	-
Certificate from a company secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.	Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)	The Company has obtained the certificate from M/s. M. Siroya and Company, Practicing Company Secretaries for the financial year ended March 31, 2022, copy of which is appended to this report.	-

Particulars	Regulations	Details	Website link for details/policy
CEO and CFO Certification	Regulation 17(8) read with Schedule II Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Executive Vice-chairman-Whole-time Director & Chief Executive Officer & Chief Financial Officer have given appropriate certifications to the Board of Directors and annexed as Annexure A to this Report.	-
Practicing Company Secretary Certificate on Corporate Governance	In terms of Para E of Schedule V of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	A certificate of compliance from independent practicing company secretary as stipulated under the Regulations, is also obtained and annexed to this report	-
Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.	-	Particulars of total fees paid to Auditor are provided in Note No. 26 to the standalone financial statements.	-
Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018	-	The Company is compliant with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013, which aims to protect women at work place against any form of sexual harassment and prompt redressal of any complaint. During FY 2021-22, no complaint was received by the Company in this regard.	-
Recommendation made to the Board of Directors by its Committees.	-	There was no instance during the financial year 2021-22, wherein the Board of Directors of the Company did not accept recommendations made to it by any of its Committees.	-
Code of Conduct for Board Members and Senior Management Personnel.	-	The Company has formulated and adopted Code of Conduct ('CoC') for members of the board of directors and senior management personnel of the Company which also incorporates the duties of Independent Directors provided in the Companies Act, 2013. The Code has been displayed on the Company's website <a href="http://www.cms.com">www.cms.com</a> . The Company has received confirmation from all members of the Board of Directors and Senior Management Personnel regarding compliance of the Code for the year under review. The declaration signed by Mr. Rajiv Kaul, Executive Chairman-Whole-time Director & CEO stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management is forming part of this report.	-
Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.	-	Loan of ₹ 143.86 Million to subsidiary represents loan give to Hemabh Technology Private Limited (Wholly-owned Subsidiary) for business needs which is repayable on demand.	-

**The Status of adoption of the Non-Mandatory requirements as specified in sub-regulation 1 of regulation 27 of the SEBI Listing Regulations is as under:**

- a) The Board: Mrs. Shyamala Gopinath, Non-executive Non-independent Director is Chairperson of the Company w.e.f. January 1, 2022.
- b) Shareholders Rights: The Company got listed on December 31, 2021 and accordingly, the Half yearly and quarterly results are published in newspapers and also uploaded on company's website.





- c) Modified opinion(s) in audit report: The Auditor's Report is with unmodified opinion.
- d) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: The Chairperson is Non-executive and not related to the Managing Director or the Chief Executive Officer as per the definition of the term "relative" defined under the Companies Act, 2013.
- e) Reporting of Internal Auditor: Internal Auditors of the Company reports to the Audit Committee.

### III. MEANS OF COMMUNICATION

Financial Results	The Yearly results for F.Y. 2021-22 were intimated to the Stock Exchanges after the Board Meeting at which they were approved. The results of the Company were also published in at least one prominent national newspaper and one regional newspaper having wide circulation.
Annual Report	Annual Report containing <i>inter alia</i> Audited Financial Statements, Consolidated Financial Statements, Board's Report, Auditor's Report, and other important information will be circulated to the shareholders and others entitled thereto. The Management's Discussion and Analysis Report forms a part of the Annual Report. The Annual Report is displayed on the Company's website at <a href="http://www.cms.com">www.cms.com</a>
Communication to shareholders on Email	As mandated by the Ministry of Corporate Affairs (MCA) documents like Notices, Annual Report, ECS advices for dividends, etc. are sent to the shareholders at their email address, as registered with their Depository Participants/ Company/ Registrar and Transfer Agents (RTA), which help in prompt delivery of document, reduce paper consumption, save trees and avoid loss of documents in transit.
Website	All the information and disclosures required to be disseminated as per Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Companies Act, 2013 are being posted at Company's website: <a href="http://www.cms.com">www.cms.com</a>  The official news releases and presentations to the institutional investors or analysts, if made any are disseminated to the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> and the same is also uploaded on the website of the Company <a href="http://www.cms.com">www.cms.com</a> .  The Company has organized investor conferences calls to discuss its financial results, where investor queries were answered by CEO and CFO of the Company. The transcript of the conference calls are submitted to the stock exchanges and also posted on the website of the Company viz. <a href="http://www.cms.com">www.cms.com</a>
Designated E-mail address for investor services	To serve the investors better and as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated e-mail address for investors complaints is <a href="mailto:investors@cms.com">investors@cms.com</a> This e-mail address for grievance redressal is continuously monitored by the Company's Compliance Officer.
SEBI Complaints Redress System (SCORES)	The investor complaints are processed in a Centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

### IV. GENERAL SHAREHOLDER INFORMATION:

The Company is registered with the Registrar of Companies, Mumbai, Maharashtra. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is U45200MH2008PLC180479 and post listing the CIN is updated to L45200MH2008PLC180479.

### a) Annual General Meeting for FY 2021-22:

AGM date, time and venue	The AGM of the Company will be held on Wednesday, September 21, 2022 at 03.00 p.m. through Video Conference or other audio-visual means.  For details, please refer to the Notice of this AGM.  As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Directors seeking re-appointment at this AGM are given in the Annexure to the Notice of this AGM
Financial Year	April 1, 2021 to March 31, 2022
Cut-off Date/Record Date	The cut-off date/record date for determining the eligibility to vote by electronic means and for the purpose of ascertaining the eligibility of members entitled to dividend be fixed as Wednesday, September 14, 2022.
Dividend Payment Date	On or after September 21, 2022
Registered Office and address for correspondence	T-151, 5 <sup>th</sup> Floor, Sector 11, Tower No 10, Railway Station Complex, CBD Belapur, Navi Mumbai, Thane - 400 614, Maharashtra Telephone: 022-4889 7400 Designated e-mail address for Investor Services: <a href="mailto:investors@cms.com">investors@cms.com</a> Website: <a href="http://www.cms.com">www.cms.com</a>
Corporate Office	<b>CMS Info Systems Limited</b> Grand Hyatt Mumbai, Lobby Level, Off Western Express Highway, Santacruz East, Mumbai - 400 055 Phone: -022-48897400 Mobile: 022-48897400 E-mail: <a href="mailto:investors@cms.com">investors@cms.com</a>
Name and Address of Stock Exchanges where Company's securities are listed	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: <b>543441</b> ISIN: INE925R01014  <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. Trading Symbol CMSINFO
Listing fees	The necessary annual listing fees have been duly paid to both the Stock Exchanges i.e., BSE and NSE.
Share Registrar and Transfer Agents	Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Tel.: +91-22-4918 6200 Investor query registration: <a href="mailto:cmsinfo.ipo@linkintime.co.in">cmsinfo.ipo@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> Details of the Contact person of the Linkintime. Name Monali Nagwekar, Phone+91 22 49186000 Extension 2331  Depository services: National Securities Depository Limited Trade World, A Wing, 4 <sup>th</sup> & 5 <sup>th</sup> Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013. Tel.: +91 22 2499 4200; Fax: +91 22 2497 6351 E-mail: <a href="mailto:info@nsdl.co.in">info@nsdl.co.in</a> Investor Grievance: <a href="mailto:relations@nsdl.co.in">relations@nsdl.co.in</a> Website: <a href="http://www.nsdl.co.in">www.nsdl.co.in</a>  Central Depository Services (India) Limited Marathon Futurex, A-Wing, 25 <sup>th</sup> Floor, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400 013. Tel.: +91 22 2305 8640 / 8642 / 8639 / 8663 E-mail: <a href="mailto:helpdesk@cdslindia.com">helpdesk@cdslindia.com</a> Investor Grievance: <a href="mailto:complaints@cdslindia.com">complaints@cdslindia.com</a> Website: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
Company Secretary & Compliance officer	Mr. Praveen Soni Contact Number : 08976781368

**b) Market Price Data:**

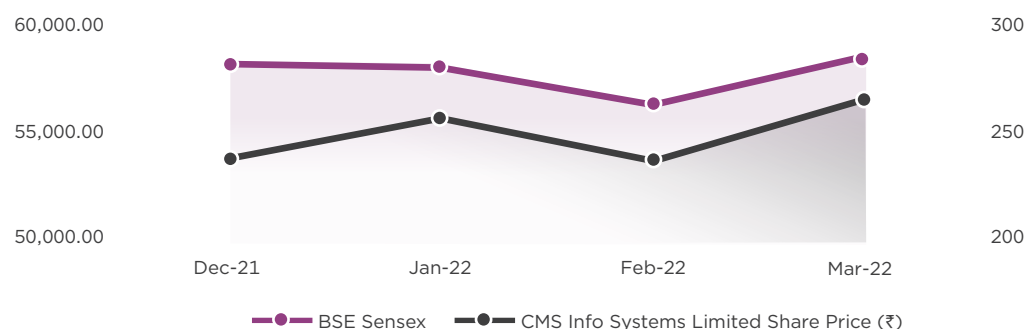
The Company's Equity Shares were listed at BSE and NSE on December 31, 2021

Month	BSE			NSE		
	No. of			No. of		
	High Price (₹)	Low Price (₹)	No. of Shares Traded	High Price (₹)	Low Price (₹)	No. of Shares Traded
December 2021*	260.00	215.00	30,05,456	259.60	215.10	4,90,60,000
January 2022	317.90	229.75	66,81,573	317.45	229.55	8,12,24,000
February 2022	283.75	225.25	32,32,230	284.00	225.10	2,09,45,000
March 2022	276.80	230.20	12,53,627	277.00	231.00	85,41,000

\* The Company got listed on 31/12/2021.

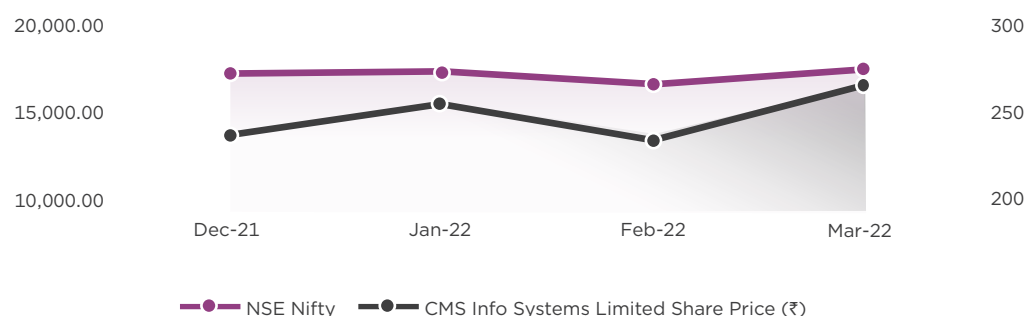
Performance of Company's stock vis a vis BSE SENSEX:

**Relative performance of the Company's Shares Price with BSE Sensex**



Performance of Company's stock vis a vis NSE Nifty :

**Relative performance of the Company's Shares Price with NSE Nifty**



**Share Transfer System:**

**Nomination Facility for shares held in physical form**

Shareholders who hold shares in physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Act, may submit request to Registrar and Transfer Agent (RTA) in the prescribed Forms SH-13/SH-14.

**For Shares held in Electronic Form**

Shareholders holding shares in electronic form may please note that instructions regarding change of address, bank details, e-mail address, nomination and power of attorney should be given directly to the Depository Participant (DP).

**Number of Shares held in Physical Form**

As on March 31, 2022, a total of five (5) Equity Shares were held in physical form.

**c) Shareholding as on March 31, 2022:**

**i. Distribution of equity shareholding as on March 31, 2022:**

Shareholding of nominal shares (Range)	Number of shareholders	% of total shareholders	Total shares for the range	% of issued capital
1 to 5,000	1,40,545	97.5966	88,53,729	5.7810
5,001 10,000	1,906	1.3236	15,23,004	0.9944
10,001 20,000	810	0.5625	11,92,979	0.7789
20,001 30,000	222	0.1542	5,59,256	0.3652
30,001 40,000	109	0.0757	3,88,097	0.2534
40,001 50,000	111	0.0771	5,31,884	0.3473
50,001 1,00,000	153	0.1062	11,73,204	0.7660
1,00,001 and above	150	0.1042	13,89,30,594	90.7137
<b>Total</b>	<b>1,44,006</b>	<b>100.00</b>	<b>15,31,52,747</b>	<b>100.00</b>

**ii. Categories of equity shareholding as on March 31, 2022:**

Category	Number of equity shares held	Percentage of holding (%)
Promoters and Promoter Group	9,70,74,075	63.38
Mutual Funds	2,44,83,927	15.99
Insurance Companies	14,67,597	0.96
Alternate Investment Fund	25,15,789	1.64
Foreign Portfolio Investors	1,46,13,253	9.54
Public	1,05,62,100	6.90
HUF	5,55,885	0.36
NRI	4,25,057	0.28
NBFCs registered with RBI	4,140	0.00
Trusts	3,451	0.00
Body Corporate and Others	14,47,473	0.95
<b>GRAND TOTAL</b>	<b>15,31,52,747</b>	<b>100.00</b>

**iii. Top ten equity shareholders of the Company as on March 31, 2022:**

Sr. No.	Name of the shareholder	Number of equity shares held	Percentage of holding
1.	Sion Investment Holdings Pte. Limited	9,70,74,069	63.3838
2.	Wf Asian Reconnaissance Fund Limited	88,43,973	5.7746
3.	SBI Small Cap Fund	82,86,487	5.4106
4.	Rajiv Kaul	40,00,000	1.5114
5.	Nomura India Investment Fund Mother Fund	23,14,812	1.1737
6.	ICICI Prudential Smallcap Fund	17,97,549	1.0385
7.	Goldman Sachs Funds - Goldman Sachs India Equity Portfolio	15,90,506	0.9583
8.	SBI Life Insurance Co. Ltd.	14,67,597	0.9302
9.	Abakkus Growth Fund-2	14,24,678	0.921
10.	Theleme India Master Fund Limited	14,10,601	0.9163

**ANNEXURE A**

**VII. DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

The Company's shares are compulsorily traded in dematerialized form on BSE and NSE. The ISIN of the Equity Shares of your Company is INE925RO1014 and only 5 Equity Shares were held in physical mode as on March 31, 2022.

**d) Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDRs/ ADRs/ Warrants or any convertible instruments and hence, as on March 31, 2022, the Company does not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

**e) Commodity price risk or foreign exchange risk and hedging activities:**

As the Company has limited exposure to foreign exchange, hedging is not required to cover the risk and commodity price risk is not applicable to the Company.

**f) Equity shares in the suspense account:**

The Company does not required to have any equity shares in the suspense account.

**g) Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund:**

During the year under review, the Company does not have any unclaimed/unpaid amounts to transfer to the Investor Education and Protection Fund.

**h) Plant Location:**

Since, the Company provides services, the Company does not have any manufacturing plant. It operates from Registered & Corporate Office and branches located at different places throughout India.

**i) Secretarial Audit:**

The Board of Directors at their meeting held on May 25, 2021 has appointed Mr. Mukesh Siroya, Practicing Company Secretary as Secretarial Auditor of the Company to conduct secretarial audit of its records and documents for the financial year 2021-22. The secretarial audit report confirms that the Company has complied with all applicable provisions of the Act, Secretarial Standards, Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, each as amended and all other regulations and guidelines of SEBI as applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

**j) Credit Rating:**

The Company has received the following credit ratings for its long-term and short-term Bank Loan facilities from ICRA:

Rating	Facility
[ICRA]AA (Stable)	Long term credit Facilities
[ICRA]A1+	Short term credit Facilities

**k) Share Price:**

Share Price: ₹ 251.55 per share on BSE Limited as on May 9, 2022.

On Behalf of the Board of Directors for  
For **CMS Info Systems Limited**

Place: Mumbai  
Date: May 9, 2022

**Ashish Agrawal**  
Director

**Rajiv Kaul**  
Executive Vice Chairman & CEO

**DECLARATION**

I hereby confirm that the Company has received confirmations from all members of the Board and Senior Management that they are in compliance with the Company's code of conduct for the financial year ended March 31, 2022.

**For CMS Info Systems Limited**

**Rajiv Kaul**  
Executive Vice-chairman & CEO

DIN: 02581313  
Date: May 9, 2022  
Place: Mumbai





## ANNEXURE B

## CERTIFICATE ON CORPORATE GOVERNANCE BY PRACTICING COMPANY SECRETARY

To,  
**The Members,  
 CMS Info Systems Limited**

We have examined the compliance of conditions of Corporate Governance by M/s. CMS Info Systems Limited ('the Company') for the period from December 31, 2021 (date of Listing) to March 31, 2022, as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

We have been requested by the management of the Company to provide a certificate on compliance of corporate governance under the relevant provisions of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations as amended from time to time.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **M Siroya and Company**  
**Company Secretaries**

**Mukesh Siroya**  
 Proprietor  
 FCS No.: 5682  
 CP No.: 4157  
 UDIN: F005682D000289011

Date: May 9, 2022  
 Place: Mumbai

## ANNEXURE C

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and clause (10)(i) of Para C of Schedule V to the SEBI  
 (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
**The Members of  
 CMS INFO SYSTEMS LIMITED**  
 T-151, 5<sup>th</sup> Floor, Tower No.10, Sector-11,  
 Railway Station Complex, CBD Belapur,  
 Navi Mumbai, Thane - 400 614.

We have examined the relevant register, records, forms, returns and disclosures received from the Directors of CMS INFO Systems Limited bearing CIN L45200MH2008PLC180479 and having registered office at T-151, 5<sup>th</sup> Floor, Tower No. 10, Sector-11, Railway Station Complex, CBD Belapur, Navi Mumbai, Thane - 400 614. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal of the Ministry of Corporate Affairs at "[www.mca.gov.in](http://www.mca.gov.in)") as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Rajiv Kaul	02581313	01/07/2009
2	Mr. Ashish Agrawal	00163344	27/08/2015
3	Mr. Jimmy Lachmandas Mahtani	00996110	27/08/2015
4	Mrs. Shyamala Gopinath	02362921	11/11/2017
5	Mr. Tapan Ray	00728682	09/04/2021
6	Mr. Krzysztof Wieslaw Jamroz	07462321	10/08/2021
7	Mrs. Manju Agarwal	06921105	01/01/2022
8	Ms. Sayali Karanjkar	07312305	01/01/2022

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M. Siroya and Company**  
**Company Secretaries**

**Mukesh Siroya**  
 Proprietor  
 FCS No.: 5682  
 CP No.: 4157  
 UDIN: F005682D000288976

Date: 09.05.2022  
 Place: Mumbai



**ANNEXURE D**

**CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

1. We have reviewed the Financial Statements and the cash flow statement of CMS Info Systems Limited for the financial year 2021-22 and to the best of our knowledge and belief we certify that:
  - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) these statements together present a true and fair view of the affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
4. We confirm that there are no:
  - a) significant changes in internal control over financial reporting during the year;
  - b) significant changes in accounting policies during the year;
  - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **CMS Info Systems Limited**

Place: Mumbai  
Date: May 9, 2022

**Rajiv Kaul**  
Executive Vice-chairman &  
CEO

**Pankaj Khandelwal**  
Chief Financial Officer

## Management Discussion and Analysis Report

### INDUSTRY OVERVIEW

The Indian economy witnessed a strong upsurge during the current financial year as the real Gross Domestic Product (GDP) grew by 8.9% as compared to a decline of 7.3% in the previous financial year. During the year, the economy made a sharp V-shaped recovery and there was an increase in capital expenditure, increase in consumption and economic activities.

The cash in circulation ("CIC"), which is the total of cash with banks and currency with the public, has also crossed ₹ 31 Lakh Crores by March 2022, growing strongly at approximately 10% over March 2021. Total currency handled by the Company grew 2x faster at 22% to ₹ 11.2 Lakh Crores in FY 2021-22 indicating robustness of cash as a mode of conducting commerce as well as broader recovery in economic activities and consumption in India.

India has continued to witness formalization of the economy with both government-led initiatives such as GST implementation and changing consumer patterns in favor of organized retail and e-commerce. The same has led to a strong growth in CMS's retail cash management business with per point throughput value crossing pre-pandemic levels. We are particularly seeing strong bounce-back in sectors which were hitherto affected during the pandemic namely organized retail, travel, hospitality and entertainment, as demonstrated by the CMS Cash Index™ (accessible at [www.cms.com/cash-index.php](http://www.cms.com/cash-index.php)).

With public sector bank (PSB) mergers and recapitalization being completed and revival of operations to pre-pandemic levels, banks are getting back to expansion mode and expanding their service networks.

The total installed ATM base in the country continued to expand during FY 22. During FY 22 the installed base in the country grew by around 10,000 ATMs indicating the relevance and importance of ATMs in Indian Banking and Payment Ecosystem.

Region	Year end Mar'19	Year end Mar'20	Year end Mar'21	Year end Mar'22
Metro/Urban	116,851	123,364	123,882	118,717
Semi Urban Rural	104,852	110,993	114,706	129,590
<b>Total</b>	<b>221,703</b>	<b>234,357</b>	<b>238,588</b>	<b>248,307</b>

The Reserve Bank of India (RBI) has been focused on customer service and quality of the ATM networks in the country and aiming to move ATM operations in India to global standards. The RBI also hiked the ATM interchange from ₹ 15 to ₹ 17 per transaction. The regulator's focus on improving the quality of ATM networks is demonstrated by the series of regulatory guidelines and operating standards issued, summarized as follows:

- April 2018: Eligibility criteria for CITs and guidelines for currency movement in the country
- April 2018: Mitigation cash replenishment risk
- June 2018: Upgrading ATM security infrastructure
- May 2019: Timely reconciliation of ATM transactions
- June 2019: Enhancement of ATM security, including recommendation of remote monitoring
- Mar 2022: Cassette swap implementation deadline set

Banks are increasingly focusing on outsourcing of their ATM networks to high quality service providers to meet these RBI operating standards. This outsourcing is similar to IT services in terms of end-to-end outsourcing over a multi-year period with predictable revenue streams. Integrated end-to-end players with high quality and service levels are best placed to capture this growing addressable market opportunity.

### COMPANY OVERVIEW

Founded in 2009, CMS started as a services company primarily offering IT maintenance services and evolved to become a leader in Cash management for the country's banking sector. Over the last five to six years, CMS has further diversified to create an integrated platform for business services. Today CMS is one of India's leading Business Services and Technology Solutions companies with specific focus on BFSI and Organized Retail sectors with offerings around Cash Logistics Services, ATM value chain, Software Solutions and AIOT based remote monitoring.

Over the years, CMS has built strong brand presence amongst its customers and has also become market leader in Cash Management Industry not just in India but also ranking as one of the top-5 ATM cash management companies globally as well. CMS has leveraged its market leadership in cash logistics to vertically and horizontally expand offerings across managed services and AIOT based remote monitoring.

**FY 22 BUSINESS PERFORMANCE**

Our consolidated revenue from operations stood at ₹ 15,897 Million compared to ₹ 13,061 Million in FY21 representing an increase of 22%. During the year under review, the Company has reported a consolidated Profit before Tax of ₹ 3,014 Million as compared to ₹ 2,378 Million in the previous year.

Net profit for the year stood at ₹ 2,240 Million which indicates 33 % increase over the previous year.

The Company reported EBITDA of ₹ 4,017 Million in FY 22 as compared to ₹ 3,024 Million in FY 21, an increase of 33% over last year. EBITDA margin % for the current financial year improved from 23.2% in FY 21 to 25.3% in FY22 showing improvement of 210 bps. Similarly, PAT margin% for the company expanded by 120 BPS from 12.9% in FY 21 to 14.1% in FY 22.

The good performance was on account of strong revenue growth and significant improvement in margin across both the Cash Management and Managed Service segments. The underlying improvement in margins was driven by a combination of factors, including, but not limited to, higher operating leverage and network density, use of technology to automate logistics operations, higher share of value-added solutions and launch of new business lines.

	FY22 (₹ in Million)	% of Revenue	FY21 (₹ in Million)	% of Revenue
Revenue				
Cash Management	10,588	66.6%	8,961	68.6%
Managed Services	4,896	30.8%	3,641	27.9%
Cards	413	2.6%	459	3.5%
<b>Total Revenue</b>	<b>15,897</b>	<b>100.0%</b>	<b>13,061</b>	<b>100.0%</b>

The Cash Management business revenue grew at 18% over the previous financial year registering ₹ 10,588 Million which is driven by growth in points on account of strong market consolidation trends supported by the banks increasingly preference to high quality cash management companies. We have registered a very strong volume and market share growth across all sub business segments and continued to drive automation among various operational processes using technology which has helped to maintain and grow the margins despite strong inflationary pressures in terms of rising fuel and commodity prices due to unexpected Russia-Ukraine conflict

The Managed Services business has continued on its strong growth trajectory as it recorded revenues of ₹ 4,896 Million, a strong growth of 34% in this year as compared to the previous financial year. The growth in this segment for this year is on account of execution of the order book which we won over the last 12-18 months.

**CASH MANAGEMENT BUSINESS**

CMS continued to maintain its market leadership across segments of the cash management industry. In ATM cash management segment, its market share increased from 42% as of March 2021 to 47% in March, 2022 based on number of ATMs outsourced for cash management. CMS is also a market leader in the Retail Cash Management as well as in the Dedicated Cash-in-transit vans segments.

Our total business points for cash management have grown from 103,000 in March 2021 to 113,000 in March 2022, resulting in an annual growth of 10% as compared to the previous year.

With the investments done to comply with RBI/MHA guidelines we have achieved compliance for ~50% of its route network. Compliance implementation, coupled with easing of lockdowns and opening up of the economy, has also driven improvement in realisations.

Large part of route network in Cash Management Business is dynamically routed and is supported by strong technology stack for automating process throughout the chain. We continue to keep investing in upgrading and expanding our network which spans over 16,000 pin codes. The investment done in technology and network upgradation over last few years have helped us expand our margin profile in this segment

**MANAGED SERVICES BUSINESS**

Managed Services business has seen a strong growth across segments which is steered by the execution of the ₹ 20 Billion order book secured over the last 18 months and as well as due to new wins across Brown Label ATMs, Remote Monitoring, Banking automation products and kiosks.

Despite COVID-19 linked supply chain restrictions, CMS successfully completed the execution of State Bank of India and another public sector bank’s Brown label ATM deployment, we are pleased to share that ATMs managed by us are delivering robust uptime and healthy transactions trends.

As of March 31, 2022, CMS managed over 12,000 ATMs under Brown Label and Managed Services models, up from around 10,000 in the previous year.

We entered the Remote Monitoring space during FY 2022 through an acquisition of Hemabh Technology Private Limited, a technology start-up in the video analytics based Remote Monitoring space, and followed it up with two large wins from SBI and a public sector bank for a consolidated order book of over 25,000 sites for remote monitoring. We are pleased to inform that it has a state-of-the-art CERT-IN certified Remote monitoring platform that uses AI-driven intelligent technology to monitor more than 10,000 sites across ATMs, bank branches and gold loan NBFC branches. During the last 6 months the remote monitoring of ATMs set up prevented 108 thefts, 63 frauds and alerted four fires.

**CMS Remote Monitoring Capabilities**



CMS Software Solutions suite also continues to deliver wins with leading banks in the country. A few years ago, we had developed ALGO - AI-based ATM security software. we are now deploying the solution for a large public sector bank’s 7,000 ATMs. In addition, CMS’s Multi-Vendor Solution (MVS) also powers ~50,000 ATMs of India’s largest bank, State Bank of India.

**OUTLOOK**

As India’s economy expected to grow and with the consumption picking up, the banking sector will likely get back into expansion and investment mode.

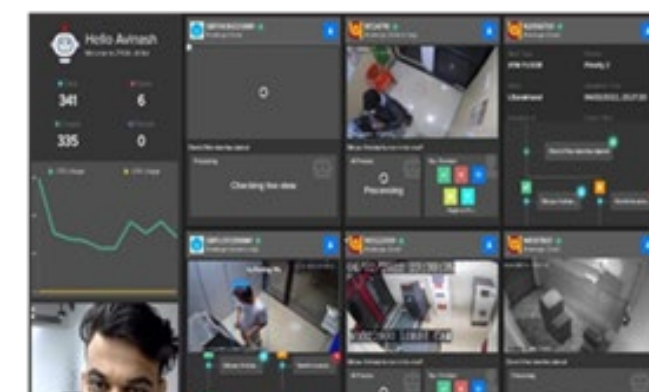
With the Banking sector focusing on refreshing and expanding the ATM network in the country, we are witnessing a very strong ATM RFP pipeline of 30,000+ ATMs and cash recyclers for the next 12 months. Given shifts of banks to an asset light Brown label ATM (BLA) model for their new deployment and replacement, there is increasing preference for integrated Managed Services Companies and high quality Cash management players.

There is strong market consolidation happening in Cash management business in line with most of the global economies where the industry is concentrated and served by large and high-quality players. There are strong tailwinds linked to compliance implementation.

The above tailwinds, in combination with our entry into Remote Monitoring, presents the Company an addressable market of ₹ 25,000 Crores in the next five years.

The Company’s Tech-based solutions developed over the last few years, particularly remote monitoring, have applications and opportunities outside the BFSI sector is remarkable.

With the significant growth opportunity in the market for the Company’s business segments, we are optimistic about the journey ahead and on-track towards medium-term aspirations.





Though the Banking sector is on upcycle with respect to Cash management business, we continue to keep a watchful eye for any of the following challenges which, if they fructify, will impact this upward trajectory:

- Any further pandemic induced lockdowns
- High rate of inflation
- Considerable changes in technology
- Changes to regulatory and compliance requirements which affect our operational or competitive efficacy
- Cyber threats and data and information leakages
- Threats to the safety and security of our personnel, who form the backbone of our operations, or to the assets that we own and run or help to manage can jeopardize our position

**ENVIRONMENT, HEALTH AND SAFETY**

CMS is committed to the execution of all activities in a manner that ensures Health, Safety and Environmental protection of all its employees, clients, contractors and communities in which they live and work.

We aim to comply with applicable health and safety regulations and other requirements in its operations and have adopted a health and safety policy that is aimed at ensuring the safety of its employees, the third-party service and security service providers and the people working in and around its business. We have put in place various work safety measures to ensure a safe working environment for its workforce and stakeholders.

**CMS Covid Response**

The COVID-19 pandemic has created unique environment and landscape including certain challenges to many aspects of the Company's business. In particular, in the months of April and May 2021, there was a significant resurgence in the daily number of new COVID-19 cases resulting hospitalisation and deaths. CMS's (consol. Basis) Pan-India workforce including over 7,000 employees and over 15,000 third-party service personnel were exposed to the pandemic and, like the rest of the country, we also faced health and safety hazards, including infections and deaths.

CMS set up a comprehensive COVID-19 support team including stock and facility support and created a vaccination program to overcome the pandemic. COVID

Task Force and quick-response teams (QRT) were set up across the country that monitored employee health tracking through QRT, branch network and call-centers for infected employees. A 24x7 monitoring centre was also set up for the same.

The Company had constituted a central procurement team to manage critical resources such as emergency kits, prescription medicines and oximeters at branches. We deployed oxygen cylinders at 12 locations and beds at 45 locations. More than 40 oxygen concentrators across various locations and 200+ oximeters were sent to home-quarantined employees. We also provided tele-consultations for all employees.

We liaised with local bodies, health agencies and healthcare providers to get employees vaccinated and facilitated 100% vaccination among employees.

**INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

CMS has established adequate internal financial control systems to ensure reliable financial reporting and compliance in accordance with the applicable laws and regulations.

All resources are put to optimal use and adequately protected against any loss. All transactions are authorised, recorded and reported correctly. The principles of risk avoidance, such as segregation of duties and approval-based authorisation matrix forms the core of the internal control system.

Internal control systems of the Company are also supplemented by extensive program of management internal audit team and external consultant.

Internal audits are conducted regularly by M/s. Grant Thornton Bharat LLP and their summary as well as recommendations are placed before the Audit Committee of the Board of the Company. The Audit Committee reviews the Internal audit report and Internal Financial Control systems on an on-going basis.

**DISCLOSURE OF ACCOUNTING TREATMENT**

Standalone and Consolidated Financial Statements for the financial year 2021-2022 have been prepared in accordance with applicable Indian Accounting Standards (IND AS) as prescribed under Section 133 of the companies Act, 2013 read with Companies (Indian Accounting Standard) rules as amended from time to time.

**KEY FINANCIAL RATIOS**

Some of the key financial ratios for the financial year 2021-22 for the Company at a consolidated level are provided hereunder:

Key Ratios	2021-22	2020-21	2019-20	2018-19
<b>Ratios - Financial Performance</b>				
EBITDA/Revenue	25.3%	23.2%	18.4%	16.0%
Profit before tax/Revenue	19.0%	18.2%	14.1%	13.3%
Profit after tax /Revenue	14.1%	12.9%	9.7%	8.6%
<b>Ratios - Growth</b>				
Revenue	21.7%	-5.6%	20.7%	17.2%
EBITDA	32.8%	18.9%	39.0%	20.4%
Profit after tax	32.9%	25.1%	37.3%	22.4%
<b>Ratios - Balance Sheet</b>				
Debt - Equity ratio	-	-	-	-
Days sales outstanding (DSO days)	115	137	114	115
Current Ratio	2.2	1.9	2.0	2.5
Return on Net Worth (%)	20.0%	18.4%	16.9%	13.8%
Net Operating cash flow/EBITDA	63.9%	61.3%	84.2%	42.8%

- The Company had Zero debt during last 4 years resulting in nil debt equity ratio
- Increase in DSO days in FY 21 is on account of delay in collection and higher revenue in second half of the year on account of Covid pandemic.

COVID 19 pandemic. The has continued to maintain the harmonious Industrial Relations across all its offices/ establishments.

CMS (standalone) employed 453 personnel as on March 31, 2022.

We have been able to deliver improvement across all key financial metrics/ratios on account of more efficiency in operations and a higher share of value-added services.

**AWARDS AND RECOGNITIONS**

In September 2021, our CMS ALGO ATM security application won the Best in Future of Trust Award at IDC Future Enterprise Awards 2021, India. The Company also received two noteworthy certifications - CERT-IN for its Remote Monitoring and ISO 9001-2015 for its Software Development capabilities.

**HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

CMS has been proactively engaging with employees and motivating them through the challenging period of the

On Behalf of the Board of Directors  
For **CMS Info Systems Limited**

Place: Mumbai  
Date: May 9, 2022

**Ashish Agrawal**  
Director

**Rajiv Kaul**  
Executive Vice-chairman & CEO

# Business Responsibility Report

This Business Responsibility Report (“BRR”) is aligned to the National Voluntary Guidelines (“NVGs”) on social, environmental and economic responsibilities of business, released by the Ministry of Corporate Affairs, Government of India. It is also in accordance with Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended from time to time. The report provides information on the Company’s initiatives from an environmental, social and governance perspective, in the format given under the SEBI Listing Regulations.

## SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

<b>Corporate Identification Number (CIN) of the Company</b>	L45200MH2008PLC180479
<b>Name of the Company</b>	CMS Info Systems Limited
<b>Registered office address</b>	T-151, 5 <sup>th</sup> Floor, Tower No. 10, Sector-11, Railway Station Complex, CBD Belapur, Navi Mumbai, Thane - 400 614, Maharashtra
<b>Website</b>	<a href="http://www.cms.com">www.cms.com</a>
<b>E-mail id</b>	<a href="mailto:investors@cms.com">investors@cms.com</a>
<b>Financial Year reported</b>	April 1, 2021 to March 31, 2022
<b>Sector(s) that the Company is engaged in (industrial activity code-wise)</b>	82990-other business support services - Cash Management and Managed Business - Cards Personalisation Business
<b>List three key services that the Company provides (as mentioned in balance sheet)</b>	a) Cash Management Services b) Managed Services c) Cards Personalisation Services
<b>Total number of locations where business activity is undertaken by the Company:</b>	
Number of international location:	Nil
Number of National Location:	The Company has offices at presence across 15,000+ pin codes and 700+ districts across the country
Registered office -	The Company has its registered office in Navi Mumbai and corporate office in Mumbai
<b>Markets served by the Company - Local/State/National/International</b>	The Company serves National (India) market

\* As per National Industrial Classification made by Ministry of Statistics & Programme Implementation

## SECTION B: FINANCIAL DETAILS OF THE COMPANY

	₹ in Million	
	Standalone	Consolidated
<b>Paid up Capital</b>	1,531.53	1,531.53
<b>Total Income</b>	14,211.60	15,975.81
<b>Total profit after taxes</b>	2,134.68	2,240.38
<b>Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)</b>	The Company has spent ₹ 3,73,56,000/- which is more than 2% of last 3 years avg. Profit Before Tax on CSR activities i.e., ₹ 3,71,55,794/-	
<b>List of activities in which expenditure as stated above has been incurred</b>	a) Holistic Village Development b) Sustainability c) Education d) Healthcare e) Old Age/Disability Care	

## SECTION C: OTHER DETAILS

### 1. Does the Company have any Subsidiary Company/ Companies?

Yes – the Company has 5 subsidiaries

### 2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)?

Certain business responsibility initiatives in the area of ethics, transparency and accountability, sustainable use of resources and well-being of employees are being implemented in all the subsidiary companies. The subsidiaries of the Company are separate legal entities and follow BR initiatives as per rules and regulations as may be applicable to them.

### 3. Do any other entity/entities (e.g., suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

The Company encourages its suppliers/distributors to participate in the Company’s BR initiatives taken by the Company towards its business responsibility.

## SECTION D: BUSINESS RESPONSIBILITY (BR) INFORMATION

### 1. Details of Director/Directors responsible for BR

#### a) Details of the Director/Director responsible for implementation of the Business Responsibility policy/policies:

Sr. No.	Name	Designation
1	Rajiv Kaul	Executive Vice-chairman & CEO

#### b) Details of the Business Responsibility Head

<b>DIN</b>	02581313
<b>Name</b>	Rajiv Kaul
<b>Designation</b>	Executive Vice-chairman & CEO
<b>Telephone Number</b>	022-48897400
<b>E-mail ID</b>	<a href="mailto:investors@cms.com">investors@cms.com</a>

### 2. Principle-wise (as per National Voluntary Guidelines [NVGs]) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGS) released by the Ministry of Corporate Affairs has adopted following nine areas of Business Responsibility:

- P1** - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
- P2** - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
- P3** - Businesses should promote the well-being of all employees.
- P4** - Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
- P5** - Businesses should respect and promote human rights.
- P6** - Business should respect, protect and make efforts to restore the environment.
- P7** - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
- P8** - Businesses should support inclusive growth and equitable development.
- P9** - Businesses should engage with and provide value to their customers and consumers in a responsible manner.

**(a) Details of compliance:**

**Principle-wise as per NVGS-BR policy/policies (reply in Y/N):**

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Whether the Company has policies for each of the Principles?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2.	Whether policies have been formulated in consultation with the relevant stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Does the policy conform to any national international standards? If yes, specify?* (50 words)	The policies formulated by the Company are in compliance with all mandatory/applicable laws, rules, regulations, guidelines and standards.								
4.	Whether the policies have been approved by the Board? If yes, has it been signed by MD/ CEO/ any other Director?	Yes								
5.	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policies?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6.	Indicate the link for the policy to be viewed online?	<a href="http://www.cms.com/company-information.php">www.cms.com/company-information.php</a>								
7.	Whether the policies have been formally communicated to all relevant internal and external stakeholders?	Yes, most of the policies are available on the Company's Website.								
8.	Does the Company has in-house structure to implement the policy/policies?	There is an in-house structure to implement the policies.								
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/policies?	Yes, the Company has established a hotline to facilitate reporting of any non-compliances. The Company also has a Stakeholders Relationship Committee to redress grievances of Investors. An Internal Committee has also been constituted at each establishments of the Company to investigate complaints of Sexual Harassment, if any.								
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The policies are evaluated internally from time to time and updated as and when required								

**(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why:**

Not Applicable

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the Principles	-	-	-	-	-	-	-	-	-
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3.	The Company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4.	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5.	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	-	-
6.	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

**3. Governance related to BR**

**(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**

- The BR performance is reviewed annually by the Board of Directors.

**(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

- This is the first Financial Year for the Company post listing with Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited. Going forward, the Company will publish the BRSR on annual basis as part of its annual report. The BR Report can be viewed on the website of the Company, [www.cms.com](http://www.cms.com).

**SECTION E: PRINCIPLE-WISE PERFORMANCE**

**Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability**

**1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?**

- Being a responsible corporate, the Company has put in place several policies to ensure highest standards of ethical conduct.
- The Company has a comprehensive Code of Conduct and Whistle-blower policy to set expectations, provide guidance and to set out a framework of regulation for all its employees
- The policy is applicable to all employees including company's affiliates and subsidiaries.

**2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so?**

- There were no complaints reported under whistle-blower policy during the year

**Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle.**

**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

The Company endeavors towards adopting measures to implement energy efficient equipment. Some of the initiatives undertaken by company are:

- The Company continuously undertakes decarbonisation of its vehicles to reduce carbon foot print. More than 60% of company's fleet were decarbonized in FY 22
- Introduction of vehicles conforming to latest emission norms** - All the new vehicles procured during FY 22 were in conformity to BS VI norms
- Shift from Diesel to CNG vehicles** - The Company is continuously increasing proportion of CNG vehicles over last few years
- Installation of LED lights in place of conventional fluorescent tube lights
- Installation of Inverter Air Conditioners in place of Standard Air Conditioners.

**2. For each such product, provide the following details in respect of resource used (energy, water, raw material etc.) per unit of product (optional):** Not applicable

**3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

- One of the major input for the Company is contractual employees. 100% of company's contractual employees are hired with full benefits such as ESIC, PF etc.

**4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

- During the year the Company through its focus on responsible procurement practices has provided opportunities to MSME vendors thereby helping them to improve their capacity and capabilities
- There are 300+ MSME vendors registered with the Company.



**5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as 10%). Also, provide details thereof, in about 50 words or so.**

- As explained in Principle 6, Para 4.

**Principle 3: Business should promote the Well-Being of all Employees**

<b>1</b>	<b>Total number of employees</b>	453 (on standalone basis)
<b>2</b>	<b>Total number of employees hired on temporary/ contractual/ casual basis</b>	15,150
<b>3</b>	<b>Number of permanent women employees</b>	49
<b>4</b>	<b>Number of permanent employees with disabilities</b>	Nil
<b>5</b>	<b>Do you have an employee association that is recognized by management</b>	Yes
<b>6</b>	<b>What percentage of your permanent employees are members of this recognized employee association?</b>	-5%

**7. Details of the number of complaints relating to child labor, forced labor, involuntary labor, sexual harassment, are as follows:**

Sr. No.	Category	No of complaints filed during the Financial Year	No of complaints pending as on end of the Financial year
01	Child Labor, Forced Labor, Involuntary Labor	Nil	Nil
02	Sexual Harassment	Nil	Nil
03	Discriminatory Employment	Nil	Nil

The Company has a governance structure in place to address the above complaints. There is an Internal Committee constituted by the Company to address the complaints relating to Sexual Harassment.

**8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?**

Category	Percentage (%)
a) Permanent Employees	25%
b) Permanent Women Employees	100%
c) Casual/ Temporary/ Contractual Employees	55%
d) Employees with Disabilities	NA

The Company strongly believes in building people capability, strengthening L&D practices and upskilling employees for talent readiness in every situation. The incessant learning interventions implemented all-round the year are a testimony to company's belief. Employee capability building is empowered through programs such as New Hire Orientation (NHO), Cash Foundation Program, MS Foundation Program at the junior level, Great Leaders' Program (GLP), Accelerated Leadership Program (ALP) at the leadership level, as well as a specific intervention in regular intervals to aid business needs

In addition to on-the job training, the Company also provide our employees with training in specific areas or specialized operations on a need basis. By focusing on talent development, the Company has provided growth opportunities to its employees, and about 65% of branch leaders have grown internally through the ranks

During the year company conducted various training programs covering the following aspects - Induction Program, Soft skill development, Leadership & Managerial Training, Mental Health Awareness, Information Security etc.

**Principle 4: Business should respect the interest of and be responsible towards all Stakeholders, especially towards those who are disadvantaged, Vulnerable and Marginalized.**

**1. Has the Company mapped its internal and external stakeholders?**

Yes.

**2. Out of above, has the Company identified the disadvantaged, Vulnerable and Marginalized stakeholders.**

The Company is in the process of identifying disadvantaged, vulnerable and marginalized stakeholders.

**3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so?**

Yes. As explained in Principle 8, Para 1 and 2.

**Principle 5: Business should Respect and Promote Human Rights**

**1. Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?**

The Company has a comprehensive code of conduct policy which sets forwards expectation from employees while dealing with co-employees, customers, suppliers and all other stakeholders. The policy is applicable to all employees of CMS Info Systems Limited (including contractual employees) and its subsidiaries and affiliates.

**2. How many stakeholder complaints have been received in the past Financial Year and what percent was satisfactorily resolved by the management?**

The Company has not received any complaint relating to human rights violation during FY 2021-22.

**Principle 6: Business should Respect, Protect and make efforts to restore the Environment**

**1. Does the policy relate to Principle 6 cover only the Company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others?**

The Policy related to this Principle extends to the Company and its Subsidiaries.

The Company has an Environment Policy which details out the responsibility towards environment. The Company encourages adoption of sustainability initiatives across all its stakeholders.

**2. Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc? Y. If yes, please give hyperlink for webpage etc?**

The Company endeavors towards adopting measures to mitigate the impact of climate change. Some of the initiatives undertaken by company are:

- The Company continuously undertakes decarbonisation of its vehicles to reduce carbon foot print. More than 60% of company's fleet were decarbonized in FY 22
- Introduction of vehicles conforming to latest emission norms** - All the new vehicles procured during FY 22 were in conformity to BS VI norms
- Shift from Diesel to CNG vehicles** - The Company is continuously increasing proportion of CNG vehicles over last few years
- Installation of LED lights in place of conventional fluorescent tube lights
- Installation of Inverter Air Conditioners in place of Standard Air Conditioners.

**3. Does the Company identify and assess potential environmental risks?**

The Company continuously identifies potential environmental risks and initiate remedial measures some of which are mentioned here.

**4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?**

Yes, the Company has undertaken a project to reduce paper scrap by partnering with start-ups and also with community service organizations. Instead of selling the waste to scrap vendors, the Company got the same recycled through start-ups and community service organizations. They offered complete Paper Re-cycling Solution and recycled the waste to Xerox paper rims.

**5. Has the Company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy etc.? If yes, please give hyperlink for web page etc.**

Yes, please refer para 6.2 above

**6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB / SPCB for the Financial Year being reported?**

Not Applicable

**7. Number of show cause/legal notices received from CPCB / SPCB which are pending (i.e., not resolved to satisfaction) as on end of Financial Year.**

There was no show cause/legal notice received during the year that remain outstanding as on March 31, 2022.

**Principle 7: Business when engaged in influencing public and regulatory policy should do so in a responsible manner**

**1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

Yes, some of the major associations are:

- Cash Logistics Association (CLA)
- Confederation of ATM (CATMI)

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; If yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

Yes, the association mentioned above engage with various regulators from time to time for related matters.

**Principle 8: Business should support Inclusive Growth and Equitable Development**

**1. Does the Company have specified programs/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.**

The Company's network weaves across the country, from the various tiers of cities to the more rural

and remote small towns, connecting commerce and communities. As an extension of the nature of its business, company has focused its CSR efforts on directly or indirectly improving the livelihood of the underprivileged and poor communities through a variety of approaches, across different geographical locations.

**2. Are the programs/ projects undertaken through in-house team/ own foundation/ external NGO/ government structures/ any other organization?**

During last year the Company partnered with following CSR partners to achieve its vision of promoting inclusive growth

- Goonj - NEEV - Holistic approach involving education, agriculture, environment, water
- Manuvikasa - Rejuvenation of water bodies and water harvesting
- LeapForWord - Education and English literacy
- Project Chirag - Solar power and water independence
- The Hans Foundation - Healthcare to remote parts of the country
- Basic Healthcare Services - Primary healthcare for poor and tribal communities
- Bharatiya Gramin Vidyalaya - Virtual school for rural children

In addition to this the Company also give small grants to NGOs recognized by it's senior leadership team as organizations that are doing good work. The beneficiaries of these Charitable Contribution grants have ranged from old age and disability care to education and childcare, to medical camps and animal welfare

**3. Have you done any impact assessment of your initiative?**

The Company constantly monitors it's CSR activities through NGO / CSR partners.

**4. What is your Company's direct contribution to community development projects-Amount in ₹ and the details of the projects undertaken.**

The total expenditure made by company on various community development projects was ₹ 37.4 Million during FY 2021-22. Please refer to Principle 8 para 2 above for details of various projects.

**5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

CSR initiatives are rolled out directly or in partnership with non-profit organisations. This helps in increasing reach as well as ensuring the adoption of initiative by communities. Company's Representatives track the reach and take necessary steps to make it successful. Further, the CSR projects are evaluated by the CSR Committee to ensure maximum impact of their initiatives.

**Principle 9: Business should engage with and provide Value to their customers in a responsible manner**

**1. What percentage of customer complaints/ consumer cases are pending as on the end of Financial Year?**

Nil. The business of the Company involves provision of service to other businesses and doesn't involve provision of services to individual consumers

**2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/ No/ NA/ Remarks (additional information)**

Not Applicable.

**3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of Financial Year? If so, provide details thereof, in about 50 words or so.**

No cases were filed by any stakeholders of the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years.

**4. Did your Company carry out any consumer survey/consumer satisfaction trends?**

Yes.

We interact with our clients on a regular basis to gain feedback on the quality of our services.

On Behalf of the Board of Directors of  
**CMS Info Systems Limited**

**Ashish Agrawal**  
Director  
DIN: 00163344

**Rajiv Kaul**  
Executive Vice-chairman & CEO  
DIN: 02581313