

23rd May 2023

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

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2023

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report for the financial year 2022-2023, duly issued by a Practicing Company Secretary.

The above document is also available on the Company's website at www.camsonline.com

You are requested to take the above information on record.

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.



B.CHANDRA

PRACTISING COMPANY SECRETARY

AG 3 RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai – 600026

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bchandracosecy@gmail.com
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**Secretarial compliance report of
COMPUTER AGE MANAGEMENT SERVICES LIMITED for the year ended 31.03.2023**

I, B Chandra, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Computer Age Management Services Limited (“the listed entity”)
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2023 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

- a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below: -

As per Annexure A

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

As per Annexure B

(c) Additional Affirmations

S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1	Secretarial Standard The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	
2	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	
3	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website	Yes	



	<ul style="list-style-type: none"> • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 		
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Annexure A	Annexure A
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	



Note 1 The Company was levied a fine of Rs 2,54,880/- each for non-compliance with Regulation 19 of LODR by both the exchanges. Further, even though intimation of the date of the Board meeting was given early, prior intimation of the proposed dividend was not given resulting in levy of a fine of Rs 11,800/- each by both the exchanges.



Place: Chennai
Date: 06.05.2023

Signature:
Practising Company Secretary : B CHANDRA
ACS/ FCS No.: 20879
C P No.: 7859
PEER REVIEW NO 602/2019
UDIN A020879E000236391

Annexure A for the year ended 31-03-2023

S No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	LODR	19	Non compliance with the composition of the Nomination and Remuneration Committee	BSE Limited & NSE	Fine		2,54,880 /- each		Inadvertent	Since regularised
	LODR	29	No Prior intimation of proposed dividend	BSE Limited & NSE	Fine	Notice of BM given but prior intimation of proposed interim dividend not given.	11,800/- each		BM meeting intimation was given well in advance	
	LODR	30	Profile of the internal auditor and the secretarial auditor not attached	NSE	Clarification	Profile not attached	Replied	Complied		



By

Annexure B for the year ended 31-03-2022 –NIL

S No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					

B. Chandra



Signature:
Practising Company Secretary **B. CHANDRA**
ACS/ FCS No.: 20879
C P No.: 7859
UDIN A020879E000236391
Peer review no 602/2019

Place: Chennai
Date:06.05.2023