

Notice of 18th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 18TH (EIGHTEENTH) ANNUAL GENERAL MEETING ("AGM") OF THE SHAREHOLDERS OF CMS INFO SYSTEMS LIMITED ("THE COMPANY"), WILL BE HELD ON FRIDAY, AUGUST 22, 2025 AT 03:30 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements

To receive, consider and adopt the:

- a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon; and
- b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the report of the Auditors thereon.

2. Declaration of Dividend

To confirm (i) Interim Dividend of ₹ 3.25, and (ii) Special (Interim) Dividend of ₹ 3.00 per fully paid-up equity share, declared for financial year 2024-25; and to approve an additional Final Dividend of ₹ 3.25 per fully paid-up equity share for the financial year ended March 31, 2025.

3. Re-appointment of Director retiring by rotation

To consider re-appointment of Mrs. Shyamala Gopinath (DIN: 02362921) as a Non-Executive Non-independent Director, who retires by rotation at this AGM and, being eligible, offers herself for re-appointment; and in this regard, to consider, and if thought fit, to pass with or without modification(s) following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s) or any re-enactment(s) thereof, for the time being in force), and all other applicable provisions as amended from time to time, the Articles of Association of the Company, and based on the recommendation of the

Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Shyamala Gopinath (DIN: 02362921), Chairperson and Non-Executive Director of the Company, who has attained seventy five years of age and who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Non-Executive Non-independent Director of the Company, whose office shall be liable to determination by way of retirement of Directors by rotation."

SPECIAL BUSINESS:

4. Appointment of Secretarial Auditors of the Company

To consider and approve the appointment of M/s. Siroya and BA Associates, a firm of Practicing Company Secretaries, (Firm Registration No.: P2019MH074300) as the Secretarial Auditors of the Company for a term of 5 (five) years, and in this regard, to consider, and if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 204 of the Companies Act, 2013 read with regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or any re-enactment(s) thereof, for the time being in force), and all other applicable provisions as amended from time to time, and pursuant to the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded for appointment of M/s. Siroya and BA Associates, a firm of Practicing Company Secretaries, (Firm Registration No.: P2019MH074300, holding Peer Review Certificate No. 3907/2023 issued by the Institute of Company Secretaries of India), as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, i.e. to hold office from the conclusion of this 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company to be held in the year 2030, at such remuneration as may be decided by the Audit Committee of the Company in consultation with the Secretarial Auditors;

RESOLVED FURTHER THAT the Audit Committee and the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Ratification of Remuneration of Cost Auditors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to section 148(3) and other applicable provisions, if any of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any amendment(s), statutory modification(s) or any re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s S K Agarwal & Associates, Cost Accountants (Firm Registration No. 100322) appointed by Board of Directors as Cost Auditors, to conduct the audit of the cost accounting records of the Company for the financial year ending March 31, 2026 amounting to ₹ 1.25 Lakhs (Rupees one Lakh twenty five thousand only) plus applicable taxes and reimbursement of out of pocket expenses, in connection with the said audit, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

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

Place: Mumbai
Date: May 19, 2025

Sd/-
Debashis Dey
Company Secretary and
Compliance Officer

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of item nos. 3 to 5 is annexed hereto and forms part of this Notice. Further, the statement pursuant to regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard 2 issued by the Institute of Company Secretaries of India ("SS-2"), providing particulars of Director proposed to be re-appointed at the 18th Annual General Meeting of the Company ("AGM") is provided in **"Annexure A"** to the Notice.
2. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the Shareholders. All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection without any fee by the Shareholders from the date of circulation of this Notice upto the date of the AGM. Shareholders seeking to inspect such documents or seeking any information with regard to the Accounts or any matter to be placed at the AGM can send an e-mail requesting the same to company.secretary@cms.com
3. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting through VC/OAVM, without the physical presence of Shareholders at a common venue. In compliance with the MCA Circulars, the AGM of the Company has been convened to be held through VC/OAVM. The meeting shall be deemed to be held at the Registered Office of the Company at T-151, 5th Floor, Tower No. 10, Railway Station Complex, Sector 11, CBD Belapur, Navi Mumbai - 400614, Maharashtra. Participation of shareholders through VC/OAVM will be reckoned for the purpose of determining quorum for the AGM as per the Act.
4. In compliance with the provisions of sections 101, 108 and 136 of the Act read with relevant Rules made thereunder and the aforesaid MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/ CIR2023/4 dated January 5, 2023, SEBI/ HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and SEBI Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Notice of the AGM along with the Annual Report for FY25 is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories. The Shareholders may note that the Notice and Annual Report for FY25 will also be available on the Company's website www.cms.com, websites of the Stock Exchanges i.e. the BSE Limited ("BSE") and National Stock Exchange ("NSE") of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the e-voting website of Central Depository Services (India) Ltd ("CDSL") at <https://www.evotingindia.com>. In case any shareholder requires physical copy of Annual Report and AGM Notice for the FY2024-25, he/she may send a request to the Company at company.secretary@cms.com.
5. The Voting rights of Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, August 15, 2025.
6. The Company has engaged the services of CDSL for providing the facility for remote e-voting, for participation in the AGM through VC/OAVM and for e-voting during the AGM.
7. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF SHAREHOLDERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE SHAREHOLDERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
8. Pursuant to section 112 and section 113 of the Act, Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or Governing Body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting / e-voting to the Company at company.secretary@cms.com with a copy marked to helpdesk.evoting@cdslindia.com.
9. Since the AGM will be held through VC/OAVM, the route map is not annexed to the AGM Notice.

10. Shareholders who would like to express their views or ask questions during the AGM may send an e-mail from their registered e-mail address mentioning their name, DP ID and Client ID, PAN and Mobile number to company.secretary@cms.com between Friday, August 15, 2025 and Wednesday, August 20, 2025. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Management reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. Shareholders who have questions but do not wish to speak may send their questions in advance mentioning their name, demat account number/ e-mail id, and mobile number to company.secretary@cms.com. The Company will respond to the same appropriately.
12. To protect the environment and enable all communication with the Company promptly, Shareholders who have not registered their e-mail address so far are encouraged to register the same for receiving all the communications including Annual Reports, Notices etc. electronically. The Shareholders may update their e-mail address through their respective Depository Participants (DP) or (temporarily for the purpose of this AGM) by writing to company.secretary@cms.com, along with the details such as Name, DP ID, Client ID, folio number, self-attested PAN card copy, mobile number and e-mail id to be able to receive the Notice of the AGM and Annual Report along with voting instructions, login ID and password for remote e-Voting and to cast their votes.
13. The Company facilitates remittance of dividend amount electronically through National Automated Clearing House (NACH) to all eligible Shareholders. To enable the Company to remit dividend correctly, Shareholders are requested to provide/update details of their bank accounts with their DP by indicating the name of the Bank, Branch, Account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque.
14. Shareholders are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to your respective Depository Participants ("DP"). Changes intimated to the DP will then be automatically reflected in the Company's records and will be used by the Company and the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited).
15. NRI Shareholders are requested to:
- change their residential status on return to India permanently;
 - furnish particulars of bank account(s) maintained in India with complete name, branch, account type, IFSC code, MICR code, Account number and Address of the Bank with PIN Code no. (through their DP), if not furnished earlier.
16. Final dividend for the financial year ended March 31, 2025 as recommended by the Board of Directors, if approved by the Shareholders at the AGM, shall be paid/dispatched within the statutory time limit of 30 days from the conclusion of the AGM, to those Shareholders whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on May 23, 2025 (which shall be the Record Date for the purpose of payment of Dividend).
17. Pursuant to the Income Tax Act, 1961 ("IT Act"), dividends paid or distributed by the Company shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend amount to be paid to the shareholders, subject to approval of shareholders in the ensuing AGM.
- A separate e-mail communication will be sent to shareholders informing the relevant procedure to be adopted by them/documents to be submitted for availing the lower tax rate, if applicable. The shareholders should send the scanned copies of the requisite documents to MUFG Intime India Pvt. Ltd (formerly Link Intime India Private Limited) at C-101, Embassy 247, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083.
18. Shareholders who have not yet encashed their dividends declared by the Company earlier are requested to contact the Company for revalidation of the warrants without any delay. Shareholders are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Accordingly, pursuant to Section 124 of the Act, the unpaid dividend that will become due for transfer to the IEPF are as follows:

Particulars of Dividend	Tentative Date of Transfer
Final Dividend for FY22 (15 th AGM)	October 23, 2029
Final Dividend for FY 23 (16 th AGM)	October 9, 2030
Interim Dividend for FY 24	February 25, 2031
Final Dividend FY 24 (17 th AGM)	August 10, 2031
Interim Dividend FY25	February 10, 2032

In accordance with Section 124 (6) of the Act read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), if a Shareholders does not claim the dividend amount for a consecutive period of 7 (seven) years or more, then the shares held by him/her shall also be transferred to the designated Demat Account of IEPF Authority. The Unclaimed or Unpaid Dividend which have been transferred or the shares which were transferred can be claimed back by the Shareholders from IEPF Authority by following the procedure given on its website i.e. <http://iepf.gov.in/IEPF/refund.html>. Both unclaimed dividend amount and the shares transferred can be claimed from the IEPF Authority by making an online application in the prescribed form "IEPF-5" available on <http://iepf.gov.in/IEPF/refund.html> duly signed along with requisite documents. The Company Secretary acts as the Nodal Officer of the Company for IEPF matters.

19. M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 101248W/W-100022) were re-appointed as Statutory Auditors of the Company at the Sixteenth Annual General Meeting of the Company held on September 6, 2023 for a term of 5 (five) years commencing from the conclusion of Sixteenth Annual General Meeting till the conclusion of Twenty First Annual General Meeting of the Company to be held in the year 2028, on such terms and remuneration as may be determined by the Audit Committee in consultation with the Statutory

Auditors. Consequently, M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 101248W/W-100022), continues to be the Statutory Auditors of the Company till conclusion of Twenty First Annual General Meeting of the Company.

20. The remote e-voting period begins on **Tuesday, August 19, 2025 at 9:00 AM (IST)** and ends on **Thursday, August 21, 2025 at 5:00 PM (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Shareholders, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, August 15, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

21. Instructions for e-voting and joining virtual meetings are as under:

A. Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method **for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>i. Individual Shareholders 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 to EASI / EASIEST are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>ii. 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 company. On clicking the e-voting option during the e-voting period, the user will be able to see e-voting page of CMS Info Systems Limited for casting your vote during the remote e-Voting period or joining the AGM virtually & voting during the meeting. 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 provider's website directly.</p> <p>iii. If the user is not registered for EASI/EASIEST, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option and follow the instructions to register.</p> <p>iv. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting options where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers including CMS Info Systems Ltd.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on CMS Info Systems Limited or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM virtually & voting during the meeting.</p> <p>ii. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Alternately, visit the e-voting website of NSDL. https://www.evoting.nsdl.com/ 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 hold 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. CMS Info Systems Limited or e-Voting service provider name and you will be redirected to CDSL e-Voting website for casting your vote during the remote e-Voting period or joining the meeting virtually & voting during the meeting.</p> <p>iv. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name i.e. CMS Info Systems Limited or e-Voting service provider name and you will be re-directed to CDSL website for casting your vote during the remote e-Voting period or joining the meeting virtually & voting during the meeting.</p>
Login through their Depository Participants (DP) Account for Individual Shareholders (holding securities in demat mode)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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. CMS Info Systems Limited or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the meeting virtually & voting during the meeting.

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.

B. Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for **shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Next enter the Image Verification as displayed and Click on Login.
- If you had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id in the Dividend Bank details field.

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders will now reach “Password Creation” menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the shareholders for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

C. e-Voting/ remote e-voting on the proposed resolutions.

Process for voting on the proposed resolution after login is as follows:

- i. Click on the EVSN for **CMS Info Systems Limited i.e. 250725008**
- ii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- iii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- iv. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- v. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- vi. You can also take a print of the votes cast by clicking on “CLICK HERE TO PRINT” option on the Voting page.

D. Additional facility for Non - Individual Shareholders and Custodians -For Remote e-voting only.

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- v. It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively non-individual shareholders may send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; company.secretary@cms.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

22. Instructions for shareholders attending the AGM through VC/OAVM & e-voting during the Meeting are as under:

- i. The procedure to login for attending the AGM & e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. The link for VC/OAVM to attend AGM will also be available where the **EVSN of CMS Info Systems Ltd. i.e. 250725008** is displayed, on the date and time of the AGM, after successful login as per the instructions mentioned above for remote e-voting.
- iii. Shareholders who have already voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote again at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- vi. Please note that shareholders connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss/ disruption due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. If any Votes are cast by a shareholder through the e-voting available during the AGM but the same shareholder have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

i. Queries:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

ii. Grievances:

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

24. Process for those shareholders whose email/mobile no. are not registered with the Company/depositories.

Shareholders whose email/mobile no. are not registered with the Company/depositories are requested to promptly update your email id & mobile no. with their respective Depository Participant (DP)

For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory for remote e-Voting & joining the AGM virtually.

25. Other instructions:

- i. The Board of Directors have appointed CS Mukesh Siroya (ICSI Membership No. FCS 5682, CoP No. 4157), Proprietor, M/s. M Siroya and Company, Practicing Company Secretaries, Mumbai, and failing him, CS Bhavyata Acharya (ICSI Membership No. ACS: 25734; CoP: 21758), Partner, M/s. Siroya and BA Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and in-meeting e-voting process during the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM and shall submit, within two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or a person authorized by him in writing, who shall declare the result of the voting forthwith.

The results declared along with the report of the scrutinizer shall be placed on the website of the Company www.cms.com and on the e-voting website of CDSL at www.evotingindia.com immediately after the declaration of result. The Company shall simultaneously also submit the results to NSE and BSE, where the shares of the Company are listed.

- iii. While the results on resolutions shall be declared on or after the AGM of the Company, the resolutions will be deemed to have been passed on the AGM date subject to receipt of requisite number of votes in favor of the respective resolutions.

EXPLANATORY STATEMENT IN RESPECT OF RESOLUTIONS PROPOSED TO BE PASSED AS SPECIAL RESOLUTION AND/OR SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO. 3

Re-appointment of Mrs. Shyamala Gopinath as Non-Executive, Non-independent Director of the Company:

Based on recommendation of Nomination and Remuneration Committee and approval of Board of Directors and Shareholders of the Company, Mrs. Shyamala Gopinath (DIN: 02362921) ("Mrs. Gopinath") was appointed as Non-Executive Director of the Company w.e.f. January 1, 2022 pursuant to provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations ("SEBI Listing Regulations") (as amended).

Pursuant to provisions of section 152(6) of the Act, Mrs. Gopinath is liable to retire by rotation at the ensuing 18th Annual General Meeting of the Company ("AGM") and being eligible, offers herself for re-appointment.

Mrs. Gopinath, aged 75 years, holds a Master's Degree in Commerce and is a Certified Associate of Indian Institute of Bankers (CAIIB). As Deputy Governor of the Reserve Bank of India ("RBI") which position, she held for nearly seven years and member of the RBI's Board of Directors, she guided and influenced national policies in diverse areas of financial sector regulation and supervision, the development and regulation of financial markets, capital account management, management of government borrowings, foreign exchange reserves management and payment and settlement systems. During the years 2001 to 2003, she was on deputation with the International Monetary Fund and worked as a Senior Financial Services expert in the then Monetary and Exchange Affairs Department. She served as Chairperson of Advisory Board on Bank, Commercial and Financial Frauds and Chairperson of the Corporate Bonds and Securitization Advisory Committee of Securities & Exchange Board of India. She has also acted as the part-time Non-Executive Chairperson of HDFC Bank Limited. She is an Independent Director on many other companies including Not for Profit entities.

Mrs. Gopinath is also the Chairperson of Company's Stakeholders Relationship Committee and Member of Company's Corporate Social Responsibility Committee, and Risk Management Committee.

Despite her age, Mrs. Gopinath leads a highly active professional life and is known to fly across India and the Globe to share her wisdom at various business gatherings.

Some of the key events participated by Mrs. Gopinath during the recent time are as follows:

- Chaired a Technical session on "Skills, Financing and Collaboration" at an International conference on India-Middle East-Europe Economic Corridor (IMEC) organized by Research and Information Systems and Society of Indian Ocean Studies at New Delhi on March 19, 2025.
- Invited by Reserve Bank of India Ranchi to address Bankers on the occasion of the celebration of RBI@90 on the ninth decade of RBI and to chair a panel discussion on banking and central banking in the next decade on March 21, 2025.
- As member of the Ethics Committee of Association of Mutual Funds of India, participated in a panel discussion at a Special Training Program for Board of Directors of Trustee Companies of Mutual Funds on May 21, 2025.
- Addressed the Second Technical Session of the 3rd National Women's Conference organized by Institute of Company Secretaries of India at Indore, Madhya Pradesh on March 28, 2025 on legislative developments promoting diversity equity and inclusion.
- Addressed participants at the 18th International Conference on CSR organized by Institute of Directors on Dec 21, 2023.

Mrs. Gopinath is also deeply committed to various CSR activities undertaken by the Company and personally visited some of the CSR Project sites during the previous year to get a firsthand view of the effort and the outcome.

Based on the recommendation of the Nomination and Remuneration Committee and taking in account Mrs. Gopinath's active lifestyle, profound expertise in the banking and financial services sector, along with her distinguished experience in governance across multinational and global boards, which has immensely benefited the Company, the Board believes that her continued association would be of significant strategic value to the Company and it is desirable to continue to avail her services as a Non-Executive Director. Accordingly, the Board of Directors considered and approved her continuation as a Non-Executive, Non-independent Director of the Company despite her age.

Mrs. Gopinath (DIN: 02362921) is not debarred from holding the office of Director by virtue of any order of the Securities & Exchange Board of India or any other such Authorities and is not related to any other Director of the Company.

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 such meetings and profit related commission within the limits stipulated under Section 197 of the Act.

The brief profile of Mrs. Gopinath, nature of her expertise, names of companies in which she holds directorships, shareholding in the Company, etc. is given in the “**Annexure A**” to the Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mrs. Shyamala Gopinath, are in any way, interested or concerned in this resolution.

In terms of regulation 17(1A) of SEBI Listing Regulations, no listed company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years, unless a Special Resolution is passed to that effect.

The Board therefore recommends the resolution set out at Item No. 3 of the Notice for approval by the shareholders as a Special Resolution.

ITEM NO. 4

Appointment of Secretarial Auditors:

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”), the Company is required to undertake Secretarial Audit, to be conducted by a Peer Reviewed Practicing Company Secretary/ firm of Practicing Company Secretaries and annex a copy of the Secretarial Audit Report in such form as specified, with the Annual Report of the Company.

Further, pursuant to clause 24A(1)(b) of the SEBI Listing Regulations, as amended, the Board of Directors of the Company is required to recommend the appointment or re-appointment of the Secretarial Auditors of the Company for approval of the Shareholders in its Annual General Meeting as follows:

- i. An individual as Secretarial Auditor for not more than one term of five consecutive years; or
- ii. A Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Consequently, the Board of Directors of the Company at its meeting held on May 19, 2025, and pursuant to the recommendations of the Audit Committee, have recommended the appointment of M/s. Siroya and BA Associates, a firm of Practicing Company Secretaries, (Firm Registration No.: P2019MH074300 (“Secretarial Auditors”), holding Peer Review Certificate No.

3907/2023 issued by the Institute of Company Secretaries of India), as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years, i.e. to hold office from the financial year 2025-26 till financial year 2029-30. The recommendation is based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations with regard to the full time partners, secretarial audit experience of the firm, capability, independent assessment, and also based on the evaluation of the quality of audit work done by them in the past.

M/s. Siroya and BA Associates, Practicing Company Secretaries (the “Firm”), is a partnership firm led by Mr. Mukesh Siroya, a Fellow Member of the Institute of Company Secretaries of India (“ICSI”). With over 26 years of professional experience, including 24 years in active practice, Mr. Siroya has been providing expert services to a distinguished clientele, encompassing both domestic and international corporates across diverse sectors.

The Firm is supported by a team of skilled and qualified company secretaries. Along with its network firm, it serves a diverse clientele across multiple industries, including finance, insurance, mutual funds, hospitality, technology, electronics, textiles, agriculture, employee leasing, aerospace, business solutions, and manufacturing.

M/s. Siroya and BA Associates have confirmed their compliance with the ICSI’s peer review process, holding valid Peer Review Certificate No. 3907/2023 issued by the Institute. The Firm has consented to act as the Company’s Secretarial Auditors, confirming that such appointment would comply with ICSI’s prescribed limits. They have further affirmed their eligibility for this role, confirming no disqualifications or conflicts of interest exist under the SEBI Listing Regulations. The Firm has also submitted the requisite declaration stating that no prohibited non-secretarial services have been provided by them to the Company, its holding company, or subsidiaries.

The remuneration paid by the Company to its Secretarial Auditors for the previous financial year was ₹ 2,80,000. The Audit Committee of the Company is proposed to be authorized to fix and/or change the remuneration payable to M/S. Siroya and BA Associates during their tenure as the Secretarial Auditors of the Company, which shall be in the aforesaid range after considering a nominal annual increment in the fees in consultation with the Secretarial Auditors. The remuneration will be based on the time and efforts required to be put in by them bearing in mind the firms knowledge, expertise, industry experience and reputation and shall be in line with the industry benchmark.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are,

in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item no. 4 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out at item no. 4 of the accompanying Notice for the approval of the Shareholders of the Company.

ITEM NO. 5

Ratification of Cost Auditor's Remuneration:

Pursuant to sub-Section (1) of section 148 of the Companies Act, 2013 ("the Act") Act read with rule (3) of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain the particulars relating to the utilization of material or labor and other items of cost pertaining to its Banking Automation i.e. ATM's & Kiosks Manufacturing business, by including the same in the Books of Account of the Company. However, since the Company's Manufacturing segment is in its nascent stage, the requirement for audit of the Cost Records of the Company as prescribed under sub-section (2) of section 148 of the Act read with rule 4 of the Companies (Cost Records and Audit) Rules, 2014, is not applicable to the Company.

Notwithstanding the above and with an object to set up a robust cost record maintenance system in anticipation of expansion in the manufacturing business in the future, the Board of Directors on the recommendation of the Audit Committee, have re-appointed M/s. S K Agarwal & Associates, Cost

Accountants, Mumbai having Firm Registration No. 100322, as the Cost Auditors of the Company for conducting the audit of Cost Records maintained by the Company for financial year 2025-26, at a remuneration of ₹ 1.25 Lakhs plus reimbursement for out of pocket expenses and applicable taxes. M/s. S K Agarwal, Cost Accountants, have also conveyed their willingness to act as the Cost Auditors of the Company for the financial year ending March 31, 2026 and have informed the Company that their appointment, if made, will be within the limits specified in Section 141(3)(g) of the Act.

In terms of the provisions of section 148(3) of the Act read with the rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is also required to be ratified by the Shareholders. Accordingly, the consent of the Shareholders of the Company is sought to ratify the remuneration approved by the Board as payable to the Cost Auditors for the Financial Year ending March 31, 2026.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item no. 5 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out at item no. 5 of the accompanying Notice for the approval of the Shareholders of the Company.

ANNEXURE - A TO THE NOTICE DATED MAY 19, 2025**Information of Director seeking re-appointment at the 18th Annual General Meeting**

[In pursuance of regulation 36 of SEBI (LODR) Regulations, 2015 and clause 1.2.5 of Secretarial Standards-2]

Name of Director	Shyamala Gopinath
DIN	02362921
Age	75 years
Qualification	Master's Degree in Commerce and is a Certified Associate of Indian Institute of Bankers (CAIIB)
Experience (including expertise in specific functional area)/ Brief Profile	<p>As Deputy Governor of the Reserve Bank of India (RBI) for nearly seven years and a member of its Board of Directors, she played a key role in shaping national policies across a wide range of areas, including financial sector regulation and supervision, development and oversight of financial markets, capital account management, government borrowing strategies, foreign exchange reserves management, and payment and settlement systems.</p> <p>From 2001 to 2003, she was on deputation to the International Monetary Fund, where she served as a Senior Financial Services Expert in the then Monetary and Exchange Affairs Department. She has held several prominent leadership roles, including Chairperson of the Advisory Board on Bank, Commercial and Financial Frauds, and Chairperson of the Corporate Bonds and Securitization Advisory Committee of the Securities and Exchange Board of India (SEBI). She also served as the part-time Non-Executive Chairperson of HDFC Bank Limited. In addition, she is an Independent Director on the boards of several companies, including not-for-profit organizations.</p>
Terms and Conditions of re-appointment	As per the resolution set out in this Notice read with the Explanatory Statement hereto.
Remuneration (including sitting fees, if any) last drawn in financial year 2024-25	Sitting Fees: ₹ 8.00 Lakhs Commission: ₹ 21.00 Lakhs
Remuneration proposed to be paid	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 such meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013
Date of first appointment	January 1, 2022
Shareholding in the Company including shareholding as a beneficial owner as on date of notice	Nil
Relationship with other Directors / Key Managerial Personnel	Mrs. Shyamala Gopinath is not related to any other Director / Key Managerial Personnel of the Company.
No. of Board Meetings attended during the year/ No. of Board Meetings held during the year	5/5
Other Directorships	1. BASF India Limited 2. Crisil Limited 3. Crisil Ratings Limited 4. Vastu Housing Finance Corporation Limited 5. Muon India Leasing and Finance Private Limited

Name of Director	Shyamala Gopinath		
Listed entities from which the Director has resigned /retired during the past three years	1. Tata Elxsi Limited 2. Colgate-Palmolive (India) Limited		
Membership/ Chairmanship of Committees of other Boards	Sr. No.	Name of the Company	Position
	1	BASF India Limited	Audit Committee
			Nomination and Remuneration Committee
			Stakeholders Relationship Committee
			Risk Management Committee
	2.	Crisil Limited	Audit Committee
			Nomination and Remuneration Committee
			Risk Management Committee

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

Place: Mumbai
Date: May 19, 2025

Sd/-
Debashis Dey
Company Secretary and Compliance Officer