

09th May 2024

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 Sirs / Madam,

Sub: Disclosure under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to our intimation dated 02nd May, 2024 , wherein, we had intimated about the receipt of a request from M/s Great Terrain Investment Ltd('GTIL') , presently designated as the Promoter seeking reclassification from the "Promoter" category to "Public" category in terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The above request was placed before the Board at the meeting held today . The Board inter-alia has considered the request made by GTIL ("Outgoing Promoter") and after analyzing, has approved the same. In view of the proviso to Regulation 31 A underwhich no shareholder approval is required in this case since the promoter(s) seeking reclassification and persons related to the promoter(s) seeking reclassification, together, do not hold more than one percent of the toatal voting rights in the listed entity.

Further, in compliance with Regulation 31A(8)(b) of the Listing Regulations, we enclose herewith the certified extract of the minutes of the Board meeting held today for records.

The application to the Stock Exchanges and other steps with respect to reclassification will be undertaken by the Company in due course in compliance with the SEBI Listing Regulations.

We request you to take the same 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.

Extracts from the Minutes of the Board Meeting (BM/02/2024-25) of Computer Age Management Services Limited held on Thursday, 09th May, 2024 at 11.00 A.M. at Turquoise, Rayala Tower, 5th Floor, 158, Anna Salai, Chennai 600 002 through Microsoft Teams

Considering Request for Great Terrain Investment Limited for Reclassification from Promoter to Public

Pursuant to Regulation 31A and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**"), the Company had received a request letter cum undertaking from Great Terrain Investment Ltd ("**GTIL**"), Promoter of the Company on 02nd May, 2024 ("**Request Letter**") for re-classifying itself from "Promoter" to "Public" category. Currently GTIL does not hold any shares of the Company.

The letter received from GTIL is placed before the Board for perusal. The Company has filed the necessary disclosure with BSE Limited and National Stock Exchange Limited ("**Stock Exchanges**") in this regard on 02nd May, 2024.

GTIL was holding 21224000 equity shares (43.53%) and was categorised as a Promoter of the company in the Red herring Prospectus dated 11th September, 2020 filed at the time of offer for sale of shares of the Company. These shares were sold by GTIL in phases and their shareholding in the Company became NIL on 4th December, 2023. Additionally, on April 15, 2024, nominee directors of GTIL on the Board of the Company – Mr. Narendra Ostawal and Mr. Sandeep Kagzi resigned from the Board with immediate effect. Accordingly, GTIL ceased to hold any shares, voting rights or control over the affairs of the Company. In view thereof, GTIL made the Request Letter.

GTIL, in the Request Letter has confirmed the following:

1. GTIL (along with the persons related to GTIL together):
 - (i) do not collectively hold more than 10% (ten percent) of the total voting rights of the Company.
 - (ii) do not exercise control over the affairs of the Company directly or indirectly.
 - (iii) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
 - (iv) are not being represented on the board of directors of the Company, or have any nominee directors on the board.
 - (v) do not act as key managerial persons in the Company.
 - (vi) are not a 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines; and
 - (vii) are not fugitive economic offenders.
2. There is no pending regulatory action against GTIL
3. GTIL will continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) Regulation 31A(3) of the LODR Regulations at all times from the date of re-classification.

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4. GTIL will comply with the conditions mentioned at sub-clauses (iv) and (v) of clause (b) of Regulation 31A(3) of the LODR Regulations for a period of not less than 3 (three) years from the date of reclassification.

In terms of Regulation 31A of the SEBI LODR, the said re-classification shall require the approval of the Board. In view of Regulation 31A(3)(iii)(a), no shareholder approval is required in this case since the promoter(s) seeking reclassification i.e., GTIL and persons related to the promoter(s) seeking reclassification, together in terms of Regulation 31A of the SEBI LODR, do not hold more than one percent of the total voting rights in the Company. The reclassification will be subject to approval of the Stock Exchanges.

Based on the confirmations provided by GTIL above and in accordance with the provisions of Regulation 31A of the SEBI LODR, GTIL has neither control over the affairs of the Company, directly or indirectly as a shareholder, director or otherwise and nor holds any special power in decision making. Hence, this re-classification would not impact the rest of the shareholders of the Company in any way.

The following draft resolution is placed before the Board for its perusal and approval:

The Board considered the matter and passed the following resolution:

"RESOLVED THAT, in accordance with the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI LODR**") including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, if any, the letter cum undertaking dated 02nd May, 2024 received by the Company on 02nd May, 2024 (the "**Request Letter**") from Great Terrain Investment Ltd, the promoter of the company (the "**Outgoing Promoter**" or "**GTIL**"), requesting reclassification to the "Public" category, as placed before the Board, be and is hereby noted and taken on record.

RESOLVED FURTHER THAT the Board be and hereby note that as required under the provisions of Regulation 31(A)(3)(b) of SEBI LODR, the Outgoing Promoter has confirmed the following:

1. GTIL (along with the persons related to GTIL together):

- (i) do not collectively hold more than 10% (ten percent) of the total voting rights of the Company.
- (ii) do not exercise control over the affairs of the Company directly or indirectly.
- (iii) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- (iv) are not being represented on the board of directors of the Company, or have any nominee directors on the board.
- (v) do not act as key managerial persons in the Company.
- (vi) are not 'willful defaulter(s)' as per the Reserve Bank of India Guidelines, and
- (vii) are not fugitive economic offenders.

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2. There is no pending regulatory action against GTIL

3. GTIL will continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) Regulation 31A(3) of the LODR Regulations at all times from the date of re-classification.

4. GTIL will comply with the conditions mentioned at sub-clauses (iv) and (v) of clause (b) of Regulation 31A(3) of the LODR Regulations for a period of not less than 3 (three) years from the date of reclassification.

RESOLVED FURTHER THAT pursuant to provisions of 31A(3)(c) of the SEBI LODR, the Board hereby confirms the following:

- a) the Company is and post re-classification will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of the SEBI LODR;
- b) the Company does not have trading in its shares suspended by the stock exchanges; and
- c) the Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories.

RESOLVED FURTHER THAT pursuant to the provisions of the Regulation 31A of the SEBI LODR, and subject to the approval of the stock exchanges where the shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and/or such other approvals, if any, as may be required in this regard, the approval of the Board be and is hereby accorded to approve the re-classification from 'Promoter' category to 'Public' category:

Sl No	Name of the Promoter	Category	No. of paid-up shares held	Percentage of shareholding
1.	Great Terrain Investment Ltd	Promoter	Nil	Nil
Total			Nil	Nil

RESOLVED FURTHER THAT approval be and is hereby given to the Company to make and submit the necessary application along with undertakings, forms and other supporting documents to be made by the Company to the Stock Exchanges and/or to any other authority for their approval, pay such fees and amounts in connection thereto, correspond with the stock exchanges and do and cause to be done all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.

(Handwritten Signature)

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RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Mr Anuj Kumar, Managing Director, Mr Ramcharan, Chief Financial officer and Mr G Manikandan, Company Secretary, be and are hereby severally authorized on behalf of the Company to do either by themselves or through delegation to any person as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary, expedient or desirable for such purpose, including issuing certified true copy of any of the resolutions and/or extracts of the minutes of this board meeting to the concerned person/ authority and making all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with SEBI LODR and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary, expedient or desirable for this purpose and settle any questions, difficulties or doubts that may arise in this behalf.

RESOLVED FURTHER THAT upon receipt of the approval from Stock Exchanges for reclassification of GTIL, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI LODR and other applicable provisions.

RESOLVED FURTHER THAT if any document relating to the reclassification requires the Common seal of the Company to be affixed, then the Common seal be so affixed in the presence of any of the Directors who may sign the same in token thereof and in the presence of Chief Financial Officer or Company Secretary, who may countersign the same in token thereof."

//Certified True Copy//

BY ORDER OF THE BOARD

FOR COMPUTER AGE MANAGEMENT SERVICES LIMITED



MANIKANDAN GOPALAKRISHNAN

COMPANY SECRETARY

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