

CMSINFO/2402/001

February 1, 2024

To,

**BSE Limited**

Listing Department,  
1<sup>st</sup> Floor, PJ Towers,  
Dalal Street,  
Fort, Mumbai – 400 001  
**Scrip Code: 543441**

**National Stock Exchange of India Limited**

Listing Department,  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra(East),  
Mumbai – 400 051  
**Symbol: CMSINFO**

**Sub: Postal Ballot Notice**

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we enclose herewith a copy of Postal Ballot Notice dated January 24, 2024 along with the Explanatory Statements (“Postal Ballot Notice”) seeking approval of Members of the Company on the Special Resolutions as set out in the Postal Ballot notice by way of electronic voting (“remote e-Voting”) only.

In accordance with the applicable circulars of Ministry of Corporate Affairs (“MCA Circulars”) and provisions of Listing Regulations, the aforesaid Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the Depositories as on **January 26, 2024 (‘Cut-off date’)**. Accordingly, physical copy of the Notice is not being sent to the Members for this Postal Ballot.

The Members whose e-mail address is not registered with the Company/Depositories, may register their e-mail address with the Company’s Registrar and Share Transfer Agent, Link Intime (India) Private Limited, to receive the Notice. The process for registration of e-mail address is provided in the enclosed Notice. A copy of the Notice is also available on the website of the Company at [www.cms.com](http://www.cms.com).

During the remote e-Voting period, members of the Company, holding shares as on the cut-off date may cast their votes electronically only through remote e-voting. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **Cut-Off Date i.e., Friday, January 26, 2024**. It is clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be

entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”), for providing e-voting facility to its members and details of the calendar of events are as follows:

<b>Sr. No.</b>	<b>Particulars/Events</b>	<b>Dates/time</b>
1.	Cut-off date for determining the members eligible for e- voting and for determining members to whom Postal Ballot Notice will be sent	Friday, January 26, 2024
2.	Completion of dispatch of Notice	Thursday, February 1, 2024
3.	Remote e-Voting Start Date	Friday, February 2, 2024
4.	Remote e-Voting Start Time	9.00 am IST
5.	Remote e-Voting End Date	Saturday, March 2, 2024
6.	Remote e-Voting End Time	5.00 pm IST
7.	Date on which Resolution will be deemed to be passed	Saturday, March 2, 2024
8.	Date of declaration of the result by the Chairperson/ person authorized by the Chairperson	On or before Tuesday, March 5, 2024

Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote e-Voting form part of the ‘Notes’ section to the Notice.

This is for the information of the Exchange and the members.

Thanking You,

**For CMS Info Systems Limited**

**Debashis  
Dey**

Digitally signed by  
Debashis Dey  
Date: 2024.02.01 15:23:37  
+05'30'

**Debashis Dey  
Company Secretary & Compliance Officer**

**Encl:** As above



## CMS Info Systems Limited

**Registered Office:** T-151, 5th Floor, Tower No.10, Sector-11, Railway Station Complex,  
CBD Belapur, Navi Mumbai- 400 614

**CIN:** L45200MH2008PLC180479

**Tel:** +91-22-4889 7400; **Email:** [investors@cms.com](mailto:investors@cms.com) ;

**Website:** [www.cms.com](http://www.cms.com)

### POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, each as amended]**

VOTING STARTS ON	VOTING ENDS ON
Friday, February 2, 2024, at 9:00 a.m. (IST)	Saturday, March 2, 2024, at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") as amended, Secretarial Standard-2 on General Meetings ("**SS-2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**"), Government of India, for holding general meetings/conducting postal ballot process through remote e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17 /2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 ("**the MCA Circulars**") and any other applicable laws and regulations, the following Resolution(s) as set out in this Notice are proposed to be passed by the Members of CMS Info Systems Limited ("**the Company**") through Postal Ballot by way of voting through electronic means ("**remote e-Voting**") only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the explanatory statements pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ("**this Notice**") for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Further, in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. Therefore, the communication of the assent or dissent of the Members would only be taken through the remote e-Voting system.

The remote e-Voting period commences from 9:00 A.M. (IST) on Friday, February 2, 2024 and ends at 5:00 P.M. (IST) on Saturday, March 2, 2024. Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Saturday, March 2, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-Voting.

The results of the Postal Ballot will be announced on or before Tuesday, March 5, 2024. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.cms.com](http://www.cms.com) and on the e-voting website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

**1. Re-appointment of Mrs. Manju Agarwal (DIN: 06921105) as Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board"), Mrs. Manju Agarwal (DIN: 06921105), who was appointed as Independent Director of the Company, for a period of two years from January 1, 2022 to December 31, 2023 and is eligible for re-appointment and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Act, proposing her candidature for the office of Independent Director of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a further term of 3 (Three) years commencing from January 1, 2024 to December 31, 2026."

**2. Re-appointment of Ms. Sayali Karanjkar (DIN 07312305) as Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board"), Ms. Sayali Karanjkar (DIN 07312305), who was appointed as Independent Director of the Company, for a period of two years from January 1, 2022 to December 31, 2023 and is eligible for re-appointment and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Act, proposing her candidature for the office of Independent Director of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a further term of 2 (Two) years commencing from January 1, 2024 to December 31, 2025."

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

Sd/-  
**Debashis Dey**  
**Company Secretary & Compliance Officer**

Place: Mumbai

Date: January 24, 2024

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the businesses set out at Resolutions No. 1 to 2 is annexed hereto and forms part of this Notice.
2. In compliance with the provisions of Sections 102, 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and relevant MCA Circulars, this Notice is being sent only by e-mail to all the members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Link Intime (India) Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on **Friday, January 26, 2024 ('Cut-off Date')**, and whose e-mail IDs are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice.
3. Members, whose email IDs are not registered, are requested to contact their DP or send a request letter along with self-attested copies of their PAN Card and address proof, to the RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide various communications to the members through email. Members may note that this notice is also available on the Company's website at [www.cms.com](http://www.cms.com) and websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) as well as on e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the enabling MCA and SEBI Circulars, the Company is pleased to provide remote e-Voting facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility provided by NSDL.
5. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, January 26, 2024**. It is clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice. Any person who is not a Member as on Cut-off date should treat this Notice for information purpose only.
6. The remote e-Voting period commences on from 9:00 A.M. (IST) on Friday, February 2, 2024 and ends at 5:00 P.M. (IST) on Saturday, March 2, 2024. During this period, Members of the Company, as on the Cut-Off date i.e. **Friday, January 26, 2024**, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The vote in this postal ballot cannot be exercised through proxy.
7. The documents referred to in Explanatory Statement will be made available for inspection by the members. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [investors@cms.com](mailto:investors@cms.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID on or before February 29, 2024.
8. The Board of Directors of the Company has appointed CS Mukesh Siroya (ICSI Membership No. FCS 5682, CoP No. 4157), Proprietor, M/s. M Siroya & Company, Practicing Company Secretaries, Mumbai, failing him CS Bhavyata Raval Acharya (ICSI Membership No. ACS: 25734; CoP: 21758), Partner, M/s. Siroya and BA Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot voting process through remote e-Voting in a fair and transparent manner.
9. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-Voting.

10. The results of the Postal Ballot will be announced on or before Tuesday, March 5, 2024. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.cms.com](http://www.cms.com) and on the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
11. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-Voting i.e. March 2, 2024.
12. Instructions for Members for voting electronically are as under:

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

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

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

##### A) Login method for e-Voting for Individual members

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

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

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are an existing <b>IDeAS</b> user, you can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name i.e. CMS Info Systems Limited or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name i.e. <b>CMS Info Systems Limited</b> or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Members can also download NSDL Mobile App "<b>NSDL SPEED-e</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store      Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing Myeasi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by <b>CMS Info Systems Limited</b>. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name i.e. <b>CMS Info Systems Limited</b> or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Members holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>

Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
---	--

**B) Login Method for members other than Individual members**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

5. Password details for members other than Individual members are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - d) If your email ID is not registered, please follow steps mentioned below under “**process for those members whose email ids are not registered.**”
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) If you are still unable to get the password by aforesaid option, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number, your PAN, your name and your registered address etc.

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

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is active.
2. Select “EVEN” of **CMS Info Systems Limited** i.e. **127659**.
3. Now you are ready for remote e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. Assent (For) or Dissent (Against), verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for members**

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the Download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [investors@cms.com](mailto:investors@cms.com). If you are an Individual members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual members**.
2. Alternatively members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
3. In compliance with the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 ("Act")

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice dated January 24, 2024.

### ITEM NOS. 1 & 2:

Pursuant to the approval of the members of the Company through Postal Ballot dated February 04, 2022, Mrs. Manju Agarwal, (DIN: 06921105) and Ms. Sayali Karanjkar (DIN 07312305) were appointed as Independent Directors of the Company for a term of two (2) years with effect from January 1, 2022 i.e. upto December 31, 2023. Since the initial tenure of both the Independent Directors expired on December 31, 2023 the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Mrs. Manju Agarwal as a Non- Executive Independent Director of the Company for another term of 3 years effective from January 1, 2024 i.e. upto December 31, 2026 and also the re-appointment of Ms. Sayali Karanjkar (DIN 07312305) as a Non- Executive Independent Director of the Company for another term of 2 years effective from January 1, 2024 i.e. upto December 31, 2025, subject to approval of the Members.

Mrs. Manju Agarwal retired as the Deputy Managing Director, Digital Banking & New Businesses, State Bank of India. She has over 35 years of leadership experience with the State Bank of India, in India and overseas, across its Retail banking, Digital banking, Customer service, and Financial inclusion at the Policy, Strategy and Operations functions. She has led SBI's partnership with Reliance Industries Ltd to set up Jio Payments Bank Ltd. She has also been in leadership roles for verticals like Govt business, Transaction banking, and Issuing & Acquiring business of the Bank, and led SBI's foray into Transit and Metro solutions and the Bank's Jan Dhan program. She also functions as an Independent Director on the boards of Hinduja Leyland Finance, Hinduja Housing Finance, Paytm Payments Bank, Glenmark Life Sciences, Polycab India, and Vistaar Finance Services, among others. Mrs. Agarwal completed her Post-Graduation from the University of Allahabad and is an Associate of the Indian Institute of Bankers and has certification in Documentary Credits by Euro Money UK, certification in Marketing by IIM, Kolkata, and certification in Financial Inclusion by Harvard Kennedy School, USA.

Ms. Sayali Karanjkar is the Co-Founder of Paysense, where she led the business, growth, and operations function and was the Chief Business Officer of PayU Credit India. Prior to Paysense, Ms. Sayali spent 15+ years in the US and Singapore building and executing strategies for leading consumer and retail companies in the US, with AT&T in California and with AT Kearney in Chicago. She is a founding member and venture partner at an early-stage Fintech focused fund with two seasoned Silicon Valley investors. She is an angel investor and advisor to a media tech startup, Opoyi, and an early-stage Fintech startup. She also serves as an Independent Director on the board of One Mobikwik Systems and Zaak E-payment Services. Ms. Karanjkar holds an MBA from the Kellogg School of Management, a Masters in Engineering Management from Northwestern University Illinois, United States, and a Bachelor's degree from the National University of Singapore.

Both Mrs. Agarwal and Ms. Karanjkar are registered on the Independent Director's Databank and are qualified to be appointed as a director in terms of Section 164 of the Act and have given their consent to act as Independent Directors, if re-appointed by the Company. Also, the Company has received other necessary disclosures and declarations from them including the declaration that they are not debarred from holding the office of director pursuant to any SEBI/Regulatory Order. The Company has also received declarations from them stating that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations. Mrs. Agarwal and Ms. Karanjkar do not hold any shares in the Company.

Details of Mrs. Manju Agarwal and Ms. Sayali Karanjkar pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided in the "Annexure-A" to the Notice.

The Company has received notices in writing under Section 160 of the Act proposing the candidature of Mrs. Manju Agarwal and Ms. Sayali Karanjkar for appointment as a Non-Executive Independent Director on the Board of the Company.

Apart from receiving Directors' remuneration as may be decided pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mrs. Agarwal and Ms. Karanjkar do not have any other pecuniary relationship with the Company.

In terms of Regulations 17 and 25 of the Listing Regulations, a listed entity shall ensure that approval of the members for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and in respect of appointment of an independent director,

such approval shall be taken by means of a special resolution. Accordingly, the re-appointment of Mrs. Manju Agarwal and Ms. Sayali Karanjkar are being proposed for the approval of the Members by this Notice of Postal Ballot, as Special Resolutions.

Save and except Mrs. Agarwal and Ms. Karanjkar, being the appointee, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

In the opinion of the Nomination & Remuneration Committee and the Board, Mrs. Manju Agarwal and Ms. Sayali Karanjkar fulfil the conditions for re-appointment as Non-Executive Independent Director as specified in the Act and the Listing Regulations. Both the Directors are independent of the management and possesses appropriate skills, experience and knowledge. Based on their performance evaluation and considering their extensive knowledge, experience, understanding of business as well as their valuable contributions during their past association, the Nomination & Remuneration Committee and the Board feels that the re-appointment of Mrs. Manju Agarwal and Ms. Sayali Karanjkar as a Non-Executive Independent Director is in the best interest of the Company.

The Board therefore recommends the special resolutions as set out in Item Nos. 1 & 2 of this Notice for approval of the members.

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

**Sd/-**  
**Debashis Dey**  
**Company Secretary & Compliance Officer**

Place: Mumbai

Date: January 24, 2024

**Details of Director seeking re-appointment in pursuance of Secretarial Standards 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

<b>Particulars</b>	<b>Mrs. Manju Agarwal</b>	<b>Ms. Sayali Karanjkar</b>
<b>DIN</b>	<b>06921105</b>	<b>07312305</b>
<b>Age</b>	66 years	43 years
<b>Qualifications</b>	Post-Graduation from University of Allahabad, an Associate of the Indian Institute of Bankers, Certification in Documentary Credits, by Euro Money, UK, Certification in Marketing, by IIM, Kolkata and Certification in Financial Inclusion, by Harvard Kennedy School, USA.	MBA from the Kellogg School of Management, a Masters in Engineering Management from Northwestern University Illinois, United States and a Bachelor's degree from the National University of Singapore.
<b>Experience (including expertise in specific functional area) / Brief Profile</b>	Mrs. Manju Agarwal retired as the Deputy Managing Director, Digital Banking & New Businesses, SBI. She has over 35 years of leadership experience with the State Bank of India, in India and overseas, across its Retail banking, Digital banking, Customer service, and Financial inclusion at the Policy, Strategy, and Operations functions. She has led SBI's partnership with Reliance Industries Ltd to set up Jio Payments Bank Ltd. She has also been in leadership roles for verticals like Govt business, Transaction banking, and Issuing & Acquiring business of the Bank, and led SBI's foray into Transit and Metro solutions and the Bank's Jan Dhan program. She also functions as an Independent Director on the boards of Hinduja Leyland Finance, Hinduja Housing Finance, Paytm Payments Bank, Glenmark Life Sciences, Polycab India, and Vistaar Finance Services, among others.	Ms. Sayali Karanjkar is the Co-Founder of Paysense, where she led the business, growth and operations and was the Chief Business Officer of PayU Credit India. Prior to Paysense, Ms. Karanjkar spent 15+ years in the US and Singapore building and executing strategies for leading consumer and retail companies in the US, with AT&T in California and with AT Kearney in Chicago. She is a founding member and venture partner at an early-stage Fintech focused fund with two seasoned Silicon Valley investors. She is an angel investor and advisor to a media tech startup, Opoyi, and an early-stage Fintech startup. She also serves as an Independent Director on the board of One Mobikwik Systems and Zaak E-payment Services.
<b>Terms and Conditions of Appointment</b>	As per the resolution set out in this Notice read with the Explanatory Statement hereto.	As per the resolution set out in this Notice read with the Explanatory Statement hereto.
<b>Remuneration (including sitting fees, if any) last drawn in financial year 2022-23</b>	Sitting fees: ₹ 4.00 lakhs Commission: ₹ 21.00 lakhs	Sitting fees: ₹ 4.00 lakhs Commission: ₹ 21.00 lakhs
<b>Remuneration proposed to be paid</b>	She will be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	She will be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.

Particulars	Mrs. Manju Agarwal	Ms. Sayali Karanjkar
Date of first appointment on the Board	January 1, 2022	January 1, 2022
Shareholding in the Company including shareholding as a beneficial owner as on date of notice	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (FY 2023-24)	4 (Four) Meetings from April 1, 2023 till the date of this notice.	4 (Four) Meetings from April 1, 2023 till the date of this notice.
Directorships of other Boards as on date of notice	<ul style="list-style-type: none"> <li>• Gulf Oil Lubricants India Limited</li> <li>• Glenmark Life Sciences Limited</li> <li>• Switch Mobility Automotive Limited</li> <li>• Hinduja Leyland Finance Limited</li> <li>• Hinduja Housing Finance Limited</li> <li>• Paytm Payments Bank Limited</li> <li>• Vistaar Financial Services Private Limited</li> <li>• Polycab India Limited</li> <li>• Indiaideas Com Limited</li> </ul>	<ul style="list-style-type: none"> <li>• One Mobikwik Systems Limited</li> <li>• ZaaK Epayment Services Private Limited</li> <li>• Saison Omni India Private Limited</li> </ul>
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Mrs. Manju Agarwal extensive knowledge and experience in areas of Issuance and Business Strategy, Finance, Retail Banking-Policy, Strategy and Operations, Digital Payment Systems and tech related innovations, Issuance and Acquiring business including Transit and Metro, Transaction banking including Cash Management Products-Policy and Strategy, Customer Operations. The Company believes that her skills, knowledge, and experience on the Board will complement the effective functioning of the Company.	Ms. Sayali Karanjkar extensive skills sets in areas of retail, banking and financial sector. The Company believes that her skills, knowledge, and experience on the Board will complement the effective functioning of the Company.
Membership / Chairmanship of Committees of Boards as on date of notice	<p><b><u>Gulf Oil Lubricants India Limited</u></b> Audit Committee (Chairperson) Corporate Social Responsibility Committee (Chairperson)</p> <p><b><u>Glenmark Life Sciences Limited</u></b> Audit Committee (Chairperson) Stakeholders Relationship Committee (Member) ESG Committee (Member)</p>	<p><b><u>CMS Info Systems Limited</u></b> Corporate Social Responsibility Committee –(Member) Audit Committee – (Member)</p>

Particulars	Mrs. Manju Agarwal	Ms. Sayali Karanjkar
	<p><b><u>Indiaideas Com Limited</u></b>  Nomination and Remuneration Committee (Chairperson)  Audit Committee (Member)  Corporate Social Responsibility Committee (Chairperson)</p> <p><b><u>Paytm Payments Bank Limited</u></b>  Audit Committee (Member)  Risk Management Committee (Member)  Customer Service Committee (Member)  Special Committee for monitoring Frauds (Member)</p> <p><b><u>Hinduja Leyland Finance Limited</u></b>  Stakeholders Relationship Committee (Chairperson)  IT Strategy Committee (Chairperson)  Credit Committee (Chairperson)</p> <p><b><u>Vistaar Financial Services Private Limited</u></b>  Audit Committee (Chairperson)  IT Strategy Committee (Chairperson)  Risk Management Committee (Member)</p> <p><b><u>Polycab India Limited</u></b>  Nomination &amp; Remuneration Committee (Member)  Corporate Social Responsibility &amp; ESG Committee (Member)  Stakeholders' Relationship Committee (Chairperson)</p> <p><b><u>CMS Info Systems Limited</u></b>  Audit Committee- (Member)  Nomination and Remuneration Committee – (Member)</p>	

**By order of the Board of Directors**  
**For CMS Info Systems Limited**  
Sd/-  
**Debashis Dey**  
**Company Secretary & Compliance Officer**

Place: Mumbai  
Date: January 24, 2024