

CMSINFO/2505/008

May 20, 2025

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

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we enclose herewith a copy of Postal Ballot Notice dated May 19, 2025 along with the Explanatory Statements ("Postal Ballot Notice") seeking approval of Members of 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 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 **May 16, 2025 ('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, MUFG Intime India Private Limited, to receive the Notice. The process for registration of e-mail address is provided in the enclosed Notice. A copy of the 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, May 16, 2025** 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 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 Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”), for providing e-voting facility to its members and details of the calendar of events are as follows:

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, May 16, 2025
2.	Completion of dispatch of Notice	Tuesday, May 20, 2025
3.	Remote e-Voting Start Date	Thursday, May 22, 2025
4.	Remote e-Voting Start Time	9.00 am IST
5.	Remote e-Voting End Date	Friday, June 20, 2025
6.	Remote e-Voting End Time	5.00 pm IST
7.	Date on which Resolution will be deemed to be passed	Friday, June 20, 2025
8.	Date of declaration of the result by the Chairperson/ person authorized by the Chairperson	On or before Tuesday, June 24, 2025

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 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, Sector-11, Railway Station Complex,
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
Thursday, May 22, 2025, at 9:00 a.m. (IST)	Friday, June 20, 2025, at 5:00 p.m. (IST)

Dear Shareholder(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 ("**the MCA Circulars**") and SEBI Circular - SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and any other applicable laws and regulations, the following Resolution, as set out in this Notice, is proposed for the approval of the Shareholders 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 statements 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 Shareholders 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 Shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Shareholders. The instructions for remote e-Voting are appended to this Notice. Therefore, the communication of the assent or dissent of the Shareholders would only be taken through the remote e-Voting system.

The Company is sending this Notice to those Shareholders whose names appear on the Register of Shareholders / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited, the Depositories, as on **May 16, 2025** being the cut-off date for the purpose, in electronic form to those Shareholders 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 Thursday, May 22, 2025 and ends at 5:00 P.M. (IST) on Friday, June 20, 2025. Shareholders 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 June 20, 2025. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Friday, June 20, 2025, in terms of SS-2 issued by the Institute of Company Secretaries of India.

The results of the Postal Ballot will be announced on or before Tuesday, June 24, 2025. 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 NSDL www.evoting.nsdl.com

1. Appointment of Mr. Vishnu Jerome (DIN: 05325285) 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"), Mr. Vishnu Jerome (DIN: 05325285), 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 Shareholder under section 160 of the Act, proposing his 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 his first appointment i.e. from April 4, 2025 to April 3, 2028.

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: May 19, 2025

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 shareholders whose names appear in the Register

of Shareholders/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 **May 16, 2025 ('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. Shareholders, 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://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html. The Company hereby requests all its shareholders to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide various communications to the shareholders through email. Shareholders 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 NSDL at www.evoting.nsdl.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 Shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility provided by NSDL.
5. The voting rights of the Shareholders 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., **May 16, 2025**. It is clarified that all Shareholders of the Company as on the Cut-Off Date (including those Shareholders 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 Resolutions in accordance with the process specified in this Notice. Any person who is not a Shareholder 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) on Thursday, May 22, 2025, and ends at 5:00 P.M. (IST) on Friday, June 20, 2025. During this period, Shareholders of the Company, as on the Cut-Off date i.e. Friday, **May 16, 2025**, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder 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 shareholders. Shareholders 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 Friday, June 20, 2025.
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 **Tuesday, June 24, 2025**. 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 NSDL at www.evoting.nsdl.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. **Friday, June 20, 2025**.
12. Instructions for Shareholders for voting electronically are as under:

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

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. 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. 2. Existing IDEAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. 3. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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/Shareholder’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. 5. After successful authentication, you will be redirected to NSDL Depository site wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name i.e. CMS Info Systems Limited or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>6. Shareholders can also download NSDL Mobile App “NSDL SPEED-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 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 CMS Info Systems Limited. 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. Additionally, there is also link 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name i.e. CMS Info Systems Limited or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Shareholders 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

B) Login Method for shareholders other than Individual shareholders

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Shareholder’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at <https://eservices.nsdl.com/>. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares	Your User ID is:
a) For Shareholders who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Shareholders who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below under “**process for those shareholders whose email ids are not registered.**”
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.com mentioning your demat account number, your PAN, your name and your registered address etc.
 - c) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is active.
2. Select "EVEN" of **CMS Info Systems Limited** i.e. **133726**
3. Now you are ready for remote e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. Assent (For) or Dissent (Against), verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to siroyam@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send request at evoting@nsdl.com

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

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to contact@cms.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders**.
2. Alternatively, shareholders may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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 May 19, 2025.

ITEM NO. 1:

Appointment of Mr. Vishnu Jerome (DIN: 05325285) as an Independent Director of the Company

Based on the recommendation of the Nomination & Remuneration Committee, the Board had appointed Mr. Vishnu Jerome (DIN: 05325285) as an Additional Director (Independent) of the Company with effect from April 4, 2025. The Board, on the recommendation of the Nomination & Remuneration Committee, had also recommended the appointment of Mr. Vishnu Jerome as an Independent Director of the Company for a term of 3 (three) years from the effective date of his first appointment i.e. from April 4, 2025 to April 3, 2028.

Mr. Vishnu Jerome is a founding partner at Jerome Merchant + Partners, a boutique full-service law firm headquartered in Mumbai, India with a presence in New Delhi, Bangalore and London, and has been a trusted advisor to clients for nearly two decades, with a focus on banking, restructuring and corporate law. He regularly advises leading international banks and credit funds on complex financings, structured transactions, derivatives, trade finance, and cross-border debt restructurings. Beyond his transactional expertise, Mr. Jerome provides strategic regulatory counsel in financial services and works closely with the firm's restructuring and insolvency team, offering nuanced guidance on pre-litigation strategies and insolvency-related matters.

In addition, Mr. Vishnu represents both investors and emerging growth companies on corporate transactions at all stages of a company's life cycle from conception to exit with a geographical focus on the India and Southeast Asian region.

Mr. Jerome has advised on complex matters related to financial services, banking regulation, new age technologies in payments, digital lending, data and digital securities and financial products. His clients include, Tata Capital, Tata Motors, Deutsche Bank, Jupiter Money, SmallCases, Peak XV, 360 One, Nazara, Bajaj Finance, Arka Finance, SBI and ING.

Prior to co-founding the Firm, Mr. Vishnu Jerome was, at the time, the youngest partner at the Mumbai office of AZB & Partners. He graduated from National Law School of India, Bangalore in 2002.

Mr. Vishnu Jerome 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 his consent to act as Independent Director, if so appointed by the Company. The Company has also received declarations from him stating that he 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 him including the declaration that he is not debarred from holding the office of director pursuant to any SEBI/Regulatory Order. Mr. Vishnu Jerome does not hold any shares in the Company.

Details of Mr. Vishnu Jerome 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 shareholder under Section 160 of the Act proposing the candidature of Mr. Vishnu Jerome (DIN: 05325285) for appointment as an Independent Director of the Company for a Term of 3 (three) years from the effective date of his initial appointment on the Board of the Company, i.e. from April 4th 2025 to April 3rd 2028.

Apart from receiving Directors' remuneration as may be decided pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mr. Vishnu Jerome 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 shareholders for appointment of Mr. Jerome 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 shall be taken by means of a special resolution. Accordingly, the proposal for the appointment of Mr. Vishnu Jerome as an Independent Director is being proposed for the approval of the Shareholders by this Notice of Postal Ballot, as 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 shareholders 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 shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of Mr. Vishnu Jerome 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 Mr. Vishnu Jerome, 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, Mr. Vishnu Jerome fulfils the conditions for appointment as Non-Executive Independent Director as specified in the Act and the Listing Regulations. Mr. Vishnu Jerome is not related to any shareholders 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 his extensive knowledge, vast experience, past achievements and understanding of the Industry, the Nomination & Remuneration Committee and the Board feel that the appointment of Mr. Vishnu Jerome 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 shareholders.

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

Sd/-
Debashis Dey
Company Secretary & Compliance Officer

Place: Mumbai

Date: May 19, 2025

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 Obligation and Disclosure Requirements) Regulations, 2015.

Particulars	Mr. Vishnu Jerome
DIN	05325285
Age	46 years
Qualifications	Graduation from National Law School of India, Bangalore
Experience (including expertise in specific functional area) / Brief Profile	<p>Mr. Vishnu Jerome, founding partner at Jerome Merchant + Partners, brings nearly two decades of rich experience in advising clients on banking, restructuring, and corporate matters. He has assisted international banks and credit funds with financings, structured transactions, derivatives, trade finance, and cross-border debt restructurings. Additionally, he offers financial services regulatory advice and works on pre-litigation and restructuring matters within the insolvency practice.</p> <p>In addition, Mr. Jerome, represents both investors and emerging growth companies on corporate transactions at all stages of a company's life cycle from conception to exit with a geographical focus on the India and South East Asian region.</p> <p>Mr. Jerome, has advised on complex matters related to financial services, banking regulation, new age technologies in payments, digital lending, data and digital securities and financial products. His clients include, Tata Capital, Tata Motors, Deutsche Bank, Jupiter Money, SmallCases, Peak XV, 360 One, Nazara, Bajaj Finance, Arka Finance, SBI and ING</p> <p>Prior to co-founding the Firm, Mr. Vishnu Jerome was, at the time, the youngest partner at the Mumbai office of AZB & Partners. He graduated from National Law School of India, Bangalore in 2002.</p>
Terms and Conditions of Appointment	Mr. Vishnu Jerome 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 his initial appointment on the Board of the Company i.e. from April 4, 2025 to April 3, 2028.
Remuneration (including sitting fees, if any) drawn in the previous financial year.	N.A.
Remuneration proposed to be paid	<p>Mr. Vishnu Jerome 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.</p> <p>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.</p>
Date of first appointment on the Board	April 4, 2025

Particulars	Mr. Vishnu Jerome
Shareholding in the Company including shareholding as a beneficial owner as on date of notice	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Vishnu Jerome is not related to any other Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year	1 (out of 1 meeting held during his tenure)
Directorships of other Boards as on date of notice	<ul style="list-style-type: none"> • Europa Neo Marketing Private Limited • Genejunction Healthcare Services Private Limited • Grandway Technologies Private 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	<p>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:</p> <ul style="list-style-type: none"> • Strategic Guidance • Corporate Consulting • Law and Compliances <p>By virtue of Mr. Vishnu Jerome's qualification and experience, he is deemed to possess all the required skills and capabilities.</p>
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: May 19, 2025