

CMSINFO/SWVS/2605/015

May 29, 2026

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

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2026

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report dated May 14, 2026 for the year ended March 31, 2026 issued by M/s. Siroya and BA Associates, Company Secretaries.

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

Thanking You,

For **CMS Info Systems Limited**

Debashis Dey

Company Secretary & Compliance Officer

Encl: *As above*

Siroya and BA Associates **Company Secretaries**

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523 Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

SECRETARIAL COMPLIANCE REPORT OF CMS INFO SYSTEMS LIMITED FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026

(Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We have conducted the review of the compliance of the applicable SEBI Regulations and circulars/guidelines issued thereunder ("SEBI Regulations") by CMS Info Systems Limited (hereinafter referred as 'the listed entity'), having its Registered office at T-151, 5th Floor, Tower No.10, Railway Station Complex, Sector-11, CBD Belapur, Navi Mumbai Thane - 400614. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the compliances under the SEBI Regulations and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

We, Siroya and BA Associates, Company Secretaries, represented by Mr. Mukesh Siroya, Partner, have examined:

- (a) all the documents and records made available to us and explanation provided by CMS Info Systems Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report,

For the financial year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the SEBI";

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable during the financial year);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the financial year);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the financial year);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding dealing with client.



Siroya and BA Associates
Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523 Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

and based on the above examination, We hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory m /Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Proviso to Regulation 17 (1) (a) of SEBI Listing Regulations - "The Board of Directors of the top 1000 listed Companies shall have at least one Independent woman Director."	Proviso to Regulation 17 (1) (a) of SEBI Listing Regulations	Not having an independent woman director for one day	Nil	Nil	In terms of the proviso to Regulation 17 (1) (a) of SEBI Listing Regulations, the Company is required to have one Independent woman Director. on the Board. The Company did not have an Independent woman Director for one day, i.e., on January 1, 2026.	Nil	In terms of the proviso to Regulation 17 (1) (a) of SEBI Listing Regulations, the Company is required to have one Independent woman Director. on the Board. The Company at their meeting held on December 31, 2025 appointed a woman (Independent) Director on December 31, 2025, which was made effective on 2 nd January 2026, upon receipt of NoC from the previous employer of the concerned appointee. Thus technically, there was a vacancy in the office of	Ms. Krishnan, being formerly the Deputy Managing Director of the State Bank of India (SBI), was required under SBI's internal employment guidelines to obtain a formal No Objection Certificate (NOC) before accepting a Board position. Thus, while the Board's approval was granted on December 31, 2025, the formal induction could be made effective only upon receipt of the said NOC and her formal Letter of Consent to act as a Director on January 2, 2026.	-



Siroya and BA Associates
Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523 Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

							independent woman director for a day, i.e., January 1, 2026.	The technical gap of one day for the formal appointment of Ms. Vidya Krishnan was therefore due to pending approval from a statutory body i.e. State Bank of India. The apparent temporary lapse of one single day (i.e. January 01, 2026) was neither an oversight nor a failure of governance systems. It was a deliberate choice by the Board to prioritize the induction of a high-calibre professional while respecting the administrative protocols of a statutory institution.		
2.	Regulation 17 (1) (c) of SEBI Listing Regulations - "The board of directors of the top 2000 listed entities shall comprise of not less than six directors."	Regulation 17 (1) (c) of SEBI Listing Regulations	The Company had 5 directors on the Board of the Company for a day, i.e., January	Nil	Nil	As per Reg. 17(1)(c) of SEBI Listing Regulations, the Company was required to have a minimum of 6 directors on the Board. the Company. However, for 1 day, i.e., on January 1, 2026, the Company had	Nil	In terms of the Regulation 17 (1) (c) of SEBI Listing Regulations, the Company is required to have minimum 6 Directors on its Board. one of the Independent Director	Same as above	-



Siroya and BA Associates Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523 Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

			1, 2026.			only 5 directors on its Board.		retired on December 31, 2025. The Company at their meeting held on December 31, 2025 appointed a woman (Independent) Director on December 31, 2025, which was made effective on 2 nd January 2026, upon receipt of NoC from the previous employer of the concerned appointee. Thus technically, the Company had only 5 directors for a day, i.e., January 1, 2026.		
--	--	--	----------	--	--	--------------------------------	--	---	--	--



Siroya and BA Associates Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523 Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended 2023-24 or prior years	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company was required to make the intimation within 24 hours of receipt i.e. on or before Saturday, 6 th April 2024 instead of 7 th April, 2024.	2024-25	Disclosure under Reg. 30 read with Schedule III-Para A(20) of the Part A	Delay in intimation relating to GST order received by one of the Company's subsidiary by one day. The intimation received by the subsidiary on Friday, 5 th April, 2024 was required to be intimated to the Stock Exchanges within 24 hours, i.e., by Saturday, 6 th April 2024. However, the intimation was done in the afternoon on Sunday, 7 th April 2024.	The Company received cautionary letters from BSE Limited and NSE on April 1, 2025. The delay in disclosure was explained as inadvertent and due to intervening weekend holidays. No monetary penalty was imposed by the Stock Exchanges.	The matter is deemed to be closed with the Cautionary Letters from BSE and NSE. The Company is advised to be more careful in future.

II. We hereby report the compliance status of the listed entity during the Review Period, with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2.	Adoption and timely Updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	- -
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website 	Yes	-



Siroya and BA Associates Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523 Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

	<ul style="list-style-type: none"> • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes Yes	- -
4.	Disqualification of Director (s): None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	Details related to subsidiaries of listed entity have been examined w.r.t.: a. Identification of material subsidiary companies b. Disclosure requirement of material as well as other subsidiaries	NA Yes	Company does not have any material subsidiary. -
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	-
8.	Related Party Transactions: a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.	Yes NA	Since answer to 8.a is 'Yes'
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-



Siroya and BA Associates
Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523 Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

11.	<p>Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges subsidiary (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	Based on the confirmation by the Management, we note that no action has been taken by any of the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the Listing Regulations by listed entity.</p>	NA	<p>No resignation of statutory auditors took place in the listed entity. The Company does not have any material subsidiary.</p>
13.	<p>Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above</p>	Yes,	No additional non-compliance observed for all SEBI regulations /circulars/ guidance note etc.

We further report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the Listing Regulations.



Siroya and BA Associates *Company Secretaries*

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523 Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Siroya and BA Associates
Company Secretaries


Mukesh Siroya
Partner



FCS No.: 5682; CP No.: 4157
PR No: 3907/2023
ICSI Unique Code: P2019MH074300
UDIN: F005682H000358166

Date: May 14, 2026

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.

Siroya and BA Associates
Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523 Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

'Annexure A'

To,
CMS Info Systems Limited

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

1. Maintenance of 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. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of SEBI laws, rules, regulations, circulars and guidelines is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
5. As regards the books, papers, forms, reports and returns filed by the Company under these regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

For Siroya and BA Associates
Company Secretaries

Mukesh Siroya
Partner

FCS No.: 5682; CP No.: 4157

PR No: 3907/2023

ICSI Unique Code: P2019MH074300

UDIN: F005682H000358166



Date: May 14, 2026

Place: Mumbai