

14th July 2021

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

Trading Symbol: CAMS

Dear Sirs / Madam,

Sub: Corrigendum to the Notice of the 33rd Annual General Meeting of the Company scheduled to be held on Thursday, 29th July 2021

This is further to our letter dated 05th July 2021 regarding Notice of the 33rd Annual General Meeting of the Company ("the Notice of the AGM"). After the circulation of the notice, the Company has noted a clerical error that the text of the resolution does not include the words contained in the heading of Item No. 4 of the agenda, namely 'approval of the ESOP scheme 2019 along with the variations in terms of the scheme'. In order to rectify the above and to clearly articulate the purpose of the resolution, the company is circulating a Corrigendum with respect to Agenda Item No. 4 of the Notice of the AGM. Copy of the same is attached for ready reference.

The Corrigendum is being sent by email to all the registered email addresses of the shareholders of the Company to whom the AGM Notice has been sent and shall form an integral part of the Notice dated 24th June 2021 circulated to the members of the Company. The Corrigendum to the Notice of AGM is also being uploaded on the website of the Company www.camsonline.com and the website of Link Intime www.linkintime.co.in for information.

We request to take the above on records.

Thanking you,

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.

CORRIGENDUM TO THE NOTICE OF THE 33RD ANNUAL GENERAL MEETING

Computer Age Management Services Limited (“the Company”) had issued a Notice dated June 24, 2021 (“the Notice of the AGM”) for convening of the 33rd Annual General Meeting (“AGM”) of the shareholders of the Company scheduled to be held on Thursday, 29th July, 2021 at 04.00 p.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility. The Notice of the AGM has been circulated to the shareholders of the Company to their registered e-mail addresses on July 5, 2021, in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder.

After the circulation of the notice, the Company noticed a clerical error that the text of the resolution does not include the words contained in the heading of Item No. 4 of the agenda, namely ‘approval of the ESOP scheme 2019 along with the variations in terms of the scheme’. In order to rectify the above and to clearly articulate the purpose of the resolution, the company is circulating this corrigendum with respect to Agenda Item No. 4 of the Notice of the AGM.

For the ready reference, the corrections made are highlighted below:

1. In the Resolution, the words contained in the heading viz. “Approval of the ESOP Scheme 2019 along with variation in the Terms of the Scheme” have been included specifically in the 1st para of resolution for ratification of the scheme and the words “the amendment to” have been deleted in the 2nd para of the resolution.
2. Corresponding changes have been carried out in the explanatory statement.

Accordingly, the draft resolution and the Explanatory Statement with the corrections are provided herein. The members are requested to note the same. This corrigendum to the Notice of the AGM shall form an integral part of the Notice dated June 24, 2021, circulated to the shareholders of the Company.

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SPECIAL RESOLUTION SET OUT AT AGENDA ITEM NO. 4 OF THE NOTICE OF THE AGM AS CORRECTED

APPROVAL OF THE ESOP SCHEME 2019 ALONG WITH VARIATION IN THE TERMS OF THE SCHEME

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 62 of the Companies Act, 2013 (the **“Act”**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (**“Rules”**) and all other applicable rules, circulars, notifications, guidelines issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force, and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (**“the SEBI SBEB Regulations”**), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India from time to time, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (collectively referred herein as the **“Applicable Laws”**), subject to such approvals, consents and permissions as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the nomination and remuneration committee (**“NRC”**) and the Board of Directors (**“Board”**), the consent of shareholders is hereby accorded for the ratification and approval of the ESOP Scheme 2019 along with variation in the Terms of the Scheme as described in the Explanatory Statement.

RESOLVED FURTHER THAT, it is hereby noted that the ESOP Scheme and the changes are not prejudicial to the interests of the current option holders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme, in accordance with applicable laws prevailing from time to time, as it may deem fit, to give effect to the resolutions above, in accordance with and subject to the terms of the Act and its Rules, SEBI SBEB Regulations that may be issued by any regulatory/ statutory authority, as applicable.

RESOLVED FURTHER THAT for the purpose of bringing into effect the Scheme along with variation in the Terms of the Scheme and generally for giving effect to these resolutions, each member of the NRC and Board are hereby severally or/and jointly authorized, on behalf of the Company, to do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above.”

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THE CORRECTED EXPLANATORY STATEMENT TO AGENDA ITEM NO. 4 OF THE NOTICE OF THE AGM (The corrections made are underlined)

APPROVAL OF THE ESOP SCHEME 2019 ALONG WITH VARIATION IN THE TERMS OF THE SCHEME

The Company has formulated ESOP Scheme which was approved by the shareholders of the Company on March 28, 2019 and was amended pursuant to approval received from the nomination and remuneration committee (“NRC”) and Board of Directors (“Board”), at its meeting held on December 17, 2019 and by the members of the Company pursuant to special resolution(s) passed at the general meeting of the Company held on December 23, 2019.

Based on the recommendations and approval of the NRC, approval of the Board, subject to approval of the members, it proposed that the ESOP Scheme be amended.

The Resolutions contained at Item no. 4 seek to obtain the members’ approval to the ESOP Scheme 2019 along with variation in the Terms of the Scheme and to authorize the Board to amend the ESOP Scheme and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the amended ESOP Scheme.

Draft of the ESOP Scheme with the proposed amendment shall be electronically available for inspection upon mail request as mentioned in the Notes. The salient features of the above scheme have been provided in the explanatory statement to Item No. 5 which will be applicable for this item also.

Details of the variations of the ESOP Scheme are provided below:

1. Variations in the ESOP Scheme:

In clause 14.2 of the ESOP Scheme, the following paragraph shall be inserted as the last paragraph:

“If a Grantee’s employment with the Company terminates for reasons of normal retirement or early retirement in accordance with the retirement policy of the Company and is specifically approved by the Company, then all the Options granted to him till such date that have not vested, shall vest on the date of the Grantee’s retirement, subject to Grantee being in employment for at least one year from the date of Grant of Options. The Vested Options can be exercised by the Grantee prior to the expiry of the Exercise Period. In the event, one year has not completed from the date of Grant of Options and the Option Grantee retires but is appointed as a non-executive director of the Company or its Subsidiaries, then the unvested Options would continue and shall Vest on completion of one year from the date of Grant of Options.”

2. Rationale for the variation of the ESOP Scheme

The amendment is proposed to be undertaken in order to include express provision in relation to treatment of vested as well as unvested options in case of retirement of the option holders (as per the terms of the retirement policy of the Company).

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The proposed amendment is not detrimental to the interests of the option holders.

3. Details of the employees who are beneficiaries of such variation

All option holders and eligible employees to whom the options would be granted would benefit from the variation.

The Board recommends passing of the resolutions as set out under Item No. 4 of the Notice for approval of the members as a Special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that have been granted or may be granted to them.

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