

CMSINFO/2212/008

December 28, 2022

To

BSE Limited
Listing Department,
1st Floor, PJ Towers, Dalal Street,
Fort, Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: 543441

Symbol: CMSINFO

Dear Sir/Madam,

Sub: Outcome of Postal Ballot and other disclosures

This has further to our letter reference no. CMSINFO/2211/008 dated November 28, 2022 regarding the Postal Ballot Notice (“Notice”) dated November 28, 2022 issued to the Shareholders of the Company for seeking approval by way of special resolution for amendment to the CMS Employees Stock Option Plan 2016, the CMS Management Stock Option Plan 2016, and the CMS CEO Stock Option Plan, 2016 of the Company. The postal ballot process through remote e-voting as set out in the Notice was duly conducted by the Company.

Remote e-voting process commenced from 9:00 A.M. (IST) on Tuesday, November 29, 2022 and concluded at 5:00 P.M. (IST) on Wednesday, December 28, 2022, post which the Scrutinizer, CS Mukesh Siroya (ICSI Membership No. F5682), proprietor of M/s. M. Siroya & Company, Practicing Company Secretaries, Mumbai submitted the report on the result of the Postal Ballot. Based on the report of the Scrutinizer, it is hereby declared that the Shareholders of the Company have duly passed the resolution with requisite majority as set out in the Notice.

In this regard, please find enclosed following:

- i) Voting results in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) at **Annexure I**; and
- ii) Scrutinizer's Report dated December 28, 2022 on e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at **Annexure II**

The voting results along with the Scrutinizer's Report are also being uploaded on the Company's website at www.cms.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com and shall also be made available at the Registered Office and Corporate Office of the Company.

You are requested to kindly take the same on your records.

Thanking You.

For CMS Info Systems Limited

CS Praveen Soni
Company Secretary & Compliance Officer
(Membership No. FCS 6495)

Encl: As above

Annexure I

Voting Results of the Postal Ballot Notice dated December 28, 2022 of the Company on remote e-voting pursuant to Regulation 44(3) of the Listing Regulations

Date of Postal Ballot Notice	Monday, November 28, 2022
Cut-off date	Friday, November 25, 2022
e-voting start Date & Time	9:00 A.M. (IST) on Tuesday, November 29, 2022
e-voting end Date & Time	5:00 P.M. (IST) on Wednesday, December 28, 2022
Total number of Members on cut-off date (i.e. Friday, November 25, 2022)	1,12,173
No. of Members present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group Public	(Resolution passed by means of Postal Ballot through e-voting)
Number of Members attended the meeting through video conferencing	Not Applicable
Promoters and Promoter Group Public	(Resolution passed by means of Postal Ballot through e-voting)

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?:				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	94072975	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		94072975	100.0000	94072975	0	100.0000	0.0000
	Total		94072975	94072975	100.0000	94072975	0	100.0000
Public – Institutions	E-voting	38388980	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		35238271	91.7927	29521675	5716596	83.7773	16.2227
	Total		38388980	35238271	91.7927	29521675	5716596	83.7773
Public- Non Institutions	E-voting	21601873	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		3960408	18.3336	3946693	13715	99.6537	0.3463
	Total		21601873	3960408	18.3336	3946693	13715	99.6537
Total		154063828	133271654	86.5042	127541343	5730311	95.7003	4.2997

For CMS Info Systems Limited

CS Praveen Soni
Company Secretary & Compliance Officer
Membership No.: FCS 6495

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi, Rajendra Nagar, Borivali (E), Mumbai-400 066
Telefax:+91 22 28706523; Mobile: 93243 10151; E-mail:siroyam@gmail.com; www.msiroya.com

SCRUTINIZER'S REPORT
[Postal Ballot (E-voting)]

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairperson
CMS Info Systems Limited
T-151, 5th floor,
Tower No. 10, Sector-11,
Railway Station Complex,
CBD Belapur,
Navi Mumbai 400614.

Dear Madam,

Sub: Scrutinizer's report on Postal Ballot (e-voting) conducted by CMS Info Systems Limited (CIN: L45200MH2008PLC180479) ("the Company") pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to consider and approve the businesses as contained in the Notice of Postal Ballot dated November 28, 2022 ("Postal Ballot Notice").

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the e-voting process under the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on the resolutions contained in the Postal Ballot Notice.
2. The management of the Company is responsible to ensure compliance with the requirement of the Act and Rules relating to e-voting on the resolutions contained in the Postal Ballot Notice. My responsibility as a Scrutinizer is to scrutinize Postal Ballot (remote e-voting) in a fair and transparent manner and to ascertain requisite majority and is restricted to making a Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolution stated in the Postal Ballot Notice, based on the report generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), appointed by the Company to provide facility for remote e-voting.
3. We note that on the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), as on November 25, 2022, the Company sent emails on November 28, 2022 to members who had registered their email-ids

with the Company, Depositories Participants, Registrar and Transfer Agent - Link Intime India Private Limited. We further note that in compliance with the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33 /2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members for this Postal Ballot and the communication of assent/dissent of the members was taken through the remote e-voting system.

4. I submit herewith a report on the results of remote e-voting as under:
- (i). The remote e-voting period remained open from Tuesday, November 29, 2022 at 09:00 a.m. (IST) to Wednesday, December 28, 2022 at 05:00 p.m. (IST).
 - (ii). The Postal Ballot Notice inter-alia indicating the process and manner of e-voting was sent by electronic mode to those Members whose e-mail addresses were registered with the Company, Depositories Participants, Registrar and Transfer Agent - Link Intime India Private Limited pursuant to MCA circulars.
 - (iii). The voting rights were reckoned as on Friday, November 25, 2022, being the "Cut-off" date for the purpose of deciding the entitlements of Members for the remote e-voting.
 - (iv). Members cast their votes on the remote e-voting platform on Resolutions (which includes those who had registered their participation but abstained from e-voting), till 5:00 p.m. on December 28, 2022, being the last day for e-Voting service facility arranged by NSDL, as per the Postal Ballot Notice.
 - (v). After the closure of the remote e-voting window, the votes cast through remote e-voting were unblocked on December 28, 2022, at 05.03 p.m. in the presence of two witnesses, namely Ms. Pinal Darji and Ms. Darshita Waghela, who were not in employment of the Company.
 - (vi). Thereafter, we have scrutinized and reviewed the votes cast through remote e-voting as downloaded from the e-voting system of NSDL.
 - (vii). The results of remote e-voting are enclosed as an Annexure I and II to this Report.

For M Siroya and Company
Company Secretaries

MUKESH
KUMAR
SIROYA

Digitally signed by
MUKESH KUMAR SIROYA
Date: 2022.12.28
18:42:54 +05'30'

Mukesh Siroya
Proprietor

M. No.: F5682; CP No.: 4157
UDIN : F005682D002818261

Date: **December 28,2022**

Place: Mumbai

Enc: As above

Annexure I

Postal Ballot (Remote E-Voting)		
Resolution No. 1		
1	Number of members who participated in e-voting	903
2	Number of Remote E-Votes not considered/ Abstained/invalid	-
3	Number of Valid Votes	133271654

Annexure II

Analysis of Results of the Resolution as set out in the Postal Ballot Notice:

Item No. 1: Special Resolution

AMENDMENT TO THE CMS EMPLOYEES STOCK OPTION PLAN 2016, THE CMS MANAGEMENT STOCK OPTION PLAN 2016, AND THE CMS CEO STOCK OPTION PLAN, 2016 OF THE COMPANY

Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	820	127541343	95.70
Dissent	83	5730311	4.30
Total	903	133271654	100

Details of Invalid/Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of Shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
Total				

Accordingly, out of the 133271654 valid votes polled through e-voting, 127541343 votes were cast **ASSENTING** to the Special Resolution constituting 95.70 % (Approx.) of the valid votes polled and 5730311 votes were cast **DISSENTING** to the Special Resolution constituting 4.30%(Approx.) of the valid votes polled.

Based on the above result, I report that the Special Resolution as set out in Item No. 1 of the Postal Ballot Notice is passed with **Requisite Majority**.

The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to the Company Secretary/ Authorized Person for preserving safely after the results of the postal ballot are declared.

**For M Siroya and Company
Company Secretaries**

MUKESH KUMAR SIROYA
Digitally signed by
MUKESH KUMAR
SIROYA
Date: 2022.12.28
18:43:25 +05'30'

**Mukesh Siroya
Proprietor**

**M.No. FCS 5682; CP No. 4157
UDIN: F005682D002818261**

Place: Mumbai

Date: December 28, 2022

**Countersigned
For CMS Info Systems Limited**

Chairman/Director / Person authorised by the Chairman

Place: Mumbai

Date: December 28, 2022