

CMSINFO/2502/013

February 17, 2025

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

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

**Scrip Code: 543441**

**Symbol: CMSINFO**

Dear Sir/Madam,

**Sub: Outcome of Postal Ballot and Scrutinizers Report**

This has reference to our letter no. CMSINFO/2501/002 dated January 17, 2025 regarding the Postal Ballot Notice (“Notice”) dated January 16, 2025, issued to the Shareholders of the Company for seeking approval for:

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

The postal ballot process through remote e-voting as set out in the Notice dated January 16, 2025 (“Postal Ballot Notice”) was duly conducted by the Company. Remote e-voting process commenced from 9:00 A.M. (IST) on Sunday, January 19, 2025 and ended at 5:00 P.M. (IST) on Monday, February 17, 2025, post which the Scrutinizer, CS Mukesh Siroya (ICSI Membership No. F5682), proprietor of M/s. M. Siroya & Company, Practicing Company Secretaries, Mumbai submitted the report on the result of the Postal Ballot on February 17, 2025.

Based on the report of the Scrutinizer, it is hereby declared that the Shareholders of the Company have duly passed the resolution set out in the Postal Ballot Notice i.e. for Appointment of Mr. Sunil Mehta (DIN: 07430460) as an Independent Director of the Company, as a Special Resolution with requisite majority.

In this regard, please find enclosed following:

- i) Voting results in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) at **Annexure I**; and
- ii) Scrutinizer's Report dated February 17, 2025 on e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at **Annexure II**

The voting results along with the Scrutinizer's Report are also being uploaded on the Company's website at [www.cms.com](http://www.cms.com) and on the e-voting website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be made available at the Registered Office and Corporate Office of the Company.

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

**For CMS Info Systems Limited**

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

Encl: As above

**Annexure I**

**Voting Results of the Postal Ballot Notice dated January 16, 2025 of the Company on remote e-voting pursuant to Regulation 44(3) of the Listing Regulations**

Date of Postal Ballot Notice	Thursday, January 16, 2025
Cut-off date	Friday, January 10, 2025
e-voting start Date & Time	9:00 A.M. (IST) on Sunday, January 19, 2025
e-voting end Date & Time	5:00 P.M. (IST) on Monday, February 17, 2025
Total number of Members on cut-off date (i.e January 10, 2025)	177680
No. of Members present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group Public	(Resolution passed by means of Postal Ballot through e-voting)
Number of Members attended the meeting through video conferencing	Not Applicable
Promoters and Promoter Group Public	(Resolution passed by means of Postal Ballot through e-voting)

**Item no. 1: Appointment of Mr. Sunil Mehta (DIN: 07430460) as an Independent Director of the Company**

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?:				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	0	0	0	0	0	0	0
Public – Institutions	E-voting	106841629	93125034	87.16175041	93039607	85427	99.90826634	0.091733658
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	106841629	93125034	87.16175041	93039607	85427	99.90826634	0.091733658
Public- Non Institutions	E-voting	57523412	11191685	19.45587824	11185531	6154	99.94501275	0.054987252
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	57523412	11191685	19.45587824	11185531	6154	99.94501275	0.054987252
<b>Total</b>		164365041	104316719	63.46648799	104225138	91581	99.9122087	0.087791296

**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near EktaBhoomi, Rajendra Nagar, Borivali (E), Mumbai-400 066  
Telefax:+91 22 28706523; Mobile: 93243 10151; E-mail:siroyam@gmail.com; [www.msiroya.com](http://www.msiroya.com)

---

**SCRUTINIZER'S REPORT****(Postal Ballot Including E-voting)**

**[Pursuant to Section 108 & Section 110 of Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Report to Mr. Debashis Dey, Company Secretary of CMS Info Systems Limited (CIN: L45200MH2008PLC180479), a company incorporated under the Companies Act, 1956 and having its Registered Office at T-151, 5th Floor, Tower No.10, Sector-11, Railway Station Complex, CBD, Belapur, Thane, Navi Mumbai, Maharashtra, India, 400614 (hereinafter referred to as 'the Company') on the **POSTAL BALLOT** conducted by the Company to approve the business as mentioned in the Notice of Postal ballot dated January 16, 2025 ("Notice").

1. Pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification/s or re-enactment thereof for the time being in force), and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members was sought for approval of business as mentioned in the Notice.
2. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Board of Directors by way of a Circular Resolution to conduct the Postal Ballot exercise for passing of the Special/Ordinary Resolution as contained in the Notice dated January 16, 2025 ("Notice"). My responsibility as the Scrutinizer of the voting process is restricted only to scrutinize the e-voting process in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favor and against the resolution stated in the Postal Ballot Notice, based on the reports generated from the E-voting system provided by National Securities Depository Limited ("NSDL"), the service provider.
3. On the basis of 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, the Company sent emails on January 17, 2025 to 1,68,156 Members who had registered their Email-Ids with the Company. In compliance with the General Circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars') read with relevant SEBI Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members for this Postal Ballot. The communication of assent / dissent of the members was taken through the remote e-voting system only.



**Annexure I**

	<b>Postal Ballot (Remote E-Voting)</b>	
<b>Resolution No. 1</b>		
1	Number of members who participated in e-voting	992
2	Number of Remote E-Votes not considered/Abstained/invalid	0
3	Number of Valid Votes	104316719

**Analysis of Results of the Special Resolution as set out in the Notice**

**Item No. 1: Special Resolution**

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

Particulars	Number of members who have voted through Remote e-votes	Number of corresponding Remote e-votes	Percentage (%)
Assent	945	104225138	99.91
Dissent	47	91581	0.09
Total	992	104316719	100.00

**Details of Invalid/Abstained Votes:**

Mode of Voting	Invalid votes		Abstained Votes	
	No. of Members who have voted through e-voting	No. of Votes	No. of Members who have abstained on voting through e-voting	No. of Votes
Remote E-Voting	NIL	NIL	NIL	NIL

Accordingly, out of the total valid votes polled through E-Votes, **104225138** votes were cast **ASSENTING** to the Resolution constituting **99.91%** (Approx.) of the valid votes polled and **91581** votes were cast **DISSENTING** to the Resolution constituting **0.09 %** (Approx.) of the valid votes polled.

Based on the above result, I report that the Resolution as set out in Item No. 1 of the Notice is passed with **Requisite Majority as a Special Resolution**.

