

CMSINFO/2506/006

June 20, 2025

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 Scrutinizers Report

This has reference to our letter no. CMSINFO/2505/008 dated May 20, 2025 regarding the Postal Ballot Notice ("Notice") dated May 19, 2025, issued to the Shareholders of the Company, seeking approval for:

1. Appointment of Mr. Vishnu Jerome (DIN: 05325285) as an Independent Director of the Company

The postal ballot process through remote e-voting as set out in the Notice dated May 19, 2025 ("Postal Ballot Notice") was duly conducted by the Company. Remote e-voting process commenced from 9:00 A.M. (IST) on Thursday, May 22, 2025 and ended at 5:00 P.M. (IST) on Monday, Friday, June 20, 2025, 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 on June 20, 2025.

Based on the report of the Scrutinizer, it is hereby declared that the Shareholders of the Company have duly passed the resolution set out in the Postal Ballot Notice i.e. for Appointment of Mr. Vishnu Jerome (DIN: 05325285) as an Independent Director of the Company, as a Special Resolution with requisite majority.

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 June 20, 2025 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 e-voting 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 record.

For CMS Info Systems Limited

Debashis Dey
Company Secretary & Compliance Officer

Encl: As above

Annexure I

Results of the Postal Ballot through remote e-voting dated January 16, 2025, pursuant to Regulation 44(3) of the Listing Regulations

Date of Postal Ballot Notice	Monday, May 19, 2025
Cut-off date	Friday, May 16, 2025
e-voting start Date & Time	9:00 A.M. (IST) on Thursday, May 22, 2025
e-voting end Date & Time	5:00 P.M. (IST) on Friday, June 20, 2025
Total number of Members on cut-off date (i.e May 16, 2025)	171544
No. of Members present in the meeting either in person or through proxy	Not Applicable
<ul style="list-style-type: none"> 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
<ul style="list-style-type: none"> Promoters and Promoter Group Public 	(Resolution passed by means of Postal Ballot through e-voting)

Item no. 1: Appointment of Mr. Vishnu Jerome (DIN: 05325285) as an Independent Director of the Company

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	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public – Institutions	E-voting	105277671	93572782	88.8819	93572782	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	105277671	93572782	88.8819	93572782	0	100.0000	0.0000
Public- Non Institutions	E-voting	59087370	11472347	19.4159	11468385	3962	99.9655	0.0345
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	59087370	11472347	19.4159	11468385	3962	99.9655	0.0345
Total		164365041	105045129	63.9097	105041167	3962	99.9962	0.0038

M Siroya and Company **Company Secretaries**

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

SCRUTINIZER'S REPORT

(Postal Ballot Including E-voting)

[Pursuant to Sections 108 & Section 110 of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended]

Report to Mr. Debashis Dey, Company Secretary of CMS Info Systems Limited (CIN: L45200MH2008PLC180479), a Company incorporated under the Companies Act, 1956 and having its Registered Office at T-151, 5th Floor, Tower No.10, Sector-11, Railway Station Complex, CBD, Belapur, Thane, Navi Mumbai, Maharashtra, India, 400614 (hereinafter referred to as 'the Company') on the **POSTAL BALLOT** conducted by the Company to approve the business as mentioned in the Notice of Postal ballot dated May 19, 2025 ("Notice").

1. Pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification/s or re-enactment thereof for the time being in force) and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members was sought for approval of business as mentioned in the Notice.
2. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Board of Directors at their meeting held on May 19, 2025, to conduct the Postal Ballot exercise for passing of the Resolution as contained in the Notice dated May 19, 2025 ("Notice"). My responsibility as the Scrutinizer of the voting process is restricted only to scrutinize the e-voting process in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favor and against the resolution stated in the Postal Ballot Notice, based on the reports generated from the E-voting system provided by National Securities Depository Limited ("NSDL"), the service provider.
3. On the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories/ MUFG Intime (India) Private Limited (Earlier known as Link Intime (India) Private Limited), the Company's Registrar and Transfer Agent ('RTA'), as on May 16, 2025, the Company had sent emails on May 20, 2025 to 1,61,453 Members who had registered their email-ids with the Company. In compliance with the General Circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars') read with relevant SEBI 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. The communication of assent / dissent of the members was taken through the remote e-voting system only.

4. In terms of the aforesaid Notice, Members were required to convey their Assent or Dissent, as the case may be, on or before 5:00 p.m. on Friday, June 20, 2025, in respect of the Resolution as set out therein.
5. Members cast their votes on the remote e-voting platform for the Resolution till 5:00 p.m. on Friday, June 20, 2025, being the last day for ~~receipt of duly completed Postal Ballot Forms and~~ remote e-Voting service facility arranged by National Securities Depository Limited ("NSDL"), as per the said Notice.
6. Members' demographic details, their voting rights and voting pattern were provided by National Securities Depository Limited ("NSDL").
7. After the scrutiny of e-voting results, I report that the **Resolution**, as contained in the said Notice, has been passed as a Special Resolution with Requisite Majority.

I have annexed with this Report, the details of the remote e-voting (**Annexure I**) and the analysis of the Result of the Resolution (**Annexure II**) as contained in the said Notice.

For M Siroya and Company
Company Secretaries

Mukesh
Kumar
Siroya

Digitally signed by
Mukesh Kumar Siroya
Date: 2025.06.20
18:49:09 +05'30'

Mukesh Siroya
Proprietor
Membership No.: F5682
CP No.: 4157
Firm Registration No.: S2003MH061300
PR No.: 1075/2021
UDIN: F005682G000639678

Date: June 20, 2025

Place: Mumbai

Annexure I

	Postal Ballot (Remote E-Voting)	
Resolution No. 1		
1	Number of votes cast by shareholders who participated in e-voting	10,50,45,129
2	Number of Remote E-votes not considered/abstained/invalid	0
3	Number of Valid Votes	10,50,45,129

Annexure II

Analysis of Results of the Resolution as set out in the Notice

Item No. 1: Ordinary/Special Resolution

Appointment of Mr. Vishnu Jerome (DIN: 05325285) as an Independent Director of the Company

Particulars	Number of members who have voted through Remote e-votes*	Number of corresponding Remote e-votes	Percentage (%)
Assent	990	105041167	99.9962
Dissent	39	3962	0.0038
Total	1029	105045129	100.0000

Details of Invalid/Abstained Votes:

Mode of Voting	Invalid votes		Abstained Votes	
	No. of Members who have voted through e-voting	No. of Votes	No. of Members who have abstained on voting through e-voting	No. of Votes
Remote E-Voting	0	0	0	0

Accordingly, out of the total valid votes polled through E-Votes, 10,50,41,167 votes were cast **ASSENTING** to the proposed Resolution constituting 99.9962% (Approx.) of the valid votes polled and 3,962 votes were cast **DISSENTING** to the proposed Resolution constituting 0.0038% (Approx.) of the valid votes polled.

Based on the above result, I report that the Resolution as set out in Item No. 1 of the Notice is passed as a Special Resolution 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: 2025.06.20
18:49:33 +05'30'

Mukesh Siroya

Company Secretary

Membership No. FCS 5682;

CP No. 4157

PR No.: 1075/2021

Firm Registration No.: S2003MH061300

UDIN: F005682G000639678

Place: Mumbai

Date: June 20, 2025

Countersigned

For CMS Info Systems Limited

DEBASHIS
DEY

Digitally signed by
DEBASHIS DEY
Date: 2025.06.20
19:04:51 +05'30'

~~Chairperson/Director~~ **Person authorised by
the Chairperson**

Debashis Dey

Company Secretary

Place: Mumbai

Date: June 20, 2025