

Notice

NOTICE IS HEREBY GIVEN THAT THE THIRTY THIRD ANNUAL GENERAL MEETING OF COMPUTER AGE MANAGEMENT SERVICES LIMITED WILL BE HELD ON THURSDAY, THE 29TH DAY OF JULY 2021, AT 4.00 P.M. (IST), THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESSES-

ORDINARY BUSINESS

1. Adoption of Standalone Financial Statements and the Consolidated Financial Statements

To receive, consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon and pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the audited standalone financial statements including the Balance Sheet of the Company as at March 31, 2021, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors’ and Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

RESOLVED FURTHER THAT the audited consolidated financial statements including Consolidated Balance Sheet of the Company as at March 31, 2021, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.

2. Retirement by Rotation

To appoint a Director in place of Mr. Narendra Ostawal (DIN: 06530414), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Narendra

Ostawal (DIN: 06530414), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. Declaration of Dividend

To confirm the Interim Dividends of Rs. 51.10 per equity share of face value of Rs. 10/- each fully paid-up, for the financial year 2020-21, approved by the Board of Directors and already paid to eligible shareholders and to declare a final dividend of Rs. 11.84/- per equity share, for the year ended March 31, 2021.

To consider declaration of dividend and if deemed fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the interim dividends of Rs. 51.10 per equity share of Rs. 10 each declared by the Board of Directors on 10.05.20, 16.06.20, 10.08.20, 11.11.20, 11.02.21 for the year 2020-21 on the outstanding fully paid up equity shares of the Company and paid to those equity shareholders whose names appeared in the register of members as on the record dates fixed for that purpose be and is hereby confirmed.

RESOLVED FURTHER THAT a final dividend at the rate of Rs. 11.84/- per equity share of Rs. 10/- each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2021 as recommended by the Board of Directors of the Company and the same be paid out of the profits of the Company for the financial year 2020-21 to those Members of the Company whose names would appear on the Register of Members of the Company or as beneficial owners in the records of CDSL and NSDL on the 29th day of July, 2021 being the record date for payment of Final Dividend.”

SPECIAL BUSINESS

4. 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 to the amendment as described in the Explanatory Statement.

RESOLVED FURTHER THAT, it is hereby noted that the amendment to 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 amendment to the ESOP 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.”

5. Approval of ESOP given to the Employees of the Subsidiary Companies

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to all applicable provisions of the Companies Act, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014, as amended (“**SEBI ESOP Regulations**”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“**SEBI**”) from time to time and the memorandum of association and articles of association of the Company, grant of stock options in one or more tranches not exceeding 14,62,800 options (“**Options**”) as approved under the CAMS ESOP Scheme 2019, exercisable into equivalent number of equity shares of the Company (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time), under the CAMS ESOP Scheme 2019 to the present and future, permanent Employees (as defined in the CAMS ESOP Scheme 2019) of Sterling Software Private Limited, CAMS Insurance Repository Services Limited, CAMS Investor Services Private Limited, CAMS Financial Information Services Private Limited and CAMS Payment Services Private Limited, the Indian subsidiary companies of the Company, be and is hereby approved, on such other terms and conditions as the Nomination and Remuneration Committee of the Board of Directors of the Company (“**Board**”) may determine from time to time.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT Mr. Anuj Kumar, Chief Executive Officer, Mr. M Somasundaram, Chief Financial Officer and Mr. G. Manikandan, Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to ESOP scheme.”

6. Appointment of Mr. Anuj Kumar (DIN: 08268864) as Managing Director of the Company

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule V and the Articles of Association of the Company as amended from time to time and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions and the rules made there under, (including any statutory modification or re-enactment(s) thereof for the time being in force) as recommended by the Nomination and Remuneration Committee as well as Board at its meeting held on May 25, 2021 the approval of the members/shareholders of the Company be and are hereby accorded for appointment of Mr. Anuj Kumar (DIN: 08268864), as the Managing Director (Key Managerial Personnel) of the Company for a period of 5 Years from August 01, 2021 to July 31, 2026 and that he shall not be liable to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting, with liberty to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Anuj Kumar subject to the same not exceeding the limit specified under Section 197 and the Schedule V to the Companies Act, 2013 or any other statutory modification or re-enactment(s) thereof.

RESOLVED FURTHER THAT Mr. Manikandan Gopalakrishnan, Company Secretary be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

7. Amendment of the Articles of Association

To consider and, if deemed fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory

modification(s) or amendment(s) or variation(s) or re-enactment(s) thereof, for the time being in force), and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, consent of the Shareholders of the Company be and is hereby accorded for alteration in the manner set out herein below:

The existing Articles in Part II shall be deleted from the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps including the filing of necessary forms with the Ministry of Corporate Affairs to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.

8. Ratification and Approval of Article 103A of the Articles of Association

To consider and if thought fit, to pass the following resolution with or without modifications, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory modification(s) or amendment(s) or variation(s) or re-enactment(s) thereof, for the time being in force), and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, consent of the Shareholders of the Company be and is hereby accorded to the ratification and approval of Article 103A of the Articles of Association.

RESOLVED FURTHER THAT the Board of Directors on behalf of the Company be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to and do all such acts, deeds or things as may be required to give effect to the above resolution.

9. Regularisation of Mr. Sandeep Kagzi (DIN: 08264768) as Director

To regularise the appointment of Mr. Sandeep Kagzi (DIN: 08264768) as Director of the Company and for this purpose to consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mr. Sandeep Kagzi (DIN: 08264768) who was appointed as an Additional Director on June 22, 2021 by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature

for the office of director be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT any of the director of the company be and be hereby authorized to do all such acts, deeds and things as may be required for the above resolution.”

By Order of the Board

Sd/-
Manikandan Gopalakrishnan
Company Secretary

Registered Office:

New No. 10, Old No. 178,
M.G.R. Salai, Nungambakkam,
Chennai-600034, Tamilnadu, India
CIN: L65910TN1988PLC015757
Email: secretarial@camsonline.com
Website: www.camsonline.com
Place: Chennai
Date: June 24, 2021

Notes:

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 05, 2020 read together with General Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and subsequent circulars in continuation permitted the holding of this AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the MCA and SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue.

Link Intime India Private Limited, Registrar and Transfer Agents of the Company, shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No.19 below.

2. In compliance with applicable provisions of the Act read with the MCA and SEBI Circulars and the Listing Regulations, the AGM of the Company is being conducted through VC/ OAVM. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards 1 and 2 dated April 15, 2020 issued by the ICSI the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business under Item No. 2 above is annexed hereto. Further, the relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") by ICSI, with respect to Item No. 2 is also annexed hereto.

All documents referred to in the Notice will also be available electronically for inspection without any fee by

the Members from the date of circulation of this Notice up to the date of AGM Members seeking to inspect such documents can send an e-mail.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

Members seeking to inspect such documents can send and e-mail to secretarial@camsonline.com

4. Brahmayya and Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the Thirtieth AGM held on June 25, 2018. Pursuant to the Notification issued by the Ministry of Corporate Affairs on May 07, 2018 amending Section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

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 has been determined by the Board of Directors based on the recommendation of the Audit Committee.

5. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
6. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through

remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM.

The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to bchandraandassociates@gmail.com with a copy to enotices@linkintime.co.in and to the Company at secretarial@camsonline.com

Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote thereat.

7. In view of the massive outbreak of the COVID- 19 pandemic, social distancing has to be a pre-requisite.

Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime India Private Limited having their office at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400083.

9. Electronic Dispatch of Notice and Annual Report:

In line with the MCA General Circular dated May 05, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report for the Financial Year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Link Intime/ Depositories. A copy of the Notice of this AGM along with the Annual Report is available on the website of the Company at www.camsonline.com, websites of the Stock Exchanges where the Equity Shares of the Company are listed, viz. BSE Limited at www.bseindia.com and respectively, and on the website of Link Intime at <https://www.linkintime.co.in/>. For any communication, the Members may also send a request to the Company's investor email id: secretarial@camsonline.com

The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2020-21 and the Notice of AGM to any Member.

10. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

i) Transfer of Unclaimed Dividend:

The Company has not transferred any amount to the IEPF, being the unclaimed/unpaid dividend for the any of the Financial Years.

ii) Transfer of Unclaimed Matured Fixed Deposits and Interest accrued thereon:

The Company does not have any Fixed Deposits.

iii) Transfer of Shares:

Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has not transferred any Equity Shares of the Company during the Financial Year 2020-21 to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years.

iv) Details of unclaimed amounts on the Company's website:

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company at the web-link: <https://www.camsonline.com/about-cams/shareholder-relations/unclaimed-dividend-status> as well as on the website of the Ministry of Corporate Affairs at the web-link: <http://www.iepf.gov.in/>.

11. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of Link In time to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.

12. NOMINATION:

Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime India Private Limited having their office at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400083 or send an email at: rnt.helpdesk@linkintime.co.in

Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14.

13. Members are requested to:

- i) intimate to the Link Intime, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form
- ii) intimate to the respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in electronic/ dematerialized form
- iii) quote their folio numbers/ Client ID and DP ID in all correspondence
- iv) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names; and
- v) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and Link Intime /Company, in case of Shares held in physical form, as directed by SEBI.

14. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc.

Members holding shares in physical form are requested to submit the form duly completed to the Company at secretarial@camsonline.com or its Registrar and Transfer Agents in physical mode, after normalcy is restored, or in electronic mode at rnt.helpdesk@linkintime.co.in as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective

Depository Participants.

15. Updation of PAN / Bank Account Details of Members:

SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated registration of PAN and Bank Account details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to the Registrar and Share Transfer Agents along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant(s).

16. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before July 15, 2021 through email on secretarial@camsonline.com. The same will be replied by the Company suitably.

17. Procedure for Inspection of Documents:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. July 29, 2021. Members seeking to inspect such documents can send an email to Company's investor email id: secretarial@camsonline.com

18. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Link Intime (in case of Shares held in physical form).

19. Members desirous of obtaining any information on the financials and operations of the Company, are requested to send an email to the Company at least seven working days prior to the date of the AGM, so that the information can be kept ready during the meeting.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 09, 2020:

Pursuant to SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June 09, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KFİNTEC, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) and login through their depository participants	<ul style="list-style-type: none"> • Individual Shareholders holding securities in Physical mode & e-voting service provider is Link Intime • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in Physical mode and e-voting service provider is Link Intime	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: <ol style="list-style-type: none"> User ID: Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above <ul style="list-style-type: none"> Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
Institutional shareholders	Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian/Mutual Fund/Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/ Mutual Fund/Corporate Body' login for the Scrutinizer to verify the same.
Individual Shareholders holding securities in Physical mode and e-voting service Provider is LINKINTIME, have forgotten the password	<ul style="list-style-type: none"> Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?' Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'. In case shareholders/members is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password	<ul style="list-style-type: none"> Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website. <ol style="list-style-type: none"> It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43

Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders and e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

- Instructions for attending the AGM through VC:
- 1) Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the “Company” and ‘Event Date’ and register with your following details:
 - A. Demat Account No. or Folio No:** Enter your 16 digit DEMAT Account No. or Folio No.
 - Shareholders/members holding shares in CDSL DEMAT account shall provide 16 Digit Beneficiary ID
 - Shareholders/members holding shares in NSDL DEMAT account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Note: Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMeet website.

- **Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:**
 - 1) Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on secretarial@camsonline.com
 - 2) Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
 - 3) Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
 - 4) Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
 - 5) Please remember your speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Note: Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

20. Procedure for Remote e-voting:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime on all Resolutions set forth in this Notice, through remote e-voting. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	From	Monday, July 26, 2021 at 09.00 A.M. (IST)
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To	Wednesday, July 28, 2021 at 05.00 P.M. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Link Intime upon expiry of the aforesaid period.

The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

Instructions

- a. Member will receive an e-mail from Link Intime [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)] which includes details of E-Voting Event Number ("EVEN"), USER ID and password:
 - i. Launch internet browser by typing the URL: <https://evoting.linkintime.com>.

- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Link Intime for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the EVEN for Computer Age Management Services Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. July 21, 2021 under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date.
 - viii. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings ("SS-2") issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/ its vote will be treated as an invalid vote with respect to that Resolution.
 - ix. Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - xi. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: bchandraandassociates@gmail.com with a copy to enotices@linkintime.co.in and to the Company at secretarial@camsonline.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO"
- It should reach the Scrutiniser and the Company by email not later than Wednesday, July 28, 2021 at 05.00 P.M. (IST). In case if the authorized representative attends the Meeting, the above-mentioned documents shall be submitted before the commencement of AGM.
- b. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses with the Depository Participant

(in case of Shares held in dematerialised form) and inform Link Intime at the email ID: evoting@linkintime.com (in case of Shares held in physical form):

- i. Upon registration, Member will receive an e-mail from Link Intime which includes details of E-Voting Event Number (EVEN), USER ID and password.
- ii. Please follow all steps from Note. No. 21 (a) (i) to (xii) above to cast your vote by electronic means.

21. Voting during the AGM:

- i. The procedure for remote e-voting during the AGM is same as the instructions mentioned for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- iv. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- v. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

22. Scrutinizer for e-voting and Declaration of Results:

Ms. B. Chandra (Membership No. A20879) of M/s. B. Chandra and Associates, Practising Company Secretaries, have been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a

consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared not later than forty-eight hours from conclusion of the Meeting.

The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at www.camsonline.com and on the website of Link Intime at <https://evoting.linkintime.com> immediately after the Results are declared and will simultaneously be forwarded to BSE Limited and the National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. July 29, 2021, subject to receipt of the requisite number of votes in favour of the Resolutions.

23. Speaker Registration before AGM:

Members of the Company, holding shares as on the cut-off date i.e. July 21, 2021 and who would like to speak or express their views or ask questions during the AGM may register as speakers by sending their request from their registered e-mail address mentioning their Name, DP ID and Client ID/folio number, PAN, Mobile number at secretarial@camsonline.com from 05.00 P.M. (IST) on 24.07.2021(Saturday) till 05.00 P.M. (IST) on 27.07.2021(Wednesday). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

By Order of the Board

Sd/-
Manikandan Gopalakrishnan
Company Secretary

Registered Office:

New No. 10, Old No. 178,
M.G.R. Salai, Nungambakkam,
Chennai-600034, Tamilnadu, India
CIN: L65910TN1988PLC015757
Email: secretarial@camsonline.com
Website: www.camsonline.com
Place: Chennai
Date: June 24, 2021

EXPLANATORY STATEMENT

ITEM NO. 2

Details of Director(s) seeking re-appointment at the forthcoming Annual General Meeting

Mr. Narendra Ostawal, Non-Executive Nominee Director of the Company, retires by rotation and, being eligible, has offered himself for re-appointment. Mr. Narendra Ostawal has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to Enforcement of SEBI Orders regarding appointment of Directors by listed companies.

Information as required under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") is given hereunder:

Name of the Director	Mr. Narendra Ostawal																								
DIN	06530414																								
Age	43 years																								
Date of First appointment on the Board	06/09/2018																								
Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards.	He holds a post graduate diploma in management from Indian Institute of Management Bangalore and attended the exchange scholar - business program at the University of Chicago's Graduate School of Business. He has passed the final examination held by the Institute of Chartered Accountants of India. He is associated with Warburg Pincus India Private Limited since 2007 where he currently holds the position of Managing Director. He has previously been associated with 3i India Private Limited and McKinsey & Company, Inc.																								
Terms and conditions of appointment/ re-appointment	Liable to retire by rotation																								
Details of remuneration sought to be paid	Nil																								
Details of remuneration last Drawn (F.Y. 2020-21)	Nil																								
Shareholding in the Company	Nil																								
Relationship with other Directors and Key Managerial Personnel	None of the Directors of the Company is inter-se related to each other or with the Key Managerial Personnel of the Company																								
Number of Board Meetings attended during the Financial Year 2020-21	9																								
Directorships held in other Companies	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Company</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Home First Finance Company India Limited</td> <td>Director</td> </tr> <tr> <td>2</td> <td>India First Life Insurance Company Limited</td> <td>Director</td> </tr> <tr> <td>3</td> <td>Warburg Pincus India Private Limited</td> <td>Director</td> </tr> <tr> <td>4</td> <td>Capital First Limited</td> <td>Director</td> </tr> <tr> <td>5</td> <td>Fusion Micro Finance Private Limited</td> <td>Director</td> </tr> <tr> <td>6</td> <td>Carmel Point Investments India Private Limited</td> <td>Director</td> </tr> <tr> <td>7</td> <td>Avanse Financial Services Limited</td> <td>Director</td> </tr> </tbody> </table>	S. No.	Company	Designation	1	Home First Finance Company India Limited	Director	2	India First Life Insurance Company Limited	Director	3	Warburg Pincus India Private Limited	Director	4	Capital First Limited	Director	5	Fusion Micro Finance Private Limited	Director	6	Carmel Point Investments India Private Limited	Director	7	Avanse Financial Services Limited	Director
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6	Carmel Point Investments India Private Limited	Director																							
7	Avanse Financial Services Limited	Director																							
Chairmanship/ Membership of Board Committees of other Companies	3																								

The Board of Directors recommends the members to pass the resolution as set out in Item No.2 of Notice as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned in the said resolution except Mr. Narendra Ostawal.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

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 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 amendment of the 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.

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).

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.

ITEM NO. 5

Approval of ESOP given to the Employees of the Subsidiary Companies

The Company proposes to grant of stock options in one or more tranches not exceeding 14,62,800 options (“Options”) as approved under the CAMS ESOP Scheme 2019, exercisable into equivalent number of equity shares of the Company under the CAMS ESOP Scheme 2019 to the present and future, permanent Employees (as defined in the CAMS ESOP Scheme 2019) of Sterling Software Private Limited, CAMS Insurance Repository Services Limited, CAMS Investor Services Private Limited, CAMS Financial Information Services Private Limited and CAMS Payment Services Private Limited, the Indian subsidiary companies and to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and SEBI (Share Based Employee Benefits) Regulations, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), whether in India or abroad, subject to the employees meeting the eligibility criteria and on such other terms as may be determined by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination and Remuneration Committee of Directors constituted by the Board to exercise its powers including powers conferred by this resolution).

Accordingly, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting

held on March 20, 2020, approved the proposed grant of further shares under the **CAMS ESOP 2019** subject to your approval. In accordance with the terms of this resolution and the **CAMS ESOP 2019**, the options would be granted in one or more tranches and series as may be decided by the

Board, from time to time. Members are requested to note the salient features of **CAMS ESOP 2019** are as provided below:

Total number of stock options to be granted	A maximum of 14,62,800 (Fourteen Lakhs Sixty-Two Thousand Eight Hundred) stock options, subject to adjustments as may be required due to any corporate action. Each stock option gives the right to convert the same into 1 (one) equity share of the Company.
Identification of classes of employees entitled to participate in the CAMS ESOP 2019 and Maximum number of options to be granted per employee and in aggregate	The Nomination and Remuneration Committee will determine and designate from time to time such Eligible Employees including the employees of its subsidiaries to whom Options are to be issued, the number of such Options and also the maximum number of options per employee.
Appraisal process for determining the eligibility of employees to the CAMS ESOP 2019	The Nomination and Remuneration Committee will consider the qualification, experience, hierarchy level in the organization or performance of an Employee as indicated by the annual performance appraisal, minimum period of service, the position and responsibilities of an Employee, the nature and value to the Company of his services and accomplishments, his present and potential contribution to the success of the Company, past service and geographical location and such other factors that the Nomination and Remuneration Committee may deem relevant.
Requirements of vesting and vesting period	Vesting of the Options granted pursuant to CAMS ESOP 2019 will be at least one year from the date of Grant and could be different for different Employees as more particularly set forth in the Grant. The maximum period within which the Options shall be vested under the Scheme shall be five years from the date of the Grant or such other period as may be decided by the Nomination and Remuneration Committee from time to time.
Maximum period of vesting	All the options vests from the end of one year and the maximum period of vesting is four years from the date of allotment of the option.
Exercise price or the formula for arriving at the exercise price	As determined by the Nomination and Remuneration Committee in accordance with the CAMS ESOP 2019.
Exercise period and Exercise Process	As per the CAMS ESOP 2019.
Lock-in Table	As determined by the Nomination and Remuneration Committee in accordance with the CAMS ESOP 2019. Shares issued under CAMS ESOP 2019 shall be subject to transfer restrictions as provided in the Articles of Association of the Company and such lock-in restrictions, if required under Applicable Laws and / or if determined by the Nomination and Remuneration Committee from the date of allotment of Shares under the CAMS ESOP 2019.
Maximum number of options to be granted per employee and in aggregate	The Maximum Number of options that will be granted per employee will be as determined by the Nomination and Remuneration Committee.
Method used to value options	The Company shall adopt the fair value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws and regulations.
Conditions under which option vested in employees may lapse	The Options shall lapse if not exercised within the specified exercise period and other specific instances as stipulated in the scheme.
Time period for exercising the vested options in the event of proposed termination or resignation of the employee	Voluntary Resignation - Exercise within 6 months from date of acceptance of resignation.
Issue of new shares or secondary acquisition	Company shall issue new shares on exercise of stock options under the CAMS ESOP 2019.
Compliance with accounting standards	The Company shall be complying with the applicable accounting standards.

Pricing formula and Exercise Price: The stock options would be issued to the eligible employees / directors at the latest available closing price on the stock exchange on which the shares of the Company are listed on the date immediately prior to the date on which the options are approved by the NRC for being granted. As the shares of the Company are listed on more than one stock exchange, the latest available closing price on the stock exchange with higher trading volume on the said date shall be considered. In terms of the applicable provisions of the Income Tax Act, 1961 and other applicable laws, the eligible employees shall be liable to pay the amount of perquisite tax and/or other taxes, charges and levies (by whatever name called) in respect of the options exercised, if any. It is further clarified that the Company shall be entitled to receive the entire consideration and the perquisite tax and/or other taxes, charges and levies (by whatever name called) at the time of exercise of the options by the eligible employees, irrespective of when the Company may be required to deposit the tax with the relevant authority.

Exercise period and process of exercise: The vested options shall be allowed for exercise on and from the date of vesting. The vested options need to be exercised within such period as may be prescribed by the NRC subject to a maximum period of 5 years from the date of vesting of such options. The options will be exercisable by the employee by submitting a written notice of exercise to the Company to exercise the options in such manner and as per the prescribed format, and along with full payment for the shares with respect to which the options are exercised and the amount of applicable tax, if any. The maximum number of options to be issued to any eligible employee/director during any one year will be decided by the NRC, subject however that the same shall be less than 1% of the issued equity shares of the Company as on the date of grant.

Listing: The shares allotted pursuant to the exercise of the stock options, shall be listed on BSE Limited and National Stock Exchange of India Limited.

The resolution and the terms stated therein shall be subject to the guidelines/regulations issued/to be issued by statutory authorities in that behalf and the NRC shall have the sole and absolute authority to modify the terms herein which do not conform with the provisions of the said guidelines/ regulations.

The Board recommends the passing of the resolution as set out at Item No. 5 of this Notice, as a Special resolution by the shareholders of the Company.

None of the Directors of the Company except Mr. Anuj Kumar is in any way, concerned or interested in the resolution. Mr. Anuj Kumar may be deemed to be interested to the extent

of the options that may be granted to him/Equity shares that may get converted on vesting of those options.

ITEM NO.6

Appointment of Mr. Anuj Kumar (DIN: 08268864) as Managing Director of the Company

The Company had appointed Mr. Anuj Kumar as Whole-time Director (WTD) and Chief Executive Officer (CEO) of the Company on November 06, 2018 for a period of five years. Apart from being WTD and CEO of the Company, he is a Director of Sterling Software Private Limited, a subsidiary of the Company.

Considering his knowledge of various aspects relating to the Company's affairs and extensive business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business of the Company, Mr. Anuj Kumar should be appointed as Managing Director.

Mr. Anuj Kumar has given his consent to act as Managing Director and is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors at its meeting held on May 25, 2021 appointed him as Managing Director of the Company for a period of 5 (Five) years from August 01, 2021 to July 31, 2026, upon the terms and conditions hereinafter indicated, subject to the approval of the shareholders at the Annual General Meeting (AGM) of the Company to be held on July 29, 2021.

As per Article 133(e) of the Articles of Association of the Company, the Managing Director shall not be liable to retirement by rotation as long as he holds office as Managing Director.

Mr. Anuj Kumar, aged 54 years joined the Company after 25 years of professional experience with Godrej and Boyce Mfg. Co. Ltd., Blow Plast Limited, Escorts Finance Limited, Bill Junction Payments Limited, IBM India Private Limited and Concentrix Daksh Services India Private Limited. He holds a Bachelor degree in Mechanical Engineering from Birla Institute of Technology, Ranchi and a Post Graduate Diploma in Management (PGDM) from IIM, Kolkata.

Brief resume of Mr. Anuj Kumar, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations is annexed to this Notice.

Terms and Conditions of Appointment and Remuneration of Managing Director

The principle terms and conditions of appointment of Mr. Anuj Kumar as the Managing Director are as follows:

I. Period of appointment

Five years commencing from August 01, 2021 to July 31, 2026

Managing Director shall not be liable to retire by rotation.

II. Powers and Responsibilities as the Managing Director

- (a) As the Managing Director, Mr. Anuj Kumar will to the best of his skill and ability, endeavour to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.
- (b) Managing Director shall devote the whole of his time, attention and abilities to manage the business of the Company and shall use his best endeavour to promote its interest and welfare and carry out such duties as may be separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.
- (c) Managing Director shall at all times act in the best interests of the Company and all its stakeholders (including its minority shareholders) and keep the Board of Directors informed of any developments or matters that have materially impaired, or are reasonably likely to materially impair, the interests of the Company and/or any of its stakeholders.

- (d) Subject to the superintendence, control and direction of the Board, Managing Director shall
- (i) have the general control of the business of the Company and be vested with the Management and day to day affairs of the Company
- (ii) have the authority to enter into contracts on behalf of the Company in the ordinary course of business and
- (iii) have the authority to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interest of the Company.

III. Remuneration

A. Gross remuneration

In consideration of the performance of his duties, the Company shall pay to Mr. Anuj Kumar the fixed gross remuneration of Rs. 3,52,00,000/- per annum (consisting of both fixed pay of Rs. 198 lacs and variable pay of Rs. 154 lacs and including value of any perquisites and retiral benefits such as such as provident fund, gratuity etc.) with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time.

The gross remuneration shall be categorized as follows:

(a) Salary:

Rs. 3,52,00,000/- per annum (consisting of both fixed pay of Rs. 198 lacs and variable pay of Rs. 154 lacs and including value of any perquisites and retiral benefits such as such as provident fund, gratuity etc.) being paid for the financial year 2021-22.

The increment as and when approved by the Board shall be merit based and will take into account the performance as Managing Director as well as that of the Company such that the overall remuneration does not exceed the limits permitted under section 197.

(b) Sitting fees

Mr. Anuj Kumar shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company including Committee Meetings.

(c) Allowances:

The Company follows the Flexible Allowances Structure for its Senior Management that enables the employees in that cadre to decide the salary components other than the basic salary within the gross remuneration paid to them.

Other allowances and perquisites like House Rent Allowance (HRA), Soft Furnishing Allowance, Leave Travel Concession (LTC), Medical Reimbursement, Special Allowance etc., the same may be decided by him following the flexible allowance structure of the Company.

(d) Perquisites:

In addition to the above-mentioned Allowances, Mr. Anuj Kumar would be paid/entitled for the following perquisites:

- (i) Medclaim and Personal Accident Insurance - Medclaim and Personal Accident Insurance Policy for such amount as per the rules of the Company.
- (ii) Contribution to Provident Fund - The Company's contribution to Provident Fund as per the applicable laws.
- (iii) Gratuity - Gratuity at an applicable rate from the basic salary earned for each completed year of service.
- (iv) Leave - Entitled for leave with full pay or encashment thereof as per the rules of the Company.
- (v) Other perquisites - Subject to overall ceiling on remuneration mentioned herein below, Mr. Anuj Kumar may be given any other allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may from time to time decide.

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

(e) Performance Incentive:

The Quantum of Variable Pay shall be decided by the NRC and Board on an annual basis and can be higher by a maximum of 25%

based on the parameters as may be decided by the NRC and Board.

(f) Employee Stock Option Plan (ESOP):

Mr. Anuj Kumar shall be entitled for the grant of ESOP Shares as per the CAMS ESOP 2019 guidelines and as may be approved by the Nomination and Remuneration Committee / Board of Directors from time to time.

Under the CAMS ESOP 2019 scheme, Mr. Anuj Kumar has been granted 1,40,391 shares till date and he holds 10,500 equity shares of the Company as on date.

(g) Reimbursements:

Managing Director shall be entitled to be paid / reimbursed by the Company all costs, charges and expenses including entertainment expenses as may be reasonably incurred by him for the purpose of or on behalf of the Company subject to such ceiling as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee.

(h) Income Tax:

Income Tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws / Rules.

B. Overall remuneration:

The aggregate of salary, allowances, perquisites and performance bonus in any one financial year shall not exceed the limits prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

IV. Other terms of Appointment**A. Directorship in other Companies**

During the currency of this Agreement, Managing Director shall not directly or indirectly engage himself in any other employment, business or occupation of whatsoever nature. However, he may with the prior approval of the Board of Directors and subject to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, hold Directorship in other companies and/or provide services to other group Companies.

B. Miscellaneous

- (i) The terms and conditions of the appointment and remuneration of the Managing Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, within the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Managing Director, subject to such approvals as may be required.
- (ii) All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director, unless specifically provided otherwise.
- (iii) The terms and conditions of appointment of the Managing Director also include clauses pertaining to adherence with the Code of Conduct, intellectual property, non-competition, non-solicitation, no conflict of interest with the Company and maintenance of confidentiality.
- (iv) The Managing Director shall not become interested or otherwise concerned, directly or through his spouse and/or children or any other member of the family, in any selling agency of the Company.

C. Termination of Agreement

- (i) Either party may terminate this agreement by giving to the other party 3 months' notice of such termination or by surrendering 3 months' remuneration in lieu thereof.
- (ii) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of Notice:
 - (a) If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or

- (b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the agreement to be executed between the Company and the Managing Director; or
- (c) In the event the Board of Directors deem it necessary to terminate the services of the Managing Director.
- (iii) In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.
- (iv) Upon the termination by whatever means of the Managing Director's employment:
 - (a) he shall immediately cease to hold offices held by him in subsidiaries and associate companies without claim for compensation for loss of office; and return vacant possession of the Company's premises, if any, occupied by him and/or his family;
 - (b) he shall not, without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associate companies.
- (v) If and when the Agreement expires or is terminated for any reason whatsoever, or, if Mr. Anuj Kumar ceases to be in the employment of the Company for any reason whatsoever, he will cease to be the Managing Director and also cease to be a Director.
- (vi) If at any time, Mr. Anuj Kumar ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director, and the Agreement shall forthwith terminate.

In accordance with the provisions of Sections, 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act and Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014, the proposed appointment and the terms of remuneration payable to Mr. Anuj Kumar requires approval of shareholders of the Company by passing Ordinary Resolution.

Hence, the resolution at Item No.6 for appointment of Mr. Anuj Kumar as Managing Director of the Company, as recommended by the Nomination and Remuneration Committee and the Board of

Directors is being placed before the shareholders for their approval and the shareholders are requested to pass the Ordinary Resolution accordingly.

None of the Directors, Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned in the said resolution except Mr. Anuj Kumar.

Brief resume of Mr. Anuj Kumar, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, is provided as below:

Name:	Mr. Anuj Kumar		
DIN	08268864		
Date of Birth	13/01/1967		
Age	54 years		
Nationality	Indian		
Date of Appointment as Whole-time Director and Chief Executive Officer	06/11/2018		
Qualification	He holds a Bachelor degree in Mechanical Engineering from Birla Institute of Technology, Ranchi and a Post Graduate Diploma in Management (PGDM) from IIM, Kolkata		
Experience	25 years of professional experience with Godrej & Boyce Mfg. Co. Ltd., Blow Plast Limited, Escorts Finance Limited, BillJunction Payments Limited, IBM India Private Limited and Concentrix Daksh Services India Private Limited.		
Directorship held in other companies	Company	Details	Designation
	Sterling Software Private Limited	Subsidiary of Computer Age Management Services Limited	Director
Committee Membership	Company	Committee	Designation
	Computer Age Management Services Limited (CAMS)	Corporate Social Responsibility (CSR) Committee	Member
		Risk Management Committee	Member
	Sterling Software Private Limited	CSR	Chairman
Number of shares held in the Company	10,500 equity shares by way of exercise of ESOP		

Item No. 7

Amendment of the Articles of Association

The Company had procured the consent of Shareholders in its previous meeting held on August 31, 2020, for the deletion of Part II of the Articles of Association as the same is pertaining to the previous set of shareholders on the contingency of issue of Initial Public Offering (“IPO”) and getting listed.

The Company issued IPO was listed in the Bombay Stock Exchange (“BSE”) with effect from October 01, 2020.

Considering the present scenario, it is necessary to delete existing Part II of the Articles of Association, with the approval of the members of the Company.

Draft of the revised Articles of Association with the proposed amendment shall be electronically available for inspection upon mail request as mentioned in the Notes.

The Board recommends the passing of the resolution as set out at Item No. 7 of this Notice, as a Special resolution by the shareholders of the Company.

None of the Directors of the Company or key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

ITEM NO. 8

Ratification and Approval of Article 103A of the Articles of Association

The Company has successfully completed its Initial Public Offering (IPO) of Equity Shares during the Financial Year 2021 and the Equity Shares of the Company got listed on BSE Limited with effect from October 01, 2020 and subsequently on the NSE with effect from May 07, 2021. Prior to the IPO, the Company had entered into shareholders’ agreement dated March 07, 2018 as amended by amendment agreements dated November 02, 2018 and September 02, 2020 and a waiver cum amendment agreement dated December 31, 2019 with Great Terrain Investment Ltd and others (collectively the “SHA”).

It was agreed amongst the Company and the other parties to the SHA that after the consummation of the IPO, (a) as long as any shareholder is categorized as a promoter of the Company, each such shareholder shall have the right to appoint two nominee Directors on the Board, and (b) as long as any shareholder, being a shareholder of the Company as

of the date of the draft red herring prospectus to be filed by the Company pursuant to the IPO, continues to hold at least 10% of the issued share capital of the Company, on a fully diluted basis, and such shareholder is not categorized as a promoter of the Company, such shareholder shall have the right to appoint one nominee Director on the Board. As part of IPO process, such special right to nominate a director on the Board of the Company shall be exercised only after obtaining shareholders’ approval through a special resolution after the IPO. Therefore, it is proposed to approve Article 103A as a Special Resolution.

Draft of the revised Articles of Association with the proposed amendment shall be electronically available for inspection upon mail request as mentioned in the Notes.

The Board recommends the passing of the resolution as set out at Item No. 8 of this Notice, as a Special resolution by the shareholders of the Company.

None of the Directors of the Company or key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

Item No. 9

Regularisation of Mr. Sandeep Kagzi (DIN: 08264768) as Director

Mr. Sandeep Kagzi (DIN: 08264768), Non-Executive Director of the Company, being eligible to be appointed as a Director, is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to Enforcement of SEBI Orders regarding appointment of Directors by listed companies.

Mr. Sandeep Kagzi was appointed as Additional Director of the Company with effect from June 22, 2021 by the Board of Directors based on the recommendation of the nomination and remuneration committee under Section 161 of the Act and as per the Company’s Articles of Association.

In terms of Section 161(1) of the Act, Mr. Sandeep Kagzi, holds office only up to the date of the forthcoming AGM but is eligible for appointment as a Director.

Information as required under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (“SS-2”) is given hereunder:

Name of the Director	Mr. Sandeep Kagzi						
DIN	08264768						
Age	37 years						
Date of First appointment on the Board	22.06.2021						
Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards.	Mr Sandeep is based in Mumbai and is part of the team of Warburg Pincus (“WP”). Prior to joining WP, he worked at J.P. Morgan in the Industrials Investment Banking Group in New York. He is a Director of IMC Limited. Sandeep received a B.S., in Economics and Computer Science from Duke University and an M.B.A. from the Stanford Graduate School of Business, where he was an Arjay Miller Scholar.						
Terms and conditions of appointment/ re-appointment	Liable to retire by rotation						
Details of remuneration sought to be paid	Nil						
Details of remuneration last Drawn (F.Y. 2020-21)	Nil						
Shareholding in the Company	Nil						
Relationship with other							
Directors and Key Managerial Personnel	None of the Directors of the Company is inter-se related to each other or with the Key Managerial Personnel of the Company						
Number of Board Meetings attended during the Financial Year 2020-21	Nil						
Directorships held in other Companies	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Company</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>IMC LIMITED</td> <td>Nominee Director</td> </tr> </tbody> </table>	S. No.	Company	Designation	1	IMC LIMITED	Nominee Director
S. No.	Company	Designation					
1	IMC LIMITED	Nominee Director					
Chairmanship/ Membership of Board Committees of other Companies	Nil						

The Board recommends the passing of the resolution as set out at Item No. 9 of this Notice, as an Ordinary resolution by the shareholders of the Company.

None of the Directors of the Company or key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

By Order of the Board

Sd/-
Manikandan Gopalakrishnan
Company Secretary

Registered Office:

New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai-600034, Tamilnadu, India

CIN: L65910TN1988PLC015757

Email: secretarial@camsonline.com

Website: www.camsonline.com

Place: Chennai

Date: June 24, 2021