

Board's Report

Dear Members,

Your Directors have pleasure in presenting the Sixteenth Annual Report together with the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023.

FINANCIAL HIGHLIGHTS

Summary of the operations of the Company on standalone and consolidated basis for the financial year ended March 31, 2023 is as follows:

Particulars	(₹ in million)			
	Standalone		Consolidated	
	2023	2022	2023	2022
Revenue from Operations	17,038.04	14,076.69	19,147.30	15,896.71
Total Expenditure	13,655.00	11,362.40	15,284.31	12,961.36
Net Profit Before tax	3,650.81	2,849.20	4,010.17	3,014.45
Profit for the year	2,754.07	2,134.68	2,972.36	2,240.38
Equity Share Capital	1,544.00	1,531.53	1,544.00	1,531.53
Other Equity	13,423.11	10,587.57	14,080.55	11,029.77
Net Block	7,527.17	6,372.33	8,693.31	7,503.56
Net Current Assets	6,001.68	4,044.27	7,139.78	5,226.94
Cash and Cash Equivalents (including bank balances)	1,047.55	956.04	1,562.52	1,417.77
Earnings per Share				
(Basic) (in ₹)	17.90	14.35	19.31	15.07
(Diluted) (in ₹)	17.30	13.66	18.67	14.33

The Company has delivered a strong Operational and Financial performance for the financial year ended March 31, 2023. The Standalone revenue from operations at ₹ 17,038.04 million represents an increase of 21% over the previous year. During the year under review, your Company has reported a Profit before tax of ₹ 3,650.81 million on standalone basis as compared to ₹ 2,849.20 million in the previous year. Net profit grew to ₹ 2,754.07 million in 2022-23 from ₹ 2,134.68 million in FY22.

Further, your Company's consolidated revenue from operations is ₹ 19,147.30 million, representing an increase of 20% over the previous year. During the year under review, your Company has reported a consolidated Profit before tax of ₹ 4,010.17 million as compared to ₹ 3,014.45 million in the previous year. Consolidated Net profit for the year of ₹ 2,972.36 million, represents an increase of 33% over the previous year.

BUSINESS OVERVIEW/COMPANY'S PERFORMANCE:

Your Company is one of India's leading business services companies and India's largest Cash Management company based on number of ATM points and number of retail pick-up points as of March 31, 2023 and offers its customers a wide range

of tailored Cash Management and Managed Services solutions, including ATM network management, Retail Management and Managed Services. The Company manages the entire flow and management of money for the 1,24,000 business points that it serves every day - from when the RBI initially deposits cash in the bank's currency chests, to when cash is deposited back in banks after going through the various stages of the cash cycle.

CASH MANAGEMENT BUSINESS

Your Company is the leading Cash logistics Company with market leadership across all segments of the industry. Your Company has seen strong volume growth across all businesses and total business points for Cash Management across ATM and Retail Cash Management have grown from 1,13,000 in March 2022 to 1,24,000 by March 2023, translating into an annual growth of 10%.

MANAGED SERVICES BUSINESS

Managed Services business of your Company continued its growth trajectory led by order book execution. The company further expanded its order book by wins of ₹ 9,500 million during the fiscal year. Brown Label ATMs (BLA) deployed by your Company continue to show very robust transaction trends driven by high uptime,

given fully integrated nature of operations. Further, the total ATMs under BLA and Managed Services expanded from 12,000 ATMs in FY22 to 18,000 in FY23 led by large wins in Managed Services (Asset Light ATM Management) with Public sector and Private sector Banks.

NEW MANUFACTURING FACILITY

Your Company has set up a new manufacturing facility at Chennai for manufacturing of Banking Automation Products such as ATM and Kiosk. This facility will create new opportunities for growth and expansion of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of your Company for the FY23 are prepared in accordance with the provisions of the Companies Act, 2013 ("Act") and Ind AS 110-Consolidated Financial Statements and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Your Directors have pleasure in attaching the audited consolidated financial statements pursuant to Section 129(3) of the Act and Regulation 34 of Listing Regulations. The Audited Consolidated Financial Statements forms part of the Annual Report.

DEMATERIALIZATION OF SHARES

All the Shares of your Company are in Dematerialization mode except 5 Equity Shares which are held in physical mode as on March 31, 2023. The ISIN of the Equity Shares of your Company is INE925R01014.

DIVIDEND

Your Directors are pleased to recommend a final dividend of ₹ 4.75/- per equity share on face value of ₹10/- each i.e., 47.50% for the financial year ended March 31, 2023. The final dividend, if approved by the shareholders at the ensuing Annual General Meeting of the Company, shall be payable to those Shareholders whose names appear in the register of Members as on the Record Date.

DIVIDEND DISTRIBUTION POLICY

As per Regulation 43A of Listing Regulations the top 1,000 listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Accordingly, your Company had formulated and adopted its Dividend Distribution Policy, which is available on the Company's Website at www.cms.com.

TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserves for the financial year ended March 31, 2023.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

SUBSIDIARIES

As on March 31, 2023, the Company has following 6 subsidiaries:-

1. Securitrans India Private Limited
2. CMS Securitas Limited
3. CMS Marshall Limited
4. Quality Logistics Services Private Limited
5. Hemabh Technology Private Limited
6. CMS Info Foundation (non-profit organization) incorporated under section 8 of the Companies Act, 2013 on March 29, 2023

The Company does not have any joint venture/associate Company(ies) as on March 31, 2023. During the year under review, none of the Companies ceased to be a subsidiary of the Company.

Pursuant to the first proviso to Section 129(3) of the Act and Rule 5 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the salient features of financial statements, performance and financial position of each subsidiary is given in Form AOC-1 as **Annexure 1** to this Report.

The Audited Financial Statements of the Subsidiaries are available on the Company's website at www.cms.com.

MATERIAL SUBSIDIARY

The Company has formulated a Policy for determining Material Subsidiaries and the Policy is available on the website of the Company at www.cms.com. Accordingly, Securitrans India Private Limited is the material subsidiary of the Company.

SHARE CAPITAL

The paid-up share capital of the Company as on March 31, 2023 is ₹ 154,40,00,780/- divided into 15,44,00,078 equity shares of ₹ 10/- each.

During the year under review, the paid-up equity share capital of the Company has increased from ₹153,15,27,470/- to ₹154,40,00,780/- due to the issue of shares under Employee Stock Option Plans (ESOP) to the eligible employees. The details of allotment made during the FY23 is as under:

Sr. No.	Particulars of allotment of equity shares	Number of Shares	Date of Allotment	Cumulative number of Shares
1.	Equity share capital as on April 1, 2022	15,31,52,747	At the beginning of the FY23	15,31,52,747
2.	Pursuant to exercise of options	5,36,446	May 26, 2022	15,36,89,193
3.	Pursuant to exercise of options	3,74,635	August 30, 2022	15,40,63,828
4.	Pursuant to exercise of options	94,250	December 8, 2022	15,41,58,078
5.	Pursuant to exercise of options	1,15,500	December 27, 2022	15,42,73,578
6.	Pursuant to exercise of options	1,26,500	March 6, 2023	15,44,00,078

During the year under review, the Company has not issued any shares with differential voting rights. The Company does not have any scheme to fund its employees to purchase the equity shares of the Company.

EMPLOYEE STOCK OPTIONS

In order to align employee rewards with the Company's long-term growth and shareholder value creation and also to attract, retain and motivate the best available talent, the Board of Directors at their meeting held on October 19, 2016 and March 30, 2023 and the members of the Company at the General Meetings held on October 20, 2016 and May 20, 2023 had approved following employee stock option plans:

- (i) CMS CEO Stock Option Plan, 2016 ("CEO ESOP 2016");
- (ii) CMS Management Stock Option Plan 2016 ("Management ESOP 2016"); and
- (iii) CMS Employees Stock Option Plan 2016 ("Employees ESOP 2016").
- (iv) CMS Employees Stock Option Plan 2023 ("Employees ESOP 2023").

The Nomination & Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors Stock Option Plans of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. ("SEBI SBEBSE Regulations").

During the year, the shareholders through postal ballot on December 28, 2022 have amended CEO ESOP 2016, Management ESOP 2016 & Employees ESOP 2016 for change in exercise period and the Company has obtained certificates from the Secretarial Auditors of the Company stating that the Schemes have been implemented in accordance with the SEBI

SBEBSE Regulations and the resolutions passed by the members. The certificates are available for inspection by members in electronic mode. Disclosures as required under SEBI SBEBSE Regulations, with respect to the Company's ESOP Schemes, as on March 31, 2023 are available on Company's website at www.cms.com.

FIXED DEPOSITS

During the year, your Company has not invited, accepted or renewed any fixed deposits from the Public within the meaning of Section 73 and 76 of the Companies Act, 2013 (the Act) read with Companies (Acceptance of Deposits) Rules, 2014. Accordingly, as on March 31, 2023, there were no principal or interest outstanding in respect thereof.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans given, guarantees given, investments made and securities provided by the Company during the year under review, are in compliance with the provisions of Section 186 of the Act and the Rules made thereunder and details of the same are given in the Notes to the Standalone Financial Statements forming part of the Annual Report. All the loans given by the Company to the other entities are towards their business purpose.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

All the transactions with related parties were in the ordinary course of the business and on the arm's length basis and are reported in the Notes to the Standalone Financial Statements. Prior Omnibus approval of the Audit Committee is obtained for Contracts which are repetitive in nature. There are no materially significant related party transactions entered into by the

Company with its Promoters, Directors, Key Managerial Personnel or other related parties which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Act in Form AOC-2 is not applicable.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as approved by the Board is available on the Company's website and can be accessed at www.cms.com.

COMPOSITION OF AUDIT COMMITTEE

As required under section 177(8) read with section 134(3) of the Companies Act, 2013 and the rules framed thereunder the composition of Audit Committee is in line with the provisions of Companies Act, 2013 and SEBI Listing Regulations, the details of which are given in Corporate Governance report forming part of this Annual Report.

BOARD COMPOSITION

As on March 31, 2023, the Board of Directors of your Company comprises of Eight (8) Directors, consisting of an Executive Vice-chairman, Whole-time Director & CEO, four (4) Non-executive-Non Independent Directors (out of which 1 is a Woman Director), three (3) Independent Directors (out of which 2 are Woman Directors). The constitution of the Board of the Company is in accordance with Section 149 of the Act and Regulation 17 of Listing Regulations.

During the year under review, based on the recommendation of Nomination & Remuneration Committee and approval of the Board, Mr. Rajiv Kaul was re-appointed as Executive Vice-Chairman, Whole-time Director & CEO of the Company for a period of 4.4 years i.e. from April 1, 2023 to July 31, 2027. His re-appointment was approved by the members of the Company by way of postal ballot on May 20, 2023.

During the year under review, pursuant to the approval of shareholders through postal ballot on July 7, 2022, Mr. Tapan Ray (DIN: 00728682) was re-appointed as an Independent Director of the Company for a period of three years effective from April 9, 2022 to April 8, 2025. Other than the above, there were no change in the composition of Board of Directors.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise and experience

including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder.

On the basis of the written representations received from the Directors, none of the Directors are disqualified under Section 164 (2) of the Act.

FINANCE & ACCOUNTS

The Company had NIL borrowings as at the end of FY23. Your Company continued to focus on managing cash efficiently and ensured that it had adequate non fund based limits (Bank guarantee) from Company's Bankers to facilitate smooth functioning and growth of the business.

CAPITAL EXPENDITURE

Capital Expenditure incurred during the year aggregated to ₹1,933.18 million.

CREDIT RATING

During the year, the outlook of credit rating has improved from stable to positive and subsequently ICRA upgraded the Credit Rating to AA+ (stable) from AA.

DIRECTORS RETIRING BY ROTATION

Pursuant to the provisions of Section 152 (6) of the Act, Mr. Ashish Agrawal (DIN: 00163344), Non-executive Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment. The Board of Directors recommend his re-appointment and the matter is being placed for seeking approval of the members at the ensuing Annual General Meeting of the Company. Pursuant to Regulation 36 of the Listing Regulations read with Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, brief details and expertise of the Director seeking reappointment are given in the Notice convening the AGM and the Corporate Governance Report.

DECLARATION OF INDEPENDENCE

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Act and the Regulation 16(1)(b) of Listing Regulations as amended. The Independent Directors have also confirmed that they have registered their names in the data bank maintained with the Indian Institute of Corporate Affairs.

During the year under review, the Independent Directors of the Company had no pecuniary relationship or transaction with the Company, other than receiving the sitting fees, commission and reimbursement of expenses, if any, incurred by them for the purpose of attending meetings of the Board/Committees of the Company.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, your Company has devised a policy containing criteria for evaluating the performances of the Executive, Non-Executive and Independent Directors, Key Managerial Personnel, Board and its Committees based on the recommendation of the Nomination & Remuneration Committee.

Feedback was sought by way of a Structured Questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Culture, execution and performances of Specific duties, obligations and governance.

The Board of Directors of your Company expressed satisfaction about the transparency in terms of disclosures and updating the Independent Directors on key topics impacting the Company.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2023 are as under:

- Mr. Rajiv Kaul, Executive Vice-chairman, Whole-time Director & CEO
- Mr. Pankaj Khandelwal, President & Chief Financial Officer
- Mr. Praveen Soni, Company Secretary & Compliance Officer.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

Five (5) meetings of the Board of Directors of the Company were held during the FY23 on the following dates.

1. May 9, 2022
2. July 28, 2022
3. November 1, 2022
4. January 27, 2023
5. March 30, 2023.

The intervening gap between two consecutive meetings was within the period prescribed under the Act, Secretarial Standards on Board Meetings and Listing Regulations as amended from time to time.

Details about constitution of various Committees required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are covered in Corporate Governance report which forms part of this report.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of the Directors and other matters provided under Section 178(3) of the Act forms part of the Nomination & Remuneration Policy of the Company. This Policy is available on the website of the Company and can be accessed at www.cms.com.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

During the year, the Company has duly complied with the applicable Secretarial Standards i.e., SS-1 relating to "Meetings of the Board of Directors" and SS-2 relating to "General Meetings" issued by the Institute of Company Secretaries of India (ICSI).

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

The Business Responsibility & Sustainability Report (BRSR) as per Regulation 34 of SEBI Listing Regulations is applicable to the Company. The BRSR for the financial year ended March 31, 2023 describing the initiatives taken by the Company from an environmental, social and governance perspective is given in a separate annexure and forms part of the Annual Report of the Company. The said Report is also available on the Company's website and can be accessed at www.cms.com.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 of SEBI Listing Regulations, a separate section on Management Discussion and Analysis Report for the FY23, is appended to this Annual Report.

CORPORATE GOVERNANCE

Your Company is fully committed to follow good Corporate Governance practices and maintain the

highest business standards in conducting business and has complied with the Corporate Governance requirements as per SEBI Listing Regulations. Your Company has adopted high standards of Corporate Governance with very competent Board having diverse experience.

A separate section on Corporate Governance stipulated under Regulation 34 of SEBI Listing Regulations forms part of this Annual Report.

A Certificate from M/s. M. Siroya and Company, Secretarial Auditors of the Company confirming compliance to the conditions of Corporate Governance as stipulated under SEBI Listing Regulations, is appended as an Annexure to the Corporate Governance Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

COST AUDIT

The Board of Directors in pursuance of Section 148 of the Companies Act, 2013, have appointed M/s. S K Agarwal & Associates, Cost Accountants, Mumbai having Firm Registration No. 100322 for conducting the audit of Cost Accounting records maintained by the Company for FY24. The Cost Auditors have confirmed that their appointment is within limits of Section 141(3) (g) of Companies Act, 2013 and that they are not disqualified from acting as Cost Auditors.

STATUTORY AUDITORS AND AUDITOR'S REPORT

Pursuant to the provisions of Section 139 of the Act and the Rules made thereunder M/s. B S R & Co. LLP, Chartered Accountants were appointed as the Statutory Auditors of the Company from the conclusion of 11th Annual General Meeting ("AGM") of the Company held on September 29, 2018 till the conclusion of the 16th AGM of the Company to be held for the FY23.

Based on the recommendation of Audit Committee, Board of Directors of your Company at their meeting held on May 23, 2023, have recommended to the members of the Company, re-appointment of M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (Firm

Registration No. 101248W/W-100022) as Statutory Auditors of the Company for a second term of 5 consecutive years from the conclusion of 16th Annual General Meeting upto the conclusion of the Annual General Meeting to be held for the FY28. The Statutory Auditors have given their consent and have confirmed to the Company that their appointment, if made, the same would be within the limits prescribed under section 141 of the Companies Act, 2013 and they are not disqualified from re-appointment within the meaning of the said Act. The Board recommends the re-appointment of Statutory Auditors of the Company for the approval of the shareholders.

SECRETARIAL AUDITOR AND THEIR REPORT

In terms of the provisions of the Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s M. Siroya and Company, Practicing Company Secretaries (CP No. 4157), as the Secretarial Auditor for conducting the Secretarial Audit of your Company for the financial year ended March 31, 2023 and to furnish the report to the Board.

The report of the Secretarial Auditor for the FY23, in prescribed Form No. MR-3 carrying no qualification/ adverse remarks is annexed herewith as **Annexure 2**.

Securitrans India Private Limited is the material unlisted subsidiary of the Company for the financial year ended March 31, 2023. In terms of Regulation 24A SEBI Listing regulations read with Section 204 of the Companies Act, 2013, Secretarial Audit of the material unlisted subsidiary has been conducted by Practicing Company Secretary and the said report has also been annexed as **Annexure 3**.

QUALIFICATIONS/RESERVATIONS IN THE AUDIT REPORT & SECRETARIAL AUDIT REPORT

None of the said Audit Reports contain any qualification, reservation or adverse remarks for the financial year ended March 31, 2023. Notes to Accounts are self explanatory and do not call for any further comments.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, there have been no instances of fraud committed by the officers and employees against your Company. However, looking at the nature of business of the Company, certain cash embezzlements have been committed by few employees who were involved in business operations of the Company, as detailed below:

There were Eleven instances (FY22: Eleven) aggregating to ₹ 124.78 million (FY22: ₹ 159.59 million) of cash embezzlements have been done by employees of the Company and were reported by the Statutory Auditors.

Out of the above, the Company has recovered ₹ 56.21 million (FY22: ₹ 50.13 million), ₹ 17.89 million written off (FY22: ₹ 31.30 million) and recovery of balance ₹ 50.68 million (FY22: ₹ 78.16 million) is in progress. Except above, no other embezzlements have been reported by Statutory Auditors or Secretarial Auditors to the Audit Committee of the Company.

ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return in Form MGT-7 is placed on the website of the Company and can be accessed at www.cms.com.

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee at their meeting held on May 9, 2022, M/s. Grant Thornton Bharat LLP, were appointed by the Board of Directors to conduct internal audit of the Company for the FY23.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has put in place a Whistle Blower Policy and has established the necessary vigil mechanism for Directors and employees in terms of Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report their genuine concerns about unethical behavior.

This policy is available on the Company's website and can be accessed at www.cms.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As required under the provisions of the Companies Act, 2013, the Company constituted a Corporate Social Responsibility (CSR) Committee on January 28, 2015. Mr. Rajiv Kaul, Executive Vice-Chairman, Whole-time Director & CEO is the Chairman of CSR Committee and Mrs. Shyamala Gopinath, Ms. Sayali Karanjkar and Mr. Krzysztof Wieslaw Jamroz are presently the members of the CSR Committee.

The CSR Committee has formulated the CSR policy and has recommended the activities to be undertaken by the Company as specified under Schedule VII of the Companies Act, 2013.

During the year under review, the Company was required to spend an amount of ₹ 4,77,65,813/- (2% of the average net profit of last three financial years) on CSR activities and the Company has spent ₹ 3,74,10,696/- on the identified CSR activities during the year. The Company has ₹ 87,13,149/- as unspent amount for the CSR activities which are identified as ongoing projects and the unspent amount is arrived after adjusting the excess amount of ₹ 16,41,968/- during the last 2 financial years and after considering admin expenses. The Company has also opened and deposited the unspent amount in a separate bank account within the specified time limit as required.

For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is forming part of this Annual Report.

The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year as detailed in CSR Report are set out in **Annexure 4** in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company gives prime importance to the dignity and respect of its employees irrespective of their gender/hierarchy and expect responsible conduct and behavior on the part of employees at all levels.

Providing a safe and congenial work environment for all employees is an integral part of the Company's Code of Conduct.

As per the requirements of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder, your Company has adopted a policy for the prevention of Sexual Harassment at workplace and has constituted an Internal Committee (IC). All employees as well as contractual staff, temporary, trainees are covered by this policy.

Allegations of Sexual harassment reported are expeditiously and discretely investigated and disciplinary action, if required, is taken in accordance with the policy.

There is no complaint of Sexual harassment received during the FY23.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Information pursuant to clause (m) of sub-section (3) of Section 134 of the Act, read with rule 8 (3) of The Companies (Accounts) Rules, 2014 is not given as conservation of energy and technology absorption are not applicable to the Company.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Company had earnings and Expenditures in foreign currency and details are given hereunder:

Foreign Exchange Earnings - Nil

Foreign Exchange Outgo - Imports - ₹ 58.10 million

PARTICULARS OF EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197 (12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Annual Report as **Annexure 5**.

The statement containing names of Directors, Key Managerial Personnel and top ten employees, others in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. However as per the provisions of the Section 136 of the Act read with sub-rules 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Annual Report is being sent to the Members excluding the aforesaid Statement of particulars of employees of the Company. Any Shareholder interested in obtaining the copy of said statement may write to the Company Secretary at the Registered Office of the Company at T-151, 5th Floor, Tower No. 10, Sector-11, Railway station complex, CBD Belapur, Navi Mumbai - 400 614, e-mail ID: investors@cms.com.

INVESTOR EDUCATION AND PROTECTION FUND

The Company was not required to transfer any amount to Investor Education and Protection Fund under Section 125 of the Act.

RISK MANAGEMENT

The Company has devised and adopted a Risk Management Policy and implemented a mechanism for risk assessment and management. The policy provides for identification of possible risks associated with the business of the Company, assessment of the same at regular intervals and taking appropriate measures and controls to manage, mitigate and handle them. The key categories of risk covered in the policy are strategic risks, financial risks, operational risks and such other risk that may potentially affect the working of the Company. A copy of the risk management policy is placed on the website of the Company. As provided in the SEBI Listing Regulations, the Company also has put in place Risk Management Committee. For other details regarding the Risk Management Committee, please refer to the Corporate Governance Report, which is forming part of this Annual Report.

In Board's view, there are no material risks which might threaten the existence of the Company.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has put in place adequate internal financial control system commensurate with the size of its operations. Internal control systems comprising of policies and procedures which are designed to ensure sound management of your Company's operations, safe keeping of its assets, prevention and detection of frauds and errors, optimal utilization of resources, reliability of its financial information and compliance. Systems and procedures are periodically reviewed by the Audit Committee to maintain the highest standards of Internal Control. An extensive internal audit is carried out by internal audit firm and management internal audit team.

Additional details on Internal Financial control and their adequacy are provided in the MD&A Report forming part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Act, the Directors hereby confirm and state that:

- a) in the preparation of the annual financial statements for the financial year ended March 31, 2023, the applicable accounting standards had been followed and no material departures have been made for the same;

- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on March 31, 2023 and of the profit and cash flow of the Company for the period ended March 31, 2023;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts for the year ended March 31, 2023 on a going concern basis;
- e) they have laid down internal financial controls and the same have been followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING IS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (“IBC”) DURING THE YEAR ALONG WITH ITS STATUS AS AT THE END OF FINANCIAL YEAR

There was no application made or any proceeding pending under IBC during the FY23.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There was no one-time settlement during the period under review.

CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in a separate Section in this Report, describing the Company’s objectives, projections, estimates and expectations may constitute ‘forward-looking statements’ within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

ACKNOWLEDGMENT

The Board of Directors take this opportunity to thank and express sincere gratitude to all the stakeholders of the Company viz., shareholders, customers, vendors, bankers, business associates, regulatory authorities, Central and State Government departments, local authorities and the society at large for their consistent support and co-operation to the company during the financial year.

Your Board of Directors thank the Shareholders and investors for their confidence in the Company.

The Board of Directors also place on record their sincere appreciation of the valuable contribution made by the employees at all levels to the growth of the Company.

On Behalf of the Board of Directors of
CMS Info Systems Limited

Ashish Agrawal
Director

DIN: 00163344
Place: Mumbai
Date: May 23, 2023

Rajiv Kaul
Executive Vice-Chairman, Whole-time Director & CEO

DIN: 02581313

ANNEXURE - 1

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/Joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with ₹ in million)

Sr. No.	Particulars	1	2	3	4	5
1	Name of the subsidiary	CMS Securitas Limited	Securitrans India Private Limited	CMS Marshall Limited - Subsidiary of CMS Securitas Ltd.	Hemabh Technology Private Limited	Quality Logistics Services Private Limited
2	The date since when subsidiary was acquired	April 1, 2009	May 23, 2011	April 1, 2009	March 30, 2022	July 29, 2015
3	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	April 1, 2022 to March 31, 2023	April 1, 2022 to March 31, 2023	April 1, 2022 to March 31, 2023	April 1, 2022 to March 31, 2023	April 1, 2022 to March 31, 2023
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA	NA
5	Share capital	9.50	13.25	0.50	43.86	0.10
6	Reserves & surplus	30.45	1557.25	16.51	12.28	-5.39
7	Total assets	148.23	2110.81	245.57	173.22	2.54
8	Total Liabilities	108.27	540.31	228.56	117.08	7.83
9	Investments (current)	Nil	147.24	Nil	0.50	Nil
10	Turnover	268.45	2217.20	866.97	244.42	Nil
11	Profit before taxation	5.13	413.71	13.31	83.32	-7.20
12	Provision for taxation	1.55	118.60	4.10	18.63	-1.81
13	Profit after taxation	3.58	295.11	9.21	64.69	-5.39
14	Proposed Dividend	Nil	Nil	Nil	Nil	Nil
15	% of shareholding	100	100	wholly owned step down subsidiary	100	100

Notes:

- Names of subsidiaries which are yet to commence operations - Nil
- Names of subsidiaries which have been liquidated or sold during the year: Nil
- CMS Info Foundation a section 8 Company and a wholly owned subsidiary of CMS Info Systems Limited was incorporated on March 29, 2023. Accordingly, its first financial year is not complete hence the financial information is not included in the above table.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: NIL

On Behalf of the Board of Directors of
CMS Info Systems LimitedAshish Agrawal
Director
DIN: 00163344Rajiv Kaul
Executive Vice-chairman,
Whole-time Director & CEO
DIN: 02581313Pankaj Khandelwal
Chief Financial OfficerPraveen Soni
Company Secretary
Memb. No. FCS 6495Place: Mumbai
Date: May 23, 2023

SECRETARIAL AUDIT REPORT OF CMS INFO SYSTEMS LIMITED

Form No. MR-3

Secretarial Audit Report

For the financial year ended March 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
CMS Info Systems Limited,
 T-151, 5th Floor, Tower No.10,
 Sector-11, Railway Station Complex, CBD Belapur,
 Navi Mumbai - 400614.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence of good corporate practices by CMS Info Systems Limited (hereinafter called the "Company"/"CMS"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms, and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2023 according to the relevant and applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder, as may be applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment in India; The provisions of Overseas Direct Investment and External Commercial Borrowings are not applicable to the Company during the Financial Year; and
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
 - c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');
 - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the Financial Year);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the Financial Year);

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the Financial Year).

i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the Financial Year).

(vi) Based on the representations and confirmations made by the Company we state that the Company is operating in the business of providing ATM and Cash Management Services and there are no laws specifically applicable in relation to the business of the Company.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India (“ICSI”), as amended from time to time; and
2. The Equity Listing Agreements entered by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Circulars, Notifications, Directions, Guidelines, Standards, etc. mentioned above. However, there was a delay in filing of certain forms with the Ministry of Corporate Affairs.

Other statutes, Acts, Laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

- (i) Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
- (ii) Acts as prescribed under Direct Tax and Indirect Tax;
- (iii) Stamp Acts and Registration Acts of respective States;
- (iv) Labour Welfare Act of respective States; and

(v) Such other Local laws as may be applicable in respect of various offices of the Company.

We further report that the Board of the Company and Committees thereof are duly constituted with a proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. The following changes in the composition of the Board that took place during the year under review were carried out in compliance with the provisions of the Act. During the year, Mr. Tapan Ray (DIN: 00728682) was re-appointed as an Independent Director of the Company for a second term of 3 (three) years effective from April 9, 2022 till April 8, 2025 and the same was approved by the Members through Postal Ballot on July 8, 2022.

Adequate notice was given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation & deliberations at these meeting.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable Laws, Acts, Rules, Regulations, Circulars, Notifications, Directions and Guidelines.

We further report that during the audit period has undertaken following events/actions having a major bearing on the Company’s affairs in pursuance of the above referred laws, acts, rules, regulations, circulars, notifications, directions, guidelines, standards, etc. referred to above:

- (i) The Company initially maintained soft copies in electronic form for sharing UPSI and thereafter, developed an in-house software for maintaining the Structured Digital Database (SDD) in the month of December 2022 and made it fully functional and effective from the last week of December 2022 and accordingly the Company ensured compliance with the requirement of maintenance of SDD in

accordance with Regulation 3(5) and 3(6) of the SEBI (PIT) Regulations, 2015.

(ii) The Board of Directors at their meeting held on March 30, 2023, approved the following resolutions subject to the approval of members by postal ballot:

- (a) To re-appoint Mr. Rajiv Kaul as Executive Vice Chairman, Whole-time Director and CEO of the Company and approve his terms of appointment including remuneration;
- (b) To approve CMS Employees Stock Option Plan 2023 ("CMS INFO ESOP 2023");
- (c) To approve CMS Employees Stock Option Plan 2023 ("CMS INFO ESOP 2023") for Holding Company and/or Subsidiary Company (ies); and
- (d) Grant of Stock Options to Mr. Rajiv Kaul, Executive Vice Chairman, Whole-time Director & CEO, during any one year, equal to or

exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the company at the time of grant of Option.

Subsequently, the members have approved the aforesaid businesses with requisite majority on May 20, 2023 through postal ballot resolutions.

For M Siroya and Company
Company Secretaries

Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157
UDIN: F005682E000360894

Date: May 23, 2023
Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

To,
The Members,
CMS Info Systems Limited
Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, acts, rules, circulars, notifications, directions, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M Siroya and Company
Company Secretaries

Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157
UDIN: F005682E000360894

Date: May 23, 2023
Place: Mumbai

SECRETARIAL AUDIT REPORT OF SECURITRANS INDIA PRIVATE LIMITED

Form No. MR-3

Secretarial Audit Report

For the financial year ended March 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Securitrans India Private Limited
 Delhi

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Securitrans India Private Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2023 according to the relevant and applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) As confirmed by the management, there are no other laws specifically applicable in relation to the business of the Company.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India, and
2. Listing Agreement/Regulations: The Company is an unlisted Company and therefore compliance with listing agreement/regulations is not applicable.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable. However, there was a delay in filing of certain forms with the Ministry of Corporate Affairs.

Other statutes, Acts, laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

1. Labour Laws, Labour Welfare Act and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.
2. Acts as prescribed under Direct Tax and Indirect Tax.
3. Stamp Acts and Registration Acts.
4. Such other Local laws etc. as may be applicable.

We further report that the Board of the Company is duly constituted with proper balance of Executive Director and Non-Executive Directors. There were no changes in the composition of Board of Directors of the Company.

Adequate notice was given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and in certain cases where meetings were held through shorter notice after due compliance of the applicable provisions and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation & deliberations at these meeting.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company in order to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has not undertaken any specific events/

actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For Siroya and BA Associates
Company Secretaries

Bhavyata Raval
Partner
ACS No.: 25734
CP No.: 21758
UDIN: A025734E000360631

Date: May 23, 2023
Place: Mumbai

Note: This Report is to be read with our letter of even date which is annexed as '**Annexure A**' herewith and forms an integral part of this report.

To,
The Members,
Securitrans India Private Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Siroya and BA Associates

Company Secretaries

Bhavyata Raval

Partner

ACS No.: 25734

CP No.: 21758

UDIN: A025734E000360631

Date: May 23, 2023

Place: Mumbai

CSR REPORT

Annual Report on CSR Activities

[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') and Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

The CMS Info Systems network weaves across the country, from the various tiers of cities to the more rural and remote small towns, connecting commerce and communities. We have focused our CSR efforts on directly or indirectly improving the livelihood of the underprivileged and poor communities through a variety of approaches, across different geographical locations. Post Covid, we expanded our focus area into healthcare as well. We also introduced a category called Charitable Contributions, where we contribute small grants to NGOs. The beneficiaries of these Charitable Contribution grants have ranged from old age and disability care to education and childcare, medical camps and elder care. During the year, we have piloted an initiative to convert unusable cash vans into ambulances or other utility vehicles. NGOs working in healthcare are the beneficiaries of these repurposed vehicles, old age homes, hospitals.

The main objective of our CSR policy is:

1. Connected with the principles of sustainability
2. Company endeavors to make CSR a key process for sustainable development of the society.

The scope of the CSR activities of the Company will inter-alia cover the following areas and may extend to other projects/programs as permitted under the law from time to time:

1. Promotion of education, including special education and employment, enhancing vocation skills especially among youth, women, elder, physically handicapped and livelihood enhancement projects;
2. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;

3. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
4. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
5. Measures for the benefit of armed forces veterans, war widows and their dependents;
6. Training to promote rural sports, nationally recognized sports, Para Olympics sports and Olympic sports;
7. Contribution to the Prime Minister National Relief Fund or PM Cares Fund any other fund set up by the Central Government for socio-economic development and relief and welfare of the scheduled castes, scheduled tribes, other backward classes, minorities and women;
8. Rural development projects.

Such other tasks and projects as it may deem fit to fulfil the need of the society, including any other projects as may be approved by the Government of India or the State and the Act.

During the year, the Company has incorporated CMS Info Foundation under section 8 of the Companies Act, 2013 i.e. Non-Profit Organization to carry out its CSR activities.

Going forward, CMS Info Foundation will be engaged for undertaking all CSR activities of CMS Group.

2. COMPOSITION OF THE CSR COMMITTEE AS ON MARCH 31, 2023:

Sr. No.	Name of Director	Designation/Nature of Membership	Number of Meetings of CSR Committee held during FY 2022-23	Number of meetings of CSR Committee attended during FY 2022-23
1.	Mr. Rajiv Kaul	Chairman	4	4
2.	Mrs. Shyamala Gopinath	Member	4	3
3.	Ms. Sayali Karanjkar	Member	4	4
4.	Mr. Krzysztof Wieslaw Jamroz	Member	4	3

3. PROVIDE THE WEB-LINK WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY:

www.cms.com/company-information.php

4. PROVIDE THE DETAILS OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE (ATTACH THE REPORT).

Rule 8 (3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is not applicable to the Company. The Company constantly monitors its CSR activities through NGO/CSR partners.

5. DETAILS OF THE AMOUNT AVAILABLE FOR SET-OFF IN PURSUANCE OF SUB-RULE (3) OF RULE 7 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014 AND AMOUNT REQUIRED FOR SET OFF FOR THE FINANCIAL YEAR, IF ANY.

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1.	2020-21	200,000	Nil
2.	2021-22	1,441,968	Nil

6. AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5):

₹ 2,38,82,90,651/-

7. (A) TWO PERCENT OF AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5):

₹ 4,77,65,813/-

(B) SURPLUS ARISING OUT OF THE CSR PROJECTS OR PROGRAMS OR ACTIVITIES OF THE PREVIOUS FINANCIAL YEARS:

Not Applicable

(C) AMOUNT REQUIRED TO BE SET OFF FOR THE FINANCIAL YEAR, IF ANY: Not Applicable

(D) TOTAL CSR OBLIGATION FOR THE FINANCIAL YEAR (7A+7B+7C): ₹ 4,77,65,813. In addition, total previous years obligations amounts to Nil.

8. (A) CSR AMOUNT SPENT OR UNSPENT FOR THE FINANCIAL YEAR:

Total amount spent for the financial year (in ₹)	Amount Unspent (in ₹)				
	Total amount transferred to unspent CSR account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of Fund	Amount	Date of transfer
3,74,10,696	8,713,149	27 April 2023	Nil	Nil	Nil

(B) DETAILS OF CSR AMOUNT SPENT AGAINST ONGOING PROJECTS FOR THE FINANCIAL YEAR:

Sr. No.	Name of the Project	Item from the List of activities in Schedule VII to the Act.	Local area (Yes/No)		Location of the project	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to Un-spent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
			State	District							Name	CSR Registration number
1.	Masoom	Education	Jharkhand		Rudrapur	2 Years	800,000	100,000	700,000	No	Masoom	E-24715
2.	Aasraa Trust	Skilling	Uttarakhand		Dehradun	2 Years	1,600,000	-	1,600,000	No	Aasraa	4/281/242
3.	Hope Foundation	Skilling	Tamil Nadu		Nagapattinam	2 Years	1,200,000	600,000	600,000	No	Hope	S/22367
4.	Hope Foundation	Skilling	Delhi		Delhi	2 Years	1,200,000	600,000	600,000	No	Hope	S/22367
5.	Mission For Vision	Eye-Health	Gujarat		Various	2 Years	980,000	490,000	490,000	No	Mission	E-18696
6.	Mission For Vision	Eye-Health	Various		Various	2 Years	300,000	150,000	150,000	No	Mission For Vision	E-18696
7.	Manuvikasa	Skilling	Karnataka		Various	2 Years	1,200,000	400,000	800,000	No	Manuvikasa	171/03-04
8.	Bosconet	Skilling	Tamilnadu			2 Years	1,200,000	304,500	895,500	No	Bosconet	S/Rs/Sw/0235/2011
9.	*Haqdarshak	Healthcare	Maharashtra		Mumbai	2 Years	1,100,000	636,283	463,717	Yes	-	-
10.	The Hemkunt Foundation	Healthcare	Various		Various	2 Years	230,000	0	230,000	No	Hemkut	CSR00004662
11.	Cash Van Conversions	Healthcare	Various		Various	2 Years	33,32,845	11,48,913	21,83,932	Yes	-	-

*Facilitators

(C) DETAILS OF CSR AMOUNT SPENT AGAINST OTHER THAN ONGOING PROJECTS FOR THE FINANCIAL YEAR:

Sr. No.	Name of the Project	Item from the List of activities in Schedule VII to the Act.	Local area (Yes/No)		Location of the project	Amount spent for the project (in ₹)	Mode Of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
			State	District				Name	CSR Registration number
1.	The Hemkunt Foundation	Healthcare	Punjab	Ferozpur	Punjab	3,000,000	N	The Hemkunt Foundation	
2.	The Banyan	Old age & disability care	Tamil Nadu/ Kerela	Tamil Nadu/ Kerela	Tamil Nadu/ Kerela	3,000,000	N	The Banyan	
3.	Him Jyoti	Education Child Care	Uttarakhand	Dehradun,	Dehradun,	1,800,000	N	Him Jyoti	
4.	The Tiger Centre	Healthcare	Madhya Pradesh	Kanha	Kanha	500,000	N	The Tiger Centre	
5.	The Om Foundation	Education Child Care	Uttar Pradesh	Noida	Noida	550,000	N		

Sr. No.	Name of the Project	Item from the List of activities in Schedule VII to the Act.	Local area (Yes/No)		Location of the project	Amount spent for the project (in ₹)	Mode Of Implemen-tation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
			State	District				Name	CSR Registration number
6.	Arushi Disability School	Education Child Care	Maharashtra	Mumbai	Mumbai	1,000,000	N	Department of Special Education, SNDT Women's University	
7.	SEED	Skilling & Livelihood	West Bengal	Ulberia	Ulberia	700,000	N	SEED	
8.	Alohomora	Education Child Care	Delhi	Delhi	Delhi	4.50.000	N	Alohomora	
9.	Arunima	Old age & disability care	Uttarakhand	Dehradun	Dehradun	500,000	N	The Gateway Trust	
10.	Sahyog Sangharsh	Old age & disability care	Maharashtra	Mumbai	Mumbai	500,000	N	Chehak Trust	
11.	System Research Society (SRS) -	Medical	Delhi	Delhi	Delhi	500,000	N	SRS	
12.	Knowledge on Wheels	Education & Childcare	Maharashtra	Palghar	Palghar	500,000	N	Keshav Srushti	
13.	Stone Soup Trust	Education & Childcare				500,000			
14.	System Research Society (SRS)	Education & Childcare	Telangana	Hyderabad	Hyderabad	500,000	N	SRS	
15.	Ugam Education Foundation	Education & Childcare	Jharkhand	Jharkhand	Jharkhand	500,000	N	Ugam Education Foundation	
16.	Har Mandir School	Education & Childcare	Karnataka	Kodagu	Kodagu	500,000	N	Har Mandir School	
17.	Tribal Schools & Welfare Initiative	Skilling & Livelihood	Jharkhand	Jharkhand	Jharkhand	500,000	N	Vyakti Vikas Kendra India	
18.	Aaji Care	Skilling & Livelihood	Maharashtra	Mumbai		840,000	N	Aaji Care Foundation	
19.	Sangopita	Healthcare	Maharashtra	Thane	Maharashtra	1,900,000	N	Sangopita	
20.	Mother Teresa Foundation	Elder Care	Tamil Nadu	Thanjavur	Tamil Nadu	1,000,000	N	Mother Teresa Charitable Trust	
21.	Earth Saviour's Foundation	Elder Care	Haryana	Gurugram	Haryana	2,000,000	N	Earth Saviours Foundation	
22.	Borderless world Foundation	Child Care	Jammu	Jammu	Jammu	1,000,000	N	Borderless World Foundation	
23.	Giftabled	Health Care	West Bengal		West Bengal	500,000	N	GiftAbleD	
24.	Anjeze	Health Care	Maharashtra		Maharashtra	500,000	N	Anjeze	
25.	The Tiger Centre	Health Care	Madhya Pradesh	Kanha	Madhy Pradesh	200,000	N	The Tiger Centre	
26.	Har Ghar Tiranga		Pan India	Pan India	Pan India	1,800,000	Y		
27.	Jaljeevika	Skilling	Madhya Pradesh	Alirajpur	Madhya Pradesh	1,850,000	N	Jaljeevika	
28.	PM Cares Fund	Health Care	Pan India	Pan India	Pan India	35,50,000	Y	PM Cares Fund	

(B) AMOUNT SPENT IN ADMINISTRATIVE OVERHEADS: ₹ 2,341,000/-

(C) AMOUNT SPENT ON IMPACT ASSESSMENT, IF APPLICABLE: Not Applicable

(D) TOTAL AMOUNT SPENT FOR THE FINANCIAL YEAR (8B+8C+8D+8E): ₹ 374,10,696/-

(E) EXCESS AMOUNT FOR SET OFF, IF ANY: ₹ 1,641,968/-

(F) [During the year, the Company has actually spent ₹ 37,410,696/-, out of which Nil was spent towards its CSR obligations for the FY22; Nil was spent towards its previous years' obligations; and ₹ 1,641,968 was excess spend during past financial year and was set off in Financial year 2022-23.

Sr. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	47,765,813
(ii)	Total amount spent for the Financial Year	37,410,696
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (A) DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:

Not Applicable

Sr. Preceding No. Financial Year	Item from the List of activities in Schedule VII to the Act	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount spent for the project (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	

(B) DETAILS OF CSR AMOUNT SPENT IN THE FINANCIAL YEAR FOR ONGOING PROJECTS OF THE PRECEDING FINANCIAL YEAR(S):

Not Applicable

Sr. Preceding No. Financial Year	Item from the List of activities in Schedule VII to the Act	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount spent for the project (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	

10. IN CASE OF CREATION OR ACQUISITION OF CAPITAL ASSET, FURNISH THE DETAILS RELATING TO THE ASSET SO CREATED OR ACQUIRED THROUGH CSR SPENT IN THE FINANCIAL YEAR - (ASSET-WISE DETAILS):

Not Applicable

On Behalf of the Board of Directors of
CMS Info Systems Limited

Ashish Agrawal

Director
DIN: 00163344

Rajiv Kaul

Executive Vice-Chairman, Whole-time Director
& CEO/Chairman of CSR Committee

DIN: 02581313

Place: Mumbai

Date: May 23, 2023

DETAILS OF REMUNERATION AS PER SECTION 197 (12) OF THE ACT,

Particulars of Remuneration

[Pursuant to Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

INFORMATION PURSUANT TO RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year.

Name	Ratio of remuneration of each director to median remuneration of the employees of the Company	% Increase in remuneration in FY23
Executive Director		
Mr. Rajiv Kaul ¹	171.82	13%
Independent Directors		
Mr. Tapan Ray	3.78	Nil
Mrs. Manju Agarwal	3.78	Nil
Ms. Sayali Karanjkar	3.78	Nil
Non-executive Non-independent Directors		
Mrs. Shyamala Gopinath	3.78	Nil
Mr. Jimmy Lachmandas Mahtani	NA	NA
Mr. Ashish Agrawal	NA	NA
Mr. Krzysztof Wieslaw Jamroz	3.78	Nil
Chief Financial Officer		
Mr. Pankaj Khandelwal ¹	NA	15%
Company Secretary		
Mr. Praveen Soni	NA	2%

Notes:

- Remuneration for FY 2022-23 excludes notional amortisation value of stock options.
- The percentage increase in the median remuneration of the employees in the financial year**
There was an increase of 4% in the median remuneration of employees in FY23.
- The number of permanent employees on the rolls of the Company**
There were 531 permanent employees on the rolls of the Company as on March 31, 2023.

4. Average percentage increase already made in the salaries of employees other than the managerial personnel (KMPs) in FY 2022-23 and its comparison with the percentage increase in the managerial remuneration and justification thereof

The average annual percentage increase in the salaries of employees other than key managerial personnel (KMPs) was 11% as against an average annual percentage increase of 13% to KMPs.

The calculation of percentage increase is done considering salary of employees eligible for increment in FY 2022-23.

The increase in salaries reflects the Company's performance, individual performance and is in line with the market trends.

5. Affirmation that the remuneration is as per the remuneration policy of the Company

The Company affirms that the remuneration of directors is as per the Nomination & Remuneration policy of the Company.

For and on behalf of the Board
CMS Info Systems Limited

Ashish Agrawal

Director

DIN: 00163344

Rajiv Kaul

Executive Vice-Chairman

Whole-time Director & CEO

DIN: 02581313

Date: May 23, 2023

Place: Mumbai