

# Board's Report

Dear Members,

Your Directors are pleased to present the Company's Thirty Third Annual Report and audited financial statements for the year ended March 31, 2021.

## 1. FINANCIAL HIGHLIGHTS

The highlights of the Consolidated and Standalone Financial Results are as follows:

Particulars	Consolidated		Standalone	
	For the FY 2020-21	For the FY 2019-20	For the FY 2020-21	For the FY 2019-20
	In Rs. Lakhs	In Rs. Lakhs	In Rs. Lakhs	In Rs. Lakhs
Revenue from Operations	70,550	69,963	67,375	66,146
Other Income	2,975	2,124	5,860	1,951
Total Income	73,525	72,087	73,235	68,097
Operating expenses	33,916	34,472	34,285	34,053
Other expenses	7,033	6,834	6,305	6,118
Operating Profit	32,576	30,781	32,645	27,926
Depreciation	4,341	5,125	3,939	4,594
Interest	790	972	706	805
Profit Before Tax	27,445	24,684	28,000	22,527
Tax Expenses	6,916	7,495	6,103	6,119
Profit for the year	20,529	17,189	21,897	16,408
Other Comprehensive Income	42	(101)	35	(61)
Total Comprehensive Income for the year	20,571	17,088	21,932	16,347
Earnings per Equity Share				
Basic	42.08	35.24	44.89	33.65
Diluted	41.93	35.21	44.72	33.63
Other Equity (including retained earnings)	46,708	50,010	42,092	44,033
Cash and Cash Equivalents and Investments (excluding customer collection accounts & lien deposits and including subsidiary investments in the case of stand-alone).	30,886	33,921	39,712	41,927

## 2. OVERVIEW OF PERFORMANCE

During the financial year 20-21, the consolidated revenue from operations of the company was at Rs. 70,550 lacs as against Rs. 69,963 lacs in the previous year. Profit before Tax was Rs. 27,445 lacs as against the previous year PBT of Rs. 24,684 lacs. Earnings Per Share was Rs. 42.08 as against the previous year which was at Rs. 35.24 per share. Though the year started with uncertainty, outlook improved substantially as the year progressed. Mutual Fund business which constitutes major component of revenue is largely dependent on the assets serviced by the Company. Average Assets serviced by the Company grew during the year. Equity

asset class growth was aided by valuation gains while debt category growth was catalyzed by inflows and market gains. Lockdowns across the Country of varying degrees through the year impacted non-mutual fund businesses adversely. The Company has also taken various initiatives for automation of different processes and is also for introducing new value-added services. These initiatives also enabled the improved performance.

## 3. SHARE CAPITAL

There were no changes to the authorized share capital during the year. The issued capital as at March 31, 2021

was Rs. 48,79,10,380/- as against Rs.48,76,00,000/- during the previous year. The enhancement in the paid-up capital is due to the allotment of shares to the employees against the conversion of the ESOP which have become vested to them during the year.

The Company has an existing Employees Stock Option Plan under which an aggregate of 6,82,902 options have been granted. Out of these options, 31,038 options have been converted into equity shares after the vesting period. Consequent to the Company getting listed on October 01, 2020, in terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Company is required to obtain the approval of shareholders post listing and the same is being sought at the ensuing Annual General Meeting.

#### 4. RESERVES

The Company does not propose to transfer any amount to the Reserves.

Details of Interim Dividend Paid:

Particulars	Approval Date	Payment Date	Dividend per equity share (in Rs.)	No. of Shares (in Million)	Dividend paid (in Million)
First Interim Dividend	10.05.2020	19.05.2020	7.90	48.76	385.20
Second Interim Dividend	16.06.2020	19.06.2020	3.25	48.79	158.56
Third Interim Dividend	10.08.2020	13.08.2020	25.60	48.79	1248.94
Fourth Interim Dividend	11.11.2020	03.12.2020	6.75	48.79	329.31
Fifth Interim Dividend	11.02.2021	05.03.2021	7.60	48.79	370.81

#### 6. IMPACT OF COVID-19

The outbreak of the COVID-19 pandemic has led to an unprecedented health crisis and has disrupted economic activities and trade globally. In the light of this, the financial year 2020-21 began in the middle of an intense nationwide lockdown mandated due to the unprecedented crisis arising from the spread of Coronavirus.

Your Company invoked Level 2 BCP (i.e., severe external situation leading to a scenario where only the most essential services would be provided) immediately, as the Phase I lockdown was announced. During the initial week, the company delivered all the critical deliverables. All the electronic & digital modes of transaction continued to function with support from CAMS.

#### 5. DIVIDENDS

The Company has a Dividend Distribution Policy approved by the board containing the requirements prescribed in Regulation 43A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and is provided as Part B (VI) to this Report. The Dividend Distribution Policy is as also available on the website of the Company at the web-link: <https://www.camsonline.com/about-cams/shareholder-relations/policies>

During the year, your directors declared and paid interim dividend of Rs. 51.10 per share in five tranches as per the details given below. The Directors are also recommending a final dividend of Rs. 11.84 per equity share of the face value of Rs. 10/- This will be paid subject to the same being approved by the shareholders at the Annual General Meeting scheduled to be held on July 29, 2021.

For the first time in the history of the organization work-from-home was adopted after working through numerous design-aspects of the new paradigm such as information security, availability of desktops and last mile connectivity in the houses of employees. There has been a widespread recognition from clients, on the resilience exhibited by your company in these testing times and the spirit of commitment that CAMS team has displayed in getting things done in the face of mounting odds.

The Company has put in place measures to ensure the well-being of its employees by re-enforcing the importance of social distancing, safe working practices and general personal hygiene.

The situation continues to be the same till date in view of the second wave of Covid 19 and the lockdowns at different parts of the country.

## 7. STATE OF THE COMPANY'S AFFAIRS

Your Company serves as the technology enabled service solutions partner to Mutual Funds and Private Equity Funds. The Company is also carrying on the payment services to its various mutual fund client and others. It has recently obtained the Registration certificate as a Central Record Keeping Agency (CRA) for the Pension Fund Regulatory Authority of India. It also extends the facility of call center operations to its various clients and acting as Depository Participant for Investor.

The Company is registered with the Securities and Exchange Board of India ('SEBI') to provide Registrar & Transfer Agency services to Mutual Funds. It has been classified as a Qualified Registrar and Transfer Agent (QRTA) as it manages more than 2 million Folios. As a regulated organization, the Company brings highest standards to service delivery and adherence to Regulations.

Information on the operational and financial performance, among others, is provided in the Management Discussion and Analysis Report which forms part of the Annual Report and is in accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

## 8. CAPITAL EXPENDITURE AND LIQUIDITY

The operations of the company are not capital intensive. It is not availing any kind of working capital facility from the Banks or financial institutions. The capital expenditure is mainly towards upgradation of technology, improvements to the cyber security and physical infrastructure required for its operations.

As on March 31, 2021, the liquidity position of the Company was Rs. 17,124 lacs [excluding Fixed Deposit(s) ('FD') under Lien of Rs. 2,055 lacs for against issue of Guarantee by Banks] as against Rs. 22,038 lacs as on March 31, 2020. (excluding FDs under Lien of Rs. 86 lacs)

## 9. SUBSIDIARY COMPANIES

As of March 31, 2021, your Company has 6 wholly owned subsidiaries (including 1 step-down subsidiary).

### Domestic Subsidiaries

CAMS Insurance Repository Services Limited ("CAMS REP") is licensed by IRDAI to offer Insurance Repository services to Insurance policy holders. The Company has developed outsourcing solutions for new business processing and policy holder services for leading private

insurance companies. This company is serving leading insurance companies which include Life, Health and General insurance companies.

CAMS Investor Services Private Limited ("CAMS KRA") is registered with Securities and Exchange Board of India as a KYC Registration Agency and is licensed for implementation of SEBI's vision of a harmonized KYC process.

Sterling Software Private Limited ("SSPL") is the software development arm for the group and brings high specialization in building technology solutions for financial services domain. Your Company is the major client for Sterling. SSPL is pursuing various avenues to increase its external business.

CAMS Financial Information Services Private Limited ("CAMS FIS") has been incorporated for carrying on the business of "Account Aggregator" as a Non-Banking Financial Company. The Company has received the Certificate of Registration from Reserve Bank of India ("RBI") as a Non-Banking Finance Company – Account Aggregator. The Company also has put in place the required infrastructure and is in discussions with the clients and Financial institutions for commencing the commercial activities.

CAMS Payment Services Private Limited ("CAMS PAY") has been incorporated for carrying on the business of "Payment Aggregator". An application to the Reserve Bank of India ("RBI") has been submitted seeking certificate of Registration for carrying out the activities.

### Foreign Subsidiary

Sterling Software (Deutschland) GmbH ("SSGMBH") is a wholly owned subsidiary of Sterling Software Private Limited incorporated in Germany and is engaged in the business of providing IT Software services and consultancy. During the year, the Company has taken steps for winding down this subsidiary due to inadequacy of revenue from German operations and resultant unviability.

A report on the performance and financial position of the subsidiaries whose financial statements are considered for preparation of Consolidated Financial Statements of the Company as per the Act (in the prescribed format i.e. "Form AOC-1") is provided as Annexure.

The policy for determining material subsidiaries as approved by the Board may be accessed

on the Company's website at the web-link: <https://www.camsonline.com/about-cams/shareholder-relations/policies>

None of the subsidiaries of the company fall under the category of material subsidiary.

In accordance with the third proviso to Section 136(1) of the Act, the Annual Report of the Company, containing therein its Standalone and the Consolidated Financial Statements are available on the Company's website at the web-link:

<https://www.camsonline.com/about-cams/shareholder-relations/financial-information>

Any Shareholder who may be interested in obtaining a copy of the aforesaid documents may write to the Company Secretary. Further, the said documents will be available for examination by the Shareholders of the Company at its Registered Office during all working days except Saturday, Sunday, Public Holidays and National Holidays, between 10.00 AM to 12.00 Noon up to the date of the ensuing Annual General Meeting.

## 10. RELATED PARTY TRANSACTIONS

During the year under review, the contracts and arrangements with wholly owned subsidiaries have been entered by the Company in its ordinary course of business and at arms's length. These Related Party Transactions (RPTs) were not material transactions under Regulation 23 of the Listing Regulations. There were no materially significant related party transactions with the Promoters, Directors and Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large. Given that the Company does not have anything to report pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form No. AOC-2, the same is not provided. Attention of the members is drawn to Note No. 31 to the Standalone Financial Statements which sets out related party disclosure.

The RPT Policy as approved by the Audit Committee and the Board is available on the website of the Company: <https://www.camsonline.com/about-cams/shareholder-relations/policies>

## 11. LOANS, GUARANTEES AND INVESTMENTS IN SECURITIES

As on March 31, 2021, the Company has not given loans, made investments or provided guarantees or securities as covered under Section 186 of the Companies Act, 2013. Details of investments made by the company in

the wholly owned subsidiaries and investment of surplus funds in Mutual Funds and Bank deposits made in the regular course of the business have been included in Notes of the Standalone Financial Statements.

## 12. NUMBER OF BOARD MEETINGS HELD

The Board of Directors of the Company met nine times during the Financial Year 2020-21. The meetings were held on the following dates:

- June 16, 2020
- August 10, 2020
- August 27, 2020
- September 11, 2020
- September 24, 2020
- September 29, 2020
- November 11, 2020
- February 11, 2021
- March 20, 2021

The details of the Board Meetings and attendance of Directors are provided in the Corporate Governance Report, which forms a part of this Annual Report.

## 13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As of March 31, 2021, your Company had 7 Directors, which includes 3 Independent Directors and 2 Non-Executive Nominee Directors, 1 Non-Independent Non-Executive Director and 1 Executive Director.

### Independent Directors

Mr. Dinesh Kumar Mehrotra is the Chairman & Independent Director. Mr. Natarajan Srinivasan and Ms. Vijayalakshmi Rajaram Iyer are other Independent Directors in the Board.

In accordance with the provisions of Section 149 of the Companies Act, 2013, the Independent Directors have given a declaration that they meet the criteria of independence as provided in the said Section and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Non-Executive Nominee Directors

Mr. Zubin Soli Dubash\* and Mr. Narendra Ostawal are Non-Executive Nominee Directors of the Company and they are the Nominee Directors of Great Terrain Investments Limited, Promoter of the Company.

### Non-Executive Non-Independent Directors

Mr. Vedanthachari Srinivasa Rangan is a Non-Executive Non-Independent Director of the company. Previously he was the Nominee of HDFC Limited, one of the Shareholders of the company.

### Appointments/Re-appointment

As per the provisions of the Companies Act, 2013, Mr. Narendra Ostawal will retire as director at the ensuing Annual General Meeting and being eligible, seeks reappointment. The Board recommends his reappointment.

### Key Managerial Personnel

During the year under review, there was no change in KMP of the Company. The following personnel continue as KMPs as per the definition under Section 2(51) and Section 203 of the Act:

1. Mr. Anuj Kumar, Whole-Time Director and Chief Executive Officer;
2. Mr. M. Somasundaram, Chief Financial Officer;
3. Mr. G Manikandan, Company Secretary.

## 14. FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

The Company follows a well-structured induction programme for orientation and training of Directors at the time of their joining to provide them with an opportunity to familiarise themselves with the Company, its management, its operations and the industry in which the Company operates.

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him under the Companies Act, 2013, the Listing Regulations and other relevant Regulations and affirmation taken with respect to the same.

The induction programme includes:

- 1) For each Director, a one to one discussion with the Whole-Time Director to familiarize the former with the Company's operations.
- 2) An opportunity to interact with other business heads and senior officials of the Company, who also make presentations to the Board members

briefing them on the operations of the Company, strategy, risks, new initiatives, etc.

The details of the familiarization policy may be accessed on the Company's corporate website:

<https://www.camsonline.com/about-cams/shareholder-relations/policies>

## 15. PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulate evaluation of the performance of the Board, its Committees, Individual Directors and the Chairperson.

The Company has formulated a Board Evaluation template for performance evaluation of the Independent Directors, the Board, its Committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors.

The template provides the criteria for assessing performance of Directors and comprises of various key areas such as attendance at Board and Committee Meetings, quality of contribution to Board discussions and decisions, strategic insights or inputs regarding future growth of the Company and its performance, ability to challenge views in a constructive manner, knowledge acquired regarding the Company's business/ activities, understanding of industry and global trends, etc.

The evaluation involves self-evaluation by the Board Member and subsequent assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/her evaluation.

The formal Board evaluation as mandated under the Companies Act and LODR has been carried out during the year.

## 16. INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT

The Company has in place adequate internal financial controls commensurate with nature and size of the business activity and with reference to the financial statements. The controls comprise of policies and procedures for ensuring orderly and efficient conduct of the Company's business, including adherence to its policies, the safeguarding of its assets, the prevention

and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Company has also secured Service Organization Control Compliance SOC 1 in accordance with SSAE 16 and SOC 2 under AICPA. The Company is also ISO 9001- 2008 and ISO 27001 certified.

The internal financial control system is supplemented by audits conducted by the Internal Auditors. The Audit Committee of the Board of Directors reviews the reports of the Auditors at its periodical meetings. Navision, an Enterprise Resource Planning system from Microsoft, is implemented to assist with financial accounting.

The Company has in place a Risk Management Policy for identification, assessment, measurement and reporting of business risks faced by the Company. The Risk Management Committee oversees the Risk Management framework on a periodic basis. Risk Control and Mitigation mechanisms are tested for their effectiveness on regular intervals.

## 17. AUDIT COMMITTEE

The Audit Committee comprises of:

- i. Mr. Natarajan Srinivasan - Chairman
- ii. Mr. Dinesh Kumar Mehrotra
- iii. Mrs. Vijayalakshmi Rajaram Iyer
- iv. Mr. Zubin Soli Dubash\*

During the year under review, all recommendations of the Audit Committee were accepted by the Board.

## 18. AUDITORS

### (i) Statutory Auditors

M/s. Brahmayya & Co., Chartered Accountants (ICAI Firm Registration No.000511S), were appointed as Statutory Auditors of the Company at the 30<sup>th</sup> Annual General Meeting ("AGM") to hold office for a period of five years, commencing from the conclusion of the 30<sup>th</sup> AGM held on June 25, 2018 till the conclusion of the 35<sup>th</sup> AGM of the Company to be held in the year 2023.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

The Auditor's Report annexed to the financial statements for the year under review does not contain any qualification, reservation, adverse remark or disclaimer.

### (ii) Secretarial Auditors

The Company has appointed B Chandra & Associates, Company Secretaries (Firm Registration No. P2017TN065700) to conduct Secretarial Audit as per the requirements of Section 204(1) of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report in Form MR-3 for the financial year under review, as received from M/s. B. Chandra & Associates, Company Secretaries, and the management's responses to the observations in the report is attached as Annexure 3 to the Board's Report.

## 19. CORPORATE SOCIAL RESPONSIBILITY

As a socially responsible Company, CAMS is committed to increasing its Corporate Social Responsibility (CSR) impact with an aim of playing a bigger role in sustainable development of our society. In pursuit of this objective, a Corporate Social Responsibility (CSR) Committee had been formed by the Company which oversees and facilitates deliberation on the social and environmental consequences of each of the decisions made by the Board.

The Company has in place a Corporate Social Responsibility Policy pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The initiatives undertaken by your Company during the year have been detailed in CSR Section of this Annual Report. The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, is set out herewith as Annexure to this Report.

## 20. RISK MANAGEMENT POLICY

The Company has in place a Risk Management Policy which includes the following:

- The objective and scope
- Components of sound risk management system
- The risk management principles

- Risk governance structure and defining their roles and responsibilities
- Risk management framework defining risk, risk appetite/ risk tolerance, potential events, risk statement, risk indicators, risk management, risk attributes and risk factors

The policy is available on the website of the Company at the link:

<https://www.camsonline.com/about-cams/shareholder-relations/policies>

## 21. NOMINATION AND REMUNERATION POLICY

In accordance to Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Nomination and Remuneration Policy.

The policy is available on the website of the Company at the link:

<https://www.camsonline.com/about-cams/shareholder-relations/policies>

## 22. WHISTLE BLOWER POLICY

In accordance with Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI Listing Regulations, the Company has adopted a Whistle Blower Policy which provides for adequate safeguards against victimization of persons who use Vigil Mechanism and make provision for direct access to the Chairperson of the Audit Committee.

The policy is available on the website of the Company at the link:

<https://www.camsonline.com/Downloads/Whistleblower%20Policy.pdf>

## 23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-Section (3)(m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under:

- (i) Conservation of energy – The Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible.
- (ii) Technology absorption – The Company employs a homegrown platform in its operations. Appropriate technology is used in the platform and in the improvements, as is being carried out from time to time.
- (iii) Foreign exchange earnings and outgo – The information on foreign exchange earnings and outgo is furnished in Note No. 30 of the Standalone Financial Statements.

## 24. OTHER DISCLOSURES

During the year under review, there has been no Material change in the nature of business of the Company.

There are no significant or material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2021 and the date of this Board's Report.

No disclosure is required in respect of the details relating to the deposits under Chapter V of the Companies Act, 2013 as the Company has not accepted any deposits.

No significant or material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

The Company is not required to maintain cost records under Section 148 of the Companies Act, 2013.

## 25. CORPORATE GOVERNANCE

Your Company is committed to maintain the best standards of Corporate Governance and has always tried to build the maximum trust with shareholders, employees, customers, suppliers and other stakeholders.

A Report on Corporate Governance along with a Certificate from the Secretarial Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

## 26. BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulations 34 of the Listing Regulations, Business Responsibility Report for the year is presented in a separate Section forming part of the Annual Report.

## 27. ANNUAL RETURN

As per the provisions of Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company has been placed on the website of the Company and can be accessed:

<https://www.camsonline.com/about-cams/shareholder-relations/annual-return-form>

## 28. DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with Section 134(5) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2021, the applicable accounting standards have been followed and there are no material deviations from the same;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit of the Company for year ended on that date;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## 29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, no significant / material orders were passed by the regulators or the Courts or the Tribunals impacting the going concern status and the Company's operations in future.

## 30. LISTING WITH STOCK EXCHANGES

The Company was listed in BSE Limited with effect from October 01, 2020 and was listed in NSE with effect from May 07, 2021. The Company has paid the Annual Listing Fees as applicable to both these Exchanges.

## 31. UNPAID DIVIDEND AND INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The Company has displayed in its website the details of unpaid dividend in accordance with Section 124(2) of the Companies Act, 2013. During the year under review, the Company has not transferred any amount to the IEPF as no amounts were due to be transferred.

## 32. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place an appropriate Policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to prevent sexual harassment of its employees.

The Policy has been communicated internally to all employees and is made available on the Company's Intranet Portal.

During the year, no cases were reported. There were no open cases pending as on March 31, 2021.

## 33. EMPLOYEE STOCK OPTIONS

The Company has an Employee Stock Option Plan for the Employees of the Company and its Subsidiaries named as "CAMS Employee Stock Option Plan, 2019". The Plan is in compliance with the SEBI (Share Based Employee Benefits) Regulations 2014 and is administered by the Nomination and Remuneration Committee of the Board constituted by the Company pursuant to the provision of Section 178 of the Companies Act, 2013.

The details of the Employee Stock Options Plan forming part of the Notes to accounts of the Financial Statements in this Annual Report and available on our website [www.camsonline.com](http://www.camsonline.com)

## 34. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is also enclosed as Annexure 1 to this Report.

The information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 pertaining to the top ten employees in terms of remuneration drawn and their other also form part of this report. However, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

### 35. AWARDS & RECOGNITION

During the Year, the Company was awarded as the Star of FinTech in Tamil Nadu (highest category recognition) by Government of Tamil Nadu recognizing the difference it has made over the years to Financial Services enabled by Technology. The Company was incorporated and has its operations based from Chennai, Tamil Nadu.

### 36. SECRETARIAL STANDARDS

During the year 2020-2021, the Company has complied with applicable Secretarial Standards issued by the Institute of the Company Secretaries of India.

### 37. ACKNOWLEDGEMENTS

Your Directors wish to thank the Asset Management Companies, Private Equity Funds, Banks, NBFCs, insurance companies and the Bankers with whom

the company is having business relationship and look forward to their continued support.

Your Directors would also like to thank Securities and Exchange Board of India, Reserve Bank of India, Insurance Regulatory and Development Authority of India, Unique Identification Authority of India and Pension Fund Regulatory and Development Authority for their guidance and support during the year and look forward for their support in future. Your Directors also wish to thank the shareholders, Stock Exchanges and Depositories for their continued support and cooperation.

Your Directors also wish to place on record their appreciation of the concerted efforts by all the employees in extending full support in implementing various plans for the growth of your Company.

**On behalf of the Board of Directors**

Sd/-

**Dinesh Kumar Mehrotra**

Chairman

Place: Chennai

Date: May 25, 2021

DIN: 00142711

\* Mr. Zubin Soli Dubash resigned from the Board due to his time constraints with effect from June 21, 2021 and Mr. Sandeep Kagzi has been appointed as an additional Director. The various committees have also been reconstituted post the above. The Details contained in the Boards Report are as on May 25, 2021.

## ANNEXURE 1

## PARTICULARS OF REMUNERATION

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the (Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year ended March 31, 2021 are given below:

**A. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Non-Executive Directors	Ratio to median remuneration*
Mr. Dinesh Kumar Mehrotra	8.13
Mr. Natarajan Srinivasan	6.97
Mrs. Vijayalakshmi Rajaram Iyer	6.97
Mr. V S Rangan	5.23
Mr. Narendra Ostawal (Note 1)	NA
Mr. Zubin Soli Dubash (Note 1)	NA

Executive Directors	Ratio to median remuneration
Mr. Anuj Kumar	131.81

\*Median remuneration computation is based on a total employee head count of 3894.

**B. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:**

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr. Dinesh Kumar Mehrotra	Not applicable
Mr. Natarajan Srinivasan	(Note 2)
Mrs. Vijayalakshmi Rajaram Iyer	
Mr. V S Rangan	
Mr. Narendra Ostawal (Note 1)	Not applicable
Mr. Zubin Soli Dubash (Note 1)	Not applicable
Mr. Anuj Kumar	5.82% (Note 3)
Mr. M Somasundaram	3.60% (Note 3)
Mr. G Manikandan	39.25% (Note 3)

Notes:

- Mr. Narendra Ostawal and Mr. Zubin Soli Dubash, nominees of the Promoters have abstained from receiving commission / sitting fees from the Company.

- The Independent Directors were appointed to the Board on December 17, 2019. Sitting fee for Independent Directors is paid based on the number of Board and Committee meetings attended. Chairman is entitled for a minimum payment of Rs. 21 lacs and other Independent Directors are entitled for a minimum payment of Rs. 18 lacs. The differential amount between the sitting fee and the above referred minimum is paid as commission in accordance with the approval of shareholders at the EGM held on September 01, 2020.
- There has been no regular increment during the year due to the Pandemic related conditions. The difference in remuneration is due to the variation in the performance incentive paid during the year.

**C. Percentage increase in median remuneration of employees in the financial year 20-21**

Not applicable as there have been no regular increment due to the pandemic related conditions.

**D. Number of permanent employees on the rolls of the Company**

The Number of permanent employees as on March 31, 2021 was 3894.

**E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

During the year, there has been no regular increments due to the Pandemic related conditions though there has been specific incentives that have been paid considering the hardships due to lock down. The change in the remunerations of KMPs is due to the variation in the performance incentive/onetime adhoc payment.

**F. Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms that the remuneration paid are as per the Remuneration Policy of the Company.

**G. Statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

This statement is provided in a separate annexure forming part of this report. This report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered

Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

**On behalf of the Board of Directors**

Sd/-

**Dinesh Kumar Mehrotra**

Chairman

DIN: 00142711

## FORM AOC-1

## ANNEXURE 2

Statement Containing Salient Features of The Financial Statements of  
The Subsidiaries/Associate Companies/Joint Ventures[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013  
read with Rule 5 of the Companies (Accounts) Rules, 2014]

## PART A

## Summary of Financial Information of Subsidiary Companies

Rs. in Lakhs

S. No.	Name of the Entity	Relationship	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Total Tax Expenses	Profit after Taxation	Total Other Comprehensive Income (net of tax)	Total Comprehensive income for the period	% of Shareholding
1	CAMS Investor Services Private Limited	Subsidiary	74.50	4,242.64	4,689.65	372.51	3,874.14	1,892.99	991.11	218.27	772.84	-1.84	771.00	100%
2	CAMS Financial Information Services Private Limited	Subsidiary	450.00	-17.94	460.12	28.06	-	-	-46.66	5.58	-52.24	-	-52.24	100%
3	Sterling Software Private Limited	Subsidiary	50.95	2,432.52	3,734.52	1,251.05	2,088.14	6,121.78	2,091.63	665.17	1,426.46	7.53	1,433.99	100%
4	CAMS Insurance Repository Services Limited	Subsidiary	454.17	3,659.68	4,943.40	829.55	4,051.29	1,487.15	258.34	39.13	219.20	5.25	224.45	100%
5	CAMS Payment Services Private Limited	Subsidiary	2,500.00	-1.89	2,519.32	21.21	-	-	4.69	6.58	-1.89	-	-1.89	100%
6	Sterling Software (Deutschland) GmbH	Step Down Subsidiary	747.61	-705.02	66.98	24.39	-	41.20	-174.75	-	-174.75	-3.65	-178.40	100%

## Notes:

- Name of subsidiaries yet to commence operations: CAMS Payment Services Private Limited.
- Names of subsidiaries which have been liquidated or sold during the year: None
- Reporting period for all subsidiaries is April 01, 2020 to March 31, 2021.
- Sterling Software (Deutschland) GMBH ("SSGMBH") is a wholly owned subsidiary of Sterling Software Private Limited incorporated in Germany and is engaged in the business of providing IT Software services and consultancy. During the FY 2019-20, the Company proposed to formulate an exit plan to wind down this German subsidiary and the same is in process.

## PART B - Associates and Joint Ventures – NOT APPLICABLE

On behalf of the Board of Directors

Sd/-

**Dinesh Kumar Mehrotra**

Chairman

DIN: 00142711

Place: Chennai

Date: May 25, 2021

FORM NO. MR-3

ANNEXURE 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
Computer Age Management Services Limited  
New No.10, Old No.178,  
M.G.R.Salai, Nungambakkam,  
Chennai 600034

To  
The Members,  
Computer Age Management Services Limited  
New No.10, Old No.178,  
M.G.R.Salai, Nungambakkam  
Chennai 600034

Dear Sir/Madam,

Dear Sir/Madam,

Our report of even date is to be read along with this letter.

We, B Chandra & Associates, Practising Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by COMPUTER AGE MANAGEMENT SERVICES LIMITED bearing CIN L65910TN1988PLC015757 (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate, also taking into account the peculiar circumstances due to Covid Pandemic and the lockdowns and curtailment both at the beginning of the audit commencement and the subsequent unforeseen work from home circumstances due to spike in covid cases during second wave at the time of closure of audit, to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. SEBI Registrars to an Issue and Share Transfer Agent Regulations, 1993 and amendments thereof
- iv. National Securities Depository Limited - Bye Laws & Rules (Depository Participant and RTA) and amendments thereof

Sd/-

**B Chandra**

Practising Company Secretary

ACS No.: 20879

CP: 7859

Place : Chennai

Date : May 25, 2021

- v. Central Depository Services (India) Limited - Bye Laws & Rules (Depository Participant and RTA) and amendments thereof
- vi. The Prevention of Money Laundering Act 2002, PMLA Rules & amendments thereof
- vii. SEBI (Intermediaries) Regulations 2008 & amendments thereof
- viii. SEBI (KYC Registration Agency) Regulations 2011 and amendments thereof
- ix. Foreign Exchange Management Act and the Regulations, to the extent applicable;
- x. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- xi. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- xii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
- xiii. The Securities and Exchange Board of India (Listing obligations and Disclosure requirements) Regulations 2015;
- xiv. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

We are informed that 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. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;
- b. Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013
- c. The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations 2018

Based on the study of the systems and processes in place and a review of the reports of the Compliance officer placed before

the Board of Directors of the Company and a confirmation given by the Management about the Compliances of other applicable laws, we report that the Company has complied with the provisions of all applicable statutes other than those mentioned above and the Rules made there under to the extent it is applicable to them:

1. AMFI Guidelines and Norms for Intermediaries
2. AMFI Registered Mutual Fund Advisors (ARMFA)
3. Tamil Nadu Municipal Laws (Second Amendment) Act, 1998 The Aadhaar (Targeted Delivery of Financial and Other Subsidies, Benefits and Services) Act, 2016 &
4. The Contract Labour (Regulation and Abolition) Act, 1970 and The Tamil Nadu Contract Labour [Regulation & Abolition] Rules, 1975
5. The Employees Provident Funds and Miscellaneous Provisions Act, 1952 & The Employees Deposit-Linked Insurance Scheme, 1976 & The Employees Pension Scheme, 1995 and The Employees Provident Fund Scheme, 1952
6. Pension Fund Regulatory and Development authority – Rules & Guidelines (For New Pension System – POP/POP-SP Operations)
7. The Employees State Insurance Act, 1948 & The Employees State Insurance (General) Regulations, 1950 & The Employees State Insurance Rules, 1950
8. The Environment (Protection) Act, 1986
9. The Equal Remuneration Act, 1976 and The Equal Remuneration Rules, 1976
10. The Information Technology Act 2000 and The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011
11. The Information Technology Act, 2000
12. The Maternity Benefit Act, 1961 & The Tamil Nadu Maternity Benefit Rules, 1967
13. The Minimum Wages Act, 1948 and The Tamil Nadu Minimum Wages Rules, 1958
14. The Payment of Gratuity Act, 1972 & The Tamil Nadu Payment of Gratuity Rules, 1973

15. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
16. The Tamil Nadu Shops and Establishments Act, 1947 & The Tamil Nadu Shops and Establishments Rules, 1948

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the KMP/ Board of Directors that took place during the period under review.
- b. Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- c. Based on the minutes made available to us, we report that Majority decision is carried through and that there were no dissenting votes from any Board member that was required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor, report deviations to the Board, take corrective actions and ensure compliance with applicable laws, Rules, Regulations and guidelines.

We further report :

- a) that during the year under review, effective from October 01, 2020, the equity shares of Computer Age Management Services Ltd (Scrip Code: 543232) were listed and admitted to dealings on the BSE Limited in the list of 'B' Group Securities.
- b) the Company has allotted ESOP 26800 equity shares of Rs.10/- each on 16.6.2020 and 4238 equity shares of Rs.10/- each on 25.1.2021, to the employees of the company pursuant to exercise of options under its Employees Stock Option Scheme 2019.

Sd/-

**B Chandra**

Partner, B Chandra & associates

ACS No.: 20879

CP No.: 7859

Place: Chennai

Date: May 25, 2021

UDIN: A020879C000365674

## THE ANNUAL REPORT ON CSR ACTIVITIES OF THE COMPANY FOR THE FINANCIAL YEAR 2020-21

1. Brief outline on CSR Policy of the Company: -

The key purpose of this policy is to:

- (a) To define what Corporate Social Responsibility (CSR) would mean to CAMS and determine CSR spend as stipulated in the Companies Act, 2013 and the Rules there under
- (b) To identify and formulate the broad areas the Company shall pursue towards fulfilling its CSR obligations
- (c) To specify the modalities of execution of the projects and the implementation schedules
- (d) To lay down the monitoring and reporting mechanism for the CSR projects of the Company
- (e) Elucidate criteria for partners/implementation agencies
- (f) Explain the manner in which the surpluses from CSR projects will be treated

The key focus area of the company covers- Education and Vocational Training, Healthcare, Care for disabled and Destitute, Social Welfare Projects, Investor protection, Awareness and Education on Best Practices, Sports and Disaster relief or Disaster management.

2. Composition of the CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. D K Mehrotra	Chairman/ Independent Director	2	2
2	Mr. Zubin Dubash	Member/ Non-Executive Director	2	1
3	Ms. Vijayalakshmi Rajaram Iyer	Member/ Independent Director	2	2
4	Mr. Anuj Kumar	Member/ Whole time Director	2	2

3. The details of Composition of CSR committee, CSR Policy and CSR projects as approved by the board are disclosed on the website of the company at [www.camsonline.com](http://www.camsonline.com)
4. Sub-rule (3) of rule 8 which deals with Impact assessment of CSR projects is not applicable to the company of the Companies (Corporate Social responsibility Policy) Rules, 2014.
5. Details of the amount available for set off in pursuance of sub-Rule (3) of Rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any- Not Applicable
6. Average net profit of the company as per Section 135(5). – **Rs. 2,10,47,02,337/-**
7. (a) Two percent of average net profit of the company as per Section 135(5) – **Rs. 4,20,94,047/-**
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. - **Not Applicable**
- (c) Amount required to be set off for the financial year, if any- **Not Applicable**
- (d) Total CSR obligation for the financial year (7a+7b+7c). - **Rs. 4,20,94,047/-**

8. (a) CSR amount unspent for the financial year:- **NIL**
- (b) Details of CSR amount spent against ongoing projects for the financial year: - **NIL**
- (c) Details of CSR amount spent against other than ongoing projects for the financial year: **Rs. 4,21,23,311/-**.
- Details of the project is as per Enclosure.**
- (d) Amount spent in Administrative Overheads: **Rs. 13,129/-**
- (e) Amount spent on Impact Assessment, if applicable: **NIL**
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e) = **Rs. 421,36,440/-**
- (g) Excess amount for set off, if any: **NIL**
9. a) Details of Unspent CSR amount for the preceding three financial years:- **NIL**
- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): - **NIL**
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year- **Not Applicable**
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5).- **Not Applicable**

Sd/-  
**Mr. Anuj Kumar**  
Chief Executive Officer

Sd/-  
**Mr. D K Mehrotra**  
Chairman CSR Committee

Sd/-  
**Mr. Zubin Dubash**  
Member

## ENCLOSURE TO THE ANNUAL REPORT ON CSR ACTIVITIES

SL. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in Rs.)	Mode of implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
1	Providing healthcare facility for the rural people	promoting health care including preventive health care	Yes	Tamil Nadu	Chennai	4,487,500	No	Medical Research Foundation	CSR00002623
2	Providing Palliative and Geriatric Care to terminally ill patient		Yes	Tamil Nadu	Chennai	1,572,000	No	RMD Pain & Palliative Care Trust	CSR00000406
3	Providing medical treatment for those suffering from life-limiting illness		Yes	Tamil Nadu	Chennai	1,320,000	No	Dean Foundation	CSR00000401
4	Providing healthcare to Diabetic patients		Yes	Tamil Nadu	Chennai	1,125,000	No	DIRECT	CSR00001120
5	Indian Cancer Society			Multi locations	49,950	No	Indian Cancer Society	NA	
6	Providing healthcare facility		Yes	Tamil Nadu	Chennai	1,500,000	No	Soufree	CSR00005305.
7	Infrastructure development for hospital patients		Yes	Tamil Nadu	Chennai	1,200,000	No	The Voluntary Health Services	CSR00003444
8	Infrastructure development for hospital patients		No	Tamil Nadu	Tirunelveli	970,480	No	Amar Seva Sangam	CSR00000229
9	Providing Education for the Economically weaker students	promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	No	Tamil Nadu, Uttar Pradesh		2,182,820	No	eVidyaloka	CSR00000867
10	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	1,224,000	No	Sevalaya	CSR00000863
11	Providing FSH to the rural children and support for education		Yes	Tamil Nadu	Chennai	1,756,000	No	AIM for Seva	CSR00003273
12	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	2,750,000	No	Eureka Education Foundation	CSR00000876
13	Infrastructure development for school and providing education		No	Tamil Nadu	Thiruvahindrapuram	2,350,000	No	Sri Lakshmi Hayagriva Trust	CSR00008372
14	Education and training for HIV positive childre		Yes	Tamil Nadu	Chennai	750,000	No	PTP Trust	CSR00004539
15	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	250,288	No	CRY	CSR00000805
16	Providing Education for the Economically weaker students		No	Maharashtra	Mumbai	1,309,000	No	Bright Kids foundation	CSR00003492.
17	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	1,400,000	No	Aid India	CSR00000027
18	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	570,000	No	Vanavil Trust	CSR00002438
19	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	575,000	No	Vidhya Vidhai	CSR00001461

SL. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in Rs.)	Mode of implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
20	Providing Education for the Physically/Mentally challenged students		Yes	Tamil Nadu	Chennai	630,000	No	Anandam	CSR00000963
21	Providing Education for the Physically/Mentally challenged students		No	Tamil Nadu	Trichy	1,015,000	No	Youth for Jobs	CSR00002046
22	Providing Education for the Physically/Mentally challenged students		Yes	Tamil Nadu	Chennai	3,318,000	No	Arvind Foundation	CSR00003559
23	Providing Education for the Physically/Mentally challenged students		Yes	Tamil Nadu	Chennai	938,000	No	Sri Arunodayam	CSR00001030
24	Providing Personal safety Education		No	Maharashtra	Mumbai	1,125,000	No	Arpan	CSR00000451
25	Creation of Investor Protection & Consumer Education movies		No	Multi locations		1,906,000	Yes		
26	Providing food for migratory workers affected by Covid Lock down	promoting health care/ Disaster relief	Yes	Tamil Nadu	Chennai	2,030,000	No	KVN Foundation	CSR00004268
27	Providing Groceries and essentials supply for families affected by Covid 19 lockdown		Yes	Tamil Nadu	Chennai	1,500,000	No	AID India	CSR00000027
28	Providing Groceries and essentials supply for families affected by Covid 19 lockdown		Yes	Tamil Nadu	Chennai	500,000	No	Eureka Education Foundation	CSR00000876
29	Sanitizers, Gloves and Face shield for front line service providers for Covid Relief at Mumbai		No	Maharashtra	Mumbai	250,000	No	Karunya Trust Relief fund	CSR00005095
30	Direct Food supplies for People affected by Covid 19 at Chennai		Yes	Tamil Nadu	Chennai	677,370	Yes		
31	Monitoring and Evaluation Expenses					891,903	Yes		
32	Administrative Expenses					13,129	Yes		
<b>Total</b>						<b>42,136,440</b>			

## SECRETARIAL COMPLIANCE REPORT OF COMPUTER AGE MANAGEMENT SERVICES LIMITED FOR THE YEAR ENDED 31.03.2021

I, B Chandra 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 31.03.2021 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;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

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 Debt Securities) Regulations, 2008;
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; 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

As per Regulation 10 (c) of SEBI (Share Based Employee Benefit Regulations) 2014, as and when an exercise is made, the company notifies the concerned stock exchange as per the statement as specified by SEBI in this regard. Though the exercise of ESOP and allotment of the shares to employees were made during January 2021, intimation to Stock Exchange under the above Regulation was made during February 2021 only after the listing of the said shares were completed.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not applicable.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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Place: Chennai  
Date: May 25, 2021

Sd/-  
**B Chandra**  
Partner, B Chandra & associates  
ACS No.: 20879  
C P No.: 7859  
UDIN: A020879C000365751