

CMSINFO/2112/002

December 31, 2021

BSE Limited

Listing Department, 1st Floor, P J Towers, Dalal Street, Fort, Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Scrip Code: 543441

Symbol: CMSINFO

Sub.: Outcome of Board Meeting held on December 31, 2021

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, we hereby inform that the Board of Directors of CMS Info Systems Limited ("the Company") at its Meeting held on Friday, December 31, 2021 *inter alia* considered and approved the following:

1. Appointment of Ms. Manju Agarwal (DIN 06921105) as an Additional Director in the category of Non-Executive Woman Independent Director of the Company, based on the recommendation of Nomination & Remuneration Committee ('NRC') with effect from Saturday, January 1, 2022. She shall hold office as an Independent Director for a period of two (2) years, not liable to retire by rotation, subject to approval of the shareholders of the Company within three months from the date of appointment.
2. Appointment of Ms. Sayali Karanjkar (DIN 07312305) as an Additional Director in the category of Non-Executive Woman Independent Director of the Company, based on the recommendation of NRC with effect from Saturday, January 01, 2022. She shall hold office as an Independent Director for a period of two (2) years, not liable to retire by rotation, subject to approval of the shareholders of the Company within three (3) months from the date of appointment.
3. The Board noted that tenure of Ms. Shyamala Gopinath (DIN 02362921) as an Independent Director for two (2) consecutive terms will be completed on Friday, December 31, 2021, accordingly she will be ceased to be an independent Director from end of the day on December 31, 2021.
4. Appointment of Ms. Shyamala Gopinath (DIN 02362921) as an additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from Saturday, January 01, 2022 pursuant to the recommendation of NRC, subject to approval of the shareholders of the Company within three months from the date of appointment.



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5. Appointment of Ms. Shyamala Gopinath as the Chairperson of the Board with effect from Saturday, January 1, 2022. Ms. Shyamala Gopinath is not related to any of the Promoter(s), Directors or Key Managerial Personnel of the Company.

The details required under Regulation 30 of the Listing Regulations, read with SEBI circular no. CIR/CFD/CMD/4/2015, dated September 9, 2015 with respect to the aforementioned appointments are enclosed as “Annexure I”.

6. Re-constitution of the committees of the Board due to change in Board composition with effect from Saturday, January 01, 2022 is enclosed as “Annexure II”.
7. Pursuant to Regulation 30(5) of the Listing Regulations, following Key Managerial Personnel (“KMP”) of the Company shall be severally authorized to determine the materiality of an event or information.
- 8.

Sr. No.	Name of the KMP	Designation	Contact details
1	Mr. Rajiv Kaul	Executive Vice Chairman, Whole Time Director and CEO	Email: rajiv.kaul@cms.com Tel. No.: 022-4889 7400
2	Mr. Pankaj Khandelwal	Chief Financial Officer	Email: pankaj.khandelwal@cms.com Tel. No.: 022-4889 7400
3	Mr. Praveen Soni	Company Secretary and Compliance Officer	Email: company.secretary@cms.com Tel. No.: 022-4889 7400

The Board Meeting commenced at 6.00 PM (IST) and concluded at 06.25 PM (IST).

Kindly take the aforesaid on record.

Thanking you,

Yours faithfully,

For CMS Info Systems Limited



CS Praveen Soni
Company Secretary & Compliance Officer
(Membership No. FCS 6495)

Encl: as above

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Annexure I

A. Appointment of Ms. Manju Agarwal as an Additional (Non-Executive Independent) Director on the Board of the Company

Sr. No.	Details of events that needs to be provided	Relevant Particulars
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
2	Date of appointment/cessation (as applicable) and term of appointment	Appointment is with effect from January 1, 2022 for a term two (2) consecutive years up to December 31, 2023, subject to approval of shareholders of the Company.
3	Brief profile (in case of appointment)	<p>Ms. Manju Agarwal, Post Graduate from University of Allahabad, an Associate of the Indian Institute of Bankers, Certification in Documentary Credits, by EuroMoney, UK, Certification in Marketing, by IIM, Kolkata and Certification in Financial Inclusion, by Harvard Kennedy School, USA. She has 34 years of banking experience with State Bank of India, in India and overseas - Retail banking, Digital Banking, Customer Service and Financial Inclusion at Policy, Strategy and Operations level. She has Led SBI's partnership with Reliance Industries Ltd to set up Jio Payments Bank Ltd., Led the Govt Business, Transaction Banking and Issuing & Acquiring Business of the Bank, Led Bank's foray in Transit and Metro solutions and Bank's Jan Dhan program.</p> <p><u>Core Expertise & Specialization:</u></p> <ul style="list-style-type: none"> • Issuance and Business Strategy, Finance • Retail Banking-Policy, Strategy and Operations • Digital Payment Systems and tech related innovations • Issuance and Acquiring business including Transit and Metro • Transaction banking including Cash Management Products-Policy and

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		<p>Strategy</p> <ul style="list-style-type: none"> Customer Operations
4	Disclosure of relationships between directors (in case of appointment of director)	As declared to the Company, Ms. Manju Agarwal is not related to any of the existing directors of the Company and is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other authority.

B. Appointment of Ms. Sayali Vasant Karanjkar as an Additional Director on the Board of the Company

Sr. No.	Details of events that needs to be provided	Relevant Particulars
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
2	Date of appointment/cessation (as applicable) and term of appointment	Appointment is with effect from January 1, 2022 for a term of 2 (two) consecutive years upto December 31, 2023, subject to approval of shareholders of the Company.
3	Brief profile (in case of appointment)	Ms. Sayali Vasant Karanjkar is the Co-Founder of Paysense, a leading consumer lending company where she led the Business, Growth and Operations functions. Paysense got acquired by PayU, a leading payments and Fintech company in an all cash deal for an equity value of \$185 million. Deal Highlights: "The two stage transaction involved PayU buying out all the existing financial and angel investors of PaySense. It merge its lending business Lazypay with it (PaySense) and will also infuse \$200 million in PaySense in the next 24 months that includes \$65 million immediately, taking the deal size to over \$300 million or more than Rs. 2,100 crore.
4	Disclosure of relationships between directors (in case of appointment of director)	As declared to the Company, Ms. Sayali Vasant Karanjkar is not related to any of the existing directors of the Company and is not debarred from holding the office of director by virtue of any order passed by SEBI or any other authority.

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C. Appointment of Ms. Shyamala Gopinath as an Additional (Non-Executive Non-Independent) Director on the Board of the Company

Sr. No.	Details of events that needs to be provided	Relevant Particulars
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
2	Date of appointment/cessation (as applicable) and term of appointment	Appointment is with effect from January 1, 2022 and shall hold office up to the date of next General Meeting of the Company and whose term shall be liable to retire by rotation.
3	Brief profile (in case of appointment)	Ms. Shyamala Gopinath been associated with our Company since November 13, 2017. She holds a master's degree in commerce from the University of Mysore. She is a certified associate member of the Indian Institute of Bankers and an honorary fellow of the Indian Institute of Banking and Finance. In the past, she has served as the Deputy Governor of the RBI, chairperson of the advisory board on Bank, Commercial and Financial Frauds and part-time non-executive director of HDFC Bank Limited. Currently, she is a director on the board of several companies including Colgate Palmolive (India) Limited, CRISIL Limited, CRISIL Ratings Limited and Grassroot Trading Network for Women. She is associated with Indian Institute of Management, Raipur as the chairperson of the board of governors, Research and Information System for Developing Countries as a member and Sanitation and Advisory Council of India Sanitation Coalition as a member of finance.
4	Disclosure of relationships between directors (in case of appointment of director)	As declared to the Company, Ms. Shyamala Gopinath is not related to any of the existing directors of the Company and is not debarred from holding the office of director by virtue of any order passed by SEBI or any other authority.

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Board and Committee constitution (w.e.f 1st January 2022)
(as approved by Board of CMS Info in its meeting held on 31st Dec. 2021)

Board of Directors:

Sr. No.	Name of Director	Position/ Designation
1.	Shyamala Gopinath	Chairperson and Non-Executive Director
2.	Tapan Ray	Non-Executive Independent Director
3.	Manju Agarwal	Non-Executive Independent Director
4.	Sayali Karanjkar	Non-Executive Independent Director
5.	Jimmy Mahtani	Non-Executive Director
6.	Ashish Agrawal	Non-Executive Director
7.	Krzysztof Wieslaw Jamroz	Non-Executive Director
8.	Rajiv Kaul	Executive V.C., Whole Time Director and CEO

Audit Committee:

Sr. No.	Name	Position	Nature of Directorship
1.	Tapan Ray	Chairperson	Non-Executive Independent Director
2.	Manju Agarwal	Member	Non-Executive Independent Director
3.	Ashish Agrawal	Member	Non-Executive Director

Nomination and Remuneration Committee:

Sr. No.	Name	Position	Nature of Directorship
1.	Tapan Ray	Chairperson	Non-Executive Independent Director
2.	Manju Agarwal	Member	Non-Executive Independent Director
3.	Jimmy Mahtani	Member	Non-Executive Director

CSR Committee:

Sr. No.	Name	Position	Nature of Directorship
1.	Rajiv Kaul	Chairman	Executive Director
2.	Sayali Karanjkar	Member	Non-Executive Independent Director
3.	Shyamala Gopinath	Member	Non-Executive Director
4.	Krzysztof Wieslaw Jamroz	Member	Non-Executive Director

Stakeholders Relationship Committee:

Sr. No.	Name of Director	Position	Designation
1.	Tapan Ray	Chairperson	Non-Executive Independent Director
2.	Shyamala Gopinath	Member	Non-Executive Director
3.	Krzysztof Wieslaw Jamroz	Member	Non-Executive Director
4.	Rajiv Kaul	Member	Executive Director

Risk Management Committee:

Sr. No.	Name	Position	Designation
1.	Shyamala Gopinath	Chairperson	Non-Executive Director
2.	Tapan Ray	Member	Non-Executive Independent Director
3.	Krzysztof Wieslaw Jamroz	Member	Non-Executive Director
4.	Ashish Agrawal	Member	Non-Executive Director
5.	Pankaj Khandelya	Member	Chief Financial officer

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IPO Committee:

Sr No.	Name of Director	Position	Designation
1.	Jimmy Mahtani	Chairman	Non-Executive Director
2.	Rajiv Kaul	Member	Executive Director
3.	Ashish Agrawal	Member	Non-Executive Director

- Mr. Rajiv Kaul is permanent invitee to all Committee meetings of the Board.

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