

CMSINFO/2501/002

January 17, 2025

To,

**BSE Limited**

Listing Department,  
1<sup>st</sup> Floor, PJ Towers,  
Dalal Street,  
Fort, Mumbai – 400 001  
**Scrip Code: 543441**

**National Stock Exchange of India Limited**

Listing Department,  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra(East),  
Mumbai – 400 051  
**Symbol: CMSINFO**

**Sub: Postal Ballot Notice**

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we enclose herewith a copy of Postal Ballot Notice dated January 16, 2025 along with the Explanatory Statements (“Postal Ballot Notice”) seeking approval of Members of the Company on the Resolution as set out in the Postal Ballot notice by way of electronic voting (“remote e-Voting) only.

In accordance with the applicable circulars of Ministry of Corporate Affairs (“MCA Circulars”) and provisions of Listing Regulations, the aforesaid Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the Depositories as on **January 10, 2025 (‘Cut-off date’)**.

The Members whose e-mail address is not registered with the Company/Depositories, may register their e-mail address with the Company’s Registrar and Share Transfer Agent, MUFG Intime India Private Limited, to receive the Notice. The process for registration of e-mail address is provided in the enclosed Notice. A copy of the Notice is also available on the website of the Company at [www.cms.com](http://www.cms.com).

During the remote e-Voting period, members of the Company, holding shares as on the **Cut-off date i.e., Friday, January 10, 2025** may cast their votes electronically only through remote e-voting. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **Cut-Off Date**. It is 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 / Depository Participants) shall be

entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in the attached Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”), for providing e-voting facility to its members and details of the calendar of events are as follows:

<b>Sr. No.</b>	<b>Particulars/Events</b>	<b>Dates/time</b>
1.	Cut-off date for determining the members eligible for e- voting and for determining members to whom Postal Ballot Notice will be sent	Friday, January 10, 2025
2.	Completion of dispatch of Notice	Friday, January 17, 2025
3.	Remote e-Voting Start Date	Sunday, January 19, 2025
4.	Remote e-Voting Start Time	9.00 am IST
5.	Remote e-Voting End Date	Monday, February 17, 2025
6.	Remote e-Voting End Time	5.00 pm IST
7.	Date on which Resolution will be deemed to be passed	Monday, February 17, 2025
8.	Date of declaration of the result by the Chairperson/ person authorized by the Chairperson	On or before Wednesday, February 19, 2025

Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote e-Voting form part of the ‘Notes’ section to the Notice.

This is for the information of the Exchange and the members.

Thanking You,

**For CMS Info Systems Limited**

**Debashis Dey**  
**Company Secretary & Compliance Officer**

**Encl:** As above



## CMS Info Systems Limited

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

**CIN:** L45200MH2008PLC180479

**Tel:** +91-22-4889 7400; **Email:** [contact@cms.com](mailto:contact@cms.com) ;

**Website:** [www.cms.com](http://www.cms.com)

### POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Sunday, January 19, 2025, at 9:00 a.m. (IST)	Monday, February 17, 2025, at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") as amended, Secretarial Standard-2 on General Meetings ("**SS-2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**"), Government of India, for holding general meetings/conducting postal ballot process through remote e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17 /2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ("**the MCA Circulars**") and any other applicable laws and regulations, the following Resolution, as set out in this Notice, is proposed for the approval of the Members of CMS Info Systems Limited ("**the Company**") through Postal Ballot by way of voting through electronic means ("**remote e-Voting**") only.

Pursuant to Section 102, 110 and other applicable provisions of the Act, the explanatory statements pertaining to the said resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ("**this Notice**") for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ('RTA')/ Depositories. Further, in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. Therefore, the communication of the assent or dissent of the Members would only be taken through the remote e-Voting system.

The remote e-Voting period commences from 9:00 A.M. (IST) on Sunday, January 19, 2025, and ends at 5:00 P.M. (IST) on Monday, February 17, 2025. Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting, not later than 5.00 p.m. (IST) on Monday, February 17, 2025. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by the Chairperson/Board, upon completion of the scrutiny of the votes cast through remote e-Voting.

The results of the Postal Ballot will be announced on or before Wednesday, February 19, 2025. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.cms.com](http://www.cms.com) and on the e-voting website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

#### **1. Appointment of Mr. Sunil Mehta (DIN: 07430460) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board"), Mr. Sunil Mehta (DIN: 07430460), who was appointed as an Additional Director (Independent) of the Company, and 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 Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing from his effective date of first appointment i.e. from December 6, 2024 to December 5, 2029.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Sd/-  
**Debashis Dey**  
Company Secretary & Compliance Officer

**Place:** Mumbai

**Date:** January 16, 2025

#### **NOTES:**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the businesses set out at Resolution No. 1 is annexed hereto and forms part of this Notice.
2. In compliance with the provisions of Sections 102, 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and relevant MCA Circulars, this Notice is being sent only by e-mail to all the members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ MUFG Intime (India) Private Limited (Earlier known as Link Intime (India) Private Limited), the Company's Registrar and Transfer Agent ('RTA') as on **Friday, January 10, 2025 ('Cut-off Date')**, and whose e-mail IDs are registered with the

Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice.

3. Members, whose email IDs are not registered, are requested to contact their DP or register the same with our RTA by uploading a request letter along with self-attested copies of their PAN Card and address proof, on the SWAYAM - Self-Service Portal for Investors at [https://liiplweb.linkintime.co.in/rnhelppdesk/Service\\_Request.html](https://liiplweb.linkintime.co.in/rnhelppdesk/Service_Request.html). The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide various communications to the members through email. Members may note that this notice is also available on the Company's website at [www.cms.com](http://www.cms.com) and websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) as well as on e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the enabling MCA and SEBI Circulars, the Company is pleased to provide remote e-Voting facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility provided by NSDL.
5. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, January 10, 2025**. It is 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 / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice. Any person who is not a Member as on Cut-off date should treat this Notice for information purpose only.
6. The remote e-Voting period commences on from 9:00 A.M. (IST) on Sunday, January 19, 2025 and ends at 5:00 P.M. (IST) on Monday, February 17, 2025. During this period, Members of the Company, as on the Cut-Off date i.e. **Friday, January 10, 2025**, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The vote in this postal ballot cannot be exercised through proxy.
7. The documents referred to in Explanatory Statement will be made available for inspection by the members. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [company.secretary@cms.com](mailto:company.secretary@cms.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID on or before Monday, February 17, 2025.
8. The Board of Directors of the Company has appointed CS Mukesh Siroya (ICSI Membership No. FCS 5682, CoP No. 4157), Proprietor, M/s. M Siroya & Company, Practicing Company Secretaries, Mumbai, 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 for conducting the Postal Ballot voting process through remote e-Voting in a fair and transparent manner.
9. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-Voting.
10. The results of the Postal Ballot will be announced on or before **Wednesday, February 19, 2025**. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.cms.com](http://www.cms.com) and on the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
11. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-Voting i.e. **February 17, 2025**.

12. Instructions for Members for voting electronically are as under:

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual members**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="545 699 1398 1031">1. If you are an existing <b>IDEAS</b> user, you 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 “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name i.e. CMS Info Systems Limited 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.</li> <li data-bbox="545 1041 1398 1136">2. 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 “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="545 1146 1398 1545">3. 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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 i.e. <b>CMS Info Systems Limited</b> or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="545 1556 1398 1619">4. Members can also download NSDL Mobile App “<b>NSDL SPEED-e</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p data-bbox="561 1671 1008 1703"><b>NSDL Mobile App is available on</b></p> <div data-bbox="561 1724 1008 1776">   </div> <div data-bbox="602 1787 740 1923">  </div> <div data-bbox="837 1787 976 1923">  </div>

Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing Myeasi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by <b>CMS Info Systems Limited</b>. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. 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; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name i.e. <b>CMS Info Systems Limited</b> or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members 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 Members 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 no. 1800-21-09911

B) **Login Method for members other than Individual members**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at <https://eservices.nsdl.com/>. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

5. Password details for members other than Individual members 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 email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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 email ID is not registered, please follow steps mentioned below under **“process for those members whose email ids are not registered.”**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) If you are still unable to get the password by aforesaid option, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number, your PAN, your name and your registered address etc.
  - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.



## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is active.
2. Select "EVEN" of **CMS Info Systems Limited** i.e. **132676**
3. Now you are ready for remote e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. Assent (For) or Dissent (Against), verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for members**

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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?](#)" 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 Members and e-Voting user manual for Members available at the Download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [contact@cms.com](mailto:contact@cms.com). If you are an Individual members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual members.**
2. Alternatively, members 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.

## EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 ("Act")

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Postal ballot Notice dated January 16, 2025.

### ITEM NO. 1:

#### **Appointment of Mr. Sunil Mehta (DIN: 07430460) as an Independent Director of the Company**

Based on the recommendation of the Nomination & Remuneration Committee, the Board had appointed Mr. Sunil Mehta (DIN: 07430460) as an Additional Director (Independent) of the Company with effect from December 6, 2024. The Board, on the recommendation of the Nomination & Remuneration Committee, had also recommended the appointment of Mr. Mehta as an Independent Director of the Company for a term of five years from the effective date of his first appointment i.e. from 6<sup>th</sup> December 2024 to 5<sup>th</sup> December 2029.

Mr. Sunil Mehta has had an exemplary career, having served as the Chief Executive of the Indian Banks' Association (IBA). During his tenure, he played a pivotal role in shaping and advancing India's banking sector through policy advocacy and collaboration with various stakeholders.

Prior to his role at IBA, Mr. Mehta led Punjab National Bank as Managing Director & CEO, where he oversaw a large financial conglomerate with diverse operations in international banking, housing finance, life insurance, gilt trading, investment advisory, merchant banking, and rural banking. His career also includes a significant tenure as Executive Director at Corporation Bank.

Mr. Mehta holds a Master's degree in Agronomy and an MBA in Finance, solidifying his expertise in both financial and agricultural domains. Mr. Mehta is also a Certified Associate of the Indian Institute of Bankers (CAIIB), reflecting his commitment to continuous learning and professional excellence.

Mr. Mehta's extensive experience in the banking sector is complemented by his active participation in numerous committees formed by the Government of India, the Reserve Bank of India (RBI), the Confederation of Indian Industries (CII), the Federation of Indian Chambers of Commerce and Industry (FICCI), the Indian Institute of Banking and Finance (IIBF), and the National Credit Guarantee Trustee Company (NCGTC).

Some of the key committees where he associated include:

- RBI Committee for setting up 75 Digital Banking Units (DBUs)
- National Committee on Banking of CII
- Advisory Council of the Payments Infrastructure Development Fund of RBI
- RBI Standing Advisory Committee on the flow of Institutional Credit to the MSME sector
- Chairperson for the "Taskforce on Green Finance," established by the Ministry of Steel to spearhead decarbonization efforts in the Steel Sector,
- Board member of the International Banking Federation (IBFed)
- Member, Pension Advisory Committee, The Pension Fund Regulatory and Development Authority (PFRDA)
- Member, Monitoring Committee on functioning of Business Correspondents (BCs)
- Member, Standing Advisory Committee for Urban Co-operative Banks, RBI
- Member, National Board for Quality Promotion, Quality Council of India (QCI)
- Member, Governing Board and Finance Committee, IBPS
- Trustee, Board of Trustee for SASF
- Member, National Steering Committee under PMSVANidhi
- Member, Joint Steering Committee, Indian Institute of Corporate Affairs, Ministry of Corporate Affairs.
- Member of the Governing Council, Corporate Social Responsibility Committee, Executive Committee and Education and Training Committee, IIBF
- Member, Committee for Analysis of QR (Quick Response) Code
- Member, Committee to review cases under Section 7 of IBC, 2016
- Member, Governing Council of Institute for Development and Research in Banking Technology (IDRBT)
- Member Secretary, Expert Committee for Resolution Framework for COVID-19 related Stress, RBI
- Management Committee member of Emergency Credit Linked Guarantee Scheme
- Management Committee Member of Credit Member Guarantee Scheme for MFIs (CGSMFI)

Currently, Mr. Mehta holds Board Level positions in undernoted organisations (outside CMS):

- Chairman, PSB Alliance Pvt. Ltd.
- Independent Director, Jio Financial Services Limited
- Independent Director, Jio Finance Limited
- Independent Director, Jio Insurance Broking Limited
- Independent Director, Jio Payments Bank Limited
- Independent Director, Juniper Hotels Limited
- Director, Acer Credit Rating Private Limited

Mr. Sunil Mehta has also served undernoted organisations:

- Chairman National Asset Reconstruction Company Ltd (NARCL)
- Chairman, Indian Bank's Association (IBA)
- Chairperson, SWIFT User Group, India
- Director, National Credit Guarantee Trustee Co. Ltd.
- Chairman, PNB Housing Finance Limited
- Chairman, PNB Gilts Limited
- Chairman, PNB Investment Services Limited
- Chairman, Punjab National Bank International Limited (UK)
- Director, India Infrastructure Finance Company Ltd
- Director, PNB Metlife India Insurance Company Limited
- Director, Corpbank Securities Limited
- Member on Governing Board of Indian Institute of Bank Management (IIBM) Guwahati

Shri Sunil Mehta's remarkable career reflects his profound expertise and influential contributions to the Indian banking and financial sectors. His ongoing leadership and involvement across multiple platforms continue to shape the future of the industry.

Mr. Mehta is registered on the Independent Director's Databank and is qualified to be appointed as a director in terms of Section 164 of the Companies Act, 2013 (**'the Act'**) and has given his consent to act as Independent Directors, if so appointed by the Company. The Company has also received declarations from him stating that he meets all the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (**'Listing Regulations'**)). Also, the Company has received other necessary disclosures and declarations from him including the declaration that he is not debarred from holding the office of director pursuant to any SEBI/Regulatory Order. Mr. Mehta does not hold any shares in the Company.

Details of Mr. Sunil Mehta pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), are provided in the "**Annexure-A**" to the Notice.

The Company has received a notice from a shareholder under Section 160 of the Act proposing the candidature of Mr. Sunil Mehta (DIN: 07430460) for appointment as an Independent Director of the Company for a Term of five years from the effective date of his initial appointment on the Board of the Company, i.e. from 6<sup>th</sup> December 2024 to 5<sup>th</sup> December 2029.

Apart from receiving Directors' remuneration as may be decided pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mr. Mehta does not have any other pecuniary relationship with the Company.

In terms of Regulations 17 and 25 of the Listing Regulations, a listed entity shall ensure that approval of the members for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and in respect of appointment of an Independent Director, such approval shall be taken by means of a special resolution. Accordingly, the proposal for the appointment of Mr. Sunil Mehta as an Independent Director is being proposed for the approval of the Members by this Notice of Postal Ballot, as Special Resolution.

However, pursuant to proviso to sub-regulation (2A) of Regulation 25, where a special resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under sub-regulation (2A).

In view of the above, if the resolution proposed at item no. 1 of the Postal Ballot Notice fails to get the requisite majority of votes for approval as a Special Resolution but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of Mr. Sunil Mehta as an Independent Director shall be deemed to have been made by way of Ordinary Resolution, but in compliance with the requirements of sub-regulation (2A) of Regulation 25 of the Listing Regulations.

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

In the opinion of the Nomination & Remuneration Committee and the Board, Mr. Sunil Mehta fulfils the conditions for appointment as Non-Executive Independent Director as specified in the Act and the Listing Regulations. Mr. Mehta is not related to any members of the Board and is independent of the management and, in the opinion of the Nomination and Remuneration Committee and the Board, possesses appropriate skills, experience and knowledge. Considering his extensive knowledge, vast experience, past achievements and understanding of the Industry, the Nomination & Remuneration Committee and the Board feels that the appointment of Mr. Sunil Mehta as an Independent Director will be in the best interest of the Company.

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

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

**Sd/-**  
**Debashis Dey**  
**Company Secretary & Compliance Officer**

Place: Mumbai

Date: January 16, 2025

**Annexure A****Details of Director seeking re-appointment in pursuance of Secretarial Standards 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

<b>Particulars</b>	<b>Mr. Sunil Mehta</b>
<b>DIN</b>	07430460
<b>Age</b>	65 years
<b>Qualifications</b>	Master's degree in Agronomy, MBA (Finance), and Certified Associate of the Indian Institute of Bankers (CAIIB),
<b>Experience (including expertise in specific functional area) / Brief Profile</b>	<p>With a remarkable career spanning over four decades, Mr. Sunil Mehta has played a pivotal role in shaping and advancing India's banking sector through policy advocacy and collaboration with various stakeholders, making him a seasoned banker par excellence. He has served as the Chief Executive of the Indian Banks' Association (IBA) and led Punjab National Bank, the second largest Public Sector Bank as MD &amp; CEO.</p> <p>Currently, Mr. Mehta holds several board-level positions, including Chairman of PSB Alliance Pvt. Ltd., and Independent Director roles at Jio Financial Services, Juniper Hotels, and more. He has also served as Chairman of NARCL and IBA, and continues to shape the future of the Indian banking and financial sectors through his leadership and insights.</p> <p>Mr. Mehta has been actively involved in various committees, including those with the Government, Reserve Bank of India (RBI), Confederation of Indian Industries (CII), Federation of Indian Chamber of Commerce and Industry (FICCI), and Indian Institute of Banking and Finance (IIBF).</p>
<b>Terms and Conditions of Appointment</b>	Mr. Mehta is proposed to be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years from the effective date of his first appointment on the Board of the Company i.e. from 6th December 2024 to 5th December 2029.
<b>Remuneration (including sitting fees, if any) drawn in the previous financial year.</b>	N.A.
<b>Remuneration proposed to be paid</b>	<p>Mr. Mehta will be eligible to receive 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 the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013 as may be approved by the Board from time to time.</p> <p>Presently all Independent Directors of the Company are eligible to receive sitting fees of ₹100,000/- (Rupees one hundred thousand each) for attending any meeting of the Board or any of its duly constituted Committee's subject to a maximum of ₹800,000/- (Rupees eight hundred thousand only) in any financial year and a profit linked commission of upto 0.50% of the Net profit of the Company subject to a maximum of ₹ 2,100,000/- (Rupees Two million one hundred thousand only) in any financial year.</p>
<b>Date of first appointment on the Board</b>	December 6, 2024
<b>Shareholding in the Company including</b>	Nil

<b>Particulars</b>	<b>Mr. Sunil Mehta</b>		
<b>shareholding as a beneficial owner as on date of notice</b>			
<b>Relationship with other Directors / Key Managerial Personnel</b>	Mr. Sunil Mehta is not related to any other Director / Key Managerial Personnel of the Company.		
<b>Number of meetings of the Board attended during the financial year</b>	N.A. (No Meeting of the Board was held since his appointment)		
<b>Directorships of other Boards as on date of notice</b>	<ul style="list-style-type: none"> <li>• PSB Alliance Pvt. Ltd. - Chairman</li> <li>• Juniper Hotels Limited - Independent Director</li> <li>• Jio Financial Services Limited - Independent Director</li> <li>• Jio Finance Limited, Independent Director</li> <li>• Jio Insurance Broking Limited, Independent Director</li> <li>• Jio Payments Bank Limited, Independent Director</li> <li>• Acer Credit Rating Private Limited, Director</li> </ul>		
<b>Listed entities from which the Director has resigned in the past three years</b>	Nil		
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b>	<p>The Board of Director of the Company has identified the following skills, expertise and competencies required for the role of Directors of the Company, in the context of business in which it operates:</p> <ul style="list-style-type: none"> <li>• Business expertise</li> <li>• Corporate Strategy &amp; planning</li> <li>• Expertise/Experience in Finance &amp; Accounts/ Audit</li> <li>• Corporate Governance, Law and Compliances</li> </ul> <p>By virtue of Mr. Mehta's qualification and experience, he is deemed to possess all the required skills and capabilities.</p>		
<b>Membership / Chairmanship of Committees of Boards as on date of notice</b>	<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>
	1.	Jio Financial Services Limited	Nomination and Remuneration Committee (C)
	2.	Jio Financial Services Limited	Stakeholders' Relationship Committee (C)
	3.	Jio Financial Services Limited	Environmental, Social and Governance Committee (C)
	4.	Jio Financial Services Limited	Risk Management Committee (C)
	5.	Jio Financial Services Limited	Audit Committee (M)

Particulars	Mr. Sunil Mehta		
	6.	Jio Financial Services Limited	Corporate Social Responsibility Committee (M)
	7.	Jio Finance Limited	Audit Committee (M)
	8.	Jio Finance Limited	Nomination and Remuneration Committee (C)
	9.	Jio Finance Limited	Corporate Social Responsibility Committee (C)
	10.	Jio Finance Limited	Customer Services and Grievance Committee (M)
	11.	Jio Finance Limited	Risk Management Committee (M)
	12.	Jio Finance Limited	Information Technology Strategy Committee (M)
	13.	Jio Finance Limited	Investment and Lending Committee (C)
	14.	Jio Insurance Broking Limited	Audit Committee (C)
	15.	Jio Insurance Broking Limited	Nomination and Remuneration Committee (M)
	16.	Jio Insurance Broking Limited	Corporate Social Responsibility Committee (M)
	17.	Jio Insurance Broking Limited	Customer Services and Grievance Committee (C)
	18.	Jio Payments Bank Limited	Financial Inclusion Committee (C)
	19.	Jio Payments Bank Limited	IT Strategy Committee (M)
	20.	Jio Payments Bank Limited	Nomination and Remuneration Committee (M)
	21.	Juniper Hotels Limited	Nomination and Remuneration Committee (C)
	22.	Juniper Hotels Limited	Audit and Risk Management Committee (M)
	23.	PSB Alliance Private Limited	Nomination and Remuneration Committee (M)

By order of the Board of Directors  
For **CMS Info Systems Limited**  
Sd/-  
**Debashis Dey**  
**Company Secretary & Compliance Officer**

**Place:** Mumbai  
**Date:** January 16, 2025