

ANNEXURE I

I. COMPOSITION OF BOARD OF DIRECTORS

Disclosure of notes on composition of board of directors explanatory	The Board of Directors at its meeting held on 31 December 2021 approved and noted the completion of tenure of Ms. Shyamala Gopinath (DIN: 02362921) as an Independent Director for two (2) consecutive terms on Friday, December 31, 2021. Accordingly she ceased to be an Independent Director from end of the day on 31 December 2021. However, Ms. Shyamala Gopinath (DIN: 02362921) was reappointed as an Additional Director in the category of Non-Executive Non-Independent Director with effect from 01 January 2022.
	Mr. Tapan Ray ceased to be Independent Director from Gujarat Alkalies & Chemicals Ltd from 31 December 2021. Hence, his directorship & position in Committees in Gujarat Alkalies & Chemicals Ltd is not shown.
	If a Director is Chairman in a Committee, the same being included in Membership count also.
Whether listed entity has a regular Chairperson	Yes
Whether Chairperson is related to MD & CEO	No

Sr. No	Title (Mr/Ms.)	Name of the Director	PAN	DIN	Category 1 of Directors	Category 2 of Directors	Category 3 of Directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	Initial date of appointment	Date of Re-appointment	Date of cessation	Tenure of Director (In months)	No. of directorship in listed entities including this listed entity [Refer Reg. 17 (1A) of Listing Regulations]	No. of Independent Directorship in listed entities including this listed entity [Refer Reg. 17 (1A) of Listing Regulations]	No. of membership in Audit/Stakeholder Committee(s) in listed entities including this listed entity [Refer Reg. 26(1) of Listing Regulations]	No. of post of Chairperson in Audit/Stakeholder Committee(s) held in listed entities including this listed entity [Refer Reg. 26(1) of Listing Regulations]	Notes for not providing PAN	Notes for not providing DIN
1	Mrs.	Shyamala Gopinath	ABLPG5076E	02362921	Non-Executive - Independent Director	Chairperson	-	20-06-1949	NA		11-11-2017	13-11-2019		50	5	5	6	5	-	-
2	Mr.	Jimmy Lachmandas Maltani	AJZPM2234Q	00996110	Non-Executive - Non Independent Director	NA	-	27-10-1976	NA		27-08-2015	-			1	0	1	0	-	-
3	Mr.	Ashish Agrawal	ABVPA4409P	00163344	Non-Executive - Non Independent Director	NA	-	22-03-1973	NA		27-08-2015	-			1	0	1	0	-	-
4	Mr.	Rajiv Kaul	AAFPK5969B	02581313	Executive Director	NA	-	29-07-1968	NA		01-07-2009	16-10-2020			1	0	1	0	-	-
5	Mr.	Tapan Ray	AEXPR5666L	00728682	Non-Executive - Independent Director	NA	-	09-09-1957	NA		09-04-2021	-		9	2	2	3	1	-	-
6	Mr.	Krzysztof Wieslaw Jamroz	ZZZZ9999Z	07462321	Non-Executive - Non Independent Director	NA	-	17-08-1974	NA		10-08-2021	-			1	0	1	1	Mr. Krzysztof Wieslaw Jamroz being a foreign national, does not hold a PAN.	-

ANNEXURE I
II. COMPOSITION OF COMMITTEES

Disclosure of notes on composition of committees explanatory -

AUDIT COMMITTEE DETAILS

Whether Audit Committee has a regular Chairperson Yes

Sr. No.	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	02362921	Shyamala Gopinath	Non-Executive - Independent Director	Chairperson	16-07-2020	-	
2	00728682	Tapan Ray	Non-Executive - Independent Director	Member	10-08-2021	-	
3	00163344	Ashish Agrawal	Non-Executive - Non Independent Director	Member	27-08-2015	-	

NOMINATION AND REMUNERATION COMMITTEE

Whether Nomination and Remuneration Committee has a regular Chairperson Yes

Sr. No.	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	00728682	Tapan Ray	Non-Executive - Independent Director	Chairperson	10-08-2021	-	
2	00163344	Ashish Agrawal	Non-Executive - Non Independent Director	Member	27-08-2015	-	
3	00996110	Jimmy Lachmandas Mahtani	Non-Executive - Non Independent Director	Member	27-08-2015	-	
4	02362921	Shyamala Gopinath	Non-Executive - Independent Director	Member	16-07-2020	-	

STAKEHOLDER RELATIONSHIP COMMITTEE

Whether Stakeholder Relationship Committee has a regular Chairperson Yes

Sr. No.	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	07462321	Krzysztof Wieslaw Jamroz	Non-Executive - Non Independent Director	Chairperson	10-08-2021	-	
2	00996110	Jimmy Lachmandas Mahtani	Non-Executive - Non Independent Director	Member	19-08-2017	-	
3	02581313	Rajiv Kaul	Executive Director	Member	19-08-2017	-	
4	00728682	Tapan Ray	Non-Executive - Independent Director	Member	10-08-2021	-	

RISK MANAGEMENT COMMITTEE

Whether Risk Management Committee has a regular Chairperson Yes

Sr. No.	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	07462321	Krzysztof Wieslaw Jamroz	Non-Executive - Non Independent Director	Chairperson	10-08-2021	-	
2	02362921	Shyamala Gopinath	Non-Executive - Independent Director	Member	10-08-2021	-	
3	00163344	Ashish Agrawal	Non-Executive - Non Independent Director	Member	10-08-2021	-	

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Whether Corporate Social Responsibility Committee has a regular Chairperson Yes

Sr. No.	DIN	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	02581313	Rajiv Kaul	Executive Director	Chairperson	28-01-2015	-	
2	02362921	Shyamala Gopinath	Non-Executive - Independent Director	Member	16-07-2020	-	
3	00728682	Tapan Ray	Non-Executive - Independent Director	Member	10-08-2021	-	
4	00996110	Jimmy Lachmandas Mahtani	Non-Executive - Non Independent Director	Member	16-07-2020	-	
5	07462321	Krzysztof Wieslaw Jamroz	Non-Executive - Non Independent Director	Member	10-08-2021	-	

ANNEXURE I

III. MEETING OF BOARD OF DIRECTORS

Disclosure of notes on meeting of board of directors explanatory

Mr. Krzysztof Wieslaw Jamroz was appointed as Non - Executive Director on 10 August 2021. He attended the meeting as an invitee till the agenda item of his appointment as a Director. Post that, he was present in his capacity as a Director. Hence, his presence as a Director has been considered under "Number of Directors present."

Sr. No.	Date(s) of Meeting (Previous and Current Quarter)	Maximum gap between two consecutive meetings (In days)	Notes for not providing date	Whether requirement of quorum met? (Yes/No)	No. of Directors present including Independent Directors	No. of Independent Directors attending the meeting
1	21-07-2021	-	-	Yes	5	2
2	10-08-2021	19	-	Yes	6	2
3	14-08-2021	3	-	Yes	6	2
4	10-09-2021	26	-	Yes	5	2
5	28-10-2021	47	-	Yes	5	2
6	14-12-2021	46	-	Yes	5	2
7	24-12-2021	9	-	Yes	5	2
8	31-12-2021	6	-	Yes	6	2

ANNEXURE I

IV. MEETING OF COMMITTEES

Disclosure of notes on Meeting of Committees explanatory

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Sr. No.	Name of Committee	Date(s) of Meeting (Previous and Current Quarter in chronological order)	Maximum gap between two consecutive meetings (In days)	Name of other Committee	Notes for not providing date	Whether requirement of quorum met? (Yes/No)	No. of Directors present (All Directors including Independent Directors)	No. of Independent Directors attending the meeting
1	Audit Committee	10-08-2021		-	-	Yes	3	2
2	Audit Committee	14-08-2021		-	-	Yes	3	2
3	Audit Committee	28-10-2021	74	-	-	Yes	3	2
4	Nomination and Remuneration Committee	10-08-2021		-	-	Yes	4	2
5	Nomination and Remuneration Committee	10-09-2021		-	-	Yes	3	2
6	Nomination and Remuneration Committee	28-10-2021		-	-	Yes	4	2

ANNEXURE I**V. RELATED PARTY TRANSACTIONS**

Sr. No.	Subject	Compliance Status (Yes/No/NA)	If status in "No", reason for non compliance
1	Whether prior approval of Audit Committee obtained?	NA	-
2	Whether Shareholders approval obtained for material RPT?	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee?	NA	-

Disclosure of notes on Related Party Transactions	CMS Info Systems Limited got listed on stock exchange on 31st December, 2021 as such the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 were not applicable before 31st December, 2021. However, the Company has obtained necessary approvals for related party transactions under the provisions of Companies Act, 2013.
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Diclosure of notes of material transactions with related party.	-
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ANNEXURE I
VI. AFFIRMATIONS

Sr. No.	Subject	Compliance Status (Yes/No)
1	The composition of Board of Directors is in terms with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Yes
2	The composition of Audit Committee is in terms with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Yes
3	The composition of Nomination and Remuneration Committee is in terms with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Yes
4	The composition of Stakeholders Relationship Committee is in terms with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Yes
5	The composition of Risk Management Committee (applicable to top 500 listed entities) is in terms with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	Yes
6	The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
7	The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors	No
9	Any comments/observations/advice of Board of Directors may be mentioned here	CMS Info Systems Limited got listed on 31st December, 2021, and this is the first quarter after listing. Corporate Governance Report for the quarter ended 31st December 2021 will be placed before the Board of Directors in the ensuing Board Meeting.

Sr. No.	Subject	Compliance Status
1	Name of Signatory	Mr. Praveen Soni
2	Designation	Company Secretary and Compliance Officer

SIGNATORY DETAILS

Name of Signatory	Mr. Praveen Soni
Designation of Person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-01-2022

For CMS Info Systems Limited



Praveen Soni
Company Secretary & Compliance Officer