

Board's Report

Dear Members,

Your Directors are pleased to present the Company's Thirty Fourth Annual Report and audited financial statements for the year ended March 31, 2022.

1. FINANCIAL HIGHLIGHTS

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

Particulars	Consolidated		Standalone	
	For the FY 2021-22	For the FY 2020-21	For the FY 2021-22	For the FY 2020-21
	In ₹ Lakhs	In ₹ Lakhs	In ₹ Lakhs	In ₹ Lakhs
Revenue from Operations	90,967	70,550	86,377	67,375
Other Income	1,727	2,975	3,976	5,860
Total Income	92,694	73,525	90,353	73,235
Operating expenses	41,474	34,100	40,950	34,469
Other expenses	7,080	6,848	6,416	6,121
Operating Profit	44,140	32,576	42,987	32,645
Depreciation	5,162	4,341	4,740	3,939
Interest	713	790	662	706
Profit Before Tax	38,265	27,445	37,584	28,000
Tax Expenses	9,570	6,916	8,643	6,103
Profit for the year	28,695	20,529	28,941	21,897
Other Comprehensive Income	41	42	104	35
Total Comprehensive Income for the year	28,736	20,571	29,046	21,932
Earnings per Equity Share				
Basic	58.73	42.08	59.23	44.89
Diluted	58.41	41.93	58.91	44.72
Other Equity (including retained earnings)	59,873	46,708	55,567	42,092
Cash and Cash Equivalents and Investments (excluding customer collection accounts & lien deposits and including subsidiary investments in the case of standalone)	37,905	30,886	47,983	39,712

2. OVERVIEW OF PERFORMANCE

During FY 2021-22, the consolidated revenue from operations of the Company was at ₹ 90,967 lacs as against ₹ 70,550 lacs in the previous year. The Profit Before Tax was ₹ 38,265 lacs as against the previous year PBT of ₹ 27,445 lacs. The Earnings Per Share was ₹ 58.73 as against the previous year which was at ₹ 42.08 per share.

Though the year started with uncertainty, outlook improved substantially as the year progressed. Average Assets serviced by the Company grew during the year. Equity asset class growth was aided by valuation gains and positive inflows aided by growing Assets Under Management ("AUM") in Systematic Investment Plans (SIP). In a significant development, during the year the Company has been appointed as the Registrar and Transfer Agent for Franklin

Templeton Mutual Fund which further crystalized the leadership position of CAMS in the RTA space.

There were several landmark New Fund Offers (“NFO”) launched during the year and almost each posted excellent results in terms of consumer acceptance and mobilization numbers. The mutual fund operations also witnessed all round highs across key metrics - transactions, AUM & SIPs – both count & collections. SIP new registrations also continued the unabated. AUM growth story saw an upswing particularly with Equity AUM registering a life time high.

CAMS transaction volume touched a historic high in FY 2021-22 at 415.90 Million transformational automation projects, reimagined processes and digitalization enabled operational excellence. Investor satisfaction scores at 95% is a testimony to CAMS’s service excellence. The Company continue to make significant progress in building new business & revenue-lines on the back of existing platform capabilities. 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 of March 31, 2022 was ₹ 48,90,34,700/- as against ₹ 48,79,10,380/- 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 12,82,902 options have been granted till March 31, 2022. Out of these options, 1,43,470 options have been converted into equity shares after the vesting period.

4. RESERVES

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

5. DIVIDENDS

The Company has a Dividend Distribution Policy approved by the board on January 2, 2020, containing the requirements prescribed in Regulation 43A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), 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/assets/image/about/pdf/Policy/Dividend%20Distribution%20Policy.pdf>

During the year, your Directors declared and paid three interim dividends totaling to ₹ 26.75 per share on the dates specified below. The Directors are also recommending a final dividend of ₹ 12.00 per equity share at the face value of ₹ 10. This will be paid subject to the same being approved by the shareholders at the Annual General Meeting scheduled to be held on June 30 2022.

Details of Interim Dividend Paid:

Particulars	Approval Date	Payment Date	Dividend per equity share (in ₹)	Dividend paid (₹ in crs)
First Interim Dividend	10.08.2021	08.09.2021	6.50	31.74
Second Interim Dividend	14.11.2021	06.12.2021	9.50	46.46
Third Interim Dividend	10.02.2022	05.03.2022	10.75	52.57

6. IMPACT OF COVID-19

During the year, the second wave of the Covid 19 pandemic accelerated across the country. A spurt of cases ensued in many states including Tamil Nadu and the virus affected entire families. Even as the country scrambled to drive vaccination, various forms of restrictions were imposed initially, and then continuous lockdowns were placed across cities and states by local authorities. The virus affected many of the employees and their family members as well.

Despite the force and pace of the pandemic spread, Company has been able to continue to provide all services to the AMCs with very little compromise or scale-back. It ramped up Work From Home (“WFH”) to 75% of the workforce with select team members alone coming to the office and being accommodated in hotels next to the offices. In operating units where key managers were affected or specific teams were impacted, the Company provided support from other parts of the organization on a temporary basis and the team stretched as needed.

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 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. The Company also extends the facility of call center operations to its various clients and acting as Depository Participant for Investors. The Company is also carrying on the payment services to its various mutual fund clients and others. The activity which was unregulated has been brought under the purview of Reserve Bank of India ("RBI"). An application has been filed with RBI for being registered as Payment Aggregator and the same is under process.

During the year, an office has been set up at Gujarat International Finance Tec-City (GIFT) for catering to the clients operating from the above place. The Company's operations as a Central Record Keeping Agency ("CRA") was launched in the month of March 2022. CAMS CRA is the first CRA in the country to be fully deployed and hosted on the cloud. It has received positive response from the market and has enrolled more than 2000 subscribers as on date.

The Account Aggregator ("AA") business and the Technology Service Provider activities for the AA activities have been commenced during the year through the subsidiaries.

Information on the operational and financial performance, among others, is provided in the Management Discussion and Analysis Report ("MD&A 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, 2022, the consolidated liquidity position of the Company was ₹ 37,905 lacs [excluding Fixed Deposit(s) ('FD') under Lien of ₹ 2,067 lacs for issue of Guarantee by Banks] as against ₹ 30,886 lacs

as on March 31, 2021 [excluding Fixed Deposit(s) ('FD') under Lien of ₹ 2,080 lacs for issue of Guarantee by Banks].

9. SUBSIDIARY COMPANIES

As of March 31, 2022, your Company has 6 wholly owned subsidiaries (including 1 step-down subsidiary which is under the process of winding up). On April 5, 2022, the Company has acquired 51% share capital of Fintuple Technologies Private Limited, which has become a subsidiary as on the above date.

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. It has also launched industry first "PolicyGenie Deep Contact Tracing product", an efficient and cost-effective solution leveraging emerging digital technologies.

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. During the year, it crossed a milestone of having more than 10 Million KYC records.

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. SSPL during the year has developed appropriate solutions for use by entities accessing data through Account Aggregator platform.

CAMS Financial Information Services Private Limited ("CAMS FIS") is 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 and has commenced commercial operations.

CAMS Payment Services Private Limited ("CAMS PAY") has been incorporated for carrying on the business of "Payment Aggregator". Presently it is not carrying on any business activity. It is intended that the payments business which is being carried out by CAMS will be taken over by this subsidiary subject to various regulatory approvals.

Fintuple Technologies Private Limited (“FINTUPLE”)

Your Company has acquired controlling stake in Fintuple with effect from April 5, 2022 after which it has become a subsidiary of the Company. Founded in 2018, Fintuple is a new age start-up which has launched niche technology offerings in the areas of client digital on-boarding, eKYC, fund reports, and other support digital solutions for Alternate Investment Funds (“AIF”) and Portfolio Management Solutions (“PMS”). In a short span, Fintuple has added marquee AIF brands and Banks to its client roster and is set to expand its footprint as the gateway connecting the digitally savvy consumers to digitally enabled manufacturers and providers via APIs.

Foreign Subsidiary

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

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 to the Consolidated Financial Statements.

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/Downloads/Corporate%20Governance%20Policies.pdf>

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/annual-report>

Any Shareholder who may be interested in obtaining a copy of the aforesaid documents may write to the Company Secretary at the Company’s Corporate Office. 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 arm’s length. These Related Party Transactions (“RPT”) 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/Downloads/Corporate%20Governance%20Policies.pdf>

11. LOANS, GUARANTEES AND INVESTMENTS IN SECURITIES

Details of investments made by the Company as on March 31, 2022, 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. Other than above, the Company has not given loans, made investments, or provided guarantees or securities as covered under Section 186 of the Companies Act, 2013.

12. NUMBER OF BOARD MEETINGS HELD

The Board of Directors of the Company met six times during the Financial Year 2021-22. The meetings were held on the following dates:

- May 25, 2021
- August 10, 2021
- November 14, 2021
- February 10, 2022
- March 04, 2022
- March 30, 2022

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, 2022, your Company had 7 Directors, which includes 3 Independent Directors, 2 Non-Executive Non-Independent Director, 1 Non-Executive Nominee Director and 1 Managing Director.

Independent Directors

Mr. Dinesh Kumar Mehrotra is the Chairman & Independent Director of the Board. Mrs. Vijayalakshmi Rajaram Iyer is an Independent Director and Women Director of the Board. Mr. Natarajan Srinivasan is an Independent Director of 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. Narendra Ostawal is a Non-Executive Nominee Director of the Company, and he is a Nominee Director 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. Mr. Sandeep Ramesh Kagzi is the other Non-Executive Non-Independent Director of the Company.

Changes in the Board of Directors

Mr. Zubin Soli Dubash resigned from the Board with effect from June 21, 2021. Mr. Sandeep Ramesh Kagzi was appointed as an Additional Director with effect from June 22, 2021 and was appointed as a Director by the Members at the Annual General Meeting held on July 29, 2021. M/s. Great Terrain Investment Limited, the promoters have nominated Mr. Sandeep Ramesh Kagzi as their Nominee to the Board with effect from April 11, 2022 which has been taken note of by the Board on April 20, 2022.

As per the provisions of the Companies Act, 2013, Mr. Vedanthachari Srinivasa Rangan will retire as

director at the Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment.

Key Managerial Personnel

During the year, consequent to the super annuation of Mr. Somasundaram, Mr. S. R. Ramcharan was appointed as the Chief Financial Officer of the Company with effect from August 1, 2021.

Mr. Anuj Kumar was appointed as Managing Director for a period of five years with effect from August 1, 2021 and the same was approved by the shareholders at the Annual General Meeting held on July 29, 2021.

The following personnel are the updated list of KMPs as per the definition under Section 2(51) and Section 203 of the Act:

1. Mr. Anuj Kumar, Managing Director;
2. Mr. S. R. Ramcharan, Chief Financial Officer; and
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/her 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 Managing 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/assets/PDF/ABOUT_CAMS/Familiarization%20Program%20for%20Independent%20Directors%20-%20Final.pdf

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 the 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 the 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 Listing Regulations 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 Internal audits. An external audit firm has been appointed for carrying on the Internal Audits. 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. Sandeep Ramesh Kagzi

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 30th Annual General Meeting ("AGM") to hold office for a period of five years, commencing from the conclusion of the 30th AGM held on June 25, 2018 till the conclusion of the 35th 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 Ms. B. Chandra, Practicing Company Secretary (Certificate of Practice No. 7859), 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 Ms. B. Chandra, Practicing Company Secretary is attached as an Annexure 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 the activities relating to activities supporting the social and environmental causes.

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) Amendment Rules, 2021.

The initiatives undertaken by your Company during the year have been detailed in CSR Section of the Annual Report. The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, is set out herewith as Annexure to this Report.

20. RISK MANAGEMENT POLICY

The Company has also 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/Downloads/Risk%20Management%20Policy.pdf>

21. NOMINATION AND REMUNERATION POLICY

In accordance with 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/assets/PDF/ABOUT_CAMS/Nomination%20and%20Remuneration%20Policy%20-%20Final.pdf

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 Obligations and Disclosure Requirements) Regulations, 2015, 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 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, 2022 and as on 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.

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 AND SUSTAINABILITY REPORT

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Business Responsibility And Sustainability 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/assets/PDF/Annual_Return_FORM_NO_MGT_7_FY21_22_03062022.pdf

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, 2022, 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 of March 31, 2022 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 is listed in BSE Limited and National Stock Exchange of India Limited. 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, 2 cases were reported and disposed. There were no cases pending as on March 31, 2022.

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 scheme has been approved by the shareholders on July 29, 2021.

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

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 an Annexure 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. SECRETARIAL STANDARDS

During the year 2021-2022, the Company has complied with applicable Secretarial Standards issued by the Institute of the Company Secretaries of India.

36. 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 Ministry of Corporate Affairs, 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

DIN: 00142711

Place: Chennai

Date: May 05, 2022

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, 2022 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	8.55
Mr. Natarajan Srinivasan	7.33
Mrs. Vijayalakshmi Rajaram Iyer	7.33
Mr. Vedanthachari Srinivasa Rangan	2.44
Mr. Narendra Ostawal	NA
Mr. Zubin Soli Dubash	NA
Mr. Sandeep Ramesh Kagzi	NA
Executive Directors	Ratio to median remuneration
Mr. Anuj Kumar	152.25

*Median remuneration computation is based on a total employee head count of 4914.

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

Directors/KMPs	% increase in remuneration in the financial year
Mr. Dinesh Kumar Mehrotra	
Mr. Natarajan Srinivasan	Not applicable
Mrs. Vijayalakshmi Rajaram Iyer	
Mr. Vedanthachari Srinivasa Rangan	Not applicable
Mr. Narendra Ostawal	Not applicable
Mr. Sandeep Ramesh Kagzi (for part of the year)	Not applicable
Mr Zubin Soli Dubash(for part of the year)	Not applicable
Managing Director, Chief Financial Officer and Company Secretary	
Mr. Anuj Kumar	10.64%
Mr. Sessa Raman Ramcharan	Not Applicable
Mr. Manikandan Gopalakrishnan	9.41%

Notes:

- 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 ₹ 21 lacs and other Independent Directors are entitled for a minimum payment of ₹ 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 1, 2020.
- Mr. Narendra Ostawal, Mr. Sandeep Ramesh Kagzi and Mr. Zubin Soli Dubash (who was a director for part of the year), nominees of the Promoters have abstained from receiving commission / sitting fees from the Company.
- Remuneration excluding Share based payments/benefits accruing out of Employees stock option plan as approved by the shareholders for the employees.
- Mr Sessa Raman Ramcharan was appointed as Chief Financial Officer with effect from August 1, 2021.
- The increase in the percentage of remuneration has been considered after reducing for special incentive paid in the previous year.

C. The percentage increase in median remuneration of employees in the FY 2021-22

The percentage increase for employees was 9.13% up to the managerial cadre.

D. The number of permanent employees on the rolls of the Company

The Number of permanent employees as on March 31, 2022, was 4914.

E. Average percentiles 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.

The increase in the remuneration of the managerial personnel is in accordance with the remuneration policy of the company and is in the same range as the increase in Company of employees other than the managerial personnel.

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

Dinesh Kumar Mehrotra

Chairman

DIN : 00142711

FORM AOC-1

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

S. No	Name of the Entity	Relationship	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Total Other Comprehensive Income (net of tax)	Total Comprehensive income for the year	% of Shareholding
1.	Computer Age Management Services Limited	Parent	4,890.35	55,566.86	89,442.82	28,985.61	45,516.74	86,377.00	37,584.34	8,642.92	28,941.43	104.28	29,045.71	100%
2.	CAMS Investor Services Pvt Ltd	Subsidiary	74.50	4,003.71	4,417.22	339.01	3,600.26	2,339.51	1,473.83	373.85	1,099.98	2.09	1,102.07	100%
3.	CAMS Financial Information Services Pvt Ltd	Subsidiary	770.00	-267.10	583.87	80.97	-	0.25	-244.22	4.67	-248.89	-0.27	-249.16	100%
4.	Sterling Software Pvt Ltd	Subsidiary	50.95	2,092.33	3,675.42	1,532.14	1,097.58	6,490.51	1,475.94	375.00	1,100.94	-65.58	1,035.36	100%
5.	CAMS Insurance Repository Services Ltd	Subsidiary	454.17	4,088.72	5,261.00	718.11	4,388.53	1,877.72	570.41	142.60	427.81	1.23	429.04	100%
6.	CAMS Payment Services Private Limited	Subsidiary	2,500.00	87.69	2,588.44	0.75	-	-	120.65	31.07	89.58	-	89.58	100%
7.	Sterling Software (Deutschland) GmbH	Step-down subsidiary	747.61	-746.69	3.75	2.83	-	-	-41.32	-	-41.32	-0.35	-41.67	100%

Notes:

- Name of subsidiaries yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL
(The liquidation of Sterling Software (Deutschland) GmbH liquidation is in progress)
- Reporting period for all subsidiaries is April 01, 2021 to March 31, 2022

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 05, 2022

ANNEXURE 3

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

Dear Sirs/Madam,

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate 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, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I 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.

Sd/-

Name of Company Secretary in Practice:

B CHANDRA

ACS No.: 20879

C P No.: 7859

Place: Chennai

Date: May 05, 2022

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

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

Dear Sir / Madam,

I B Chandra Practising Company Secretary had 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.

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, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022, 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:

I 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, 2022, 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

- 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

I am 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 officers placed before the Board of Directors of the Company and a confirmation given by the Management about the Compliances of other applicable laws, I report that the Company has complied with the provisions of all applicable statutes including normally labour laws applicable. In addition, the Company has complied with the following specific statutes and the rules made there under to the extent they are 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 Information Technology Act 2000 and The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011
5. PFRDA(Central Record Keeping Agency) Regulations 2015

I 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. Whole time director was re-designated as Managing Director and a Non Independent director was appointed in place of another Non Independent Director who resigned during the year. The composition of all the Committees were reconstituted in accordance with provisions of Law and LODR. Compliance with Regulation 19 (1)(c) of the SEBI LODR 2015 was achieved by the company during April 2022

- 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, I 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.

I 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.

I further report that during the year under review :

- a) The company was listed with National Stock Exchange Limited.
- b) The Company has allotted 34482 equity shares of ₹ 10/- each on 15.04.2021 and 77950 equity shares of ₹ 10/- each on 20.10.2021, to the employees of the company pursuant to exercise of options under its Employees Stock Option Scheme 2019. Further with the approval of shareholders, 300000 options were granted by the Board towards ESOP Scheme.
- c) The Board of Directors had approved acquisition of 51% stake in Fintuple Technologies Private Limited ('Fintuple') by way of a primary and secondary acquisition and the said company became a subsidiary from 5.4.2022
- d) The shareholders had approved Deletion of Part II of Articles of Association which is not applicable subsequent to listing of the Company.

Sd/-

Name of Company Secretary in Practice:

B CHANDRA

Partner B Chandra & Associates

ACS No.: 20879

C P No.: 7859

Place: Chennai

UDIN A020879D000274594

Date: May 05, 2022

PEER REVIEW NO 602/2019

**THE ANNUAL REPORT ON CSR ACTIVITIES
OF THE COMPANY FOR THE FINANCIAL YEAR 2021-22**

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 thereunder
- (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/eligible to attend	Number of meetings of CSR Committee attended during the year
1	Mr. Dinesh Kumar Mehrotra	Chairman/Independent Director	2	2
2	Mr. Zubin Dubash*	Member/Non-Executive Director	1	1
3	Mrs. Vijayalakshmi Rajaram Iyer	Member/Independent Director	2	1
4	Mr. Sandeep Ramesh Kagzi**	Member/Non-Executive Director	1	1
5	Mr. Anuj Kumar	Member/Managing Director	2	2

*Resigned from CAMS Board w.e.f June 21, 2021

**Appointed as a Member in CSR Committee w.e.f June 22, 2021

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

www.camsonline.com

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). – Not Applicable

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). – ₹ 2,22,49,41,000/-

7. (a) Two percent of average net profit of the company as per Section 135(5) – ₹ 4,44,98,814/-

(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) – ₹ 4,44,98,814/-

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: **As per annexure**
(d) Amount spent in Administrative Overheads: – ₹ **24,234**
(e) Amount spent on Impact Assessment, if applicable: – **NIL**
(f) Total amount spent for the Financial Year (8b+8c+8d+8e) = ₹ **4,45,12,342/-**
(g) Excess amount for set off, if any: ₹ **20,765/-**
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
Managing Director

Sd/-
Mr. Dinesh Kumar Mehrotra
Chairman of Board and CSR Committee

Sd/-
Mr. Sandeep Ramesh Kagzi
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 ₹)*	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		Yes	Tamil Nadu	Chennai	5,916,029	No	Medical Research Foundation	CSR00002623
2	Providing healthcare facility		Yes	Tamil Nadu	Chennai	1,523,529	No	Soulfree	CSR00005305.
3	Providing healthcare to Diabetic patients	Promoting health care including preventive health care	Yes	Tamil Nadu	Chennai	1,148,529	No	DIRECT	CSR00001120
4	providing medical treatment for those suffering from life-limiting illness		Yes	Tamil Nadu	Chennai	1,343,529	No	Dean Foundation	CSR00000401
5	Providing Personal safety Education	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	No	Maharashtra	Mumbai	1,523,529	No	Arpan	CSR00000451
6	Providing FSH to the rural children and support for education		Yes	Tamil Nadu	Chennai	2,165,529	No	AIM for Seva	CSR00003273
7	Providing Education for the Economically weaker students		No	Maharashtra	Mumbai	923,529	No	Bright Kids foundation	CSR00003492.
8	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	774,729	No	Vanavil Trust	CSR00002438
9	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	966,654	No	Vidhya Vidhai	CSR00001461
10	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	4,873,529	No	Eureka Education Foundation	CSR00000876
11	Education and training for HIV positive childre		Yes	Tamil Nadu	Chennai	443,529	No	PTP Trust	CSR00004539
12	Providing Education for the Physically/Mentally challenged students		Yes	Tamil Nadu	Chennai	2,291,529	No	Arvind Foundation	CSR00003559
13	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	1,303,029	No	Aid India	CSR00000027
14	Providing Education for the Physically/Mentally challenged students		Yes	Tamil Nadu	Chennai	1,192,529	No	Sri Arunodayam	CSR00001030
15	Providing Education for the Economically weaker students		No	Tamil Nadu, Uttar Pradesh		4,843,529	No	eVidyaloka	CSR00000867
16	Women Education		Yes	Tamil Nadu	Chennai	1,273,529	No	IIT	CSR00004320
17	Women Education		Yes	Tamil Nadu	Chennai	1,366,354	No	ANEW	CSR00012356
18	Environmental Projects	Environment welfare	Yes	Tamil Nadu	Chennai & Coimbatore	5,739,958	No	Environmentalist Foundation of India	CSR00002310

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 ₹)*	Mode of implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
19	Supply of Oxygen Concentrator Bank and Dry Ration		No	Maharashtra	Mumbai	2,000,000	No	SAI Foundation	CSR00005390
20	Covid Support					1,375,000	No	Vyakti Vikas Kendra India	CSR00005737
21	Support for the families of children in The Adi-Dravidar School, Kilambakkam.	Disaster Relief				500,000	No	Round Table India Trust	CSR00000895
22	Distribution of Milk and Biscuits for children in 0- 6 years' age group and support for families impacted by Covid 19		No			1,000,000	No	Action India	CSR00005893
	Administrative Expenses					24,234	Yes		
	Total					44,512,342			

* inclusive of project monitoring expenses

**SECRETARIAL COMPLIANCE REPORT OF
COMPUTER AGE MANAGEMENT SERVICES LIMITED FOR THE YEAR ENDED MARCH 31, 2022**

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 31.03.2022 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 clause 11 (2) of the Insider Trading Policy, the company had provided the details of trading in securities by Designated Persons including any violation of the Rules to the Audit Committee at the meeting held in April 29, 2022 instead of on a quarterly basis.

Compliance with Regulation 19 (1) (c) of the SEBI LODR 2015 was achieved by the company during April 2022.

(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:

Sl. 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.**

Sl. 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

Sd/-

Practicing Company Secretary : B CHANDRA

ACS/ FCS No.: 20879

C P No.: 7859

PEER REVIEW NO 602/2019

UDIN A020879D000341529

Place: Chennai

Date: May 18, 2022