

# Notice of 17<sup>th</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT 17TH (SEVENTEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF CMS INFO SYSTEMS LIMITED (“THE COMPANY”), WILL BE HELD ON TUESDAY, AUGUST 6, 2024 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:**

## ORDINARY BUSINESS:

### 1. Adoption of Audited Standalone and Consolidated Financial Statements

To receive, consider and adopt the:

- a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon; and
- b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the report of the Auditors thereon.

### 2. Declaration of Dividend

To confirm interim dividend of ₹ 2.50 per fully paid equity share declared for financial year 2023-24 and to approve final dividend of ₹3.25 per fully paid equity share for the financial year ended March 31, 2024.

### 3. Re-appointment of Director retiring by rotation

To Re-appoint Mr. Krzysztof Wieslaw Jamroz (DIN: 07462321) as Director, who retires by rotation at this Annual General Meeting (AGM) and, being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### 4. Ratification of Remuneration of Cost Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any amendment(s), statutory modification(s) or any re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s S.K. Agarwal & Associates, Cost Accountants (Firm Registration No. 100322) appointed by Board of

Directors as Cost Auditors to conduct the audit of the cost accounting records of the Company for the financial year ending March 31, 2025 amounting to ₹ 1.25 Lakhs (Rupees one lakh twenty five thousand only) plus applicable taxes and reimbursement of out of pocket expenses, in connection with the said audit, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

### 5. Reclassification of Authorized Share Capital and consequent alteration of Memorandum of Association of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the consent of the members be and is hereby accorded to reclassify the existing Authorized Share Capital of the Company from ‘₹ 188,00,00,000 (Rupees One Hundred and Eighty Eight Crores) only divided into 17,30,00,000 (Seventeen Crores Thirty Lakhs) equity shares of ₹ 10/- (Rupees Ten) each and 15,00,000 (Fifteen Lakhs) 0.01 % Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred) each’, to ‘₹ 188,00,00,000 (Rupees One Hundred and Eighty Eight Crores) only divided into 18,80,00,000 (Eighteen Crores Eighty Lakhs) equity shares of ₹ 10/- (Rupees Ten) each’.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. *The Authorized Share Capital of the Company is ₹ 188,00,00,000 (Rupees One Hundred and Eighty Eight Crores) only divided into 18,80,00,000 (Eighteen Crores Eighty Lakhs) equity shares of ₹ 10/- (Rupees Ten) each, with all rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company, with the power to the Board to increase or reduce the Capital of the Company and to divide or*

*consolidate the shares in the Capital for the time being into several classes in such manner as may be permitted by the Act and as may be determined by or in accordance with the Articles of Association of the Company.*

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorized severally to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution .”

**6. Alteration of Articles of Association of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for the modification, substitution, addition and deletion in the Articles of Association of the Company as follows:

| Article No. | Existing Article  | Revised Article/ proposed action   |
|-------------|---|--|
| 1.          | The Regulations contained in Table 'F' in the Schedule I of the Companies Act, 2013 shall not apply to this Company.  | The Regulations contained in Table 'F' in the Schedule I of the Companies Act, 2013 shall not apply to this Company, except in regard to matters not specifically provided in these Articles.  |
| 4.          | (i) "Sion" shall mean Sion Investment Holdings Pte. Limited.  | Deleted  |
| 4.          | Sub-clause (j), (k), (l)  | Re-numbered as sub-clause (i), (j) and (k)   |
| 52          | (b) Notwithstanding anything contained in these Articles, Sion shall have the right to nominate two Directors on the Board and the directors nominated by Sion shall be non-executive directors who may or may not be required to retire by rotation as per applicable provisions, till such time Sion is a Shareholder. Sion shall have the power, by serving a notice in writing upon the Company, to withdraw or replace such nominee directors of Sion. | Deleted  |
| 52          | (c) subject to (a) and (b), the Company shall have the power to appoint directors in accordance with applicable law.  | (b) subject to (a), the Company shall have the power to appoint directors in accordance with applicable law.   |
|             | Sub-clause (d)  | Renumbered as sub-clause (c).  |
| 81          | The Board shall provide for the Common Seal and its safe custody, and may, by authority of a resolution passed by it, provide for the common seal to be transported from the registered office of the Company to any other place in India for affixation to any instrument, in accordance with the Act and these Articles.  | The Board may provide for a Common Seal of the Company ('Seal') and its safe custody, and may, by authority of a resolution passed by it, provide for the Seal to be transported from the registered office of the Company to any other place in India for affixation to any instrument, in accordance with the Act and these Articles. The Board shall also have power from time to time to destroy the same and substitute a new Seal in lieu thereof. |

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorized severally to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

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

Sd/-  
**Debashis Dey**  
Company Secretary

Place: Mumbai  
Date: May 15, 2024

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

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of item nos. 4 to 6 is annexed hereto and forms part of this Notice. Further, the statement pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), providing details of Director proposed to be re-appointed at the AGM is provided in 'Annexure A' to the Notice.
2. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Shareholders. All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection without any fee by the Shareholders from the date of circulation of this Notice up to the date of the AGM. Shareholders seeking to inspect such documents or seeking any information with regard to the accounts or any matter to be placed at the AGM can send an e-mail to [company.secretary@cms.com](mailto:company.secretary@cms.com).
3. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company has been convened to be held through VC/OAVM. The meeting shall be deemed to be held at the Registered Office of the Company at T-151, 5<sup>th</sup> Floor, Sector 11, Tower No. 10, Railway Station Complex, CBD Belapur, Navi Mumbai - 400614 Maharashtra. Participation of shareholders through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per the Act.
4. In compliance with the provisions of Sections 101, 108 and 136 of the Act read with relevant Rules made thereunder and the aforesaid MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/ CIR2023/4 dated January 5, 2023 and SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023, Notice of the AGM along with the Annual Report for FY24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Members may note that the Notice and Annual Report for FY24 will also be available on the Company's website [www.cms.com](http://www.cms.com), websites of the Stock Exchanges i.e. the BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>. In case any member requires physical copy of Annual Report and AGM Notice for the FY2023-24, he/she may send a request to the Company at [company.secretary@cms.com](mailto:company.secretary@cms.com).
5. The Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **Tuesday, July 30, 2024**.
6. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the facility for remote e-voting, for participation in the AGM through VC/OAVM and for e-voting during the AGM.
7. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
8. Pursuant to Section 112 and Section 113 of the Act, Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or Governing Body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to the Company at [company.secretary@cms.com](mailto:company.secretary@cms.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
9. Since the AGM will be held through VC/OAVM, the route map is not annexed to the AGM Notice.
10. Members who would like to express their views or ask questions during the AGM may send an e-mail from their registered e-mail address mentioning their name, DP ID and Client ID, PAN and Mobile number at [company.secretary@cms.com](mailto:company.secretary@cms.com) between Wednesday, July 31, 2024 and

Sunday, August 4, 2024. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Management reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

11. Members who have questions but do not wish to speak may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at [company.secretary@cms.com](mailto:company.secretary@cms.com) . The same will be replied by the Company suitably.
12. To protect the environment and enable all communication with the Company promptly, members who have not registered their E-mail ID so far are encouraged to register the same for receiving all the communications including Annual Reports, Notices etc. electronically. The Members may update their e-mail address through their respective Depository Participants (DP) or (temporarily for the purpose of this AGM) by writing to [company.secretary@cms.com](mailto:company.secretary@cms.com), along with the details such as Name, DP ID, Client ID, folio number, self-attested PAN card copy, mobile number and e-mail id to be able to receive the Notice of the AGM and Annual Report along with voting instructions, login ID and password for remote e-Voting and to cast their votes.
13. With respect to the payment of Dividend, the Company shall provide the facility of remittance of Dividend amount electronically through National Automated Clearing House (NACH) to all eligible Members. To enable the Company to remit dividend correctly, Members are requested to provide/update details of their bank accounts with their DP by indicating the name of the Bank, Branch, Account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque.
14. Members are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to your respective Depository Participants ('DP'). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Link Intime India Private Limited.
15. NRI Members are requested to:
  - a) change their residential status on return to India permanently;
  - b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, IFSC code, MICR code, Account number and Address of the

Bank with PIN Code no. (through their DP), if not furnished earlier.

16. Final dividend for the financial year ended March 31, 2024, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Tuesday, August 6, 2024, to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Tuesday, May 28, 2024**.
17. Pursuant to the Income Tax Act, 1961 ("IT Act"), dividends paid or distributed by the Company shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend amount to be paid to the shareholders, subject to approval of shareholders in the ensuing AGM. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.  
  
A separate e-mail communication will be sent to shareholders informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption forms and other documents will be available on the Company's website at [www.cms.com](http://www.cms.com). The members should send the scanned copies of the requisite documents to Link Intime (India) Private Limited at C-101, Embassy 247, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083.
18. Members who have not yet encashed their dividends declared by the Company earlier are requested to contact the Company for revalidation of the warrants without any delay. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Accordingly, pursuant to Section 124 of the Companies Act, 2013, the unpaid dividend that will become due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

| Financial Year ended      | Tentative Due Date of Transfer |
|---------------------------|--------------------------------|
| <b>FY22</b>               |                                |
| Final Dividend (15th AGM) | 23/10/2029                     |
| <b>FY23</b>               |                                |
| Final Dividend (16th AGM) | 09/10/2030                     |
| <b>FY24</b>               |                                |
| Interim Dividend          | 25/02/2031                     |

In accordance with Section 124 (6) of the Act read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and

Refund) Rules, 2016 (as amended from time to time), if a member does not claim the dividend amount for a consecutive period of 7 (seven) years or more, then the shares held by him/her shall also be transferred to the designated Demat Account of IEPF Authority. The Unclaimed or Unpaid Dividend which have been transferred or the shares which were transferred can be claimed back by the Members from IEPF Authority by following the procedure given on its website i.e. <http://iepf.gov.in/IEPF/refund.html>. Both unclaimed dividend amount and the shares transferred can be claimed from the IEPF Authority by making an online application in the prescribed form "IEPF-5" available on <http://iepf.gov.in/IEPF/refund.html> duly signed along with requisite documents to the Company at the above-mentioned address for verification of the claim. The Company Secretary acts as the Nodal Officer for IEPF matters.

20. M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 101248W/W-100022) were re-appointed as Statutory Auditors of the Company at the Sixteenth Annual General Meeting of the Company held on September 6, 2023 for a term of 5 (five) years commencing from the conclusion of Sixteenth Annual General Meeting till the conclusion of Twenty First Annual General Meeting of the Company to be held in the year 2028, on such terms and remuneration as may be determined by the Audit Committee in consultation with the Statutory Auditors. Consequently, M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 101248W/W-100022), continues to be the Statutory Auditors of the Company

till conclusion of Twenty First Annual General Meeting of the Company.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on **Saturday, August 3, 2024 at 9.00 AM (IST)** and ends on **Monday, August 5, 2024 at 5 PM (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, July 30, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.





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 and joining virtual meeting 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 members holding equity shares of the Company 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 e-mail 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"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>CMS Info Systems Limited</b> or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the AGM.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 <b>CMS Info Systems Limited</b> 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 &amp; voting during the AGM.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.<br/>NSDL Mobile App is available on<br/>  <br/>  </li> </ol> |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, can login through their User ID and Password. Option is available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>.</li> <li>After successful login of Easi/Easiest the user will also be able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is also available at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the demat Account. After successful authentication, user will be able to see the e-voting options where the remote e-voting is in progress and also be able to directly access the system of all e-voting service providers.</li> </ol>   |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <ol style="list-style-type: none"> <li>Individual Shareholders can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Upon logging in, you will be able to see e-Voting option.</li> <li>Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>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 &amp; e-voting during the meeting.</li> </ol>   |

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the above-mentioned website.

**Helpdesk for Individual Shareholders 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 | Shareholder facing any technical issue in login, can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at +91 22 4886 7000  |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free number 1800 22 55 33 |

## B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

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.
4. 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.
5. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL)              | Your User ID is:  |
|---|---|
| a) For Shareholders who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Shareholders who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.  |

6. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your e-mail ID is registered in your demat account, your ‘initial password’ may have been communicated to you on your

e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.
7. 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](http://www.evoting.nSDL.com).
    - b) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.com](mailto:evoting@nSDL.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - c) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  9. Now, you will have to click on “Login” button.
  10. After you click on the “Login” button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join Annual General Meeting 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 and Annual General Meeting is in active status.
2. Select EVEN of **CMS Info Systems Limited i.e. 129001** for joining meeting virtually, you need to click on “VC/OAVM” link placed under “Join Annual General Meeting”.
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.
2. Alternatively, shareholder may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above-mentioned documents.
3. 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 required to update their mobile number and e-mail ID correctly in their Demat account in order to access e-Voting facility.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on +91 22 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### Process for those shareholders whose e-mail IDs are not registered with the Depositories for procuring User ID and password and registration of E-mail ID for e-voting for the resolutions set out in this Notice:

1. Please provide DPID-CLID (16 digit DP ID + Client ID 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 [company.secretary@cms.com](mailto:company.secretary@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 and joining virtual meeting for Individual shareholders holding securities in Demat mode.**

#### INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Shareholders, who will be present in the AGM through VC/OAVM facility and did not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
3. Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

#### INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login on the date of the AGM, you can see link of VC / OAVM" placed under "Join Annual General Meeting" menu against Company name CMS Info Systems Ltd. You are requested to click on VC / OAVM link placed under "Join Annual General Meeting" menu. The link for VC / OAVM will be available in Shareholder/ Member login where the EVEN of CMS Info Systems Ltd. i.e. 129001 will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
  3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
2. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM and shall submit, within two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or a person authorized by him in writing, who shall declare the result of the voting forthwith.

The results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.cms.com](http://www.cms.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result. The Company shall simultaneously also submit the results to NSE and BSE where the shares of the Company are listed.

### 23. Other instructions:

1. The Board of Directors have appointed CS Mukesh Siroya (ICSI Membership No. FCS 5682, CoP No. 4157), Proprietor, M/s. M Siroya & Company, Practicing Company Secretaries, Mumbai, and failing him CS Bhavyata Raval Acharya (ICSI Membership No. ACS: 25734; CoP: 21758), Partner, M/s. Siroya and BA Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and the e-voting process during the AGM in a fair and transparent manner.
3. While the results on resolutions shall be declared on or after the AGM of the Company, the resolutions will be deemed to have been passed on the AGM date subject to receipt of requisite number of votes in favor of the resolutions.

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

**Ratification of Remuneration of Cost Auditors**

Pursuant to sub-Section (1) of Section 148 of the Act read with rule (3) of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain the particulars relating to the utilization of material or labor and other items of cost pertaining to its Banking Automation i.e. ATM's & Kiosks Manufacturing business, by including the same in the Books of Account of the Company. However, since the Company's Manufacturing segment is in its nascent stage, the requirement for audit of the Cost Records of the Company as prescribed under sub-Section (2) of Section 148 of the Act read with rule (4) of the Companies (Cost Records and Audit) Rules, 2014, is not applicable to the Company.

Notwithstanding the above and with an object to set up a robust cost record maintenance system in anticipation of expansion in the manufacturing business in the future, the Board of Directors on the recommendation of the Audit Committee, have re-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 FY25, at a remuneration of ₹ 1.25 lakhs plus reimbursement for out of pocket expenses and applicable taxes. M/s. S K Agarwal, Cost Accountants, have conveyed their willingness to act as Cost Auditors of the Company for the financial year ending March 31, 2025 and have informed the Company that their appointment, if made, will be within the limits provided in Section 141(3)(g) or any other applicable provisions of Companies Act, 2013.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is also required to be ratified by the Shareholders. Accordingly, the consent of the Shareholders of the Company is sought to ratify the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2025.

The Board of Directors recommends the Ordinary Resolution set out at item no. 4 of the accompanying Notice for the approval of the Shareholders of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item no. 4 of this Notice.

**ITEM NO. 5**

**Reclassification of Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company.**

The existing Authorized Share Capital of the Company is ₹ 188,00,00,000 (Rupees One Hundred and Eighty-Eight Crores) only divided into 17,30,00,000 (Seventeen Crores Thirty Lakhs) equity shares of ₹ 10/- (Rupees Ten) each and 15,00,000 (Fifteen Lakhs) 0.01 % Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred) each.

The Company does not have any outstanding Preference Shares and presently there are no proposals for further issuance of Preference share capital by the Company. Accordingly, it is proposed to re-classify the 15,00,000 (Fifteen Lakhs) 0.01 % Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred) each to additional 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of ₹ 10 each in the Authorized Share Capital of the Company to allow the Company to issue further equity shares, if necessary, to fund its organic and inorganic business growth plans.

Consequent to the above reclassification, the Authorized Capital of the Company shall become ₹ 188,00,00,000 (Rupees One Hundred and Eighty-Eight Crores) only divided into 18,80,00,000 (Eighteen Crores Eighty Lakhs) equity shares of ₹ 10/- (Rupees Ten) each.

The aforesaid alteration in the Authorized Share Capital will also require consequential amendment to the Capital Clause V of the Memorandum of Association of the Company.

Pursuant to Sections 13 and 14 of the Companies Act, 2013 ('the Act'), reclassification of the Authorized Share Capital and the consequent alteration of Capital Clause of the Memorandum of Association of the Company, requires approval of the Shareholders of the Company by way of a Special Resolution. Accordingly, the approval of the Shareholders is sought to reclassify the Authorized Share Capital as well as to consequently alter the Capital Clause V of the Memorandum of Association.

A draft copy of the amended Memorandum of Association is available for inspection by the Shareholders of the Company during the normal business hours on any working day of the Company, up to the date of the Annual General Meeting.

Accordingly, the Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 5 of this Notice of the Annual General Meeting.

**ITEM NO. 6****Alteration of Articles of Association of the Company**

It is proposed to amend various clauses of the Articles of Association of the Company for reasons as detailed below:

| Article No. | Existing Article  | Revised Article/ proposed action   | Reason   |
|-------------|---|--|--|
| 1.          | The Regulations contained in Table 'F' in the Schedule I of the Companies Act, 2013 shall not apply to this Company.  | The Regulations contained in Table 'F' in the Schedule I of the Companies Act, 2013 shall not apply to this Company, except in regard to matters not specifically provided in these Articles.  | To provide clarity.  |
| 4.          | (i) "Sion" shall mean Sion Investment Holdings Pte. Limited.  | Deleted  | Sion Investment Holdings Pte. Limited, the Promoters of the Company have sold their entire stake in the Company. Consequently, they have lost all special authorities granted to them under the Articles and hence all references about them in the Articles are proposed to be deleted. |
| 4.          | Sub-clause (j), (k), (l)  | Re-numbered as sub-clause (i), (j) and (k)   | To align flow of articles consequent to the deletion of existing clause 4(i) as stated above.  |
| 52          | (b) Notwithstanding anything contained in these Articles, Sion shall have the right to nominate two Directors on the Board and the directors nominated by Sion shall be non-executive directors who may or may not be required to retire by rotation as per applicable provisions, till such time Sion is a Shareholder. Sion shall have the power, by serving a notice in writing upon the Company, to withdraw or replace such nominee directors of Sion. | Deleted  | Sion Investment Holdings Pte. Limited, the Promoters of the Company have sold their entire stake in the Company. Hence it is proposed to remove all special authorities which were granted to them under the Articles.   |
| 52          | (c) subject to (a) and (b), the Company shall have the power to appoint directors in accordance with applicable law.  | (b) subject to (a), the Company shall have the power to appoint directors in accordance with applicable law.   | To align flow of articles consequent to deletion of existing clause 52(b) as stated above.   |
|             | Sub-clause (d)  | Renumbered as sub-clause (c).  | To align flow of articles consequent to deletion of existing clause 52(b) as stated above.   |
| 81          | The Board shall provide for the common seal and its safe custody, and may, by authority of a resolution passed by it, provide for the common seal to be transported from the registered office of the Company to any other place in India for affixation to any instrument, in accordance with the Act and these Articles.  | The Board may provide for a Common Seal of the Company ('Seal') and its safe custody, and may, by authority of a resolution passed by it, provide for the Seal to be transported from the registered office of the Company to any other place in India for affixation to any instrument, in accordance with the Act and these Articles. The Board shall also have power from time to time to destroy the same and substitute a new Seal in lieu thereof. | The requirement of Common Seal is proposed to be made optional as permitted under the Companies Act, 2013.   |

A draft copy of the amended Articles of Association is available for inspection by the Shareholders of the Company during the normal business hours on any working day of the Company, up to the date of the Annual General Meeting.

Pursuant to the Companies Act, 2013 ('the Act'), the proposed alterations to the Articles of Association of the Company, requires approval of the Shareholders of the Company by way of a Special Resolution. Accordingly, the approval of the Shareholders is sought to amend the Articles of Association in the manner detailed above.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 6 of this Notice of the Annual General Meeting.

**ANNEXURE - A TO THE NOTICE DATED MAY 15, 2024**

**Information of Director seeking re-appointment at the 17th Annual General Meeting**

|   |  |
|---|--|
| Name of the Director  | Mr. Krzysztof Wieslaw Jamroz   |
| DIN   | 07462321   |
| Category  | Non-executive Director   |
| Brief Resume  | Krzysztof Wieslaw Jamroz is a Non-executive Director of our Company. He has been associated with our Company in his capacity as Non-executive Director since August 10, 2021. He was previously associated with our Company as an Independent Director from March 11, 2016 and as the Chairman of the Board from August 19, 2017 till the cessation of his term on December 31, 2019. He holds a Bachelor's degree in Business Studies from Birmingham City University and a Master's degree in Business Administration from Schulich School of Business, York University, Canada. He has over 19 years of experience in the Logistics, Cash Management and Investment Banking. He presently serves as an Executive Chairman of the Board of Roadrunner Transportation Systems (RRTS) and Executive Chairman of Ascent Global Logistics. Previously, he was associated with Garda World Corporation as its Cash Services President and Chief Operating Officer and as head of JP Morgan's corporate finance practice in Canada. He serves as the governor of the Royal Ontario Museum ('ROM') and has received the ROM Donor of Merit Award. He is also the Chief Executive Officer of the Polish Chamber of Commerce in the United States of America. |
| Nature of expertise in specific functional areas and Experience                               | He has over 19 years of experience in the Logistics, Cash Management and Investment Banking.   |
| Number of shares held in the Company  | Nil  |
| Terms of Re-appointment   | As per the resolution set out in this Notice read with the Explanatory Statement hereto.   |
| Remuneration (including sitting fees, if any) last drawn in financial year 2023-24            | Sitting fees: ₹ 4.00 lakhs<br>Commission: ₹ 21.00 lakhs  |
| Remuneration proposed to be paid  | He will be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in such meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.  |
| Directorship held in other Listed entities  | Nil  |
| Directorship held in other entities (overseas)  | Chairman - Roadrunner Transportation Systems (RRTS) and Executive Chairman - Ascent Global Logistics   |
| Listed entities from which the Director has resigned in the past three years                  | Nil  |
| Relationships between Directors <i>inter-se</i>   | None   |
| No. of Board Meetings attended during the year/<br>No. of Board Meetings held during the year | 4/4  |

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

Sd/-  
**Debashis Dey**  
Company Secretary

Place: Mumbai  
Date: May 15, 2024

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