

CMSINFO/2203/005

March 17, 2022

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 other disclosures

In continuation to our letter reference no. CMSINFO/2202/015 dated February 11, 2022 regarding the Postal Ballot Notice (“Notice”) dated February 04, 2022 issued to the members of the Company seeking their approval on the matters as set out in the Notice.

Remote e-voting process commenced from 9:00 A.M. (IST) on Monday, February 14, 2022 and concluded at 5:00 P.M. (IST) on March 15, 2022, post which the Scrutinizer, CS Mukesh Siroya (ICSI Membership No. F5682), M/s. M. Siroya & Company, Practicing Company Secretaries, Mumbai submitted the report on the results of the Postal Ballot. Based on the report of the Scrutinizer, it is hereby declared that the members of the Company have duly passed all the resolutions as set out in the Notice.

In this regards, 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**;
- ii) Scrutinizer's Report dated March 16, 2022 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**;
- iii) Disclosures in terms of Regulation 30 read with Schedule III of the Listing Regulations and SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 September 2015 in relation to:
 - a) Alteration of Articles of Association of the Company at **Annexure III** and
 - b) Appointment of Ms. Manju Agarwal (DIN: 06921105) as a Non-Executive Woman Independent Director of the Company, Ms. Sayali Karanjkar (DIN: 07312305) as a Non-Executive Woman Independent Director of the Company and Ms. Shyamala Gopinath (DIN 02362921) as a Non-Executive Non Independent Director of the Company at **Annexure IV**.

The voting results alongwith the Scrutinizer's Report are 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 records.

Thanking You.

Yours faithfully,

For CMS Info Systems Limited



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

Encl: As above

Voting Results of the Postal Ballot Notice dated February 04, 2022 of the Company on remote e-voting pursuant to Regulation 44(3) of the Listing Regulations

Date of Postal Ballot Notice	February 04, 2022
Total number of shareholders on cut-off date (i.e. Friday, February 04, 2022)	1,56,736
Cut-off date for ascertaining voting rights of Members i.e. Friday, February 04, 2022	
No. of Shareholders present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group Public	(Resolutions passed by means of Postal Ballot through e-voting)
Number of shareholders attended the meeting through video conferencing	Not Applicable
Promoters and Promoter Group Public	(Resolutions passed by means of Postal Ballot through e-voting)

Agenda No. 1					Appointment of Ms. Manju Agarwal (DIN: 06921105) as a Non Executive Woman Independent Director of the Company			
Resolution Required					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	97086840	97074069	99.9868458	97074069	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		97086840	97074069	99.9868458	97074069	0	100
Public Institutions	E-voting	30325989	29884885	98.54545881	29884885	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		30325989	29884885	98.54545881	29884885	0	100
Public Non-Institutions	E-voting	20587171	142193	0.690687419	133818	8375	94.11011794	5.889882062
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		20587171	142193	0.690687419	133818	8375	94.11011794
Total		148000000	127101147	85.87915338	127092772	8375	99.99341076	0.00658924

Agenda No. 2					Appointment of Ms. Sayali Karanjkar (DIN: 07312305) as a Non-Executive Woman Independent Director of the Company			
Resolution Required					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	97086840	97074069	99.9868458	97074069	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		97086840	97074069	99.9868458	97074069	0	100
Public Institutions	E-voting	30325989	29884885	98.54545881	29884885	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		30325989	29884885	98.54545881	29884885	0	100
Public Non-Institutions	E-voting	20587171	140832	0.684076506	132462	8370	94.05674847	5.943251534
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		20587171	140832	0.684076506	132462	8370	94.05674847
Total		148000000	127099786	85.87823378	127091416	8370	99.99341462	0.006585377

Agenda No. 3					Appointment of Ms. Shyamala Gopinath (DIN 02362921) as a Non-Executive Non Independent Director of the Company			
Resolution Required					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	97086840	97074069	99.9868458	97074069	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		97086840	97074069	99.9868458	97074069	0	100
Public Institutions	E-voting	30325989	29884885	98.54545881	29850055	34830	99.88345279	0.116547211
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		30325989	29884885	98.54545881	29850055	34830	99.88345279
Public Non-Institutions	E-voting	20587171	142065	0.690065672	134077	7988	94.37722169	5.622778306
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		20587171	142065	0.690065672	134077	7988	94.37722169
Total		148000000	127101019	85.87906689	127058201	42818	99.96631184	0.033688164

Agenda No. 4					Alteration of Articles of Association of the Company			
Resolution Required					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	97086840	97074069	99.9868458	97074069	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		97086840	97074069	99.9868458	97074069	0	100
Public Institutions	E-voting	30325989	29884885	98.54545881	14633866	15251019	48.9674496	51.0325504
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		30325989	29884885	98.54545881	14633866	15251019	48.9674496
Public Non-Institutions	E-voting	20587171	141746	0.688516164	132805	8941	93.69223823	6.307761771
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		20587171	141746	0.688516164	132805	8941	93.69223823
Total		148000000	127100700	85.87885135	111840740	15259960	87.99380334	12.00619666

Agenda No. 5					Ratification of CMS Employees Stock Option Plan 2016			
Resolution Required					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	97086840	97074069	99.9868458	97074069	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	97086840	97074069	99.9868458	97074069	0	100	0
Public Institutions	E-voting	30325989	29884885	98.54545881	17767326	12117559	59.45254934	40.54745066
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	30325989	29884885	98.54545881	17767326	12117559	59.45254934	40.54745066
Public Non-Institutions	E-voting	20587171	142127	0.690366831	131777	10350	92.71778058	7.282219423
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	20587171	142127	0.690366831	131777	10350	92.71778058	7.282219423
Total		148000000	127101081	85.87910878	114973172	12127909	90.45805991	9.541940088

Agenda No. 6					Arrangement between Mr. Rajiv Kaul, Executive Vice Chairman, Whole-time Director & CEO and Vault Co-Investment Vehicle L.P.			
Resolution Required					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	97086840	97074069	99.9868458	97074069	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	97086840	97074069	99.9868458	97074069	0	100	0
Public Institutions	E-voting	30325989	28367288	93.54118014	22920353	5446935	80.79853457	19.20146543
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	30325989	28367288	93.54118014	22920353	5446935	80.79853457	19.20146543
Public Non-Institutions	E-voting	20587171	142275	0.691085725	129051	13224	90.7053242	9.294675804
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	20587171	142275	0.691085725	129051	13224	90.7053242	9.294675804
Total		148000000	125583632	84.85380541	120123473	5460159	95.65217305	4.347826952

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)]

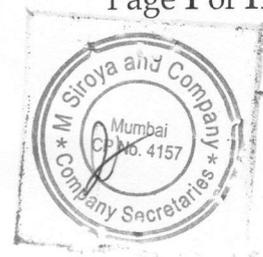
[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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,

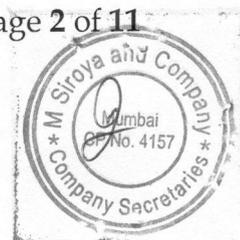
Sub: Scrutinizer's report on Postal Ballot (e-voting) conducted by CMS Info Systems Limited (CIN: L45200MH2008PLC180479) ("the Company") pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to consider and approve the businesses as contained in the Notice of Postal Ballot dated February 4, 2022 ("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 February 4, 2022, the Company sent emails on February 11, 2022 to 150368 members who had registered their email-ids with the Company. We further note that in compliance with the General Circular No. 14/2020 dated April 8, 2020, read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, and General No. 20/2021 dated December 8, 2021 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 Monday, February 14, 2022 at 09:00 a.m. (IST) to Tuesday, March 15, 2022 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, February 4, 2022, 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 March 15, 2022, 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 March 15, 2022, at 05.02 p.m. in the presence of two witnesses, namely Ms. Pinal Darji 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 Siroya

Proprietor

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

UDIN :F005682C002948292

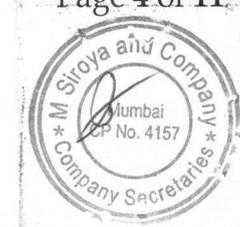


Date: March 16, 2022

Place: Mumbai

Enc: As above

Postal Ballot (Remote E-Voting)		
Resolution No. 1		
1	Number of members who participated in e-voting	1433
2	Number of Remote E-Votes not considered/ Abstained/invalid	1
3	Number of Valid Votes	1432
Resolution No. 2		
1	Number of members who participated in e-voting	1425
2	Number of Remote E-Votes not considered/ Abstained/invalid	0
3	Number of Valid Votes	1425
Resolution No. 3		
1	Number of members who participated in e-voting	1426
2	Number of Remote E-Votes not considered/ Abstained/invalid	0
3	Number of Valid Votes	1426
Resolution No. 4		
1	Number of members who participated in e-voting	1420
2	Number of Remote E-Votes not considered/ Abstained/invalid	0
3	Number of Valid Votes	1420
Resolution No. 5		
1	Number of members who participated in e-voting	1424
2	Number of Remote E-Votes not considered/ Abstained/invalid	0
3	Number of Valid Votes	1424
Resolution No. 6		
1	Number of members who participated in e-voting	1425
2	Number of Remote E-Votes not considered/ Abstained/invalid	0
3	Number of Valid Votes	1425



Analysis of Results of the Resolutions as set out in the Postal Ballot Notice:Item No. 1: Special Resolution

Appointment of Ms. Manju Agarwal (DIN: 06921105) as a Non-Executive Woman Independent Director of the Company

Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	1338	127092743	99.99
Dissent	94	8375	0.01
Total	1432	127101118	100.00

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	1	29	-	-
Total	1	29	-	-

*Invalid votes include votes casted through remote e-voting by Ms. Manju Agrawal herself which has been disregarded for the purpose of this resolution

Accordingly, out of the 127101118 valid votes polled through e-voting, 127092743 votes were cast **ASSENTING** to the Special Resolution constituting 99.99% (Approx.) of the valid votes polled and 8375 votes were cast **DISSENTING** to the Special Resolution constituting 0.01% (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

Appointment of Ms. Sayali Karanjkar (DIN: 07312305) as a Non-Executive Woman Independent Director of the Company

Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	1325	127091416	99.99
Dissent	100	8370	0.01
Total	1425	127099786	100.00

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	-	-	-	-
Total	-	-	-	-

Accordingly, out of the 127099786 valid votes polled through e-voting, 127091416 votes were cast **ASSENTING** to the Special Resolution constituting 99.99% (Approx.) of the valid votes polled and 8370 votes were cast **DISSENTING** to the Special Resolution constituting 0.01% (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

Appointment of Ms. Shyamala Gopinath (DIN 02362921) as a Non-Executive Non Independent Director of the Company

Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	1333	127058201	99.97
Dissent	93	42818	0.03
Total	1426	127101019	100.00

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	-	-	-	-
Total	-	-	-	-

Accordingly, out of the 127101019 valid votes polled through e-voting, 127058201 votes were cast **ASSENTING** to the Special Resolution constituting 99.97% (Approx.) of the valid votes polled and 42818 votes were cast **DISSENTING** to the Special Resolution constituting 0.03% (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

Alteration of Articles of Association of the Company

Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	1305	111840740	87.99
Dissent	115	15259960	12.01
Total	1420	127100700	100.00

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	-	-	-	-
Total	-	-	-	-

Accordingly, out of the 127100700 valid votes polled through e-voting, 111840740 votes were cast **ASSENTING** to the Special Resolution constituting 87.99% (Approx.) of the valid votes polled and 15259960 votes were cast **DISSENTING** to the Special Resolution constituting 12.01% (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**.



Item No. 5: Special Resolution

Ratification of CMS Employees Stock Option Plan 2016

Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	1310	114973172	90.46
Dissent	114	12127909	9.54
Total	1424	127101081	100.00

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	-	-	-	-
Total	-	-	-	-

Accordingly, out of the 127101081 valid votes polled through e-voting, 114973172 votes were cast **ASSENTING** to the Special Resolution constituting 90.46% (Approx.) of the valid votes polled and 12127909 votes were cast **DISSENTING** to the Special Resolution constituting 9.54% (Approx.) of the valid votes polled.

Based on the above result, I report that the Special Resolution as set out in Item No. 5 of the Postal Ballot Notice is passed with **Requisite Majority**.



Item No. 6: Ordinary Resolution

Arrangement between Mr. Rajiv Kaul, Executive Vice Chairman, Whole-time Director & CEO and Vault Co-Investment Vehicle L.P.

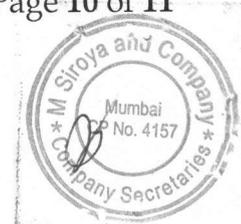
Particulars	Remote e-voting		Percentage (%)
	No. of Members voted	No. of shares for which votes cast	
Assent	1296	120123473	95.65
Dissent	129	5460159	4.35
Total	1425	125583632	100.00

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	-	-	-	-
Total	-	-	-	-

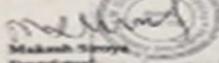
Accordingly, out of the 125583632 valid votes polled through e-voting, 120123473 votes were cast **ASSENTING** to the Ordinary Resolution constituting 95.65% (Approx.) of the valid votes polled and 5460159 votes were cast **DISSENTING** to the Ordinary Resolution constituting 4.35% (Approx.) of the valid votes polled.

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 6 of the Postal Ballot Notice is passed with **Requisite Majority**.

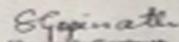


The electronic form and all other relevant records relating to returns voting are under my safe custody and will be handed over to the Company Secretary/Authorized Person for preserving, safely after the results of the postal ballot are declared.

For M Sivya and Company
Company Secretary


Makash Sivya,
Proprietor
M.No. PCS 9402, CT No. 4157
UDIN: 9005402C007940702
Place: Mumbai
Date: March 16, 2022

Consignee
For CMS India Systems Limited


Shyamala Gopinath
Chairperson of the Company
UDIN: 00362921
Place: Camp, San Ramon, CA, USA.
Date: March 16, 2022

Information as required under Regulation 30 read with Part A of Schedule III of Listing Regulations

Details of alteration to Articles of Association of the Company

Sr. No.	Particulars
1	<p>(i) deletion of “PART B” of the Articles in entirety.</p> <p>(ii) deletion of the words “Part A” wherever appearing in the Articles and introductory para thereof; and</p> <p>(iii) existing Article 52(b) be substituted by new Article 52(b) as below:</p> <p><i>Article 52(b):</i></p> <p><i>Notwithstanding anything contained in these Articles, Sion shall have the right to nominate two Directors on the Board and the directors nominated by Sion shall be non-executive directors who may or may not be required to retire by rotation as per applicable provisions, till such time Sion is a Shareholder. Sion shall have the power, by serving a notice in writing upon the Company, to withdraw or replace such nominee directors of Sion.</i></p>

Information as required under Regulation 30 read with Part A of Schedule III of listing Regulations and SEBI Circular No. CIR/CFD/ CM0/4/ 2015 dated 9 September 2015
Appointment of Ms. Manju Agarwal (DIN: 06921105) as a Non-Executive Woman Independent Director of the Company

Sr. No.	Particulars of disclosure required	Information
a.	Reason for change viz. appointment, resignation, removal, death or otherwise	Upon recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the Members of the Company have approved the appointment of Ms. Manju Agarwal (DIN: 06921105) as a Non-Executive Woman Independent Director of the Company
b.	Date of appointment/ cessation (as applicable) & term of appointment	Date of Appointment: effective from January 01, 2022 Term of Appointment: Term of 2 (two) years commencing from January 01, 2022 to December 31, 2023, liable to retire by rotation.
c.	Brief profile	Ms. Manju Agarwal, is Post-Graduate from University of Allahabad, an Associate of the Indian Institute of Bankers, Certification in Documentary Credits, by Euro Money, UK, Certification in Marketing, by IIM, Kolkata and Certification in Financial Inclusion, by Harvard Kennedy School, USA. Ms. Manju Agarwal, has 34 years of banking experience with State Bank of India, in India and overseas - Retail banking, Digital Banking, Customer Service and Financial Inclusion at Policy, Strategy and Operations level. She has Led SBI's partnership with Reliance Industries Ltd to set up Jio Payments Bank Ltd., Led the Govt Business, Transaction Banking and Issuing & Acquiring Business of the Bank, Led Bank's foray in Transit and Metro solutions and Bank's Jan Dhan program.
d.	Disclosure of relationships between directors	Ms. Manju Agarwal is not related to any Director of the Company
e.	Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, both dated 20th June, 2018.	Ms. Manju Agarwal is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority.

Appointment of Ms. Sayali Karanjkar (DIN: 07312305) as a Non-Executive Woman Independent Director of the Company

Sr. No.	Particulars of disclosure required	Information
a.	Reason for change viz. appointment, resignation, removal, death or otherwise	Upon recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the Members of the Company have approved the appointment of Ms. Sayali Karanjkar (DIN: 07312305) as a Non-Executive Woman Independent Director of the Company.

b.	Date of appointment/ cessation (as applicable) & term of appointment	Date of Appointment: effective from January 01, 2022. Term of Appointment: Term of 2 (two) years commencing from January 01, 2022 to December 31, 2023, liable to retire by rotation.
c.	Brief profile	Ms. Sayali Karanjkar is MBA from the Kellogg School of Management, a Masters in Engineering Management from Northwestern University Illinois, United States and a Bachelors degree from the National University of Singapore. Sayali Karanjkar is the Co-Founder of Paysense and was the Chief Business Officer of PayU Credit India. Prior to Paysense, Sayali spent 15+ years in US and Singapore building and executing strategies for leading consumer and retail companies in the US with AT&T in California and with AT Kearney in Chicago. She is a founding member and venture partner at an early stage Fintech focussed fund with two seasoned Silicon Valley investors. She is an angel investor and advisor to a media tech startup, Opoyi and another early stage Fintech startup. She is also helping early stage founders as part of Yatra Angel Network.
d.	Disclosure of relationships between directors	Ms. Sayali Karanjkar is not related to any Director of the Company
e.	Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, both dated 20th June, 2018.	Ms. Sayali Karanjkar is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority.

Appointment of Ms. Shyamala Gopinath (DIN 02362921) as a Non-Executive Non Independent Director of the Company

Sr. No.	Particulars of disclosure required	Information
a.	Reason for change viz. appointment, resignation, removal, death or otherwise	Upon recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the Members of the Company have approved the appointment of Ms. Shyamala Gopinath (DIN 02362921) as a Non-Executive Non Independent Director of the Company.
b.	Date of appointment/ cessation (as applicable) & term of appointment	Date of Appointment: effective from January 01, 2022.
c.	Brief profile	Ms. Shyamala Gopinath holds master's degree in commerce from the University of Mysore. She is a certified associate member of the Indian Institute of Bankers and an honorary fellow of the Indian Institute of Banking and Finance. Ms. Shyamala Gopinath has served as the

		Deputy Governor of the RBI, chairperson of the advisory board on Bank, Commercial and Financial Frauds and part-time non-executive director of HDFC Bank Limited. Currently, she is a director on the board of several companies including Colgate Palmolive (India) Limited, CRISIL Limited, CRISIL Ratings Limited and Grassroot Trading Network for Women. She is associated with Indian Institute of Management, Raipur as the chairperson of the board of governors, Research and Information System for Developing Countries as a member and Sanitation and Advisory Council of India Sanitation Coalition as a member of finance.
d.	Disclosure of relationships between directors	Ms. Shyamala Gopinath is not related to any Director of the Company
e.	Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India ltd with ref. no. NSE/CML/2018/24, both dated 20th June, 2018.	Ms. Shyamala Gopinath is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority.