

08th November 2024

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400 001 Scrip Code: 543232	National Stock Exchange of India Limited Exchange Plaza, 5 th floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Trading Symbol: CAMS
---	--

Dear Sir / Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of Postal Ballot dated 7th November 2024 wherein approval of the Members of the Company is being sought on the following Resolutions:

Sr. No.	Description of the Resolutions	Type of Resolution
1	Appointment of Mr. Narumanchi Venkata Sivakumar (DIN: 03534101) as an Independent Director of the Company.	Special
2	Re-appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960) as an Independent Director for a second term of three years.	Special
3	Appointment of Mr. Dinesh Kumar Mehrotra (DIN: 00142711) as Non-Executive Non-Independent Director for a term of three years.	Special

Date of events relevant to Postal Ballot are as below:

Commencement of e-voting period	9.00 am IST on Monday, November 11,2024
Conclusion of e-voting period	5:00 pm IST on Tuesday, December 10, 2024
Cut-off date for eligibility to vote	Friday, November 01, 2024
Results of Postal Ballot	Thursday, December 12, 2024

We request you to take the same on records.

Yours faithfully,
For Computer Age Management Services Limited

G Manikandan
Company Secretary and Compliance Officer

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

NOTICE OF POSTAL BALLOT

Dear Shareholders,

NOTICE is hereby given, in accordance with Section 108 and 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any amendment(s) thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020, General Circular No. 39/ 2020 dated December 31, 2020, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/ 2021 dated December 8, 2021, General Circular No. 3/ 2022 dated May 5, 2022, General Circular No. 11/ 2022 dated December 28, 2022, General Circular No. 09/ 2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("General Circulars") for seeking approval of the Shareholders of Computer Age Management Services Limited (the "Company") for the businesses set out hereunder through Postal Ballot by remote e-voting ("Postal Ballot/ e-Voting").

1. Appointment of Mr Narumanchi Venkata Sivakumar (DIN: 03534101) as an Independent Director of the Company.
2. Re-appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960) as an Independent Director for a second term of three years.
3. Appointment of Mr. Dinesh Kumar Mehrotra (DIN: 00142711) as Non-Executive Non-Independent Director for a term of three years.

MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring shareholders' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ e-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Shareholders at a common venue.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Shareholders whose email address is registered with the Company/ Depository Participant ("DP").

Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the proposed resolutions is annexed hereto for your consideration.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

Scrutinizer for conducting the Postal Ballot.

Board of Directors, pursuant to Rule 22(5) of the Rules, have appointed M/s. B. Chandra and Associates, Practising Company Secretaries, Scrutinizer for conducting the Postal Ballot/ e-Voting in accordance with the law and in a fair and transparent manner.

E-voting

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged Link Intime India Private Limited, Registrar and Transfer Agents of the Company ("Link Intime" or "RTA"), as the agency to provide e-Voting facility for its Shareholders.

Remote E-voting facility is available at the link: <https://instavote.linkintime.co.in> and commences from 9.00 AM on 11th November 2024 and concludes on 05:00 PM 10th December 2024. Shareholders desiring to exercise their votes are requested to carefully read the "Information and Instructions relating to e-Voting" provided in the Notes to this Notice.

Scrutinizer shall submit his Report, in writing, upon completion of scrutiny of e-Voting data provided by Linkintime, in a fair and transparent manner. Result on resolutions proposed to be passed through Postal Ballot/ e-Voting shall be announced 12th December 2024 and shall be communicated to BSE Limited and The National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed. Results of the Postal Ballot/ e-Voting shall also be displayed on the Company's website at www.camsonline.com

Key details regarding the Postal Ballot/ e-Voting

Sr. No	Particulars	Details
1	Link for remote e-Voting	https://instavote.linkintime.co.in
2	Cut-off date for eligibility for e-Voting	01 st November, 2024
3	Time period for e-voting	Starts at 11 th November 2024 at 9:00 A.M. (IST) and ends on 10 th December 2024 at 5:00 P.M. (IST)
4	Last date for publishing results of the e-Voting	12 th December, 2024
5	In case of any grievances or queries, contact	secretarial@camsonline.com
6	Scrutinizer Detail	B Chandra & Associates Practicing Company Secretaries AG 3, Ragamalika, 26 Kumaran Colony Main Road, Vadapalani, Chennai - 600 026.
7	CAMS Contact details	Email id - secretarial@camsonline.com

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

RESOLUTIONS FOR APPROVAL THROUGH POSTAL BALLOT

SPECIAL BUSINESS

ITEM NO. 1

Appointment of Mr Narumanchi Venkata Sivakumar (DIN: 03534101) as an Independent Director 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 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the Rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“the Listing Regulations”**), (including any statutory modifications, amendments thereto or re-enactment(s) thereof for the time being in force) & Articles of Association of the Company, **Mr. Narumanchi Venkata Sivakumar (DIN 03534101)** who was appointed as an Additional Director with effect from **October 16, 2024** under Section 161 of the Act and who qualifies for being appointed as an Independent Director in respect of whom the company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of director of the Company, being so eligible and who meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of Three (3) years from **October 16, 2024 up to October 15, 2027 (both days inclusive)**.

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder, **Mr. Narumanchi Venkata Sivakumar** shall be entitled to receive remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive Independent Director under the Act and SEBI Listing Regulations.”

“RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

ITEM NO. 2

Re-appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960) as an Independent Director for a second term of three years

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 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, **Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960)**, who holds office as an Independent Director up to December 16, 2024, who being eligible for re-appointment for a second term and in respect of whom the Company has received a consent along with a declaration that she meets the criteria for independence along with the notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature to the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of (3) Three consecutive years with effect from **December 17, 2024 up to December 16, 2027 (both days inclusive)**..

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder, **Mrs. Vijayalakshmi Rajaram Iyer** shall be entitled to receive remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive Independent Director under the Act and SEBI Listing Regulations.”

“RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

ITEM NO. 3

Appointment of Mr. Dinesh Kumar Mehrotra (DIN: 00142711) as a Non-Executive Non-Independent Director for a term of three years.

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 149, 152 and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement), 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force, in accordance with the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board, consent of the members be and is hereby accorded for the appointment of Mr. Dinesh Kumar Mehrotra (DIN: 00142711) who is currently an Independent Director, holds office up to 16th December, 2024 and consented to continue to act as a Director as a **Non-Executive Non Independent Director** of the Company for a period of 3 consecutive years **from 17th December, 2024 to 16th December 2027 (both days inclusive)** and shall be liable to retire by rotation.

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder, **Mr. Dinesh Kumar Mehrotra** shall be entitled to receive remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive Non-Independent Director under the Act and SEBI Listing Regulations.”

“RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

By the Order of the Board

Sd/-

Manikandan G
Company Secretary & Compliance Officer
Membership No: FCS4093

Chennai,
November 07, 2024

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with the Rules, which sets out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice to the Members in electronic form only by email to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") and Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited ("RTA") as on 1st November, 2024 ("Cut-Off Date"). The communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Special Resolution in accordance with the process specified in this Notice.
4. Members are advised to register/update their e-mail address with their Depository Participants in case of shares held in electronic form and to the Company and/or its RTA in case of shares held in physical form.
5. Members may also note that the Notice will also be available on the Company's website www.camsonline.com and on the website of the stock exchanges i.e. the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and the e-voting website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.
6. Members seeking inspection of relevant documents referred to in this Notice and the Explanatory Statement under Section 102 of the Act may send an email to secretarial@camsonline.com from their registered e-mail addresses up to the last date of remote e-voting i.e. 10th December 2024 mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

7. The Members shall exercise their right to vote on the matters included in this Notice electronic means i.e. through e-voting services provided by RTA. The remote e-voting period commences on 11th November 2024 at 9:00 A.M. (IST) and ends on 10th December 2024 at 5:00 P.M. (IST). The remote e-voting module shall be disabled for remote e-voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.

8. In case the Members have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>.

9. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Tuesday, 10th December 2024. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

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.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (Act), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the applicable Secretarial Standards, the following explanatory statement sets out all the material facts relating to the businesses mentioned under Item No. 1, 2 & 3 of this Postal Ballot Notice

Item 1: Appointment of Mr. Narumanchi Venkata Sivakumar (DIN: 03534101) as Independent Director of the Company for a term of three years

The Board of Directors, on the recommendations of the Nomination and Remuneration Committee has approved the appointment of Mr. Narumanchi Venkata Sivakumar (DIN: 03534101) as an Additional Director (Non-Executive Independent Director) of the Company on October 16, 2024, subject to approval of Shareholders of the Company. In this regard, the Company has received a notice in writing from a member under Section 160(1) of the Act, for appointment as an Independent Director for a term of three years commencing from 16th October 2024 to 15th October 2027 (both days inclusive).

In accordance with the provisions of the Act and Listing Regulations, the Company is seeking approval of Shareholders of the Company by way of Postal Ballot.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Narumanchi Venkata Sivakumar regarding the proposed appointment:

- a) Consent to act as Director of the Company, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Section 152 of the Act.
- b) Declaration (Form DIR-8) that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- c) Declaration that he meets the criteria of independence prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d) Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.
- e) Confirmation that he has complied with Section 150 of the Act and Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.
- f) Does not have any shareholding (including shareholding as a beneficial owner) in the Company and is not related to any of the Directors/ Managers/ Key Managerial Personnel of the Company.
- g) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

- h) Does not have any existing pecuniary relationship with the Company and has not received any remuneration from the Company in the past.
- i) Notice under Section 160 of the Act for proposing the candidature.

Brief Profile of Mr. Narumanchi Venkata Sivakumar

Mr. N V Sivakumar is a Chartered Accountant by profession. An institution builder and a trusted business adviser, Sivakumar has been with Price Waterhouse Coopers Private Limited (PWC) for over 22 years assuming varied roles within the Advisory Line of Service (2001-2023) serving a diverse set of domestic and international clients. Prior to that he was Lovelock and Lewes, Chartered Accountants (1982 - 2001) rendering audit and advisory services to varied clients. He retired from PWC on March 31, 2023.

In his role as Entrepreneurial and Private Business Leader at PWC, Mr. Sivakumar has extensively worked with family businesses, advising them on ownership issues (governance, succession planning and structuring) and business issues (strategy and business transformation, deals and growth, risk and regulation, talent and profitability). He played an active role in the roll out of the PwC global thought leadership studies (Family Business Survey and NextGen Survey) and actively engaged with CII-FBN in their annual Family Business and NextGen conventions.

As a Global Client Partner on large accounts, Sivakumar spearheaded the engagement with the clients at the promoter / board / senior executive level and ensured that advisory services were seamlessly delivered.

With his functional expertise in Mergers and Acquisitions, Mr. Sivakumar led the Deals practice at PWC for four years overseeing rendering of deals strategy, corporate finance, valuation and transaction advisory services for clients in India and Overseas.

Mr. Sivakumar is a Non-Executive Director on the Boards of Tata Motor Finance group companies, Kennametal India Ltd and Capital Foods Private Ltd among others.

In the opinion of the Board, Mr. Narumanchi Venkata Sivakumar (DIN: 03534101), fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Company's management.

Considering Mr. Narumanchi Venkata Sivakumar's skills, competency, expertise and experience and expertise in financial accounts, accounting standards and experience in interaction with industries and industry bodies, the Board is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director of the Company.

The relevant information as required under the LODR Regulations and SS-2 is given as **Annexure A**.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Narumanchi Venkata Sivakumar as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Narumanchi Venkata Sivakumar, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

Item No. 2: Re-appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960) as an Independent Director for a second term of three years

Mrs. Vijayalakshmi Rajaram Iyer is an Independent Director on the Board of the Company. She joined the Board of Directors (the "Board") of the Company on December 17, 2019. The members of the Company had approved the appointment of Mrs. Vijayalakshmi Rajaram Iyer as an Independent Director under the Companies 2013 ("the Act") for a term from December 17, 2019, up to December 16, 2024 (both days inclusive).

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Brief Profile of Mrs. Vijayalakshmi Rajaram Iyer

Mrs. Vijayalakshmi Rajaram Iyer, aged 69 years, is an Independent and Women Director on our Board. She holds a master's degree in commerce from University of Mumbai. She has previously served as an Executive Director of Central Bank of India and the Chairperson and Managing Director of Bank of India. She was also a Whole Time Member (Finance and Investment) in the IRDAI.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mrs. Vijayalakshmi Rajaram Iyer for the office of Independent Director for a second term. The Company has received.

The Company has received, inter alia, the following consents, declarations and confirmations regarding the proposed appointment:

- a) Declaration that she meets the criteria of independence prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Declaration that she is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.
- c) Confirmation that she has complied with Section 150 of the Act and Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002, India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034, India.

- d) Does not have any shareholding (including shareholding as a beneficial owner) in the Company and is not related to any of the Directors/ Managers/ Key Managerial Personnel of the Company.
- e) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company
- f) Does not have any existing pecuniary relationship with the Company and has not received any remuneration from the Company in the past.
- g) Notice under Section 160 of the Act for proposing the candidature.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Mrs. Vijayalakshmi Rajaram Iyer, as an Independent Director for a second term. In accordance with this NRC Policy of the Company, the NRC has recommended the second term of 3 years commencing from December 17, 2024, up to December 16, 2027 (both days inclusive).

Based on the recommendation of the NRC, and considering the reports of performance evaluation, Mrs. Vijayalakshmi Rajaram Iyer's skills, vast experience and deep knowledge of the financial service industry and his contribution over the years as an Independent Director of the Company, the Board believes that Mrs. Vijayalakshmi Rajaram Iyer continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company.

Accordingly, The Board approved and recommended to the members, the re-appointment of Mrs. Vijayalakshmi Rajaram Iyer as an Independent Director of the Company for the second term on October 16, 2024.

The relevant information as required under the LODR Regulations and SS-2 is given as **Annexure A**.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the re-appointment of Mrs. Vijayalakshmi Rajaram Iyer as an Independent Director of the Company for the second term, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mrs. Vijayalakshmi Rajaram Iyer, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

Item No. 3:

Appointment of Mr. Dinesh Kumar Mehrotra (DIN: 00142711) as a Non-Executive Non-Independent Director for a term of three years

At present, Mr. Dinesh Kumar Mehrotra is the Independent Director and Chairman of the Company. The members of the Company approved the appointment of Mr. Dinesh Kumar Mehrotra as an Independent Director under the Companies 2013 ("the Act") for a term from December 17, 2019, up to December 16, 2024.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution. Mr Mehrotra has completed only one term as Independent Director and is eligible to be reappointed as an Independent Director for the second term.

However, Mr. Dinesh Kumar Mehrotra was on the Board of the Company as a nominee of one of the shareholders (who has subsequently exited the company) for the period 6th March 2014 to 06th December 2019. In view of this the association of Mr. Dinesh Kumar Mehrotra with the company exceeds ten years. Considering that such a long-term association may not be favourably looked upon by some proxy firms for appointing Mr Mehrotra as an Independent Director of the Company, he is proposed to be appointed as Non-Independent Director.

There have been significant changes in the Board during the last one-year post exit of the promoters and it is felt that continuation of Mr Mehrotra will ensure continuity in strategy and Governance of the company. Also, in view of his knowledge, acumen, expertise and substantial contributions during his tenure as an Independent Director, the Board is keen to have his continued guidance in the capacity of a Director on the Company's Board, and to this end it is proposed to appoint him as a **Non-Independent and Non-Executive Director**.

It should be noted that there is no legal embargo on the re-designation of an outgoing Independent Director to a Non-Independent Director and Non-Executive Director. Given that there is no limitation on the total number of terms that a director can serve with a company, Mr. Dinesh Kumar Mehrotra would be eligible to offer himself for reappointment as a Director, save as an Independent Director.

This proposal to recommend the reappointment of Mr. Dinesh Kumar Mehrotra after re-designating him was approved by the Nomination & Remuneration Committee and the Board on October 16, 2024, as they have determined that it is important to have Mr. Dinesh Kumar Mehrotra on the Board for being able to access his continued guidance which will benefit the Company and public shareholders by helping keep the Company on an upward facing growth trajectory. Given that this decision has been taken by the non-conflicted members of the Nomination & Remuneration Committee and the Board it does not impair or affect the 'independence' of Mr. Mehrotra for the remainder of his tenure as an Independent Director of the Company.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002, India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034, India.

Furthermore, the Company will continue to have a majority of Independent Directors on its Board post reconstitution, even after the proposed reappointment of Mr Dinesh Kumar Mehrotra as a Non-Independent Director - 66.67 % of the Board will constitute Independent i.e., 4 out of the six Directors are Independent.

Brief Profile of Mr. Dinesh Kumar Mehrotra:

Mr. Dinesh Kumar Mehrotra, aged 71 years, is Honors Graduate in Science from the University of Patna. He has more than 4 decades of experience in operation, service, strategic, marketing and customer relations in Insurance industry. He started his career in Life Insurance corporation of India and retired as its chairman.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Dinesh Kumar Mehrotra for the office of Non-Independent Non-Executive Director. The Company has also received a Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended the appointment of Mr. Dinesh Kumar Mehrotra, as a Non-Executive Non-Independent Director for 3 years commencing from December 17, 2024, up to December 16, 2027 (both dates inclusive) and shall be liable to retire by rotation.

Based on the recommendation of the NRC, and considering the reports of performance evaluation, Mr. Dinesh Kumar Mehrotra skills, vast experience and deep knowledge of the financial service industry and his contribution over the years as an Independent Director during his continuous association with the Company of the Company, the Board believes that Mr. Dinesh Kumar Mehrotra association as a Director on the Board of Directors of the Company would be of immense benefit to the Company.

Accordingly, The Board approved and recommended to the members, the appointment of Mr. Dinesh Kumar Mehrotra as a Non-Executive Non-Independent Director of the Company on October 16, 2024, who shall be liable for retirement by rotation.

The relevant information as required under the LODR Regulations and SS-2 is given as **Annexure A.**

No director, key managerial personnel (KMP) or their relatives except Mr. Dinesh Kumar Mehrotra, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

By the Order of the Board

Sd/-

Manikandan G
Company Secretary & Compliance Officer
Membership No: FCS4093

Chennai,
November 07, 2024

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

Annexure A

Name of the Director	Mr. Narumanchi Venkata Sivakumar	Mrs. Vijayalakshmi Rajaram Iyer	Mr. Dinesh Kumar Mehrotra
DIN	03534101	05242960	00142711
Age	63	69	71
Date of First appointment on the Board	16/10/2024	17/12/2017	06/03/2014
Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards.	As per the Explanatory Statement	As per the Explanatory Statement	As per the Explanatory Statement
Terms and conditions of appointment/ re-appointment	Appointment as an Independent Director for a term of 3 years	Appointment as an Independent Director for a second term of 3 years	Appointment as Non-Executive Non-Independent Director for a period of 3 years
Details of remuneration sought to be paid	A consolidated remuneration (Consisting of Sitting fee and commission) of Rs.25 lacs subject to the condition that the same shall always remain within the limit of 1% of the net profit as laid down in the Companies Act, 2013 will be paid subject to the approval of shareholders.	A consolidated remuneration (Consisting of Sitting fee and commission) of Rs.25 lacs subject to the condition that the same shall always remain within the limit of 1% of the net profit as laid down in the Companies Act, 2013 will be paid subject to the approval of shareholders	A consolidated remuneration (Consisting of Sitting fee and commission) of Rs.25 lacs subject to the condition that the same shall always remain within the limit of 1% of the net profit as laid down in the Companies Act, 2013 will be paid subject to the approval of shareholders.
	There will be an additional remuneration of Rs.5,00,000/- in addition to the remuneration stated above for the Chairperson of the Company.		
Details of remuneration last Drawn (F.Y. 2023- 24)	Not Applicable	Rs. 25 lakhs	Rs. 30 Lakhs
Shareholding in the Company including as a beneficial owner	Nil	Nil	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Narumanchi Venkata Sivakumar is not related to any of the Directors	Mrs. Vijayalakshmi Rajaram Iyer is not related to any of the Directors	Mr. Dinesh Kumar Mehrotra is not related to any of the Directors
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. N V Sivakumar being a Chartered Accountant by profession, has an expertise in regulatory	Ms V R Iyer has been associated with regulated financial institutions at the highest level. Her expertise in	Mr Mehrotra has been at the helm of India's largest insurer and has been interacting with

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

	matters especially in the related to financial markets.	the market practices and regulatory requirements will be advantageous for the company. s	multiple financial institutions. He has also interacted with various financial regulators which are of beneficial for the company.
Number of Board Meetings attended during the Financial Year 2023-24	Not Applicable	5	5
Directorships held in other Companies	<p>1.3M India Limited</p> <p>2.Kennametal India Limited</p> <p>3.Capital Foods Private Limited</p> <p>4.Tata Motors Finance Limited</p> <p>5.TMF Holdings Limited</p> <p>6.TMF Business Services Limited</p> <p>7.Talentpro India HR Private Limited</p> <p>8.Organic India Private Limited</p> <p>9.ACKO Technology & Services Private Limited</p> <p>10. ACKO Life Insurance Limited</p>	<p>1.Gawar Investment Manager Private Limited</p> <p>2.Glenmark Pharmaceuticals Limited</p> <p>3.CG Power and Industrial Solutions Limited</p> <p>4.Aditya Birla Capital Limited</p> <p>5.BFSI Sector Skill Council of India</p> <p>6.ICICI Securities Limited</p> <p>7.AXIS Mutual Fund Trustee Limited</p> <p>8.L&T Metro Rail (Hyderabad) Limited</p> <p>9.Avanse Financial Services Limited</p>	<p>1. V L S Finance Limited</p> <p>2. UTI Asset Management Company Limited</p> <p>3. Vardan Ceqube Advisors Private Limited</p> <p>4. SBI Cards and Payment Services Limited</p> <p>5. Tata Aia Life Insurance Company Limited</p>
Chairmanship/ Membership of Board Committees of other Companies	<p>3M India Limited Audit Committee – Chairman Risk Management Committee – Chairman Stakeholders Relationship Committee – Member</p> <p>ACKO Technology & Services Private Limited Audit Committee – Member</p> <p>ACKO Life Insurance Limited</p>	<p>Aditya Birla Capital Limited - Director Audit Committee - Chairperson Stakeholders Relationship Committee - chairperson Nomination, Remuneration and Compensation Committee – Member PIT Regulations Committee - Chairperson IT Strategy Committee – Member Amalgamation Committee Member</p>	<p>V L S Finance Limited – Director Audit Committee – member Nomination and Remuneration Committee - Chairman UTI Asset Management Company Limited – Director Audit Committee – Member Nomination & Remuneration Committee –</p>

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

	<p>Audit Committee – Member Investment Committee – Chairman Nomination & Remuneration Committee – Chairman Capital Foods Private Limited Audit Committee – Chairman Nomination & Remuneration Committee – Member Corporate Social Responsibility Committee – Member Kennametal India Limited Audit Committee – Member Nomination & Remuneration Committee – Member Risk Management Committee – Member ESG Committee – Member Organic India Private Limited Audit Committee – Member Nomination & Remuneration Committee – Member TMF Holdings Limited Audit Committee – Chairman Corporate Social Responsibility Committee – Member Stakeholders Relationship Committee – Member Risk Management Committee – Member IT Strategy Committee – Member TMF Business Services Limited Audit Committee – Member</p>	<p>ICICI Securities Limited - Director Audit Committee- Member Investment Committee – Member Stakeholders Relationship Committee - Chairperson Risk Management Committee – Chairperson Axis Mutual Fund Trustee Limited - Director Audit Committee – Member Risk Management Committee – Member Avanse Financial Services Limited - Director Audit Committee – Member Nomination, Remuneration and Compensation Committee – Chairperson Risk Management Committee – Member L&T Metro Rail (Hyderabad) Limited – Director CG Power and Industrial Solutions Limited - Director Nomination, Remuneration and Compensation Committee – Member Audit Committee – Member CSR Committee – Member Audit Committee – Member Nomination and Remuneration Committee – Member CSR Committee – Member</p>	<p>Member Corporate Social Responsibility Committee – member Vardan Ceqube Advisors Private Limited – Director Investment Committee - Member SBI Cards and Payment Services Limited- Director Risk Management Committee - Member Executive Committee – Member Corporate Social Responsibility and ESG Committee - Member</p>
--	--	---	--

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.

	<p>Tata Motors Finance Limited Audit Committee – Member Corporate Social Responsibility Committee – Member Stakeholders Relationship Committee – Member IT Strategy Committee – Member Risk Management Committee – Member Lending Committee - Member</p>		
Listed entities from which the Director has resigned in the past three years	Nil	<p>1. Poonawalla Fincorp Limited 2. Religare Enterprises Limited</p>	Nil

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.