

CMSINFO/2309/001

September 6, 2023

To,  
**BSE Limited**  
Listing Department,  
1<sup>st</sup> Floor, PJ Towers, Dalal Street,  
Fort, Mumbai – 400 001

To,  
**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:- Summary of Proceedings of the 16<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of proceedings of 16<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 6, 2023 through Video Conferencing/ Other Audio Video Means.

This is for your information and record please.

Thanking you,  
Yours faithfully  
**For CMS Info Systems Limited**

**CS Praveen Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: FCS 6495**

**Encl: A/a**

**SUMMARY OF PROCEEDINGS OF THE 16<sup>TH</sup> ANNUAL GENERAL MEETING OF CMS INFO SYSTEMS LIMITED HELD THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS (VC/OAVM)**

The 16<sup>th</sup> Annual General Meeting ('AGM/Meeting') of the Shareholders of CMS Info Systems Limited ('the Company') was held on Wednesday, September 6, 2023 at 3.00 p.m. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

The Chairperson, Mrs. Shyamala Gopinath, welcomed the Shareholders, fellow Directors and colleagues who joined the 16<sup>th</sup> AGM and introduced Mr. Rajiv Kaul, Executive Vice-Chairman & CEO.

Thereafter at the request of Mrs. Shyamala Gopinath, Mr. Rajiv Kaul introduced Mr. Tapan Ray, Chairman of the Audit Committee, Stakeholders Relationship Committee & Nomination and Remuneration Committee who was present at the AGM through video conferencing. Mrs. Manju Agarwal, Independent Director, Ms. Sayali Karanjkar, Independent Director and Mr. Krzysztof Wieslaw Jamroz, Non-executive Director who attended the AGM through VC. He also acknowledged the presence of Mr. Pankaj Khandelwal, Chief Financial Officer, Mr. Anush Raghavan, President – Cash Management, Mr. Pradeep Chandan, Head- CS & Compliance and Mr. Praveen Soni, Company Secretary & Compliance officer, representatives of M/s. B S R & Co. LLP, Statutory Auditors, M/s. Grant Thornton Bharat LLP, Internal Auditors and M/s. M Siroya and Company, Secretarial Auditors and Scrutinizers for the remote e-Voting and the e-voting during the AGM, who were also present at the Meeting through Video Conferencing. The AGM was attended by 70 Shareholders of the Company through VC/OAVM.

Mr. Praveen Soni explained the procedural and technical aspects for participating in the AGM by the Speaker shareholders. The requisite quorum being present, the Chairperson commenced the proceedings of the AGM.

With the consent of the Shareholders, the Notice convening the Meeting and the Auditor's Report were taken as read. The Chairperson informed that the Statutory Auditors' Report and Secretarial Auditors Report did not have any qualifications, observations, comments or other remarks and the same were also taken as read. The Shareholders were informed that the Company had received Corporate Representation under Section 113 of the Companies Act, 2013 from a shareholder holding 4,17,71,975 equity shares, representing 26.69% of the paid-up equity capital of the Company. Thereafter she mentioned that, the Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the AGM Notice were available for inspection. Mrs. Shyamala Gopinath then requested Mr. Rajiv Kaul to make the presentation to the shareholders and also she authorised Mr. Rajiv to conduct the remaining proceedings of the AGM.

Mr. Rajiv Kaul, Executive Vice-Chairman, whole-time Director & CEO made the presentation on the performance of the Company for the financial year ended 31<sup>st</sup> March, 2023. He then informed the Shareholders that the Company had provided the facility to cast their votes electronically on the NSDL e-voting platform to exercise e-voting on the resolutions set out in the AGM notice and during the AGM for those Shareholders who had not previously exercised the right of e-voting. The Company had appointed Mr. Mukesh Siroya Proprietor of M/s M Siroya and Company, Company Secretaries as the scrutinizer for the AGM. The procedure for e-voting was explained to shareholders and they were also informed that since the resolutions were already being put to vote through remote e-voting that there would be no proposing and seconding on the resolutions.

In terms of the Notice dated May 23, 2023 convening the 16<sup>th</sup> AGM of the Company, the following items were proposed to be transacted at the AGM through e-voting :

Sr. No.	Particulars	Type of Resolution
<b>Ordinary Business:</b>		
1.	To receive, consider and adopt the:  a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon; and  b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the report of the Auditors thereon	Ordinary Resolution
2.	To declare Final Dividend of Rs. 4.75 per fully paid equity share i.e 47.50% for the financial year ended 31st March, 2023	Ordinary Resolution
3.	To appoint a Director in place of Mr. Ashish Agrawal (DIN: 00163344), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary Resolution
4.	To consider and approve the re-appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No: 101248W/W-100022) as statutory auditors of the company for a 2nd consecutive term of 5 years	Ordinary Resolution
<b>Special Business:</b>		
5.	To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2023-24	Ordinary Resolution

Mr. Rajiv Kaul, then invited the Shareholders to express their views and ask questions/queries arising from the agenda items for the AGM.

After the respective speakers had raised their queries, Mr. Kaul responded to the same on the authorisation of the Chairperson and thanked the speaker shareholders for their feedback, queries and suggestions.

Post the Q & A session, Mr. Rajiv requested the shareholders who had not yet voted, to cast their votes and declared that Mr. Praveen Soni, Company Secretary & Compliance Officer, was authorised to receive the Scrutinizers Report and intimate the results of the consolidated e-voting to the Stock Exchanges. He further mentioned that the consolidated voting results would be declared within 2 working days after the conclusion of the AGM.

Finally, Mr. Rajiv thanked the shareholders for attending and participating at the meeting and their continued support and informed that the e-voting facility would kept open for next 15 Minutes.

The e-Voting facility was kept open for the next 15 minutes to enable the Shareholders to cast their vote. The AGM was declared to have concluded post expiry of 15 minutes i.e. at 05.15 pm (IST).

#### For CMS Info Systems Limited

**CS Praveen Soni**  
**Company Secretary & Compliance Officer**  
**Membership No.: FCS 6495**