

03rd September 2024

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400 001 Scrip Code: 543232	National Stock Exchange of India Limited Exchange Plaza, 5 th floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Trading Symbol: CAMS
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Dear Sir / Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of Postal Ballot dated 03rd September 2024 wherein approval of the Members of the Company is being sought on the following Resolutions

Sr. No.	Description of the Resolutions	Type of Resolution
1	Appointment of Mr. Santosh Kumar Mohanty (DIN: 06690879) as Independent Director of the Company	Special
2	Increase in Authorised Capital of the Company and consequent alteration of the Capital Clause of the Memorandum of Association	Ordinary
3	Approval of the ESOP Scheme 2024	Special
4	Approval of ESOP to the Employees of the Subsidiary Companies	Special

Date of events relevant to Postal Ballot are as below:

Commencement of e-voting period	9.00 am IST on Wednesday, September 04,2024
Conclusion of e-voting period	5:00 pm IST on Thursday, October 03,2024
Cut-off date for eligibility to vote	Friday, August 30,2024
Results of Postal Ballot	Saturday, October 05,2024

We request you to take the same on records.

**Yours faithfully,
For Computer Age Management Services Limited**

Manikandan
Gopalakrishnan

Digitally signed by Manikandan
Gopalakrishnan
DN: cn=Manikandan Gopalakrishnan
c=IN, o=Personal
Reason: I am approving this document
Location:
Date: 2024-09-03 18:39+05:30

**G Manikandan
Company Secretary and Compliance Officer**

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

COMPUTER AGE MANAGEMENT SERVICES LIMITED

Registered Office: New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai 600 034, Tamil Nadu, India; **Tel:** +91 44 2843 2770

Corporate Office: No.158, Rayala Towers, Tower - I, Anna Salai, Chennai 600 002, Tamil Nadu, India; **Tel:** +91 44 2843 2650

Website: www.camsonline.com; **E-mail:** secretarial@camsonline.com

Corporate Identity Number: L65910TN1988PLC015757

NOTICE OF POSTAL BALLOT

Dear Shareholders,

NOTICE is hereby given, in accordance with Section 108 and 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any amendment(s) thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), 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, General Circular No. 20/ 2021 dated December 8, 2021, General Circular No. 3/ 2022 dated May 5, 2022, General Circular No. 11/ 2022 dated December 28, 2022 and General Circular No. 09/ 2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("General Circulars") for seeking approval of the Shareholders of Computer Age Management Services Limited (the "Company") for the businesses set out hereunder through Postal Ballot by remote e-voting ("Postal Ballot/ e-Voting").

1. Appointment of Mr Santosh Kumar Mohanty (DIN: 06690879) as Independent Director of the Company
2. Increase in Authorised Capital of the Company and consequent alteration of the Capital Clause of the Memorandum of Association
3. Approval of the ESOP Scheme 2024
4. Approval of ESOP to the Employees of the Subsidiary Companies

MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring shareholders' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ e-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Shareholders at a common venue.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot

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Notice and instructions for e-voting are being sent only through electronic mode to those Shareholders whose email address is registered with the Company/ Depository Participant ("DP").

Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the proposed resolutions is annexed hereto for your consideration.

Scrutinizer for conducting the Postal Ballot.

Board of Directors, pursuant to Rule 22(5) of the Rules, have appointed M/s. B. Chandra and Associates, Practising Company Secretaries, has Scrutinizer for conducting the Postal Ballot/ e-Voting in accordance with the law and in a fair and transparent manner.

E-voting

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged Link Intime India Private Limited, Registrar and Transfer Agents of the Company ("Link Intime" or "RTA"), as the agency to provide e-Voting facility for its Shareholders.

Remote E-voting commences from 9.00 AM 04th September 2024 and concludes at 05:00 PM on 03rd October 2024. Shareholders desiring to exercise their votes are requested to carefully read the "Information and Instructions relating to e- Voting" provided in the Notes to this Notice.

Scrutinizer shall submit their Report, in writing, upon completion of scrutiny of e-Voting data provided by Linkintime, in a fair and transparent manner. Result on resolutions proposed to be passed through Postal Ballot/ e-Voting shall be announced 05th October 2024 and shall be communicated to BSE Limited and The National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed. Results of the Postal Ballot/ e-Voting shall also be displayed on the Company's website at www.camsonline.com

Key details regarding the Postal Ballot/ e-Voting

Sr. No	Particulars	Details
1	Cut-off date for eligibility for e-Voting	30 th August 2024
2	Time period for e-voting	Start at Wednesday, September 04, 2024, at 9:00 A.M. (IST) and ends on Thursday, October 03, 2024, at 5:00 P.M. (IST)
3	Last date for publishing results of the e-Voting	05 th October 2024
4	In case of any grievances or queries, contact	secretarial@camsonline.com

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5	Scrutinizer Detail	B Chandra & Associates Practicing Company Secretaries AG 3, Ragamalika, 26 Kumaran Colony Main Road, Vadapalani, Chennai - 600 026.
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RESOLUTIONS FOR APPROVAL THROUGH POSTAL BALLOT

SPECIAL BUSINESS

ITEM NO. 1

Appointment of Mr Santosh Kumar Mohanty (DIN: 06690879) as 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, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”), (including any statutory modifications, amendments thereto or re-enactment(s) thereof for the time being in force) & Articles of Association of the Company, and approval of the Board of Directors of the Company on July 03, 2024, **Mr. Santosh Kumar Mohanty (DIN 06690879)** who was appointed as Additional Director with effect from July 03, 2024 under Section 161 of the Act and who holds office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director in respect of whom the company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of director of the Company, being so eligible and who meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of Three (3) years from **July 03, 2024 up to July 02, 2027 (both days inclusive)**).

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder, Mr. **Santosh Kumar Mohanty** shall be entitled to receive remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive Independent Director under the Act and SEBI Listing Regulations.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

ITEM NO. 2

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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 Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder (**“Act”**), consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.50,25,00,000 (Rupees Fifty Crores Twenty Five Lakhs only) divided into 5,02,50,000 (Five Crore Two Lakhs and Fifty Thousand) Equity Shares of Rs.10/ (Rupees Ten) each to Rs. 51,25,00,000(Rupees Fifty-One Crores Twenty-Five Lakhs) divided into 5,12,50,000 (Five Crore Twelve Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), clause (V) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

V. The Authorized Share Capital of the Company is Rs. 51,25,00,000(Rupees Fifty-One Crores Twenty-Five Lakhs) divided into 5,12,50,000 (Five Crore twelve lakhs fifty thousand) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce capital of the Company and to divide the shares of the original or any increased capital into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulation of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

ITEM NO. 3

Approval of the ESOP Scheme 2024

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

“RESOLVED THAT, pursuant to Section 62 of the Companies Act, 2013 (the **“Act”**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (**“Rules”**) and other applicable provisions, if any, of the Act, and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (**“the SEBI SBEB Regulations”**), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (**“SEBI”**) from time to time, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**“FEMA Regulations”**) and any other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable(collectively referred herein as the **“Applicable Laws”**), the memorandum of association and articles of association of Computer Age Management Services Limited (**“Company”**), and subject to such approvals, consents, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Nomination and Remuneration committee (**“NRC”**) and the Board of Directors (**“Board”**), the approval of the members be and is hereby accorded for the adoption of the Computer Age Management Services Limited Employee Stock Option Plan 2024 (**“ESOP 2024”**) for the benefit of the eligible employees of the Company, the salient features of which are furnished in the explanatory statement to this notice.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the NRC to create, offer, issue, grant and allot from time to time, in one or more tranches under ESOP 2024, at any time to or for the benefit of the eligible employees of the Company, such number of employee stock options (**“Options”**) be exercisable into not more than 10,00,000 [Ten lakhs] equity shares, at such price and on such terms and conditions as may be fixed or determined by the NRC in accordance with the Applicable Laws as may be prevailing at that time.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the Options, as the case may be, shall rank *pari-passu* in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking

or other re-organization etc. the number of above-mentioned employee stock options in ESOP 2024 shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board and NRC be and are hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP 2024, in accordance with the terms of ESOP 2024 and subject to Applicable Laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing ESOP 2024 and generally for giving effect to these resolutions, each member of the NRC and Board are hereby severally or/and jointly authorized, on behalf of the Company, to do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 4

Approval of ESOP to the Employees of the Subsidiary Companies

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

“**RESOLVED THAT** pursuant to Section 62 of the Companies Act, 2013 (the “**Act**”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”) and other applicable provisions of the Act, and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (“**the SEBI SBEB Regulations**”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“**SEBI**”) from time to time, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (“**FEMA Regulations**”) and any other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “**Applicable Laws**”), the memorandum of association and articles of association of Computer Age Management Services Limited (“**Company**”), and subject to such approval, consents, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors (“**Board**”), the approval of the members be and is accorded for the adoption of the Computer Age Management Services Limited Employee Stock Option Plan 2024 (“**ESOP 2024**”) for the benefit of the eligible employees of the Company’s subsidiary company under ESOP 2024, the salient features of which are furnished in the explanatory statement to this notice.

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RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the NRC to create, offer, issue, grant and allot from time to time, in one or more tranches under ESOP 2024, at any time to or for the benefit of the eligible employees of the subsidiary company, such number of employee stock options ("**Options**") be exercisable into not more than 10,00,000 [Ten lakhs] equity shares, at such price and on such terms and conditions as may be fixed or determined by the NRC in accordance with the Applicable Laws as may be prevailing at that time.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. the number of above-mentioned employee stock options in ESOP 2024 shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board and NRC be and are hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP 2024, in accordance with the terms of ESOP 2024 and subject to Applicable Laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing ESOP 2024 and generally for giving effect to these resolutions, each member of the NRC and Board are authorized jointly and/or severally, on behalf of the Company, to do all such acts, deeds, matters and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard.

By the Order of the Board
Manikandan G
Company Secretary & Compliance Officer
Membership No: FCS4093

Chennai,
September 03, 2024

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with the Rules, which sets out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice to the Members in electronic form only by email to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") and Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited ("RTA") as on Friday, August 30, 2024 ("Cut-Off Date"). The communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. 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 addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. Members are advised to register/update their e-mail address with their Depository Participants in case of shares held in electronic form and to the Company and/or its RTA in case of shares held in physical form.
5. Members may also note that the Notice will also be available on the Company's website www.camsonline.com and on the website of the stock exchanges i.e. the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and the e-voting website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.
6. Members seeking inspection of relevant documents referred to in this Notice and the Explanatory Statement under Section 102 of the Act may send an email to secretarial@camsonline.com from their registered e-mail addresses up to the last date of remote e-voting i.e. Thursday, October 03, 2024 mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect.
7. The Members shall exercise their right to vote on the matters included in this Notice electronic means i.e. through e-voting services provided by RTA. The remote e-voting period commences on Wednesday, September 04, 2024, at 9:00 A.M. (IST) and ends on Thursday, October 03, 2024, at 5:00 P.M. (IST). The remote e-voting module shall be disabled for remote e-voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in

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the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.

8. In case the Members have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter user id and password. Post successful authentication, click on "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post registration, user will be provided with Login ID and password.
- After successful login, click on "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- Visit URL: <https://www.evoting.nsdl.com/>

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- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository

Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65940TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002, India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034, India.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -

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Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034, India.

- i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
- ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- b. 'Investor's Name' - Enter full name of the entity.
- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.

- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (Act), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the applicable Secretarial Standards, the following explanatory statement sets out all the material facts relating to the businesses mentioned under Item No. 1, 2, 3 & 4 of this Postal ballot Notice

Item 1: Appointment of Mr Santosh Kumar Mohanty (DIN: 06690879) as Independent Director of the Company

The Board of Directors, on the recommendations of the Nomination and Remuneration Committee has approved the appointment of Mr. Santosh Kumar Mohanty (DIN: 06690879) as an Additional Director (Non-Executive Independent Director) of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as Independent Director for a term of three years commencing from 03rd July 2024 to 02nd July 2027, subject to approval of Shareholders of the Company,

In accordance with the provisions of the Act and Listing Regulations, the Company is seeking approval of Shareholders of the Company by way of Postal Ballot.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Santhosh Kumar Mohanty regarding the proposed appointment:

- a) Consent to act as Director of the Company, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Section 152 of the Act.
- b) Declaration (Form DIR-8) that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- c) Declaration that he meets the criteria of independence prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d) Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.
- e) Confirmation that he has complied with Section 150 of the Act and Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.
- f) Does not have any shareholding (including shareholding as a beneficial owner) in the Company and is not related to any of the Directors/ Managers/ Key Managerial Personnel of the Company.
- g) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company
- h) Does not have any existing pecuniary relationship with the Company and has not received any remuneration from the Company in the past.

Brief Profile of Santhosh Kumar Mohanty

Mr. Santosh Kumar Mohanty (DIN: 06690879) holds Bachelor of Arts Degree in Political Science from Utkal University and Bachelor of Laws (LLB) from Mumbai University. He holds master's degree in international studies from Jawaharlal Nehru University and a PG Diploma in securities Laws from Mumbai University. He started his career with National Bank for Agriculture and Rural Development (NABARD) in 1985 and joined the Indian Revenue Service (IRS) in 1991. He joined IRS as Assistant Commissioner of Income tax in September 1991 and became the commissioner of Income tax in November 2012 and held the position till May 2013. In May 2013, he joined Forward Markets Commission (FMC) on deputation and served there as a Director till September 28th, 2015. Subsequently he joined the Securities and Exchange Board of India (SEBI) on deputation as an Executive Director on 29th September 2015 and became a Whole Time Member (WTM) of SEBI in June 2018 and held the said position till June 23rd, 2023.

In the opinion of the Board, Mr. Santosh Kumar Mohanty (DIN: 06690879), fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Company's management.

Considering Mr. Santosh Kumar Mohanty's skills, competency, expertise and experience and expertise regulatory matters, the Board is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director of the Company.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 is given hereunder:

Name of the Director	Mr. Santosh Kumar Mohanty
DIN	06690879
Age	63
Date of First appointment on the Board	03/07/2024
Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards.	Mr. Santosh Kumar Mohanty (DIN: 06690879) holds Bachelor of Arts Degree in Political Science from Utkal University and Bachelor of Laws (LLB) from Mumbai University. He holds master's degree in international studies from Jawaharlal Nehru University and a PG Diploma in securities Laws from Mumbai University. He started his career with National Bank for Agriculture and Rural Development (NABARD) in 1985 and joined the Indian Revenue Service (IRS) in 1991. He joined IRS as Assistant Commissioner of Income tax in September

	1991 and became the commissioner of Income tax in November 2012 and held the position till May 2013. In May 2013, he joined Forward Markets Commission (FMC) on deputation and served there as a Director till September 28th, 2015. Subsequently he joined the Securities and Exchange Board of India (SEBI) on deputation as an Executive Director on 29 th September 2015 and became a Whole Time Member (WTM) of SEBI in June 2018 and held the said position till June 23rd, 2023
Terms and conditions of appointment/ re-appointment	Appointment as an Independent Director for a term of 3 years
Details of remuneration sought to be paid	A consolidated remuneration (Consisting of Sitting fee and commission) of Rs.25 lacs subject to the condition that the same shall always remain within the limit of 1% of the net profit as laid down in the Companies Act, 2013 will be paid subject to the approval of shareholders.
Details of remuneration last Drawn (F.Y. 2023- 24)	Not Applicable
Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Santosh Kumar Mohanty is not related to any of the Directors
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He has expertise in regulatory matters especially related to financial markets.
Number of Board Meetings attended during the Financial Year 2023-24	Not Applicable
Directorships held in other Companies	SBI CDMDF Trustee Private Limited.
Chairmanship/ Membership of Board Committees of other Companies	NIL

Listed entities from which the Director has resigned in the past three years	NIL
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In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Santosh Kumar Mohanty as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Santosh Kumar Mohanty, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

ITEM NO. 2

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

The present Authorized Share Capital of the Company is **Rs. 50,25,00,000 (Rupees Fifty Crores Twenty-Five Lakhs only) divided into 5,02,50,000 (Five Crore Two Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- each.** To facilitate the issue of ESOP and for meeting future requirements, if any, it is proposed to increase the Authorized Share Capital to **Rs. 51,25,00,000(Rupees Fifty-One Crores Twenty-Five Lakhs) divided into 5,12,50,000 (Five Crore twelve lakhs fifty thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.**

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

As required by Section 102(3) of the Companies Act, 2013, the copy of the proposed Memorandum of Association, shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.

It is also proposed to authorize the Board of Directors of the Company including any Committee thereof to complete all the formalities in connection with the issue of ESOP. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements. None of the Directors / Key Managerial Personnel / their relatives are in any way concerned or interested, financially or otherwise in the resolutions.

The Board recommends the Ordinary resolution as set out in Item No.2 of this notice for the approval of the members.

ITEM NO. 3

Approval of the ESOP Scheme 2024

The Company values employees who are committed to building a successful organization and in order to incentivize, reward and motivate the employees to contribute effectively towards the future growth and profitability of the Company, the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors ("**Board**") of the Company in their meeting held on July 3 2024, have recommended/ approved, the Computer Age Management Services Limited Employee Stock Option Plan 2024 ("**Scheme**") in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**").

The Company intends to implement this Scheme by way of grant of employee stock options ("**Options**") to the eligible employees with an objective to enable the Company to attract and retain talented human resources by offering them an opportunity to acquire an equity interest in the Company which will reflect their efforts in building the growth and the profitability of the Company and also provide existing employees an opportunity for investment in the Company's equity interest in recognition of their efforts to grow and build the Company.

In terms of Regulation 6 of SEBI SBEB Regulations, for issue of equity shares to the employees of the Company, the approval of the existing members by way of special resolution is required. Further, separate special resolution is also required to be passed for grant of Options to employees of subsidiary companies.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of the SEBI SBEB Regulations are as under:

1. Brief description of the Scheme:

The Company aims to incentivize its employees through grant of Options. The Company values employees who are committed to building a successful organization.

The objectives of the Scheme are:

- (i) To enable the Company to attract and retain talented human resources by offering them an opportunity to acquire an equity interest in the Company which will reflect their efforts in building the growth and the profitability of the Company; and/or
- (ii) to provide existing employees an opportunity for investment in the Company's equity interest in recognition of their efforts to grow and build the Company.

2. The total number of Options to be offered and granted:

A maximum of 1,000,000 (one million) Options may be offered and granted under the Scheme, which on exercise would entitle not more than 1,000,000 (one million) equity shares of face value of Rs. 10/- (Rupee Ten only) each of the Company, which represents 2.03% of issued, subscribed and paid-up shares as on July 31, 2024. Further, all lapsed options shall be returned to ESOP pool and can be reused.

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3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The following classes of employees / directors shall be entitled to participate and shall be the beneficiaries under the Scheme:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director.
- (iii) an employee as defined in sub-clauses (i) or (ii) above, of a group company including subsidiary or its associate Company, in India or outside India, or of a holding company of the Company,

but does not include-

- (i) an employee who is a promoter or belongs to the promoter group.
- (ii) director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

Indicatively the total No of grantees covered in a year is expected to be between 75 and 200.

4. Requirements of vesting and period of vesting:

The Options shall vest upon completion of the vesting period and subject to the achievement of the performance conditions, as specified in the grant letter issued to the employees.

The Options cannot vest less than 1 (one) year from the date of grant of an Option (except in case of death and permanent disability) and may extend to a maximum period of 4 (four) years from the date of grant, as may be determined by the NRC from time to time, which shall be within the period of 4 (four) years.

The options will vest based on the performance of the company on the following parameters, the targets for which shall be determined by the Board as part of the Annual Budgets. Notwithstanding the above, the minimum target shall not be lower than the following quantum.

The options will vest based on predetermined performance criteria as below

Growth in Revenue, Growth in EBIDTA at a consolidated level – will be 10% over the preceding financial year or at a higher rate as may be decided by the Board as a part of the annual target setting to be done at the inception of the financial year.

Vesting for each of the grants will be as below (based on performance of the immediately preceding financial year).

% of Achievement of Target	Quantum of vesting
Below 50%	No vesting
Between 50% and 74%	50% vesting
Between 75% and 100%	Proportional to the achievement of targets
More than 100%	100% vesting

The vesting of Options granted to the employees may expire or lapse or forfeit or accelerate (as the case maybe) in the following circumstances:

- (i) In case where grantee dies while in employment, all Options granted to him (whether vested or not) shall vest in the legal heirs or nominees or beneficiary(ies) on the date of death and can be exercised within the exercise period.
- (ii) In case where grantee suffers total and permanent incapacity, then all Options granted to him (whether vested or not) shall vest as on the date of such permanent disability and can be exercised by him / his legal heirs / nominees / beneficiary(ies) within the exercise period.
- (iii) In case where grantee does not exercise the vested Options during the exercise period, such Options will lapse and no rights in relation to such lapsed Options will accrue to the grantee after that date.
- (iv) If the grantee's employment with the Company terminates for 'Cause' (as defined under the Scheme), all the Options (whether vested or not vested), to the extent not previously exercised, shall lapse as on the date of termination of employment.
- (v) If the grantee resigns from the employment of the Company, then all the Options granted and not vested, as on the effective date of resignation, shall lapse. However, the vested options can be exercised by the grantee prior to the expiry of the exercise period or within 180 (one hundred and eighty) days of effective date of resignation (whichever is earlier).
- (vi) If the grantee's employment with the Company is terminated on account of completion of employment contract, then all the granted Option which are not vested at the time of such termination shall lapse.
- (vii) If the grantee's employment with the Company terminates for reasons of normal retirement or early retirement in accordance with the retirement policy of the Company and specifically approved by the Company, then all the options granted to him till such date that have not vested, shall vest as on the date of retirement.

However, such grantee shall need to be in employment for at least 1 (one) year from the date of grant of options.

In the event, 1 (one) year period has not completed, and the grantee retires but is appointed as a non-executive director of the Company or its subsidiaries, then the unvested Options would continue and shall vest on completion of 1 (one) year from the date of grant of Option.

- (viii) In the event of termination of employment (other than reasons specified above), all Options which are granted, and which are not vested, shall lapse. However, the vested Options can be exercised by the employee prior to the expiry of exercise period, or such extended period as determined by the NRC.
- (ix) In the event any grantee engages in any act / conduct that breaches their post-employment obligations, the vesting or exercise of all such Options shall be kept at abeyance or cancelled from the date on which the Company identifies a breach of post-employment obligations. In such cases, the Board / NRC shall have the authority to determine how the Options held by employees would be treated.

5. Maximum period within which the Options shall be vested:

The vesting period of the Options granted under the Scheme shall not be less than a period of 1 (one) year, and which may extend to maximum period of 4 (four) years from the date of grant or such other period during the period of 4 (four) years from the date of grant, as may be decided by the NRC from time to time.

6. Exercise price or pricing formula:

Exercise price shall mean the price payable by the grantee for exercising his vested Options in accordance with the grant terms and Scheme, which shall be the closing price in the stock exchange on the date of approval of the grants by the NRC. For this purpose, the price in the exchange where the highest volume of shares is traded will be considered.

Further, the exercise price shall be in compliance with the accounting standards.

Further, the exercise price shall be in compliance with the accounting standards specified under the SBEB & SE Regulations, including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

7. Exercise period and process of exercise:

- (i) Exercise period while in employment: The grantee has the right to convert any number of his vested Options into shares in full or in tranches at any time during the Exercise Period.

The term '**Exercise Period**' has been defined under the Scheme as "*a period of four years after Vesting within which a Grantee should Exercise his right to apply for Shares against his Vested Options in accordance with the Grant and CAMS ESOP Scheme 2024*".

(ii) Exercise period in case of cessation of employment:

- (a) Death: In case of death, all Options granted to a grantee till such date, whether or not such Options were vested on the date of grantee's death, shall vest in his legal heirs or nominees or beneficiary(ies) on that date and can be exercised within Exercise Period.
- (b) Total and permanent incapacity: In case of total and permanent incapacity, all Options granted to a grantee, whether or not such Options were vested on the date of grantee's total and permanent incapacity, shall vest and can be exercised by grantee or his legal heirs or nominees or beneficiary(ies) within Exercise Period.
- (c) Voluntary resignation: In case where grantee ceases to be an employee on account of voluntary resignation, then all the vested Options can be exercised by him prior to the expiry of Exercise Period or within 180 (one hundred and eighty days) of effective date of resignation, whichever is earlier.
- (d) Employment transfer: In case of resignation on account of leaving the Company for joining any subsidiaries of the Company will be regarded as employment transfer and shall not be regarded as resignation / termination, and the vesting or exercise as per the terms of grant shall continue in case of such transferred grantee, even after such transfer or deputation.
- (e) Transfer or deputation: In case where employee who has been granted benefits under the Scheme is transferred or deputed to an associate company, holding company, group company and/or subsidiary company (as the case may be) prior to vesting or exercise of options, the vesting and exercise of such Options as per the terms of the grant shall continue in case of transferred or deputed employee even after such transfer or deputation.
- (f) Retirement: If a grantee's employment with the Company terminates for reasons of normal retirement or early retirement in accordance with the Company's retirement policy, then all the Options granted to him till such date that have not vested, shall vest (subject to grantee being in employment for at least 1 (one) year from the date of grant of such Options). Such Options can be exercised by grantee prior to expiry of Exercise Period.
- (g) Termination for other reasons: In case of termination of employment for reasons other than those specified above, all vested Options can be exercised by the grantee prior to expiry of Exercise Period, or such extended period as determined by the NRC.
- (h) Breach of post-employment obligations: In the event any grantee engages in any act / conduct that breaches their post-employment obligations, the vesting or exercise of all such Options shall be kept at abeyance or cancelled from the date on which the Company identifies a breach of post-employment

obligations. In such cases, the Board / NRC shall have the authority to determine how the Options held by employees would be treated.

(iii) Exercise process:

- (a) The vested Options can be exercised by a grantee y by way of an exercise notice specifying the number of vested options to be exercised. The Options shall be deemed to be exercised when an employee pays to the Company a consideration equal to the respective exercise price of the Option and upon the satisfaction of tax liability.
- (b) Upon the receipt of exercise notice and exercise price thereof, the company secretary of the Company shall make necessary arrangements for allotment of shares in lieu.

8. Appraisal process for determining the eligibility of employees for the Scheme:

- (i) Employees: In considering the eligibility of employees to receive Options under the Scheme, NRC shall consider the qualification, experience, hierarchy level in the organization or performance of an employee as indicated by the annual performance appraisal, minimum period of service, the position and responsibilities of an employee, the nature and value to the Company of his services and accomplishments, his present and potential contribution to the success of the Company, past service and geographical location and such other factors that the NRC may deem relevant.
- (ii) Directors: In case of determining the eligibility of directors to receive Options under the Scheme, the eligibility shall depend on the period for which the office of the director is held by the incumbent or proposed to be held by the incumbent and such other factors as the NRC may think appropriate.

9. Maximum number of Options to be offered and issued per employee and in aggregate, if any:

A maximum of 1,000,000 (one million) Options that may be offered and granted in aggregate under the Scheme, which on exercise would entitle not more than 1,000,000 (one million) equity shares of face value of Re. 10/- (Rupee Ten only) each of the Company, which represents 2.03% of issued, subscribed and paid-up shares as on July 31, 2024.

The total Number of options to be granted in any financial year will not exceed 300000 and the proposed options of 10 lacs is expected to be exhausted over a four-year period.

The maximum number of Options to be granted to any one single eligible employee under the Scheme shall not exceed 25% of options under the scheme referred above, which on exercise of the vested options will not entitle more than 0.5% of the paid-up capital of the company as on 31st March 24.

10. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The Scheme is to be implemented and administered directly by the Company.

11. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme involves only new issuance of shares by the Company.

12. The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not applicable.

13. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:

Not applicable.

14. A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15:

The Company shall conform to the applicable accounting policies prescribed under the SEBI SBEB & SE Regulations, or such other policy(ies) as may be prescribed under any other law with respect to accounting for Options, including the disclosure requirements prescribed therein.

15. The method which the Company shall use to value its Options:

The Company shall follow the fair value method for the valuation of the Options, or such other method as may be determined by the NRC in accordance with the accounting policies specified under the SEBI SBEB & SE Regulations.

16. Period of lock-in:

Shares issued under the Scheme shall not be subject to any transfer restrictions or lock-in restrictions.

17. Terms & conditions for buyback, if any, of specified securities covered under the SEBI SBEB & SE Regulations.

None.

The resolution and the terms stated therein shall be subject to the guidelines/regulations issued/to be issued by statutory authorities in that behalf and the NRC shall have the sole and absolute authority to modify the terms herein which do not conform with the provisions of the said guidelines/ regulations.

None of the Directors of the Company except Mr. Anuj Kumar is in any way, concerned or interested in the resolution. Mr. Anuj Kumar may be deemed to be interested to the extent of the Options that may be granted to him/Equity shares that may get converted on vesting of those Options.

The Resolutions contained at Item no. 3 seek to obtain the members' approval to authorize the Scheme and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the Scheme. Draft of the Scheme with the proposed shall be electronically available for inspection upon mail request as mentioned in the Notes.

The Board recommends passing of the resolutions as set out under Item No. 3 of the Notice for approval of the members as a special resolution. None of the directors or key managerial personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that have been granted or may be granted to them.

ITEM NO. 4

Approval of ESOP to the Employees of the Subsidiary Companies

The options proposed to be issued as detailed in Item No. 3 of the resolution may also be granted to the present and future, permanent employees of its subsidiaries viz Sterling Software Private Limited, CAMS Insurance Repository Services Limited, CAMS Investor Services Private Limited, CAMS Financial Information Services Private Limited and CAMS Payment Services Private Limited, Fintuple Technologies Private Limited, Think Analytics India Private Limited the Indian subsidiary companies and to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), whether in India or abroad, subject to the employees meeting the eligibility criteria and on such other terms as may be determined by the Board of Directors of the Company (hereinafter referred to as the '**Board**' which term shall be deemed to include the Nomination and Remuneration Committee of Directors constituted by the Board to exercise its powers including powers conferred by this resolution).

The Company shall follow the fair value method for the valuation of the Options, or such other method as may be determined by the NRC in accordance with the accounting policies specified under the SEBI SBEB & SE Regulations in respect of the options granted to the employees of the subsidiary companies and the subsidiary companies shall reimburse the company the value of such options granted.

Approval of the shareholders is sought for the issue of grants to the employees of the subsidiary company. The terms as mentioned in Item No 3 above will be applicable for the grants issued to the employees of the subsidiary company also.

The Board recommends passing of the resolutions as set out under Item No. 4 of the Notice for approval of the members as a special resolution. None of the directors or key managerial personnel of the Company including their relatives are, in any way, concerned or interested,

financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that have been granted or may be granted to them.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

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