

CMSINFO/2403/005

March 4, 2024

To
BSE Limited
Listing Department,
1st Floor, PJ Towers, Dalal Street,
Fort, Mumbai – 400 001

National Stock Exchange of India
Limited Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: 543441

Symbol: CMSINFO

Dear Sir/Madam,

Sub: Outcome of Postal Ballot and Scrutinizers Report

This has reference to our letter no. CMSINFO/2402/001 dated February 1, 2024 regarding the Postal Ballot Notice (“Notice”) dated January 24, 2024, issued to the Shareholders of the Company for seeking approval by way of special resolution for:

1. Re-appointment of Mrs. Manju Agarwal (DIN: 06921105) as Non-Executive Independent Director of the Company
2. Re-appointment of Ms. Sayali Karanjkar (DIN: 07312305) as Non-Executive Independent Director of the Company

Subsequently, on March 1, 2024, Mrs. Manju Agarwal, Independent Director, who was proposed to be re-appointed pursuant to Resolution No. 1 of the Postal Ballot Notice, resigned as Director of the Company due to her personal commitments . Consequently, the resolution proposed at item no. 1 of the postal ballot notice dated January 24, 2024 became infructuous.

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, February 2, 2024 and ends at 5:00 P.M. (IST) on Saturday, March 2, 2024, post which the Scrutinizer, CS Mukesh Siroya (ICSI Membership No. F5682), proprietor of M/s. M. Siroya & Company, Practicing Company Secretaries, Mumbai submitted the report on the result of the Postal Ballot on March 4, 2024. Based on the report of the Scrutinizer, it is hereby declared that the Shareholders of the Company have duly passed the Special resolution set out at item no. 2 of the Postal ballot Notice i.e. for re-appointment of Ms. Sayali Karanjkar as an Independent Director, with requisite majority.

In this regard, please find enclosed following:

- i) Voting results in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) at **Annexure I**; and
- ii) Scrutinizer's Report dated March 4, 2024 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

Debashis Dey
Company Secretary & Compliance Officer
Encl: As above

Annexure I

Voting Results of the Postal Ballot Notice dated January 24, 2024 of the Company on remote e-voting pursuant to Regulation 44(3) of the Listing Regulations

Date of Postal Ballot Notice	Wednesday, January 24, 2024
Cut-off date	Friday, January 26, 2024
e-voting start Date & Time	9:00 A.M. (IST) on Friday, February 2, 2024
e-voting end Date & Time	5:00 P.M. (IST) on Saturday, March 2, 2024
Total number of Members on cut-off date (i.e January 26, 2024)	1,57,757
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 Mrs. Manju Agarwal (DIN: 06921105) as Non-Executive Independent Director of the Company*

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?:				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	41771975	41771975	100	41771975	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	41771975	41771975	100	41771975	0	100	0
Public – Institutions	E-voting	73289054	66660569	90.9557	40032172	26628397	60.0538	39.9462
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	73289054	66660569	90.9557	40032172	26628397	60.0538	39.9462
Public- Non Institutions	E-voting	41628595	5104697	12.2625	4908302	196395	96.1527	3.8473
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	41628595	5104697	12.2625	4908302	196395	96.1527	3.8473
Total		156689624	113537241	72.4599613564712	86712449	26824792	76.3735742	23.6264258

*Mrs. Manju Agarwal, has vide her letter dated 1st March 2024 resigned as a Director of the Company due to her personal commitments. Consequently, the resolution proposed at item no. 1 of the postal ballot notice dated 24th January, 2024 stands infructuous. Hence, the result of remote e-voting for the same has not been provided.

Item no. 2: Re-appointment of Ms. Sayali Karanjkar (DIN: 07312305) as Non-Executive Independent Director of the Company

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?:				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-voting	41771975	41771975	100	41771975	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		41771975	41771975	100	41771975	0	100
Public – Institutions	E-voting	73289054	66660569	90.9557	66293007	367562	99.4486	0.5514
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		73289054	66660569	90.9557	66293007	367562	99.4486
Public- Non Institutions	E-voting	41628595	5104302	12.2615	5099448	4854	99.9049	0.0951
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		41628595	5104302	12.2615	5099448	4854	99.9049
Total		156689624	113536846	72.4597	113164430	372416	99.6720	0.3280

For CMS Info Systems Limited

Debashis Dey
Company Secretary & Compliance Officer

SCRUTINIZER'S REPORT
(Postal Ballot Including E-voting)

[Pursuant to Section 108 & Section 110 of 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 Sir,

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 January 24, 2024 ("Notice").

1. Pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members was sought for approval of businesses as mentioned in the Notice.
2. In terms of provisions of Section 110 of the Companies Act, 2013 read with the Rules, I was appointed as Scrutinizer by the Company on January 24, 2024, to conduct the Postal Ballot exercise for passing of the Special Resolutions as contained in the Notice. My responsibility as the Scrutinizer of the voting process is restricted only to scrutinize the e-voting process in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL the service provider.
3. 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 January 26, 2024, the Company sent emails on February 01, 2024 to 1,52,791 Members who had registered their Email-ids with the Company. In compliance with the General Circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), physical copy of 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 only.

4. In terms of the aforesaid Notice, Members were required to convey their Assent or Dissent, as the case may be, on or before 5:00 P.M. on Saturday, March 2, 2024 in respect of the Resolutions as set out therein.
5. We have been informed by the Company that on March 1, 2024 Mrs. Manju Agarwal, Non-Executive Independent Director, who was proposed to be re-appointed pursuant to Resolution No. 1 of the Notice, resigned as Director of the Company. Consequently, the resolution proposed at item no. 1 of the Notice stands infructuous.
6. 1082 and 1075 Members cast their votes on the remote e-Voting platform for the Resolution No. 1 and 2 respectively, till 5:00 P.M. on Saturday, March 2, 2024, being the last day for receipt of e-Voting service facility arranged by NSDL, as per the said Notice.
7. In case of E-voting, Members' demographic details, their voting rights and voting pattern were provided by NSDL.
8. After the scrutiny of e-Voting results, I report that the **Special Resolution** as set out in **Item No. 2** of the said Notice, has been **passed with Requisite Majority**.

I have annexed with this Report, the analysis of the Result of the Resolutions (**Annexure I**) as contained in the said Notice.

For M Siroya and Company
Company Secretaries

MUKESH
KUMAR
SIROYA

Digitally signed by
MUKESH KUMAR
SIROYA
Date: 2024.03.04
18:40:24 +05'30'

Mukesh Siroya

Proprietor

Membership No.: F5682; CP No.: 4157

UDIN: F005682E003531523

PR No.: 1075/ 2021

Date: March 4, 2024

Place: Mumbai

Annexure I

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

Item No. 1: Special Resolution

Re-appointment of Mrs. Manju Agarwal (DIN: 06921105) as Non-Executive Independent Director of the Company*

Particulars	Number of members who have voted through	Number of corresponding votes	Percentage
	Remote e-votes	Remote e-votes	
Assent	975	86712449	76.37
Dissent	107	26824792	23.63
Total	1082[^]	113537241	100.00

[^]Includes one member who has voted partially in favour and partially against.

Details of Invalid/ Abstained Votes:

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

* We have been informed by the Company that on March 1, 2024 Mrs. Manju Agarwal, Non-Executive Independent Director, who was proposed to be re-appointed pursuant to Resolution No. 1 of the Notice, resigned as Director of the Company. Consequently, the resolution proposed at item no. 1 of the Notice stands infructuous.

Item No. 2: Special Resolution

2. Re-appointment of Ms. Sayali Karanjkar (DIN 07312305) as Non-Executive Independent Director of the Company

Particulars	Number of members who have voted through	Number of corresponding votes	Percentage
	Remote e-votes	Remote e-votes	
Assent	1008	113,164,430	99.67
Dissent	67	372,416	0.33
Total	1075	113,536,846	100.00

Details of Invalid/ Abstained Votes:

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

Accordingly, out of the **113,536,846** Valid votes polled through E-Votes, 113,164,430 votes were cast **ASSENTING** to the Special Resolution constituting **99.67%** (Approx.) of the valid votes polled and 372,416 votes were cast **DISSENTING** to the Special Resolution constituting **0.33%** (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 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

Digitally signed by
MUKESH KUMAR SIROYA
Date: 2024.03.04 18:41:18
+05'30'

Mukesh Siroya
Company Secretary
Membership No. FCS 5682;
CP No. 4157
UDIN: F005682E003531523
PR No.: 1075/ 2021

Place: Mumbai
Date: March 4, 2024

Countersigned
For CMS Info Systems Limited

~~Chairperson/Director/~~ **Person authorised by the**
Chairperson
Debashis Dey
Company Secretary and Compliance Officer

Place: Mumbai
Date: March 4, 2024