

DETAILS OF FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF CMS INFO SYSTEMS LIMITED DURING THE FINANCIAL YEAR 2024-25

[Pursuant to regulation 46(2)(i) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

Background

Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 stipulates that the Company shall, *inter-alia*, familiarize the Independent Directors of the Company, about nature of industry in which the Company operates, business model of the Company and the roles, rights, responsibilities of the Independent Directors in the Company, through various programmes.

Overview of the Familiarisation process

In compliance with the aforesaid regulations, CMS Info Systems Limited (“the Company”) has put in place a system to familiarize its Independent Directors about the Company, its products, the Industry and business model of the Company. In addition, it also undertakes various measures to update the independent directors about the ongoing events and development relating to the Company.

At the time of their appointment, new Directors are made aware and further updated about their roles, rights, responsibilities in the Company. A formal appointment letter is issued to Independent Directors, *inter-alia*, setting out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company.

Management organizes sessions with Independent Directors on “as needed” basis wherein the Executive Vice Chairman CEO & Whole Time Director, the Chief Financial Officer and other Functional Heads make presentations to familiarise the new Director with the Company’s organizational structure, business model, operations, services, markets, finance, human resources, technology, risk management, sustainability, regulatory environment, challenges and strategy etc.

All efforts are made to provide insights into the Company and the business environment to enable Independent Directors to be updated on new risks, challenges and opportunities relevant to the Company and to lend perspective to the strategic direction of the Company.

At various Board meetings held during the year, presentations are made to the Independent directors on safety, health and environment issues, Corporate Social Responsibility and sustainability related matters, accounting policies and changes therein, changes in the regulatory scenario and global trends, Internal Audit, Risk related and investor related issues including business and performance updates, information on risks and mitigation measures, market share, financial arrangements, working capital management, fund flows, material litigations, performance of subsidiaries, joint ventures and associates etc.

Summary of Familiarisation programme of Directors

In compliance with Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Familiarization sessions were held during the financial year 2024- 25:

Date of Program	Independent Director present	Duration of the familiarisation Program	Key Areas covered
18-April-2024	Mr. Tapan Ray Ms. Sayali Karanjkar	40 minutes	<ul style="list-style-type: none"> • ESG Governance Structure, Strategy and Roadmap • Company's Strategic Commitment and Proactive Efforts towards Sustainable Development • Company's Annual Forecast and Budget
15-May-2024	Mr. Tapan Ray Ms. Sayali Karanjkar	45 minutes	<ul style="list-style-type: none"> • Business Strategy overview • Update on Organizational Talent and Skills Enhancement • Investor Relations • Media presence and Brand visibility
24-Jul-2024	Mr. Tapan Ray Ms. Sayali Karanjkar	50 minutes	<ul style="list-style-type: none"> • Industry, Segment, Technology & Business Update • Investor Relations update • PR and Media update • Litigation update
25-Oct-2024	Mr. Tapan Ray Ms. Sayali Karanjkar	45 minutes	<ul style="list-style-type: none"> • Executive Summary – Business, Segment & Technology Update, Competition • Brand and PR Focus areas • Litigations Update
05-Feb-2025	Mr. Tapan Ray Mr. Sunil Mehta	40 Minutes	<ul style="list-style-type: none"> • Industry, Segment, Technology & Business Update • Brand and PR Focus areas • Litigations Update • M&A Strategy Update

Details of attendance of Independent Directors in Familiarization Sessions are as follows:

Name of the Director	Particulars of Familiarisation sessions (During the tenure of respective Directors)							
	During the Financial year 2024-25				Cumulative (from 1 January 2022)			
	Held		Attended		Held		Attended	
	No. of sessions	Approx. Duration (hr : min)	No. of sessions	Approx. Duration (hr : min)	No. of sessions	Approx. Duration (hr: min)	No. of sessions	Approx. Duration (hr: min)
Mr. Tapan Ray	5	3:40	5	3:40	15	11:30	13	9:50
Ms. Sayali Karanjkar	5	3:40	4	3	15	11:30	14	10:50
Mr. Sunil Mehta	1	0:40	1	0:40	1	0:40	1	0:40