



CMS Connecting Commerce
CMS INFO SYSTEMS LIMITED

Regd Off: T-151, Tower No. 10, Railway Station Complex, 5th Floor, Sector-11, CBD Belapur, Navi Mumbai – 400 614
Tel: +91-22- 4889 7400 Email: contact@cms.com
CIN: L45200MH2008PLC180479 Website: www.cms.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force), 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 and No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars') as amended from time to time and all other applicable laws, rules and regulations, if any, that the Special and Ordinary Resolution(s) as appended hereto are proposed to be passed by the Members of CMS Info Systems Limited ('the Company') through Postal Ballot by way of Electronic Voting ('e-voting').

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolution(s) is also attached with this Notice.

The Board of Directors of the Company has appointed CS Mukesh Siroya (ICSI Membership No. FCS 5682), M/s. M Siroya & Company, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot voting process through e-voting in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated December 9, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by Listed Entities as amended from time to time, Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to extend e-voting facility as an alternative, to enable the Members to cast their votes electronically instead through the physical postal ballot form(s). For the purpose of e-voting, the Company has engaged the services of National Securities Depository Limited ('NSDL'). Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

The remote e-voting period commences from 9:00 A.M. (IST) on Monday, February 14, 2022 and ends at 5:00 P.M. (IST) on Tuesday, March 15, 2022. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by her upon completion of the scrutiny of the votes cast through remote e-voting.

The results of the Postal Ballot will be announced at or before 5:00 P.M. (IST) on Thursday, March 17, 2022. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.cms.com and on the website of NSDL www.evoting.nsdl.com

SPECIAL BUSINESS(ES)

PROPOSED RESOLUTIONS:

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) read with rules made thereunder and Schedule IV of the Act and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company ('Board'), Ms. Manju Agarwal (DIN: 06921105), who was appointed as an Additional Director of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and being eligible offers herself for appointment and in respect of whom the Company has received a Notice in writing from her under section 160 of the Act, proposing her candidature for the office of the Director of the Company and who has also submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, the consent of the Members of the Company be and is hereby accorded to appoint Ms. Manju Agarwal (DIN: 06921105) as a Non-Executive Woman Independent Director of the Company, who shall hold office for a period of two (2) years with effect from January 1, 2022 to December 31, 2023, not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and any other applicable provisions, if any, of the Act read with the rules, regulations, directions and notifications issued/ framed thereunder and Schedule V thereto, pursuant to the approval of the Board on the basis of recommendation of Nomination and Remuneration Committee, the consent of Members of the Company be and is hereby accorded for payment to Ms. Manju Agarwal, yearly remuneration at an amount not exceeding 0.50% commission on profit after Tax, subject to a maximum limit of Rs. 21,00,000/- (Rupees Twenty-one lakhs) only for each year and sitting fees of Rs. 1,00,000/- (Rupees One Lakh) only for attending each meeting of the Board or Committee thereof (payable for maximum 4 board/committee meetings in a year) and reimbursement of actual out of pocket expenses incurred for attending the meetings of the Board and such other terms and conditions as per appointment letter approved and issued by the Board;

RESOLVED FURTHER THAT the total overall remuneration payable to Ms. Manju Agarwal, in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in relation to appointment of aforesaid person as a Non-Executive Woman Independent Director of the Company including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) read with the Rules made thereunder and Schedule IV of the Act and any other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (‘Board’), Ms. Sayali Karanjkar, (DIN: 07312305), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and being eligible offers herself for appointment and in respect of whom the Company has received a Notice in writing from her under section 160 of the Act, proposing her candidature for the office of the Director of the Company

and who has also submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, the consent of the Members of the Company be and is hereby accorded to appoint Ms. Sayali Karanjkar, (DIN: 07312305) as an Non-Executive Woman Independent Director of the Company, who shall hold office for a term of two (2) years with effect from January 01, 2022 to December 31, 2023, not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and any other applicable provisions, if any, of the Act read with the rules, regulations, directions and notifications issued/ framed thereunder and Schedule V thereto, pursuant to the approval of the Board on the basis of recommendation of Nomination and Remuneration Committee, the consent of Members of the Company be and is hereby accorded for payment to Ms. Sayali Karanjkar, yearly remuneration at an amount not exceeding 0.50 % commission on profit after Tax, subject to a maximum limit of Rs. 21,00,000/- (Rupees Twenty-one lakhs) only for each year and sitting fees of Rs. 1,00,000/- (Rupees One Lakh) only for attending each meeting of the Board or Committee thereof (payable for maximum 4 board/committee meetings in a year) and reimbursement of actual out of pocket expenses incurred for attending the meetings of the Board and such other terms and conditions as per appointment letter approved and issued by the Board;

RESOLVED FURTHER THAT the total overall remuneration payable to Ms. Sayali Karanjkar, in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in relation to appointment of aforesaid person as a Non-Executive Woman Independent Director of the Company including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and other applicable laws, and on recommendation made by the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (‘Board’) vide resolution dated December 31, 2021, Ms. Shyamala Gopinath (DIN: 02362921) who was appointed as an Additional Director

by the Board pursuant to Section 161 of the Act and whose term of office as an Additional Director expires at the ensuing Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a Notice in writing from her under section 160 of the Act, proposing her candidature for the office of the Director of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Ms. Shyamala Gopinath (DIN 02362921) as the Non-Executive Non-Independent Director of the Company with effect from January 01, 2022, liable to retirement by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in relation to appointment of aforesaid person as a Non-Executive Non Independent Director of the Company including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. Alteration of Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 ('the Act') read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, the consent of members of the Company be and is hereby accorded to alter the existing Articles of Association (“Articles”) in the following manner:

- (i) deletion of “PART B” of the Articles in entirety.
- (ii) deletion of the words “Part A” wherever appearing in the Articles and introductory para thereof;
and
- (iii) existing Article 52(b) be substituted by new Article 52(b) as below:

Article 52(b):

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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required for giving effect to this resolution including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company to execute required documents, deeds, writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. Ratification of CMS Employees Stock Option Plan 2016

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

“**RESOLVED THAT** pursuant to the Section 62(1)(b) of the Companies Act, 2013 (‘the Act’) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules made there under (including any statutory modification(s) or re-enactment thereof), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEBSE) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, provisions contained in the Articles of Association (“AOA”) of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Board Committees thereof, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI (SBEBSE) Regulations), the CMS Employees Stock Option Plan 2016 (“Employees ESOP 2016”) as originally approved by the shareholders of the Company on October 20, 2016 and as amended on August 13, 2021, September 10, 2021 and October 28, 2021, prior to the initial public offer of the Company, the consent of the Members of the Company be and is hereby accorded for ratification of Employees ESOP 2016 within the meaning of SEBI (SBEBSE) Regulations, to exercise its powers, including the powers conferred by this resolution) to create, offer, issue, reissue, grant not more than 2,74,539 (Two Lakh Seventy Four Thousand Five Hundred and Thirty Nine) Stock Options from time to time for the benefits of the employee(s) of the Company (as described in detail in Employees ESOP 2016), under the Employees ESOP 2016;

RESOLVED FURTHER THAT the Board be and is hereby authorized to facilitate the allotment of the equity shares under Employees ESOP 2016 upon exercise of options from time to time in accordance with the Employees ESOP 2016 and the shares so allotted shall rank *pari passu* in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to implement, formulate, evolve, decide upon and bring into effect the Employees ESOP 2016 on such terms and conditions as broadly contained in the explanatory statement annexed to this notice and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Employees ESOP 2016, from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the Employees ESOP 2016 in such a manner as the Board may determine;

RESOLVED FURTHER THAT the Board is hereby authorized to finalise, sign and execute any document, deed, agreement, letter or any such writing on behalf of the Company and to do all such acts, deeds, matters and things as may be required to be done to give effect to the aforesaid resolution including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company to execute required documents, deeds, writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

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

“RESOLVED THAT pursuant to the provisions of Regulation 26(6) and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the arrangement between Mr. Rajiv Kaul (DIN: 02581313) (Executive Vice Chairman, Whole-time Director and CEO of the Company) and Vault Co-Investment Vehicle L.P. (“Vault L.P.”), a limited liability partnership incorporated by the ultimate promoter of the promoter of the Company, i.e. Baring Private Equity Asia GP VI Limited pursuant to which he is entitled to certain options under the stock option plan of Vault L.P;

RESOLVED FURTHER THAT approval of Members of the Company be and is hereby accorded to Vault L.P. to issue certain units in Vault L.P. to Mr. Rajiv Kaul and upon redemption of such units, he shall receive from Vault L.P. and shall be entitled to receive amounts equivalent to 0.61% of the value of the Company, subject to various adjustments;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Board Committees thereof, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorized to undertake all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard and all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

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

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

Place: Mumbai

Date: February 04, 2022

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the business set out at Resolution No. 1 to Resolution No. 6 in the Postal Ballot Notice dated February 04, 2022 is annexed hereto and forms part of Postal Ballot Notice.
2. In compliance with the provisions of Sections 102, 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide voting by electronic means ('remote e-voting') facility to the Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited ('NSDL') for facilitating remote e-voting facility to its Members, as the authorized e-voting agency. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020, 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 Circular No. 20/2021 dated December 8, 2021 ('MCA Circulars'), this Notice is being sent only by e-mail to all the members whose e-mail IDs are registered with the Company, Depositories, Depository Participants ('DP'), Registrar and Transfer Agent - Link Intime India Private Limited ('Link Intime') and whose name appear in the register of members/ list of beneficial owners as on Friday, February 4, 2022 ('Cut-off Date'). The physical copy of the Postal Ballot Notice is not being sent to the Members for this Postal Ballot. It is however, clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depository) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified. Any person who is not a Member as on Cut-off date should treat the Postal Ballot Notice for information purpose only.
3. Shareholders whose email IDs are not registered, are requested to contact the Depository or Link Intime at rnt.helpdesk@linkintime.co.in and send a request letter signed by all the Members along with self-attested copies of PAN Card and address proof to register their email ids. Shareholders may note that this notice is also available on the Company's website at www.cms.com as well as on NSDL website at www.evoting.nsdl.com.
4. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise

their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL.

5. The additional details of Directors seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Listing Regulations and the SS-2 issued by the Institute of Company Secretaries of India, is annexed and forms part of this Notice.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to Link Intime. Changes intimated to the DP will then be automatically reflected in the Company's database. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Link Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.
7. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, February 4, 2022. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
8. The documents referred to in Explanatory Statement will be available for inspection. Members seeking to inspect the same can send an email to **investors@cms.com**.
9. The e-voting period commences on Monday, February 14, 2022, at 9:00 A.M. and ends on Tuesday, March 15, 2022 at 5:00 P.M. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, February 4, 2022, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
10. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Tuesday, March 15, 2022. Further, all the resolutions passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.

11. Please follow all the steps below, to cast your vote.
- a. As per the Rules, Notice of the Postal Ballot may be served on the Members through electronic transmission. Notice of Postal Ballot is being sent electronically to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s).
 - b. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of e-voting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Members of the Company as on the Cut-off Date.
 - c. The scrutinizer's decision on validity of the Postal Ballot shall be final.
 - d. The scrutinizer will submit his report after completion of scrutiny of e-voting, to the Chairperson or any other person authorized by Chairperson of the Company, who would declare the results of e-voting by Postal Ballot on or before Thursday, March 17, 2022. The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website, www.cms.com as well as on the NSDL website, www.evoting.nsdl.com
 - e. The resolutions will be taken as passed effectively on the last date of e-voting i.e. on or before 5:00 P.M. Tuesday, March 15, 2022, if the results of the Postal Ballot indicate that the requisite majority of the Members of the Company have assented to the resolutions.
12. Instructions for Members for voting electronically are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: 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 or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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.

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

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to siroyam@gmail.com. Please mention the e-mail ID of Scrutinizer with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to

key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@cms.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@cms.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 READ WITH SECTION 110 OF THE ACT:

ITEM NO. 1:

The following Statement sets out all material facts relating to the Special Business item no. 1 as mentioned in the Notice:

The Board of Directors of the Company at its meeting held on December 31, 2021, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Ms. Manju Agarwal, (DIN: 06921105) as an Additional Director, designated as an Independent Director of the Company for a term of 2 (Two) years from January 01, 2022 to December 31, 2023. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to provisions of the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Ms. Manju Agarwal would require the approval of the members of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members have approved to pay profit linked commission to Ms. Manju Agarwal of the Company within the permissible limits under the Act and subject to such commission in aggregate does not exceed one percent of the net profits of the Company.

Ms. Manju Agarwal is registered on the Independent Director's Databank and is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. Also, the Company has received other necessary disclosures and declarations from Ms. Manju Agarwal including the declaration that she is not debarred from holding the office of director pursuant to any SEBI Order. The Company has also received declaration from Ms. Manju Agarwal that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations. Ms. Agarwal does not hold any shares in the Company.

The Company has received a notice in writing from Ms. Manju Agarwal proposing her candidature for appointment as an Independent Director on the Board of the Company.

In the opinion of the Board, Ms. Manju Agarwal fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Manju Agarwal is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Ms. Manju Agarwal, her understanding of business as well as her educational background, appointment of Ms.

Manju Agarwal as an Independent Director is in the interest of the Company.

Details of Ms. Manju Agarwal are provided in the “Annexure-A” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of the letter of appointment of Ms. Manju Agarwal setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@cms.com.

Save and except Ms. Manju Agarwal, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the special resolution set out in the Notice in Item No. 1 for approval of the members.

ITEM NO. 2

The following Statement sets out all material facts relating to the Special Business item no. 2 as mentioned in the **Notice:**

The Board of Directors of the Company at its meeting held on December 31, 2021, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, had approved the appointment of Ms. Sayali Karanjkar (DIN 07312305) as an Additional Director, designated as an Independent Director of the Company for a term of 2 (Two) years from January 01, 2022 to December 31, 2023. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to provisions of the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Ms. Sayali Karanjkar would require the approval of the members of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members have approved to pay profit linked commission to Ms. Sayali Karanjkar of the Company within the permissible limits under the Act and subject to such commission in aggregate does not exceed one percent of the net profits of the Company.

Ms. Sayali Karanjkar is registered on the Independent Director’s Databank and is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. Also the Company has

received other necessary disclosures and declaration from Ms. Sayali Karanjkar including the declaration that she is not debarred from holding the office of director pursuant to any SEBI order. The Company has also received declaration from Ms. Sayali Karanjkar that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations. Ms. Karanjkar does not hold any shares in the Company.

The Company has received a notice in writing from Ms. Sayali Karanjkar proposing her candidature for appointment as an Independent Director on the Board of the Company.

In the opinion of the Board, Ms. Sayali Karanjkar fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Sayali Karanjkar is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Ms. Sayali Karanjkar, her understanding of business as well as her educational background, appointment of Ms. Sayali Karanjkar as an Independent Director is in the interest of the Company.

Details of Ms. Sayali Karanjkar are provided in the “Annexure-A” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of the letter of appointment of Ms. Sayali Karanjkar setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@cms.com.

Save and except Ms. Sayali Karanjkar, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the special resolution set out in the Notice in Item No. 2 for approval of the members.

ITEM NO. 3

The following Statement sets out all material facts relating to the Special Business item no. 3 as mentioned in the Notice:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Shyamala Gopinath (DIN: 02362921) as an Additional Director (Non-Executive Non-Independent) of the Company with effect from January 01, 2022, who shall be liable to retire by rotation, subject to confirmation by the shareholders in the ensuing General Meeting or within a time period of three months from the date of appointment on the Board, whichever is earlier.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 55 of the Articles of Association of the Company, Ms. Gopinath shall hold office up to the date of next Annual General Meeting and is eligible to be appointed as a Director.

Further, pursuant to provisions of the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) effective January 1, 2022, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Ms. Shyamala Gopinath would require the approval of the members of the Company.

The Company has, in terms of Section 160(1) of the Act, received a notice in writing from Ms. Shyamala Gopinath, proposing her candidature for the office of Director. Ms. Gopinath once appointed will be liable to retire by rotation. Details of Ms. Gopinath are provided in the “Annexure-A” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Ms. Gopinath has given her declaration to the Board that she is not restrained from acting as a Director by virtue of any Order passed by the SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given his consent to act as a Director.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Gopinath on the Board of the Company and accordingly the Board recommends the appointment of Ms. Gopinath as a Non-Executive Non-Independent Director as proposed in the resolution set out at Item No. 3 for approval by the Members.

Except for Ms. Shyamala Gopinath, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the special resolution set out in the Notice in Item No. 3 for approval of the members.

Item NO. 4:

The Articles of Association of the Company is divided into Part “A” and Part “B”. Part “A” contains regulations for the overall internal management of the Company and Part “B” contains regulations containing the Sion Investment Holdings Pte Limited’s (SION) rights. Upon listing and commencement of trading of equity shares of the Company on the Stock Exchanges, BSE Limited and National Stock Exchange of India Limited from December 31, 2021, PART B of the Articles of Association automatically stands terminated and cease to be in force and have any effect.

Hence, it is proposed to alter the existing Articles of Association by (i) deleting “PART B” in entirety; (ii) deletion of the words “Part A” wherever appearing in the Articles of Association and introductory para thereof; and (iii) by substitution of the existing Article 52(b) which provides rights to “Sion” the promoter of the Company 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. The said right is subject to the approval of shareholders in first general meeting of the Shareholders convened after listing of the equity shares of the Company pursuant to the IPO by way of special resolution. Thus, the existing Article 52(b) of the Company need to be amended as proposed in the item no. 4 of the Notice.

The altered set of draft Articles of Association after incorporating the alterations/amendment/modifications/substitutions as approved by the Board of Directors of the Company shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@cms.com.

None of the Promoter, Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board commends the special resolution set out in the Notice in item no. 4 for approval of the members.

Item NO. 5:

Pursuant to the approval of the Board of Directors of the Company in their meeting held on 19th October, 2016 and as approved by the shareholders of the Company on October 20, 2016 and further amended by the shareholders on August 13, 2021, September 10, 2021 and October 28, 2021, the Company had established the CMS Employee Stock Option Plan 2016 (herein after referred as “Employees ESOP Scheme 2016” or “Scheme”). Under the said Employees ESOP Scheme 2016, 2,74,539 options have not been granted as on the date of this notice and none of these options have been vested as on date. Each option holders under the said Scheme shall be eligible to get one (1) equity share against each option vested to them.

As per Regulation 12(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘SEBI SBEBSE Regulations’), no company shall make any fresh grant of ESOPs which involves allotment or transfer of shares to its employees under any ESOP Schemes formulated prior to its IPO and prior to the listing of its equity shares (Pre-IPO Scheme) unless (i) such pre-IPO scheme is in conformity with SEBI SBEBSE Regulations; and (ii) such pre-IPO scheme is ratified by its shareholders subsequent to IPO.

Considering that, the Company came out with a Public Issue of its Equity shares and its equity shares are listed at BSE Limited and the National Stock Exchange of India Limited with effect from December 31, 2021, the Company’s Employees ESOP Scheme 2016 is required to be ratified by the shareholders of the Company pursuant to Regulation 12 (1) of the SEBI SBEBSE Regulations for making any fresh grant of ESOPs under this Scheme.

Accordingly, same is referred to the shareholders for their ratification in terms of Regulation 12 and other applicable provisions of the SEBI SBEBSE Regulations. The said Scheme is in conformity with the SEBI SBEBSE Regulations and the Company has not granted any fresh grant of options to employees as on date after the public issue of the Company. Details and particulars of the Scheme as required under Section 62(1)(b) of the Companies Act, 2013 read with Regulation 12(1) of the SEBI SBEBSE Regulations and SEBI circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015, as amended from time to time, are as follows:

Sl. No.	Requirements	Disclosure
1.	The total number of stock options to be granted	2,74,539
2.	Identification of classes of employees entitled to participate in the CMS Employee Stock Option Plan 2016	Permanent Employees of the company, working in India or out of India, including directors (whether whole time or not), of the Company, as identified by the Board, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company).
3.	Appraisal process for determining the eligibility of employees to the CMS Employee Stock Option Plan 2016	As decided by the Board from time to time and will be based on length of service with the Company. In addition, the Board/ Nomination and Remuneration Committee may also specify performance criteria subject to which options would vest.
4.	Requirements of vesting and vesting period	Vesting is linked to continued association with the Company and is subject to such performance parameters as the Board/ Nomination and Remuneration Committee may specify. Additionally, the options would vest not earlier than one year and not later than 4 years from the date of grant.
5.	Maximum period within which the options shall be vested	Not later than 4 years from the date of grant.
6.	Exercise price or the formula for arriving at the exercise price	As decided by the Nomination and Remuneration Committee in accordance with the Employees ESOP Scheme 2016
7.	Exercise period and Exercise Process	As per the Employees ESOP Scheme 2016. As determined by the Nomination and Remuneration Committee in accordance with the Employees ESOP Scheme 2016

8.	Lock-in period	The shares arising out of vested options shall not be subject to any lock-in restrictions except such restrictions as may be imposed pursuant to requirements under the applicable laws.
9.	Maximum number of options to be granted /quantum of benefit per employee and in aggregate	The Maximum number of options to be issued per employees and in aggregate shall not exceed 1,000,000
10.	Method which the company shall use to value its options	Fair Value Method
11.	Conditions under which options vested in employee(s) may lapse	As per the Employees ESOP Scheme 2016
12.	Specified Time Period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	It is subject to the conditions mentioned in various clauses of the Employees ESOP Scheme 2016
13.	Implementation and administration of ESOP 2016	The Company shall directly implement and administer the Employees ESOP Scheme 2016 through the Board / the Nomination and Remuneration Committee.
14.	Issue of new shares	Company shall issue new shares on exercise of stock options under the Employees ESOP Scheme 2016.

The Employees ESOP Scheme, 2016 shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@cms.com.

None of the Promoter, Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that are granted or may be granted to them under the said Scheme.

The Board commends the Special resolution set out in the Notice in Item No. 5 for approval of the members.

Item No. 6:

Vault Co-Investment Vehicle L.P. ("Vault L.P."), a Limited Liability Partnership incorporated by the ultimate promoter of the promoter of the Company, i.e. Baring Private Equity Asia GP VI Limited, has entered into an arrangement with Mr. Rajiv Kaul, Executive Vice Chairman, Whole-time Director and CEO of the Company. Under the said arrangement, Mr. Rajiv Kaul (DIN: 02581313) is entitled to certain options under the stock option plan of Vault L.P and in terms of these options, Vault L.P., shall issue certain units in Vault L.P. to Mr. Rajiv Kaul and upon redemption of such units, he shall receive from Vault L.P., all amounts received by Vault L.P. which would be equivalent to 0.61% of the value of the Company, subject to various adjustments. Vault L.P. has also agreed to pay certain amounts to Mr. Rajiv Kaul at the time of sale of Company's Promoter's shareholding in the Company which amounts are linked to the value of the Company and the returns made by the Promoter on the sale of their shareholding in the Company. Any payment to be made under this arrangement will be made by Vault L.P and

there is no payment to be made by the Company.

Pursuant to applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time to time, read with Regulation 26(6) of Listing Regulations, the Board of Directors of the Company in its meeting held on February 4, 2022, had considered and approved the payment to Mr. Rajiv Kaul, Executive Vice Chairman, Whole-time Director and CEO of the Company and recommended the same to the shareholders for their approval by means of an Ordinary Resolution.

The relevant documents shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@cms.com.

Except for Mr. Rajiv Kaul, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the Ordinary resolution set out in the Notice in Item No. 6 for approval by of the members.

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

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

Place: Mumbai

Date: February 04, 2022

ANNEXURE- A TO THE NOTICE DATED FEBRUARY 04, 2022

Particulars	Ms. Manju Agarwal (DIN: 06921105)	Ms. Sayali Karanjkar (DIN: 07312305)	Ms. Shyamala Gopinath (DIN: 02362921)
Age	64 years	41 years	72 years
Qualifications	Post-Graduation 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.	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.	She 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.
Experience (including expertise in specific functional area) / Brief Resume	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 &	Ms. 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, Opoi and	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

	Acquiring Business of the Bank, Led Bank's foray in Transit and Metro solutions and Bank's Jan Dhan program.	another early stage Fintech startup. She is also helping early stage founders as part of Angel Network.	member and Sanitation and Advisory Council of India Sanitation Coalition as a member of finance.
Terms and Conditions of Appointment	As per the resolution set out in this Notice read with the Statement hereto.	As per the resolution set out in this Notice read with the Statement hereto.	As per the resolution set out in this Notice read with the Statement hereto.
Remuneration last drawn (including sitting fees, if any)	Nil from 1 st April, 2021 till 31 st December, 2021	Nil from 1 st April, 2021 till 31 st December, 2021	<u>Remuneration</u> Commission on profit- Rs. 21,00,000/- (before TDS) and sitting fees of Rs. 4,00,000/- (Rupees Four Lakhs) for period from 1 st April, 2021 to 31 st December, 2021
Remuneration proposed to be paid	She shall 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 the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	She shall 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 the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	She shall 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 the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Date of first appointment on the Board	Effective from 1 st January, 2022	Effective from 1 st January, 2022	Effective from 14 th November, 2017
Shareholding in the Company including shareholding as a beneficial owner as on date of notice	NIL	NIL	NIL
Relationship with	Not related to any	Not related to any other	Not related to any other

other Directors / Key Managerial Personnel	other Director / Key Managerial Personnel	Director / Key Managerial Personnel	Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (FY 2021-22)	Nil from 1 st April, 2021 till 31 st December, 2021	Nil from 1 st April, 2021 till 31 st December, 2021	9 board meeting from 1 st April, 2021 till 31 st December, 2021
Directorships of other Boards as on date of notice	<ul style="list-style-type: none"> • Gulf Oil Lubricants India Limited • Glenmark Life Sciences Limited • Inspira Enterprise India Limited • IFFCO Kisan Finance Limited • Hinduja Leyland Finance Limited • Paytm Payments Bank Limited • Vistaar Financial Services Private Limited • Indiaideas Com Limited 	<ul style="list-style-type: none"> • One Mobikwik Systems Limited • Zaak Epayment Services Private Limited 	<ul style="list-style-type: none"> • Tata Elxsi Ltd. • Crisil Limited • BASF India Limited • Colgate- Palmolive (India) Ltd • Crisil Ratings Limited • Vastu Housing Finance Corporation Limited • Grassroot Trading Network For Women - SEWA project
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Macrotech Developers Limited HDFC Bank Limited
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Ms. Manju Agarwal has sufficient breadth of skills in areas of Issuance and Business Strategy, Finance, Retail Banking-Policy, Strategy and Operations, Digital Payment Systems and tech related innovations, Issuance and Acquiring business including Transit and Metro,	Ms. Sayali Karanjkar has sufficient breadth of skills in areas of retail, banking and financial sector. The Company believes that her skills, knowledge, and experience on the Board will complement the effective functioning of the Company.	N.A.

	Transaction banking including Cash Management Products-Policy and Strategy, Customer Operations. The Company believes that her skills, knowledge, and experience on the Board will complement the effective functioning of the Company.		
Membership / Chairmanship of Committees of Boards as on date of notice	<p><u>Glenmark Life Sciences Ltd</u></p> <p>Audit Committee- (Chairperson)</p> <p>Stakeholders Relationship Committee – (Member)</p> <p><u>Gulf Oil Lubricants India Ltd</u></p> <p>Audit Committee – (Chairperson)</p> <p>Corporate Social Responsibility Committee – (Chairperson)</p> <p><u>CMS Info Systems Limited</u></p> <p>Audit Committee- (Member)</p> <p>Nomination and Remuneration Committee – (Member)</p>	<p><u>CMS Info Systems Limited</u></p> <p>Corporate Social Responsibility Committee – (Member)</p>	<p><u>Colgate-Palmolive India Ltd.</u></p> <p>Audit Committee (Chairperson)</p> <p>Stakeholders Relationship Committee (Chairperson)</p> <p>Risk Management Committee (Member)</p> <p><u>BASF India Ltd.</u></p> <p>Audit Committee (Chairperson)</p> <p>Nomination and Remuneration Committee (Member)</p> <p>Stakeholders Relationship Committee (Member)</p> <p>Risk Management Committee (Member)</p> <p><u>TATA Elxsi Ltd.</u></p> <p>Audit Committee (Chairperson)</p> <p>Nomination and Remuneration Committee (Chairperson)</p> <p>Corporate Social Responsibility Committee (Member)</p> <p><u>CRISIL Limited</u></p> <p>Risk Management Committee (Chairperson)</p> <p>Nomination and Remuneration</p>

			<p>Committee (Member)</p> <p><u>CMS Info Systems Limited</u></p> <p>Risk Management Committee - Chairperson</p> <p>Stakeholder Relationship Committee-(Member)</p> <p>Corporate Social Responsibility Committee (Member)</p>
--	--	--	---

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

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

Place: Mumbai
Date: February 04, 2022