

CMSINFO/2206/004

June 06, 2022

BSE Limited
Listing Department,
1st Floor, PJ Towers, Dalal Street,
Fort, Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Scrip Code: 543441

Symbol: CMSINFO

Sub: Submission of Postal Ballot Notice

Dear Sir/Madam,

In furtherance to our intimation dated May 30, 2022 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we hereby enclose a copy of Postal Ballot Notice along with the Explanatory Statement ("Notice") dated May 30, 2022 being sent to the members of CMS Info Systems Limited ("the Company") to seek approval by way of remote electronic voting ("e-voting") in respect of the special business as set out in the Notice.

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 by email to all the members of the Company who have registered their email addresses with the Depository(s)/ Registrar and Share Transfer Agent ("RTA") or respective Depository Participants and whose names are recorded in the Register of Members / Beneficial Owners as on the Cut-off date i.e. Friday, May 27, 2022.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing e-voting facility to its members. The e-voting period commences on Wednesday, June 08, 2022 at 9:00 A.M. (IST) and ends on Thursday, July 7, 2022 at 5:00 P.M. (IST) after which the e-voting will be blocked by NSDL. During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, May 27, 2022, may cast their votes. The results of the Postal Ballot shall be declared on or before Monday, July 11, 2022.

The Notice is also available on the website of the Company at www.cms.com.

You are requested to kindly take the same on your records.

Thanking You,

Yours faithfully,

For CMS Info Systems Limited



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

Encl: As above



Regd Off: T-151, Tower No. 10, Railway Station Complex, 5th Floor, Sector-11, CBD Belapur, Navi Mumbai – 400 614
Tel: +91-22- 4889 7400 Email: contact@cms.com
CIN: L45200MH2008PLC180479 Website: www.cms.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force), General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') as amended from time to time and all other applicable laws, rules and regulations, if any, that the Special Resolution as appended hereto is proposed to be passed by the Members of CMS Info Systems Limited ('the Company') through Postal Ballot by way of remote Electronic Voting ('e-voting').

The Board of Directors of the Company has appointed CS Mukesh Siroya (ICSI Membership No. FCS 5682), M/s. M Siroya & Company, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot voting process through e-voting in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated December 9, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by Listed Entities as amended from time to time, Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to enable the Members to cast their votes electronically. For the purpose of e-voting, the Company has engaged the services of National Securities Depository Limited ('NSDL'). Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

The e-voting period commences from 9:00 A.M. (IST) on Wednesday, June 8, 2022 and ends at 5:00 P.M. (IST) on Thursday, July 7, 2022. 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 e-voting.

The results of the Postal Ballot will be announced on or before Monday, July 11, 2022. 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 website of NSDL www.evoting.nsdl.com

SPECIAL BUSINESS

PROPOSED RESOLUTION:

1. Re-appointment of Mr. Tapan Ray (DIN: 00728682) as Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) read with rules made thereunder and Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of Regulation 17(1C), 25(2A) and any 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), recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company ("Board"), Mr. Tapan Ray (DIN: 00728682), who was appointed as Independent Director (Non-Executive) of the Company, for a period of one year from April 09, 2021 to April 08, 2022 and being eligible for re-appointment and who has also submitted a declaration that he meets the criteria of Independence as provided under the section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a Notice in writing from him under section 160 of the Act, proposing his candidature for the office of the Director of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Tapan Ray (DIN: 00728682) as a Non-Executive Independent Director of the Company, who shall hold office for a term of 3 years with effect from April 09, 2022 to April 08, 2025, not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and any other applicable provisions, if any, of the Act read with the rules, regulations, directions and notifications issued/ framed thereunder and Schedule V thereto, on the basis of recommendation of Nomination and Remuneration Committee and pursuant to the approval of the Board, the consent of Members of the Company be and is hereby accorded for payment to Mr. Tapan Ray, a yearly remuneration up to 0.50% commission on profit after Tax, subject to a maximum limit of Rs. 21,00,000/- (Rupees Twenty-One Lakhs only) for each year and sitting fees of Rs. 1,00,000/- (Rupees One Lakh only) for attending each meetings of the Board or Committee thereof (for maximum 4 Board /Committee meetings in a year) (being two yearly remuneration to be provided for the New Term) and reimbursement of actual out of pocket expenses incurred for attending the meetings of the Board and such other terms and conditions as set out in the appointment letter;

RESOLVED FURTHER THAT the total overall remuneration payable to Mr. Tapan Ray, in any financial year during his tenure shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in relation to appointment of aforesaid person as a Non-Executive Independent Director of the Company including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Sd/-
CS Praveen Soni
Company Secretary & Compliance Officer
Membership No.: FCS 6495

Place: Mumbai
Date: May 30, 2022

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 set out at Resolution No. 1 in the Postal Ballot Notice dated May 30, 2022 is annexed hereto and forms part of Postal Ballot 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'), the Company is pleased to provide voting by electronic means ('remote e-voting') facility to the Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited ('NSDL') for facilitating remote e-voting facility to its Members, as the authorized e-voting agency. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, vide General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33 /2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 3/2022 dated May 5, 2022 ('MCA Circulars'), this Notice is being sent only by e-mail to all the members whose e-mail IDs are registered with the Company, Depositories, Depository Participants ('DP'), Registrar and Transfer Agent - Link Intime India Private Limited ('Link Intime') and whose name appear in the register of members/ list of beneficial owners as on Friday, May 27, 2022 ('Cut-off Date'). The physical copy of the Postal Ballot Notice is not being sent to the Members for this Postal Ballot. It is however, clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depository) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified. Any person who is not a Member as on Cut-off date should treat the Postal Ballot Notice for information purpose only.
3. Shareholders whose email IDs are not registered, are requested to contact the Depository or Link Intime at rnt.helpdesk@linkintime.co.in and send a request letter signed by all the Members along with self-attested copies of PAN Card and address proof to register their email ids. Shareholders may note that this notice is also available on the Company's website at www.cms.com as well as on NSDL website at www.evoting.nsdl.com.
4. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL.

5. The additional details of Director seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Listing Regulations and the SS-2 issued by the Institute of Company Secretaries of India, is annexed and forms part of this Notice.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to Link Intime. Changes intimated to the DP will then be automatically reflected in the Company's database. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Link Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.
7. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, May 27, 2022. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
8. The documents referred to in Explanatory Statement will be available for inspection. Members seeking to inspect the same can send an email to investors@cms.com.
9. The e-voting period commences on Wednesday, June 8, 2022, at 9:00 A.M. and ends on Thursday, July 7, 2022 at 5:00 P.M. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, May 27, 2022, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
10. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Thursday, July 7, 2022. Further, the resolution passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
11. Please follow all the steps below, to cast your vote.
 - a. As per the Rules, Notice of the Postal Ballot may be served on the Members through electronic transmission. Notice of Postal Ballot is being sent electronically to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s).
 - b. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of e-voting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Members of the Company as on the Cut-off Date.
 - c. The scrutinizer's decision on validity of the Postal Ballot shall be final.
 - d. The scrutinizer will submit his report after completion of scrutiny of e-voting, to the Chairperson or any other person authorized by Chairperson of the Company, who would declare the results of

e-voting by Postal Ballot on or before Monday, July 11, 2022. The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website, www.cms.com as well as on the NSDL website, www.evoting.nsdl.com

- e. The resolution will be taken as passed effectively on the last date of e-voting i.e. on or before 5:00 P.M. Thursday, July 7, 2022, if the results of the Postal Ballot indicate that the requisite majority of the Members of the Company have assented to the resolution.

12. Instructions for Members 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 holding securities in demat mode

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"> Existing IDeAS user 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. After successful authentication, 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 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. 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 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

	<p>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 or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<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 or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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 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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) **Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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/Member’ 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in 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 i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members 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 Members 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*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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.
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) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, 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 Members

1. Institutional members (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. Please mention the e-mail ID of Scrutinizer with a copy marked to evoting@nsdl.co.in.

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?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Process for those members 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 resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@cms.com
2. In case shares are held in demat mode, 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), AADHAR (self-attested scanned copy of Aadhar Card) to investors@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 holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 READ WITH SECTION 110 OF THE ACT:

ITEM NO. 1:

Pursuant to the approval of the members of the Company at its Extra-Ordinary General Meeting held on 9th April, 2021, Mr. Tapan Ray (“Mr. Ray”) was appointed as an Independent Director (Non-Executive) of the Company for a period of one year effective from April 9, 2021 to April 8, 2022. The tenure of appointment of Mr. Ray had expired on April 8, 2022. The Board of Directors of the Company had based on the recommendation of the Nomination and Remuneration Committee approved the re-appointment of Mr. Ray by passing a circular resolution on April 5, 2022, as a Non- Executive Independent Director of the Company to hold office for a term of 3 years effective from April 9, 2022 to April 8, 2025.

Further, in terms of the amendments to Regulations 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“Listing Regulations”), a listed entity shall ensure that approval of the shareholders for appointment of a person 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 appointment of Mr. Tapan Ray is being proposed for the approval of the Members by this Notice of Postal Ballot, as a Special Resolution.

Mr. Ray, a retired Indian Administrative Services (IAS) is presently the Managing Director & Group CEO of GIFT City, Gandhinagar, Gujarat. Prior to this he was Secretary to the Ministry of Corporate affairs, Govt. of India and Non- Executive Chairman of Central Bank of India. Mr. Ray holds B.E. (Mechanical) from IIT, Delhi, Post- Graduate in Public Policy from the Woodrow Wilson School, Princeton University, USA, a Master of Public Administration from Maxwell School, Syracuse University, USA and also has Executive Masters in Foreign Trade from Indian Institute of Foreign Trade, New Delhi. He also holds degrees in Law and International Trade. Considering his extensive knowledge and vast experience in the field of Finance, Economics, Technology, Law, Capital Markets, Management, Foreign Trade, Public Policy and Administration, his presence on the Board will be of immense value to the Company.

Mr. Ray is registered on the Independent Director’s Databank and is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Ray that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 (the “Act”) and Listing Regulations and that he is not debarred from holding the office of director pursuant to any SEBI Order. Mr. Ray does not hold any shares in the Company.

The Company has received a notice in writing from Mr. Ray proposing his candidature for appointment as a Non-Executive Independent Director on the Board of the Company.

In the opinion of the Board, Mr. Ray fulfils the conditions for appointment as a Non-Executive Independent Director as specified in the Act and the Listing Regulations. Mr. Ray is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Ray, his understanding of business as well as his educational background, appointment of Mr. Ray as a Non-Executive Independent Director is in the interest of the Company.

Details of Mr. Ray are provided in the “Annexure-A” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of the letter of appointment of Mr. Ray setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@cms.com.

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

The Board recommends the special resolution set out in Item No. 1 of the Notice for approval of the members.

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

Sd/-
CS Praveen Soni
Company Secretary & Compliance Officer
Membership No.: FCS 6495

Place: Mumbai

Date: May 30, 2022

ANNEXURE- A TO THE NOTICE DATED MAY 30, 2022

Particulars	Mr. Tapan Ray (DIN: 00996110)
Age	64 years
Qualifications	Mr. Ray holds B.E. (Mechanical) from IIT, Delhi, Post Graduate in Public Policy from the Woodrow Wilson School, Princeton University, USA, a Master of Public Administration from Maxwell School, Syracuse University, USA and also has Executive Masters in Foreign Trade from Indian Institute of Foreign Trade, New Delhi. He also holds degrees in Law and International Trade.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Tapan Ray is having extensive knowledge and vast experience in the field of Finance, Economics, Technology, Law, Capital Markets, Management, Foreign Trade, Public Policy and Administration.
Terms and Conditions of Appointment	As per the resolution set out in this Notice read with the Statement hereto.
Remuneration last drawn (including sitting fees, if any)	Financial Year 2021-22: Commission on Profit After Tax – Rs. 21,00,000 and Sitting fees – Rs. 4,00,000
Remuneration proposed to be paid	Yearly remuneration up to 0.50% commission on profit after Tax, subject to a maximum limit of Rs. 21,00,000/- (Rupees Twenty-One Lakhs only) only for each year and sitting fees of Rs. 1,00,000/- (Rupees One Lakh only) only for attending each meetings of the Board or committee thereof (for maximum 4 board /committee meetings in a year)
Date of first appointment on the Board	Effective from April 9, 2021
Shareholding in the Company including shareholding as a beneficial owner as on date of notice	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (FY 2021-22)	Mr. Ray attended 10 Board Meetings during the financial year 2021-22.
Directorships of other Boards as on date of notice	Listed Companies: <ul style="list-style-type: none"> - Gujarat State Fertilizers & Chemicals Limited (Director); - Gujarat State Petronet Limited (Additional Director); Unlisted Companies: <ul style="list-style-type: none"> - GSPC LNG Limited (Director); - GIFT SEZ Limited(Director); - GVFL Limited (Director); - Gujarat International Finance Tec-City Company Limited (Managing Director); - GIFT Power Company Limited (Director)

Listed entities from which the Director has resigned in the past three years	Gujarat Alkalies and Chemicals Limited (Date of cessation – December 31, 2021)
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Considering extensive knowledge and vast experience in the field of Finance, Economics, Technology, Law, Capital Markets, Management, Foreign Trade, Public Policy and Administration, presence of Mr. Ray on the Board will be of immense value to the Company.
Membership / Chairmanship of Committees of Boards as on date of notice	<p><u>Gujarat State Fertilizers & Chemicals Limited</u> Nomination and Remuneration Committee (Member)</p> <p><u>CMS Info Systems Limited</u> Audit Committee (Chairperson) Nomination and Remuneration Committee (Chairperson) Stakeholders Relationship Committee (Chairperson) Risk Management Committee (Member)</p>

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

Sd/-
CS Praveen Soni
Company Secretary & Compliance Officer
Membership No.: FCS 6495

Place: Mumbai
Date: May 30, 2022