

CMSINFO/2207/001

July 8, 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

In continuation to our letter reference no. CMSINFO/2206/004 dated June 6, 2022 regarding the Postal Ballot Notice (“Notice”) dated May 30, 2022 issued to the members of the Company seeking their approval on the matter as set out in the Notice.

Remote e-voting process commenced from 9:00 A.M. (IST) on Wednesday, June 8, 2022 and concluded at 5:00 P.M. (IST) on Thursday, July 7, 2022, post which the Scrutinizer, CS Mukesh Siroya (ICSI Membership No. F5682), 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 members of the Company have duly passed the resolution as set out in the Notice.

In this regards, 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 July 8, 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 alongwith the Scrutinizer's Report are 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.

Yours faithfully,

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 May 30, 2022 of the Company on remote e-voting pursuant to Regulation 44(3) of the Listing Regulations

Date of Postal Ballot Notice	May 30, 2022
Total number of Members on cut-off date (i.e. Friday, May 27, 2022)	134164
Cut-off date for ascertaining voting rights of Members i.e. Friday, May 27, 2022	
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 : (Special)			1 - Re-appointment of Mr. Tapan Ray (DIN: 00728682) as Non-Executive Independent Director of the Company					
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	97113840	97101070	99.9869	97101070	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		97101070	99.9869	97101070	0	100.0000	0.0000
Public Institutions	E-Voting	33252692	31646723	95.1704	31326299	320424	98.9875	1.0125
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		31646723	95.1704	31326299	320424	98.9875	1.0125
Public Non Institutions	E-Voting	23322661	4113519	17.6374	4108220	5299	99.8712	0.1288
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4113519	17.6374	4108220	5299	99.8712	0.1288
Total		153689193	132861312	86.4481	132535589	325723	99.7548	0.2452

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

Dear Sir,

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 business as contained in the Notice of Postal Ballot dated May 30, 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 resolution 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 resolution 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 May 27, 2022, the Company sent emails on June 6, 2022 to 128587 members who had registered their email-ids with the Company. We further note that in compliance with the General Circular No. 14/2020 dated April 8, 2020, read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated

December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General 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 result of remote e-voting as under:
- (i). The remote e-voting period remained open from Wednesday, June 8, 2022 at 09:00 a.m. (IST) to Thursday, July 7, 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, May 27, 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 Resolution (which includes those who had registered their participation but abstained from e-voting), till 5:00 p.m. on July 7, 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 July 7, 2022, at 05.02 p.m. in the presence of two witnesses, namely Ms. Pinal Darji and Ms. Titiksha Raval, 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 result 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
DN: cn=MUKESH KUMAR
SIROYA, c=IN,
st=Maharashtra, o=Personal,
serialNumber=156405278,
c342cc2eebea891f69397c2,
a1f67f681e7e45ac33f3a8534
4623
Date: 2022.07.08 10:50:57
+0530

Mukesh Siroya
Proprietor
Membership No.: F5682; CP No.: 4157
UDIN F005682D000586086

Date: July 8, 2022
Place: Mumbai

Encl: As above

Annexure I

Postal Ballot (Remote e-voting)		
Resolution No. 1		
1	Number of members who participated in e-voting	1027
2	Number of Remote E-Votes not considered/ Abstained/ invalid	-
3	Number of Valid Votes	132861312

Analysis of Result of the Resolution as set out in the Postal Ballot Notice:**Item No. 1: Special Resolution**

Re-appointment of Mr. Tapan Ray (DIN: 00728682) as Non-Executive Independent Director of the Company

Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	957	132535589	99.75
Dissent	70	325723	0.25
Total	1027	132861312	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 132861312 valid votes polled through e-voting, 132535589 votes were cast **ASSENTING** to the Special Resolution constituting 99.75 % (Approx.) of the valid votes polled and 325723 votes were cast **DISSENTING** to the Special Resolution constituting 0.25 % (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 result of the postal ballot are declared.

**For M Siroya and Company
Company Secretaries**

**MUKESH
KUMAR
SIROYA**

**Mukesh Siroya
Proprietor
Membership No. FCS 5682; CP No. 4157
UDIN: F005682D000586086
Place: Mumbai
Date: July 8, 2022**

**Countersigned
For CMS Info Systems Limited**



**Praveen Soni
Company Secretary & Compliance officer
Place: Mumbai
Date: July 8, 2022**