

CMSINFO/2209/006

September 22, 2022

To,  
**BSE Limited**  
Listing Department,  
1<sup>st</sup> Floor, PJ Towers, Dalal Street,  
Fort, Mumbai – 400 001

To,  
**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**

**Sub: 15<sup>th</sup> Annual General Meeting of the Members of CMS Info Systems Limited**

**Ref: Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 read with Rules framed thereunder**

Dear Sir/Madam,

We wish to inform you that the 15<sup>th</sup> Annual General Meeting ("AGM") of CMS Info Systems Limited was held on Wednesday, September 21, 2022 at 3.00 p.m. through Video Conferencing (VC) /Other Audio Video Means (OAVM) to transact the business as set out in the Notice dated May 9, 2022 convening the AGM ("AGM Notice").

In terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the Ministry of Corporate Circulars, the Company had provided the Members with the facility to exercise their right to vote on the resolutions set out in the AGM Notice by remote e-voting and e-voting during the AGM. The remote e-voting commenced on Sunday, September 18, 2022 at 09:00 a.m. and was closed on Tuesday, September 20, 2022 at 05:00 p.m.

Mr. Mukesh Siroya (Membership No. FCS 5682), of M. Siroya and Company, Practicing Company Secretaries was appointed as a Scrutinizer for e-voting. Mr. Mukesh Siroya submitted his consolidated Scrutinizer's Report based on his Report, all Resolutions as set out in the AGM Notice have been approved by the Members with the requisite majority.

In terms of the provisions of Regulation 44 of the listing Regulations and Section 108 of Companies Act, 2013 read with Rules framed thereunder, we attach the following:

1. Consolidated Scrutinizer's Report at **Annexure I**; and
2. Voting Results at **Annexure II**

The voting results are also uploaded on the Company's website and can be accessed at [www.cms.com](http://www.cms.com)

Thanking you

**For CMS Info Systems Limited**

 Digitally signed by PRAVEEN SONI  
Date: 2022.09.22 17:34:10 +05'30'

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

Encl: A/a

M Siroya and Company  
*Company Secretaries*

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; [www.msiroya.com](http://www.msiroya.com)

**CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & 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**  
**Thane - 400614**

Dear Madam,

**Sub: Consolidated Scrutinizer's report on remote e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and e-voting conducted at the 15<sup>th</sup> Annual General Meeting of CMS Info Systems Limited ("AGM") held on Wednesday, September 21, 2022, at 3.00 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").**

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **CMS Info Systems Limited** (the "Company") for the purpose of:
  - a. Scrutinizing the remote e-voting process under the provisions of Section 108 of The Companies Act, 2013 ("the Act 2013") 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 notice dated May 09, 2022 convening the AGM ("AGM Notice"); and
  - b. Scrutinizing the e-voting facility provided to the members during the AGM through VC/OAVM and who had not cast their vote earlier.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Act 2013 and Rules relating to remote e-voting and e-voting during the AGM. My responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolutions stated in the AGM Notice, based on the report generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), appointed by the Company to provide remote e-voting and e-voting during the AGM.
3. I submit herewith a Consolidated report on the results of remote e-voting and e-voting during the AGM as under:

**M Siroya and Company**  
**Company Secretaries**

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The remote e-voting period remained open from 09:00 a.m. IST Sunday, September 18, 2022 to 05:00 p.m. IST Tuesday, September 20, 2022.

- (i). The Annual Report and the AGM 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 or Depositories Participants or Registrar and Transfer Agent – Link Intime India Private Limited pursuant to the circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”).
- (ii). The voting rights were reckoned as on Wednesday, September 14, 2022, being the Cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and e-voting during the AGM.
- (iii). The Company had also provided e-voting facility to the members present at the AGM through VC/OAVM and who had not cast their e-votes earlier through the remote e-voting.
- (iv). After the conclusion of the AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked on Wednesday, September 21, 2022 at 05:07 PM in the presence of two witnesses, namely Ms. Pinal Darji and Ms. Darshita Waghela, who were not in employment of the Company.
- (v). Thereafter, we have scrutinized the votes cast through remote e-voting conducted before the AGM and e-voting conducted during the AGM and reconciled the same with the records maintained by the Company/ NSDL/ Registrar and Transfer Agents of the Company.
- (vi). The consolidated result of remote e-voting and e-voting during AGM is enclosed as an Annexure to this Report.

Yours faithfully,

**For M Siroya and Company**  
**Company Secretaries**

**MUKESH** Digitally signed  
by MUKESH  
**KUMAR** KUMAR SIROYA  
Date: 2022.09.21  
**SIROYA** 21:50:55 +05'30'

**Mukesh Siroya**  
**Company Secretary**  
**Membership No. FCS 5682;**  
**CP No. 4157**  
**UDIN: F005682D001015581**

**Place: Mumbai**  
**Date: September 21, 2022**

**Enclosed: Annexure**

**Countersigned**  
**For CMS Info Systems Limited**

**PRAVEEN** Digitally signed by  
PRAVEEN SONI  
**SONI** Date: 2022.09.21  
22:06:40 +05'30'

**Chairperson / Director / Person authorised by the**  
**Chairperson**  
**Praveen Soni**  
**Company Secretary**  
**Place: Mumbai**  
**Date: September 21, 2022**

**M Siroya and Company**  
**Company Secretaries**

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**Annexure to the Report**

**Results of Remote E-Voting and E-Voting during the AGM of CMS Info Systems Limited**

**Ordinary Business:**

**Item No: 1: Ordinary Resolution**

**To receive, consider and adopt the:**

a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon; and

b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the report of the Auditors thereon.

i) Details of Votes in favour and against the resolution:

	Remote e-voting		E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	501	135970831	10	112005	511	136082836	99.99
Votes against the resolution	5	277	-	-	5	277	0.01
<b>Total</b>	<b>506</b>	<b>135971108</b>	<b>10</b>	<b>112005</b>	<b>516</b>	<b>136083113</b>	<b>100.00</b>

ii) Details of Invalid and 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	-	-	-	-
E-voting at the AGM	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM has been passed with requisite majority.

**M Siroya and Company**  
**Company Secretaries**

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**Item No: 2: Ordinary Resolution**

To declare Final Dividend on equity shares for the financial year ended March 31, 2022

i) Details of Votes in favour and against the resolution:

	Remote e-voting		E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	502	135970300	10	112005	512	136082305	99.99
Votes against the resolution	3	139	-	-	3	139	0.01
<b>Total</b>	<b>505</b>	<b>135970439</b>	<b>10</b>	<b>112005</b>	<b>515</b>	<b>136082444</b>	<b>100.00</b>

ii) Details of Invalid and 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	-	-	-	-
E-voting at the AGM	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM has been passed with requisite majority.

**M Siroya and Company**  
**Company Secretaries**

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**Item No: 3: Ordinary Resolution**

To appoint a Director in place of Mr. Jimmy Lachmandas Mahtani (DIN: 00996110), who retires by rotation and, being eligible, offers himself for re-appointment.

i) Details of Votes in favour and against the resolution:

	Remote e-voting		E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	480	127682279	10	112005	490	127794284	93.91
Votes against the resolution	23	8288106	-	-	23	8288106	6.09
<b>Total</b>	<b>503</b>	<b>135970385</b>	<b>10</b>	<b>112005</b>	<b>513</b>	<b>136082390</b>	<b>100.00</b>

ii) Details of Invalid and 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	-	-	-	-
E-voting at the AGM	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM has been passed with requisite majority.

M Siroya and Company  
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
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The electronic data and all other relevant records relating to remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves and signs the Minutes of the AGM.

Thanking you,

Yours faithfully,

**For M Siroya and Company  
Company Secretaries**

**MUKESH** Digitally signed  
by MUKESH  
**KUMAR** KUMAR SIROYA  
Date:  
**SIROYA** 2022.09.21  
21:51:34 +05'30'

**Mukesh Siroya  
Company Secretary  
Membership No. FCS 5682;  
CP No. 4157  
UDIN: : F005682D001015581  
Place: Mumbai  
Date: September 21, 2022**

**Countersigned  
For CMS Info Systems Limited**

**PRAVEEN** Digitally signed by  
PRAVEEN SONI  
**SONI** Date: 2022.09.21  
22:07:42 +05'30'

**~~Chairperson / Director /~~ Person authorised by the  
Chairperson  
Praveen Soni  
Company Secretary**

**Place: Mumbai  
Date: September 21, 2022**

**CMS INFO SYSTEMS LIMITED**  
**Voting Results for the 15<sup>th</sup> Annual General Meeting**

Date of AGM	September 21,2022
Total number of shareholders on record date (i.e. September 14,2022 – cut-off date for voting purpose):	1,21,133
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	1 84

**Resolution No. 1: To receive, consider and adopt the:**

**a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon; and**

**b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the report of the Auditors thereon**

Resolution required: (Ordinary/Special)				Ordinary				
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	97074075	97074075	100.0000	97074075	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>97074075</b>	<b>97074075</b>	<b>100.0000</b>	<b>97074075</b>	<b>0</b>	<b>100.0000</b>
Public – Institutions	E-voting	34607303	33984984	98.2018	33984984	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>34607303</b>	<b>33984984</b>	<b>98.2018</b>	<b>33984984</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-voting	22382450	5024054	22.4464	5023777	277	99.9945	0.0055
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>22382450</b>	<b>5024054</b>	<b>22.4464</b>	<b>5023777</b>	<b>277</b>	<b>99.9945</b>
<b>Total</b>		<b>154063828</b>	<b>136083113</b>	<b>88.3290</b>	<b>136082836</b>	<b>277</b>	<b>99.9998</b>	<b>0.0002</b>

**Resolution No. 2: To declare Final Dividend on equity shares for the financial year ended March 31, 2022.**

Resolution required: (Ordinary/Special)				Ordinary				
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	97074075	97074075	100.0000	97074075	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>97074075</b>	<b>97074075</b>	<b>100.0000</b>	<b>97074075</b>	<b>0</b>	<b>100.0000</b>
Public – Institutions	E-voting	34607303	33984984	98.2018	33984984	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>34607303</b>	<b>33984984</b>	<b>98.2018</b>	<b>33984984</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-voting	22382450	5023385	22.4434	5023246	139	99.9972	0.0028
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>22382450</b>	<b>5023385</b>	<b>22.4434</b>	<b>5023246</b>	<b>139</b>	<b>99.9972</b>
<b>Total</b>		<b>154063828</b>	<b>136082444</b>	<b>88.3286</b>	<b>136082305</b>	<b>139</b>	<b>99.9999</b>	<b>0.0001</b>

**Resolution No. 3: To appoint a Director in place of Mr. Jimmy Lachmandas Mahtani (DIN: 00996110), who retires by rotation and, being eligible, offers himself for re-appointment.**

Resolution required: (Ordinary/Special)				Ordinary				
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	97074075	97074075	100.0000	97074075	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>97074075</b>	<b>97074075</b>	<b>100.0000</b>	<b>97074075</b>	<b>0</b>	<b>100.0000</b>
Public – Institutions	E-voting	34607303	33984984	98.2018	25698497	8286487	75.6172	24.3828
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>34607303</b>	<b>33984984</b>	<b>98.2018</b>	<b>25698497</b>	<b>8286487</b>	<b>75.6172</b>
Public-Non Institutions	E-voting	22382450	5023331	22.4432	5021712	1619	99.9678	0.0322
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>22382450</b>	<b>5023331</b>	<b>22.4432</b>	<b>5021712</b>	<b>1619</b>	<b>99.9678</b>
<b>Total</b>		<b>154063828</b>	<b>136082390</b>	<b>88.3286</b>	<b>127794284</b>	<b>8288106</b>	<b>93.9095</b>	<b>6.0905</b>

**For CMS Info Systems Limited**

PRAVEEN  
SONI

Digitally signed by  
PRAVEEN SONI  
Date: 2022.09.22 17:35:30  
+05'30'

**CS Praveen Soni**

**Company Secretary & Compliance Officer**

**Membership No.: FCS 6495**