

CMSINFO/SDDD/2602/009

February 18, 2026

To,

BSE Limited

Listing Department,
1st Floor, PJ Towers,
Dalal Street,
Fort, Mumbai – 400 001
Scrip Code: 543441

National Stock Exchange of India Limited

Listing Department,
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra(East),
Mumbai – 400 051
Symbol: CMSINFO

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Ref: Company Intimation Letter No: CMSINFO/PKDD/2602/003 dated February 12, 2026

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 read with part A para A of Schedule III to the SEBI Listing Regulations, we enclose herewith a copy of Postal Ballot Notice dated **Thursday, February 12, 2026** along with the Explanatory Statements ("Postal Ballot Notice") seeking approval of Members of CMS Info Systems Limited ('the Company') on the Resolution as set out in the Postal Ballot Notice by way of electronic voting ("remote e-Voting") only.

In accordance with the applicable circulars of Ministry of Corporate Affairs ("MCA Circulars") and provisions of Listing Regulations, the aforesaid Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 13, 2026 ('Cut-off date')**.

The Members, whose e-mail address is not registered with the Company/Depositories, may register their e-mail address with the Company's Registrar and Share Transfer Agent i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), to receive the Postal Ballot Notice. The process for registration of e-mail address is provided in the enclosed Postal Ballot Notice. A copy of Postal Ballot Notice is also available on the website of the Company at www.cms.com.

During the remote e-Voting period, members of the Company, holding shares as on the **Cut-off date i.e., Friday, February 13, 2026** may cast their votes electronically only through remote e-voting. The voting rights of the Members shall be in proportion to

their share of the paid-up equity share capital of the Company as on the **Cut-Off Date**. It is clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Postal Ballot Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in the attached Postal Ballot Notice.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the e-voting facility to its members. Accordingly, the Postal Ballot Notice is also available on CDSL's e-voting website at <https://www.evotingindia.com/>. Further, the details of the calendar of events are set out below:

Sr. No.	Particulars/Events	Dates/time
1.	Cut-off date for determining the members eligible for e- voting and for determining members to whom Postal Ballot Notice will be sent	Friday, February 13, 2026
2.	Completion of dispatch of Postal Ballot Notice	Wednesday, February 18, 2026
3.	Remote e-Voting Start Date	Monday, February 23, 2026
4.	Remote e-Voting Start Time	9.00 a.m. IST
5.	Remote e-Voting End Date	Tuesday, March 24, 2026
6.	Remote e-Voting End Time	5.00 p.m. IST
7.	Date on which Resolution will be deemed to be passed	Tuesday, March 24, 2026
8.	Date of declaration of the result by the Chairperson/ person authorized by the Chairperson	On or before Thursday, March 26, 2026.

Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote e-Voting form part of the 'Notes' section to the Postal Ballot Notice.

This is for the information of the Exchange and the members.

Thanking You,

For CMS Info Systems Limited

Debashis Dey
Company Secretary & Compliance Officer

Encl: As above

CMS Info Systems Limited

Registered Office: T-151, 5th Floor, Tower No. 10, Railway Station Complex,
Sector -11, CBD Belapur, Navi Mumbai- 400 614

CIN: L45200MH2008PLC180479

Tel: +91-22-4889 7400; **Email:** contact@cms.com;

Website: www.cms.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

COMMENCEMENT OF REMOTE E-VOTING PERIOD	CONCLUSION OF REMOTE E-VOTING PERIOD
Monday, February 23, 2026, at 9:00 a.m. (IST)	Tuesday, March 24, 2026, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") as amended, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**"), Government of India, for holding general meetings/conducting postal ballot process through remote e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17 /2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025. ("**the MCA Circulars**") and any other applicable laws and regulations, the following Resolution, as set out in this Notice, is proposed for the approval of the Members of CMS Info Systems Limited ("**the Company**") through Postal Ballot by way of voting through electronic means ("**remote e-Voting**") only.

Pursuant to Section 102, 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice (**this Notice**) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ('RTA')/ Depositories. Further, in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. Therefore, the communication of the assent or dissent of the Members would only be taken through the remote e-Voting system.

The Company is sending this Notice to those Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited, the Depositories, as on **Friday, February 13, 2026** being the cut-off date for the purpose, in electronic form to those Members whose e-mail addresses are registered with Company's RTA or Depository Participants.

The remote e-Voting period commences **from 9:00 A.M. (IST) on Monday, February 23, 2026** and ends at **5:00 P.M. (IST) on Tuesday, March 24, 2026**. Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting, not later than 5.00 p.m. (IST) on **Tuesday, March 24, 2026**. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

The results of the Postal Ballot will be announced on or before **Thursday, March 26, 2026**. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at www.cms.com and on the e-voting website of CDSL www.evotingindia.com

The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. **Tuesday, March 24, 2026**, in terms of SS-2 issued by the Institute of Company Secretaries of India.

1. Appointment of Ms. Vidya Krishnan (DIN: 09669166) as an Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as **Ordinary/Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board"), Ms. Vidya Krishnan (DIN: 09669166), who was appointed as an Additional Director (Independent) of the Company, and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) years commencing from the effective date of her first appointment i.e. from January 2, 2026 to January 1, 2029;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Sd/-
Debashis Dey
Company Secretary & Compliance Officer

Place: Mumbai

Date: February 12, 2026

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the business as set out in Resolution No. 1 is annexed hereto and forms part of this Notice.
2. In compliance with the provisions of Sections 102, 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and relevant MCA

Circulars, this Notice is being sent only by e-mail to all the Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ MUFG Intime (India) Private Limited (Earlier known as Link Intime (India) Private Limited), the Company's Registrar and Transfer Agent ('RTA') as on **Friday, February 13, 2026 ('Cut-off Date')**, and whose e-mail IDs are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice.

3. Members, whose email IDs are not registered, are requested to contact their DP or register the same with our RTA by uploading a request letter along with self-attested copies of their PAN Card and Address Proof, on the SWAYAM - Self-Service Portal for Investors at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html. The Company hereby requests all its Members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide various communications to the Members through email. Members may note that this notice is also available on the Company's website at www.cms.com and websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com as well as on e-voting website of CDSL at www.evotingindia.com.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the enabling MCA and SEBI Circulars, the Company is pleased to provide remote e-Voting facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility provided by CDSL.
5. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, February 13, 2026**. It is 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 / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice. Any person who is not a Member as on Cut-off date should treat this Notice for information purpose only.
6. The remote e-Voting period commences **from 9:00 A.M. (IST) Monday, February 23, 2026**, and ends at **5:00 P.M. (IST) on Tuesday, March 24, 2026**. During this period, Members of the Company, as on the Cut-Off date i.e. **Friday, February 13, 2026**, may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The vote in this postal ballot cannot be exercised through proxy.
7. The documents referred to in the Explanatory Statement will be made available for inspection by the Members. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to company.secretary@cms.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID on or before **Monday, March 23, 2026**.
8. The Board of Directors of the Company have appointed CS Mukesh Siroya (ICSI Membership No. FCS 5682, CoP No. 4157), Proprietor, M/s. M Siroya & Company, Practicing Company Secretaries, Mumbai, failing him CS Bhavyata Raval Acharya (ICSI Membership No. ACS: 25734; CoP: 21758), Partner, M/s. Siroya and BA Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot voting process through remote e-Voting in a fair and transparent manner.
9. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-Voting.
10. The results of the Postal Ballot will be announced on or before **Thursday, March 26, 2026**. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.cms.com and on the e-voting website of CDSL at www.evotingindia.com

11. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-Voting i.e. **Tuesday, March 24, 2026.**
12. Instructions for Members for voting electronically are as under:

INSTRUCTIONS TO VOTE ELECTRONICALLY USING THE E-VOTING SYSTEM:

A. Login process for e-voting:

(i) Individual Members holding securities in Demat mode (either CDSL/NSDL)

- a. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual Members holding securities in Demat mode (either CDSL/NSDL)** is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name i.e CMS Info Systems Limited or e-Voting service provider name i.e. CDSL and you will be redirected to e-Voting website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name i.e. CMS Info Systems Limited or e-Voting service provider name i.e. CDSL and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Additional facility for Individual Members holding securities in demat mode (both CDSL & NSDL): Login through Demat Account	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name i.e. CMS Info Systems Ltd. or e-Voting service provider name i.e. CDSL and you will be redirected to e-Voting website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Members 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 21 09911
Individual Members 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

(ii) Access through CDSL e-Voting system for non-individual Members:

- a. Login method for e-Voting and joining virtual meetings for **Members other than individuals holding shares in Demat form.**

- 1) The Members should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company or contact Company/RTA MUFG Intime (India) Pvt.Ltd.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id in the Dividend Bank details field.

7) After entering these details appropriately, click on “**SUBMIT**” tab.

8) Members holding shares in demat form will now reach ‘**Password Creation**’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

b. Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.

- (i) Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “**Corporates**” module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login will be mapped automatically & can be de-linked in case of any wrong mapping.
- (v) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) Alternatively, Non-Individual Members are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: company.secretary@cms.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. E-Voting Process:

- a. Click on the EVSN for the relevant **CMS Info Systems Limited** i.e. **260216004** on which you choose to vote.
- b. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- c. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- d. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- e. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- f. You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- g. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- h. There is also an optional provision to upload BR/POA if any, which will be made available to scrutinizer for verification.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 ("Act")

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Postal ballot Notice dated February 12, 2026

ITEM NO. 1:

Appointment of Ms. Vidya Krishnan (DIN: 09669166) as an Independent Director of the Company

Based on the recommendation of the Nomination & Remuneration Committee, the Board had appointed Ms. Vidya Krishnan (DIN: 09669166) as an Additional Director (Independent) of the Company with effect from January 2, 2026. The Board, on the recommendation of the Nomination & Remuneration Committee, had also recommended the appointment of Ms. Vidya Krishnan as an Independent Director of the Company for a term of 3 (three) years from the effective date of her first appointment i.e. from January 2, 2026 to January 1, 2029.

Ms. Vidya Krishnan brings close to four decades of experience at the State Bank of India (SBI) Group, with deep expertise in enterprise technology, large-scale digital platforms, and mission-critical IT systems. In her last role as Deputy Managing Director (Information Technology), she led SBI's Global Information Technology Centre and was responsible for the bank's global IT strategy and operations.

During her tenure, she played a key role in enterprise-wide digital transformation initiatives, including the development and scaling of the YONO digital banking platform and the SBI UPI ecosystem, which serve millions of customers across India. She oversaw platform modernisation, observability, operational resilience, and business continuity frameworks supporting Retail, Wholesale, and Investment Banking systems at scale.

Ms. Vidya Krishnan brings strong experience in technology-led risk management, system resilience, and the application of emerging technologies, including AI, in financial services operations, aligning with CMS Info Systems' focus on a scalable, unified platform that delivers innovative, technology-driven solutions and services to banks, financial institutions, organized retail, and e-commerce companies.

She holds a Bachelor's degree in Physics and an MBA in Finance from the University of Mumbai and is a Certified Associate of the Indian Institute of Bankers (CAIIB).

Ms. Vidya Krishnan is registered on the Independent Director's Databank and is qualified to be appointed as a director in terms of Section 164 of the Companies Act, 2013 ('the Act') and has given her consent to act as Independent Director, if so appointed by the Company. The Company has also received declarations from her stating that she meets all the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Also, the Company has received other necessary disclosures and declarations from her including the declaration that she is not debarred from holding the office of director pursuant to any SEBI/Regulatory Order. Ms. Vidya does not hold any shares in the Company.

Details of Ms. Vidya Krishnan, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), are provided in the "Annexure-A" to the Notice.

The Company has received a notice from a Member under Section 160 of the Act proposing the candidature of Ms. Vidya Krishnan (DIN: 09669166) for appointment as an Independent Director of the Company for a Term of 3 (three) years from the effective date of her initial appointment on the Board of the Company, i.e. from January 2, 2026 to January 1, 2029.

Apart from receiving Directors' remuneration as may be decided pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Ms. Vidya Krishnan does not have any other pecuniary relationship with the Company.

In terms of Regulations 17 and 25 of the Listing Regulations, the Company is required to ensure that approval of the Members for appointment of Ms. Vidya Krishnan on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and in respect of appointment of an Independent Director, such approval is required to be taken by means of a Special Resolution. Accordingly, the proposal for the appointment of Ms. Vidya Krishnan as an Independent Director is being proposed for the approval of the Members by this Notice of Postal Ballot, as a Special Resolution.

However, pursuant to proviso to sub-regulation (2A) of Regulation 25, where a special resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public Members in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under sub-regulation (2A).

In view of the above, if the resolution proposed at item no. 1 of the Postal Ballot Notice fails to get the requisite majority of votes for approval as a Special Resolution but votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public Members in favour of the resolution exceed the votes cast against the resolution, then the appointment of Ms. Vidya Krishnan as an Independent Director shall be deemed to have been made by way of Ordinary Resolution, but in compliance with the requirements of sub-regulation (2A) of Regulation 25 of the Listing Regulations.

Save and except Ms. Vidya Krishnan, being the appointee, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

In the opinion of the Nomination & Remuneration Committee and the Board, Ms. Vidya Krishnan fulfils the conditions for appointment as Non-Executive Independent Director as specified in the Act and the Listing Regulations. Ms. Vidya Krishnan is not related to any Members of the Board and is independent of the management and, in the opinion of the Nomination and Remuneration Committee and the Board, possesses appropriate skills, experience and knowledge. Considering her extensive knowledge, vast experience, past achievements and understanding of the Industry, the Nomination & Remuneration Committee and the Board feel that the appointment of Ms. Vidya Krishnan as an Independent Director will be in the best interest of the Company.

The Board therefore recommends the resolution as set out in Item No. 1 of this Notice for the approval of the Members.

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

Sd/-
Debashis Dey
Company Secretary & Compliance Officer

Place: Mumbai

Date: February 12, 2026

Details of Director seeking re-appointment in pursuance of Secretarial Standards 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	Ms. Vidya Krishnan
DIN	09669166
Age	61 years
Qualifications	She holds a Bachelor's degree in Physics and an MBA in Finance from the University of Mumbai and is a Certified Associate of the Indian Institute of Bankers (CAIIB).
Experience (including expertise in specific functional area) / Brief Profile	Ms. Vidya Krishnan brings close to four decades of experience at the State Bank of India (SBI) Group, with deep expertise in enterprise technology, large-scale digital platforms, and mission-critical IT systems. In her last role as Deputy Managing Director (Information Technology), she led SBI's Global Information Technology Centre and was responsible for the bank's global IT strategy and operations. During her tenure, she played a key role in enterprise-wide digital transformation initiatives, including the development and scaling of the YONO digital banking platform and the SBI UPI ecosystem, which serve millions of customers across India. She oversaw platform modernisation, observability, operational resilience, and business continuity frameworks supporting Retail, Wholesale, and Investment Banking systems at scale. Ms. Krishnan brings strong experience in technology-led risk management, system resilience, and the application of emerging technologies, including AI, in financial services operations, aligning with CMS Info Systems' focus on a scalable, unified platform that delivers innovative, technology-driven solutions and services to banks, financial institutions, organized retail, and e-commerce companies.
Terms and Conditions of Appointment	Ms. Vidya Krishnan is proposed to be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) years from the effective date of her initial appointment on the Board of the Company i.e. from January 2, 2026 to January 1, 2029.
Remuneration (including sitting fees, if any) drawn in the previous financial year.	N.A.
Remuneration proposed to be paid	Ms. Vidya Krishnan will be eligible to receive remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013 as may be approved by the Board from time to time. Presently, all Independent Directors of the Company are eligible to receive sitting fees of ₹100,000/- (Rupees one hundred thousand each) for attending any meeting of the Board or any of its duly constituted Committee's subject to a maximum of ₹800,000/- (Rupees eight hundred thousand only) in any financial year and a profit linked commission of upto 0.50% of the Net profit of the Company subject to a maximum of ₹ 2,100,000/- (Rupees Two million One hundred thousand only) in any financial year.
Date of first appointment on the Board	January 2, 2026
Shareholding in the Company including shareholding as	Nil

Particulars	Ms. Vidya Krishnan
a beneficial owner as on date of notice	
Relationship with other Directors / Key Managerial Personnel	Ms. Vidya Krishnan is not related to any other Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year	N.A.
Directorships of other Boards as on date of notice	Northern Arc Capital Limited
Listed entities from which the Director has resigned in the past three years	Nil
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	The Board of Director of the Company has identified the following skills, expertise and competencies required for the role of Directors of the Company, in the context of business in which it operates: - Technical Expertise & Risk Management - Banking & Financial Domain Knowledge - Strategic Guidance By virtue of Ms. Vidya Krishnan qualification and experience, she is deemed to possess all the required skills and capabilities.
Membership / Chairmanship of Committees of Boards as on date of notice	Nil

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

Sd/-
Debashis Dey
Company Secretary & Compliance Officer

Place: Mumbai

Date: February 12, 2026