

CMSINFO/2305/003

May 20, 2023

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 further to our letter reference no. CMSINFO/2304/007 dated April 20, 2023 regarding the Postal Ballot Notice (“Notice”) dated April 20, 2023 issued to the Shareholders of the Company for seeking approval by way of special resolution for:

1. Re- appointment of Mr. Rajiv Kaul as Executive Vice Chairman, Whole-Time Director and CEO of the Company and approve his terms of appointment including remuneration
2. To approve CMS Employees Stock Option Plan 2023 (“CMS INFO ESOP 2023”)
3. To approve CMS Employees Stock Option Plan 2023 (“CMS INFO ESOP 2023”) for Holding Company and/ or Subsidiary Company (ies)
4. Grant of Stock Options to Mr. Rajiv Kaul, Executive Vice Chairman, Whole-Time Director & CEO, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the company at the time of grant of Option.

The postal ballot process through remote e-voting as set out in the Notice was duly conducted by the Company. Remote e-voting process commenced from 9:00 A.M. (IST) on Friday, April 21, 2023 and concluded at 5:00 P.M. (IST) on Saturday, May 20, 2023, 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. Based on the report of the Scrutinizer, it is hereby declared that the Shareholders of the Company have duly passed the resolution with requisite majority as set out in the Postal Ballot Notice.

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 May 20, 2023 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 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

CS Praveen Soni
Company Secretary & Compliance Officer
(Membership No. FCS 6495)

Encl: As above

Annexure I

Voting Results of the Postal Ballot Notice dated April 20, 2023 of the Company on remote e-voting pursuant to Regulation 44(3) of the Listing Regulations

Date of Postal Ballot Notice	Thursday, April 20, 2023
Cut-off date	Friday, April 14, 2023
e-voting start Date & Time	9:00 A.M. (IST) on Friday, April 21, 2023
e-voting end Date & Time	5:00 P.M. (IST) on Saturday, May 20, 2023.
Total number of Members on cut-off date (i.e April 14, 2023)	1,15,609
No. of Members present in the meeting either in person or through proxy	Not Applicable
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
Promoters and Promoter Group Public	(Resolution passed by means of Postal Ballot through e-voting)

Item no. 1: Re- appointment of Mr. Rajiv Kaul as Executive Vice Chairman, Whole-Time Director and CEO of the Company and approve his terms of appointment including remuneration.

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	93011975	93011975	100.0000	93011975	Nil	100.0000	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		93011975	93011975	100.0000	93011975	Nil	100.0000
Public - Institutions	E-voting	39600121	38685613	97.6906	28405947	10279666	73.4277	26,5723
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		39600121	38685613	97.6906	28405947	10279666	73.4277
Public-Non Institutions	E-voting	21787982	4134311	18.9752	4130078	4233	99.8976	0.1024
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		21787982	4134311	18.9752	4130078	4233	99.8976
Total		154400078	135831899	87.9740	125548000	10283899	92.4290	7.5710

Item no. 2: To approve CMS Employees Stock Option Plan 2023 (“CMS INFO ESOP 2023”)

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	93011975	93011975	100.0000	93011975	Nil	100.0000	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		93011975	93011975	100.0000	93011975	Nil	100.0000
Public – Institutions	E-voting	39600121	38685613	97.6906	28405947	10279666	73.4277	26,5723
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		39600121	38685613	97.6906	28405947	10279666	73.4277
Public- Non Institutions	E-voting	21787982	4132213	18.9656	4124134	8079	99.8045	0.1955
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		21787982	4132213	18.9656	4124134	8079	99.8045
Total		154400078	135829801	87.9726	125542056	10287745	92.4260	7.5740

Item no. 3: To approve CMS Employees Stock Option Plan 2023 (“CMS INFO ESOP 2023”) for Holding Company and/ or Subsidiary Company (ies)

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	93011975	93011975	100.0000	93011975	Nil	100.0000	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		93011975	93011975	100.0000	93011975	Nil	100.0000
Public – Institutions	E-voting	39600121	38685613	97.6906	28405947	10279666	73.4277	26,5723
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		39600121	38685613	97.6906	28405947	10279666	73.4277
Public- Non Institutions	E-voting	21787982	4131873	18.9640	4123469	8404	99.7966	0.2034
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		21787982	4131873	18.9640	4123469	8404	99.7966
Total		154400078	135829461	87.9724	125541391	10288070	92.4257	7.5743

Item no. 4: Grant of Stock Options to Mr. Rajiv Kaul, Executive Vice Chairman, Whole-Time Director & CEO, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the company at the time of grant of Option. The postal ballot process through remote e-voting as set out in the Notice was duly conducted by 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	93011975	93011975	100.0000	93011975	Nil	100.0000	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		93011975	93011975	100.0000	93011975	Nil	100.0000
Public – Institutions	E-voting	39600121	38685613	97.6906	24345720	14339893	62.9322	37.0678
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		39600121	38685613	97.6906	24345720	14339893	62.9322
Public- Non Institutions	E-voting	21787982	4131872	18.9640	4119654	12218	99.7043	0.2957
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		21787982	4131872	18.9640	4119654	12218	99.7043
Total		154400078	135829460	87.9724	121477349	14352111	89.4337	10.5663

For CMS Info Systems Limited

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

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi, Rajendra Nagar, Borivali (E), Mumbai-400 066
Telefax:+91 22 28706523; Mobile: 93243 10151; E-mail:siroyam@gmail.com; www.msiroya.com

SCRUTINIZER'S REPORT
[Postal Ballot (E-voting)]

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairperson
CMS Info Systems Limited
T-151, 5th floor,
Tower No. 10, Sector-11,
Railway Station Complex,
CBD Belapur,
Navi Mumbai 400614.

Dear Madam,

Sub: Scrutinizer's report on Postal Ballot (e-voting) conducted by CMS Info Systems Limited (CIN: L45200MH2008PLC180479) ("the Company") pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to consider and approve the businesses as contained in the Notice of Postal Ballot dated April 20, 2023 ("Postal Ballot Notice").

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the e-voting process under the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on the resolutions contained in the Postal Ballot Notice.
2. The management of the Company is responsible to ensure compliance with the requirement of the Act and Rules relating to e-voting on the resolutions contained in the Postal Ballot Notice. My responsibility as a Scrutinizer is to scrutinize Postal Ballot (remote e-voting) in a fair and transparent manner and to ascertain requisite majority and is restricted to making a Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolutions stated in the Postal Ballot Notice, based on the report generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), appointed by the Company to provide facility for remote e-voting.
3. We note that on the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), as on April 14, 2023, the Company sent emails on April 20, 2023 to members who had registered their email-ids with the

Company, Depositories Participants, Registrar and Transfer Agent - Link Intime India Private Limited. We further note that in compliance with the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33 /2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA 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 and the communication of assent/dissent of the members was taken through the remote e-voting system.

4. I submit herewith a report on the results of remote e-voting as under:
- (i). The remote e-voting period remained open from Friday, April 21, 2023 at 09:00 a.m. (IST) to Saturday, May 20, 2023 at 05:00 p.m. (IST).
 - (ii). The Postal Ballot Notice inter-alia indicating the process and manner of e-voting was sent by electronic mode to those Members whose e-mail addresses were registered with the Company, Depositories Participants, Registrar and Transfer Agent - Link Intime India Private Limited pursuant to MCA circulars.
 - (iii). The voting rights were reckoned as on Friday, April 14, 2023, being the "Cut-off" date for the purpose of deciding the entitlements of Members for the remote e-voting.
 - (iv). Members cast their votes on the remote e-voting platform on Resolutions (which includes those who had registered their participation but abstained from e-voting), till 5:00 p.m. on May 20, 2023, being the last day for e-Voting service facility arranged by NSDL, as per the Postal Ballot Notice.
 - (v). After the closure of the remote e-voting window, the votes cast through remote e-voting were unblocked on May 20, 2023, at 05.01 p.m. in the presence of two witnesses, namely Ms. Darshita Waghela, and Ms. Shagufta Sadikot, who were not in employment of the Company.
 - (vi). Thereafter, we have scrutinized and reviewed the votes cast through remote e-voting as downloaded from the e-voting system of NSDL.
 - (vii). The results of remote e-voting are enclosed as an Annexure I and II to this Report.

For M Siroya and Company
Company Secretaries

MUKESH
KUMAR
SIROYA

Mukesh Siroya
Proprietor

M. No.: F5682; CP No.: 4157
UDIN : F005682E000344790

Date: May 20,2023

Place: Mumbai

Enc: As above

Annexure I

Postal Ballot (Remote E-Voting)		
Resolution No. 1		
1	Number of members who participated in e-voting	834
2	Number of Remote E-Votes not considered/ Abstained/invalid	-
3	Number of Valid Votes	135831899
Resolution No. 2		
1	Number of members who participated in e-voting	828
2	Number of Remote E-Votes not considered/ Abstained/invalid	-
3	Number of Valid Votes	135829801
Resolution No. 3		
1	Number of members who participated in e-voting	825
2	Number of Remote E-Votes not considered/ Abstained/invalid	-
3	Number of Valid Votes	135829461
Resolution No. 4		
1	Number of members who participated in e-voting	824
2	Number of Remote E-Votes not considered/ Abstained/invalid	-
3	Number of Valid Votes	135829460

Annexure II

Analysis of Results of the Resolutions as set out in the Postal Ballot Notice:

Item No. 1: Special Resolution

To re-appoint Mr. Rajiv Kaul as Executive Vice Chairman, Whole-Time Director and CEO of the Company and approve his terms of appointment including remuneration

Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	744	125548000	92.43
Dissent	90	10283899	7.57
Total	834	135831899	100

Details of Invalid/Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of Shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Total	0	0	0	0

Accordingly, out of the 135831899 valid votes polled through e-voting, 125548000 votes were cast **ASSENTING** to the Special Resolution constituting 92.43% (Approx.) of the valid votes polled and 10283899 votes were cast **DISSENTING** to the Special Resolution constituting 7.57%(Approx.) of the valid votes polled.

Based on the above result, I report that the Special Resolution as set out in Item No. 1 of the Postal Ballot Notice is passed with **Requisite Majority**.

Item No. 2: Special Resolution

To approve CMS Employees Stock Option Plan 2023

Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	723	125542056	92.43
Dissent	105	10287745	7.57
Total	828	135829801	100

Details of Invalid/Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of Shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Total	0	0	0	0

Accordingly, out of the 135829801 valid votes polled through e-voting, 125542056 votes were cast **ASSENTING** to the Special Resolution constituting 92.43% (Approx.) of the valid votes polled and 10287745 votes were cast **DISSENTING** to the Special Resolution constituting 7.57%(Approx.) of the valid votes polled.

Based on the above result, I report that the Special Resolution as set out in Item No. 2 of the Postal Ballot Notice is passed with **Requisite Majority**.

Item No. 3: Special Resolution

To approve CMS Employees Stock Option Plan 2023 for Holding Company and/or Subsidiary Company(ies)

Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	717	125541391	92.43
Dissent	108	10288070	7.57
Total	825	135829461	100

Details of Invalid/Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of Shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Total	0	0	0	0

Accordingly, out of the 135829461 valid votes polled through e-voting, 125541391 votes were cast **ASSENTING** to the Special Resolution constituting 92.43% (Approx.) of the valid votes polled and 10288070 votes were cast **DISSENTING** to the Special Resolution constituting 7.57%(Approx.) of the valid votes polled.

Based on the above result, I report that the Special Resolution as set out in Item No. 3 of the Postal Ballot Notice is passed with **Requisite Majority**.

Item No. 4: Special Resolution

Grant of Stock Options to Mr. Rajiv Kaul, Executive Vice Chairman, Whole-Time Director & CEO, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the Company at the time of grant of Option

Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	692	121477349	89.43
Dissent	132	14352111	10.57
Total	824	135829460	100

Details of Invalid/Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of Shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Total	0	0	0	0

Accordingly, out of the 135829460 valid votes polled through e-voting, 121477349 votes were cast **ASSENTING** to the Special Resolution constituting 89.43% (Approx.) of the valid votes polled and 14352111 votes were cast **DISSENTING** to the Special Resolution constituting 10.57% (Approx.) of the valid votes polled.

Based on the above result, I report that the Special Resolution as set out in Item No. 4 of the Postal Ballot Notice is passed 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**

**Mukesh Siroya
Proprietor
M.No. FCS 5682; CP No. 4157
UDIN: F005682E000344790
Place: Mumbai
Date: May 20, 2023**

**Countersigned
For CMS Info Systems Limited**

**PRAVEEN
SONI**

**CS Praveen Soni
Company Secretary & Compliance Officer
Person authorised by the Chairman**

**Place: Mumbai
Date: May 20, 2023**