

Corporate Governance Report

COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

The Company is committed to adopt the best Corporate Governance practices to manage the affairs of the Company in an ethical, accountable, transparent and fair way, with the blend of both legal and management practices, to imbibe the same in the decision-making process of the Company, and to communicate the same accurately and timely, in such a way that both stakeholders' expectations and legal standards are not only met, but the Company surpasses them.

The Company strives to ensure compliance with the various Corporate Governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('SEBI Listing Regulations') and considers it as its inherent responsibility to protect the rights of our stakeholders and disclose timely, adequate and accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

The Company has complied with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of Regulation 46(2) of the SEBI Listing Regulations, as applicable, with regard to Corporate Governance.

Adherence to the various policies and codes adopted by the Company from time to time in conformity with regulatory requirements helps your Company fulfil this responsibility. These policies are available on the Company's website: <https://www.camsonline.com/about-cams/shareholder-relations/policies>

This report highlights the Company's practices for the FY 2021-22.

CODE OF CONDUCT

The Company has adopted the CAMS Code of Conduct which is available on its website: https://www.camsonline.com/assets/PDF/ABOUT_CAMS/Code%20of%20Conduct%20-%20Final.pdf

The Code of Conduct articulates the Company's values, ethics and business principles and provides the guidelines by which the Company conducts its business.

A declaration signed by the Managing Director of the Company confirming the compliance by Board Members and Senior Management personnel with the Code of Conduct is also annexed with this Report.

CODE FOR PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND INSIDER TRADING POLICY

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors ('the Board') of the Company has adopted the Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Policy on Insider Trading. All our Promoters, Directors, Employees of the Company who are identified as Designated Persons, and their Immediate Relatives and other Connected Persons such as auditors, consultants, bankers amongst others, who could have access to the unpublished price sensitive information of the Company are governed under the Insider Trading Policy.

Mr. Manikandan Gopalakrishnan, Company Secretary of the Company is the 'Compliance Officer' in terms of the Insider Trading Policy.

BOARD OF DIRECTORS

The Board is at the core of our Corporate Governance practices and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance.

SIZE AND COMPOSITION OF THE BOARD

Our policy is to have an appropriate composition of Executive and Non-Executive Directors with at least one woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of the Company to maintain the Board's independence and separate its functions of governance and management.

As on March 31, 2022, the Board comprised seven (7) directors wherein one (1) is a Managing Director ('MD'), two (2) are Non-Executive Non-Independent Directors ('NED'), one (1) is Nominee Director ('ND') and three (3) are Independent Directors ('ID') including a Woman Independent Director. The composition of the Board of Directors of the Company is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 ('Act'). The Board periodically evaluates the need for change in its composition

and size. A detailed profile of our directors is available on our website:

<https://www.camsonline.com/about-cams/shareholder-relations/composition-board-committees>

None of our Directors serve as Director or ID in more than 7 listed companies. MD do not serve as ID on any listed company as on date. Further, none of our IDs serve as Non-Independent Director(s) of any Company on the Board of which any of our Non-Independent Director is an ID. Pursuant to Regulation 26 of the SEBI Listing Regulations, none of our Directors are members in more than 10 committees or act as chairperson of more than 5 committees (the committees being, Audit Committee and Stakeholders' Relationship Committee) across all public limited companies in which they are a director. One Third of the Non-Independent, Non-Executive Directors are liable to retire by rotation. There are no inter-se relationships between our Board Members.

Independent Directors are NED(s) as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI Listing

Regulations, the IDs have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the IDs, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the IDs have, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

The Company has issued formal letters of appointment to the IDs and their appointments are in compliance with Regulation 25(1) and (2) of the SEBI Listing Regulations. As required under Regulation 46 of the SEBI Listing Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website: <https://www.camsonline.com/assets/image/about/pdf/LetterofAppointmentforIndependentDirectors.pdf>

Table A: Composition of the Board and Directorship(s) held as on March 31, 2022

| Name of the Director | No. of directorship(s) held in Indian Listed Companies | | No. of Board Committee positions held in Indian Listed Companies | | Directorship(s) in other listed entity (Category of Directorship) |
|---|--|--------|--|--------|--|
| | Chairperson | Member | Chairperson | Member | |
| Dinesh Kumar Mehrotra Designation: Chairman and Independent Director DIN: 00142711 | 1 | 3 | - | 4 | <ul style="list-style-type: none"> V L S Finance Limited UTI Asset Management Company Limited SBI Cards And Payment Services Limited |
| Natarajan Srinivasan Designation: Independent Director DIN: 00123338 | - | 4 | 3 | 6 | <ul style="list-style-type: none"> Godrej Agrovet Limited. Infrastructure Leasing and Financial Services Limited CG Power and Industrial Solutions Limited |
| Vijayalakshmi Rajaram Iyer Designation: Independent Director and Women Director DIN: 05242960 | - | 6 | 4 | 10 | <ul style="list-style-type: none"> Aditya Birla Capital Limited GIC Housing Finance Limited ICICI Securities Limited Poonawala Fincorp Limited Religare Enterprises Limited |
| Narendra Ostawal Designation: Nominee Director DIN: 06530414 | - | 2 | - | - | <ul style="list-style-type: none"> Home First Finance Company India Limited |
| Vedanthachari Srinivasa Rangan Non-Executive Non Independent Director DIN: 00030248 | - | 3 | - | 6 | <ul style="list-style-type: none"> Atul Limited Housing Development and Finance Corporation Limited |
| Anuj Kumar Designation: Managing Director DIN: 08268864 | - | 1 | - | 1 | - |
| Sandeep Ramesh Kagzi Designation: Non-executive Director DIN: 08264768 | - | 1 | - | 3 | - |

Notes:

1. Directorships in other Indian Public Companies (listed) excludes Section 8 Companies.
2. As required under Regulation 26(1)(b) of the SEBI Listing Regulations, the disclosure includes chairmanship/membership of the Audit Committee and Stakeholders' Relationship Committee in Indian Public companies (listed and unlisted).

SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA

The Nomination and Remuneration Committee ('NRC') works with the Board to determine the appropriate qualifications, positive attributes, characteristics, skills and experience required for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service.

DIRECTORS QUALIFICATIONS, SKILLS, EXPERTISE, COMPETENCIES AND ATTRIBUTES

The Board comprises qualified members with an appropriate blend of skills, competence, functional and industry expertise and diversity of perspectives appropriate to the size and nature of the Company to enable them to effectively contribute at the Board and Committee meetings.

The below matrix summarizes the key skills, expertise, competencies and attributes as identified by the NRC for recommending appointment of Directors on the Board.

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with all the Board Members:

- Knowledge on Company's businesses policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
- Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.

- Management and Financial skills.
- Technical / Professional skills and specialized knowledge in relation to Company's business.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Independent Directors inducted to the Board are given a formal orientation on the Company's business operations, products, organization structure, as well as the Board constitution and its procedures through various programmes / presentations at the time of their induction. The IDs are also provided with an opportunity to visit the offices of the Company and interact with members of Senior Management. During the year 2021-22, there have been no induction of any Independent Directors and hence no specific familiarisation programmes were conducted.

At various Board Meetings held during the year, presentations were made to the Board on safety, health and environment, Company policies, changes in the regulatory environment applicable to the Company, the industry, market and customers, operations and other relevant matters.

BOARD EVALUATION

The details of the Board Evaluation forms part of the Board's Report.

REMUNERATION POLICY FOR BOARD AND SENIOR MANAGEMENT

The Board has approved the Remuneration Policy for Directors, Key Managerial Personnel ('KMP') and all other employees of the Company. The same is available on our website at https://www.camsonline.com/assets/PDF/ABOUT_CAMS/Nomination%20and%20Remuneration%20Policy%20-%20Final.pdf

Details of remuneration for Directors for FY 2021-22 is provided in Table B below.

Table B: Cash compensation paid to Directors (in ₹) for the year ended March 31, 2022

| Name | Fixed Salary | | Commission / Bonus | Sitting Fees | Total Compensation |
|--|--------------|------------------------|--------------------|--------------|--------------------|
| | Basic | Perquisite / Allowance | | | |
| Non-Executive and Independent Directors | | | | | |
| Dinesh Kumar Mehrotra | - | - | 7,50,000 | 13,50,000 | 21,00,000 |
| Natarajan Srinivasan | - | - | 5,00,000 | 13,00,000 | 18,00,000 |
| Vijayalakshmi Rajaram Iyer | - | - | 5,50,000 | 12,50,000 | 18,00,000 |
| Non-Executive Directors | | | | | |
| Narendra Ostawal | - | - | - | - | - |
| Sandeep Ramesh Kagzi | - | - | - | - | - |
| Vedanthachari Srinivasa Rangan | - | - | - | 8,00,000 | 8,00,000 |
| Executive Director | | | | | |
| Anuj Kumar | - | - | 3,73,81,000 | - | 3,73,81,000 |

BOARD MEETINGS

Scheduling and selection of agenda items for Board Meetings

All agenda papers for the Board and Committee meetings are disseminated electronically on a real-time basis, by uploading them on a secured online application. The Board meets at least once a quarter to review the quarterly financial results and other items on the agenda. Additional meetings are held, as and when necessary. Committees of the Board meet before the Board Meeting or whenever the need arises for transacting the business. The information as required under Regulation 17(7) read with Schedule II Part A of the SEBI Listing Regulations is made available to the Board. The recommendations of the Committees are placed before the Board for necessary approval and/or noting, as the case may be.

During FY 2021-22, Six (6) Board Meetings were held on May 25, 2021, August 10, 2021, November 14, 2021, February 10, 2022, March 4, 2022 and March 30, 2022. The gap between any two consecutive Board Meetings during this period did not exceed one hundred and twenty days. The necessary quorum was present at all the meetings.

Table C: Attendance details of Directors for the year ended March 31, 2022, are given below:

| Name of the Director | Category | No. of Board Meetings held during the tenure | No. of Board Meetings Attended |
|--|----------|--|--------------------------------|
| Mr. Dinesh Kumar Mehrotra (Chairperson) | ID | 6 | 6 |
| Mr. Natarajan Srinivasan | ID | 6 | 6 |
| Mrs. Vijayalakshmi Rajaram Iyer | ID | 6 | 6 |
| Mr. Narendra Ostawal | ND | 6 | 5 |
| Mr. Zubin Soli Dubash (resigned w.e.f June 21, 2021) | ND | 1 | 1 |
| Mr. Sandeep Ramesh Kagzi | NED | 5 | 5 |
| Mr. Vedanthachari Srinivasa Rangan | NED | 6 | 6 |
| Mr. Anuj Kumar | MD | 6 | 6 |

Video conferencing facilities are also used to facilitate Directors travelling abroad or at other locations to participate in the meetings. All the Directors were present at the Annual General Meeting ('AGM') of the Company held on Thursday, July 29, 2021.

MEETING OF THE INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149(8) read with Schedule IV of the Act and Regulations 25(3) & 25(4) of the SEBI Listing Regulations, a meeting of the Independent Directors was held on March 29, 2022 without the presence of Non-Independent Directors and Members of the Management to evaluate the performance of all Directors, the Chairman and the Board as a whole and its Committees.

BOARD COMMITTEES

There are Six (6) Committees of the Board as on March 31, 2022. The details of the Committees of the Board are given below.

Audit Committee

The primary objective of the Audit Committee ('Committee') is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

The Committee oversees the work carried out in the financial reporting process by the Management and the Company's Internal and Statutory Auditors.

The Committee also assesses the adequacy and reliability of the internal control systems. The Committee further reviews processes and controls including compliance with laws, Code of Conduct and Insider Trading Policy, Whistle Blower Policies and related cases thereto, functioning of the CAMS policy on Prevention, Prohibition & Redressal of Sexual Harassment at workplace and guidelines and internal controls.

The Company Secretary acts as the Secretary to the Committee. The Internal Auditor reports functionally to the Committee. The Executive Director and Senior Management of the Company also attend the meetings as invitees whenever required, to address concerns raised by the Committee Members.

The Audit Committee was constituted by a meeting of the Board held on November 13, 2007, and was last reconstituted on June 22, 2021. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act and the SEBI Listing Regulations.

During FY 2021-22, the Committee met Six (6) times on May 25, 2021, August 10, 2021, November 10, 2021, November 14, 2021, February 01, 2022 and February 10, 2022. The requisite quorum was present at all the meetings. All decisions at the Audit Committee meetings were taken unanimously.

Table D: The composition of the Committee and the attendance details of the Members for the year ended March 31, 2022, are given below:

| Name of the Director | Category | No. of Board Meetings held during the tenure | No. of Board Meetings Attended |
|--|----------|--|--------------------------------|
| Mr. Natarajan Srinivasan (Chairperson) | ID | 6 | 6 |
| Mr. Dinesh Kumar Mehrotra | ID | 6 | 6 |
| Mrs. Vijayalakshmi Rajaram Iyer | ID | 6 | 6 |
| Mr. Sandeep Ramesh Kagzi | NED | 5 | 5 |
| Mr. Zubin Soli Dubash (resigned w.e.f June 21, 2021) | ND | 1 | 1 |

Mr. Natarajan Srinivasan, Chairperson of the Audit Committee was present at the last AGM of the Company held on Thursday, July 29, 2021.

NOMINATION AND REMUNERATION COMMITTEE

The purpose of the Nomination and Remuneration Committee ('Committee') includes formulating criteria for determining qualifications, positive attributes, independence of Directors, succession planning and recommending to the Board of Directors, a policy relating to the remuneration of the Directors, Key Managerial Personnel and Employees ('Remuneration Policy') overseeing the Company's process for appointment of Senior Management and their remuneration, devising criteria for performance evaluation of the Board of Directors (including Independent Directors). The Remuneration Policy and the criteria for making payments to Non-Executive Directors is available on our website: https://www.camsonline.com/assets/PDF/ABOUT_CAMS/Nomination%20and%20Remuneration%20Policy%20-%20Final.pdf

The Nomination and Remuneration Committee was originally constituted as the compensation committee, by a meeting of the Board held on November 13, 2007. The name of the committee was changed to the Nomination and Remuneration Committee from compensation committee, by a meeting of the Board held on November 12, 2014. The committee was last reconstituted by a meeting of the Board held on December 17, 2019. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act and the Listing Regulations.

The committee was further reconstituted on April 19, 2022 for ensuring compliance to Regulation 19(2) of SEBI LODR regulations, 2015.

During FY 2021-22 the Committee met two (2) times on May 25, 2021 and March 29, 2022. The requisite quorum was present at all the meetings.

Table E: The composition of the Committee and the attendance details of the Members for the year ended March 31, 2022, are given below:

| Name of the Director | Category | No. of Board Meetings held during the tenure | No. of Board Meetings Attended |
|---|----------|--|--------------------------------|
| Mrs. Vijayalakshmi Rajaram Iyer (Chairperson) | ID | 2 | 2 |
| Mr. Dinesh Kumar Mehrotra | ID | 2 | 2 |
| Mr. Narendra Ostawal | ND | 2 | 2 |
| Mr. Vedanthachari Srinivasa Rangan* | NED | 2 | 2 |

*ceased to be a member with effect from April 19, 2022. At present, the Committee consists of 2/3rd of Independent Directors.

Mrs. Vijayalakshmi Rajaram Iyer, Chairperson of the Committee was present at the AGM to respond to any questions that the Members might have on the nomination and remuneration processes of the Company.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The purpose of the Corporate Social Responsibility ('CSR') Committee ('Committee') is to assist the Board in formulating, monitoring and reviewing the CSR strategy and policy of the Company and the amount of expenditure to be incurred on CSR activities.

The Committee also assists the Management to Committee formulate, implement and review policies, principles and practices to foster the sustainable growth of the Company that creates value consistent with the long-term preservation and enhancement of financial, manufactured, natural, social, human and intellectual capital.

The Corporate Social Responsibility was constituted by our Board at their meeting held on April 16, 2014 and was last reconstituted on June 22, 2021.

The CSR Policy is available on our website:

https://www.camsonline.com/assets/PDF/ABOUT_CAMS/Corporate%20Social%20Responsibility%20policy.pdf

During FY2021-22, two (2) Meetings of the Committee were held on May 28, 2021 and March 14, 2022. The necessary quorum was present at the meetings.

Table F: The composition of the Committee and the attendance details of the Members for the year ended March 31, 2022, are given below:

| Name of the Director | Category | No. of Board Meetings held during the tenure | No. of Board Meetings Attended |
|--|----------|--|--------------------------------|
| Mr. Dinesh Kumar Mehrotra (Chairperson) | ID | 2 | 2 |
| Mrs. Vijayalakshmi Rajaram Iyer | ID | 2 | 2 |
| Mr. Sandeep Ramesh Kagzi | NED | 1 | 1 |
| Mr. Zubin Soli Dubash (resigned w.e.f June 21, 2021) | ND | 1 | 1 |
| Mr. Anuj Kumar | MD | 2 | 2 |

Mr. Dinesh Kumar Mehrotra, Chairperson of the Committee was present at the last AGM of the Company held on Thursday, July 29, 2021.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee ('Committee') considers and resolves the grievances of our shareholders and other security holders, including complaints relating to non-receipt of annual report, transfer and transmission of securities, non-receipt of dividends/interests, issue of new/duplicate certificates, general meetings and such other grievances as may be raised by the security holders from time to time.

The Stakeholders' Relationship Committee was constituted by our Board at their meeting held on December 17, 2019, and it was last reconstituted on June 22, 2021. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act and the Listing Regulations.

During FY2021-22, Three (3) Meeting of the Committee was held on April 15, 2022, October 20, 2021 and February 21, 2022. The necessary quorum was present at the meeting.

Table G: The composition of the Committee and the attendance details of the Members for the year ended March 31, 2022, are given below:

| Name of the Director | Category | No. of meetings held during the tenure | No. of Meetings Attended |
|--|----------|--|--------------------------|
| Mr. Natarajan Srinivasan (Chairperson) | ID | 3 | 3 |
| Mr. Sandeep Ramesh Kagzi | NED | 2 | 2 |
| Mr. Anuj Kumar | MD | 3 | 3 |
| Mr. Narendra Ostawal (ceased to be a member w.e.f June 21, 2021) | ND | 1 | 1 |

Mr. Natarajan Srinivasan, Chairperson of the Stakeholder Relationship Committee was present at the last AGM of the Company held on Thursday, July 29, 2021.

In terms of Regulation 6 and Schedule V of the SEBI Listing Regulations, the Board has appointed Mr. Manikandan Gopalakrishnan, Company Secretary & Compliance Officer as the Compliance Officer of the Company, the details of whom are given below:

| | |
|-------------------------|---|
| Name of the Designation | : Mr. Manikandan Gopalakrishnan : Company Secretary & Compliance Officer |
|-------------------------|---|

During FY 2021-22, the Company received 17 shareholder complaints and the same were resolved to the satisfaction of the shareholder. As on March 31, 2022, the Company

did not have any complaint pending for resolution on the online redressal portal of SEBI i.e., SCORES. The details of shareholder complaints received and redressed during FY 2021-22 were as below:

| Opening Balance as on April 01, 2021 | Received during the year | Resolved during the year | Closing Balance as on March 31, 2022 |
|--------------------------------------|--------------------------|--------------------------|--------------------------------------|
| 0 | 17 | 17 | 0 |

The complaints majorly pertained to non receipt of refunds in the IPO and Non receipt of dividends which have been addressed to by the Company from time to time.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee was constituted pursuant to Regulation 21 of the Listing Obligations and Disclosure Requirements, 2015. The role of the Risk Management Committee, in brief, is to review the Risk Management Policy developed by the Management, risk framework and its implementation thereby ensuring that an effective risk management system is in place.

During FY 2021-22, Three (3) Meetings of the Committee were held on June 4, 2021, August 19, 2021, November 19, 2021. The necessary quorum was present at the meetings.

Table H: The composition of the Committee and the attendance details of the Members for the year ended March 31, 2022, are given below:

| Name of the Director | Category | No. of Board Meetings held during the tenure | No. of Board Meetings Attended |
|---|----------|--|--------------------------------|
| Mrs. Vijayalakshmi Rajaram Iyer (Chairperson) | ID | 3 | 3 |
| Mr. Natarajan Srinivasan | ID | 3 | 3 |
| Mr. Dinesh Kumar Mehrotra | ID | 3 | 3 |

IT STRATEGY COMMITTEE

The IT Strategy Committee has been constituted as per SEBI circular dated August 10, 2018 on Enhanced monitoring of Qualified Registrars and Transfer Agents.

During FY 2021-22, Two (2) Meeting of the Committee was held on June 4, 2021, December 15, 2021. The requisite quorum was present at the meeting.

Table I: The composition of the Committee and the attendance details of the Members for the year ended March 31, 2022, are given below:

| Name of the Director | Category | No. of Board Meetings held during the tenure | No. of Board Meetings Attended |
|--|-------------------|--|--------------------------------|
| Mr. Narendra Ostawal | ND | 2 | 2 |
| Mr. Vedanthachari Srinivasa Rangan | NED | 2 | 2 |
| Mr. Sessa Raman Ramcharan, Chief Financial Officer | KMP | 2 | 2 |
| Mr. Ravi Kethana, Chief Platform Officer | Senior Management | 2 | 2 |
| Mr. Anuj Kumar | MD | 2 | 2 |

GENERAL INFORMATION FOR SHAREHOLDERS

Corporate Identity Number (CIN) of the Company: The CIN of the Company is L65910TN1988PLC015757.

Disclosures regarding the Re-appointment of Directors

In terms of the relevant provisions of the Act, Mr. Vedanthachari Srinivasa Rangan (DIN: 00030248) is liable to retire by rotation at the ensuing AGM and being eligible, seek re-appointment.

The Board recommends the above re-appointment for the approval of the Members at the ensuing AGM.

Means of Communication

Timely sharing and disclosure of consistent, comparable, relevant and reliable information on the Company's performance is at the core of its Corporate Governance Policy. Steps taken by the Company in this regard are given below:

- **Financial Results**

The Company publishes the quarterly, half-yearly and annual financial results of the Company in Mint and Makkal Kural (English and Tamil edition). The results are promptly disseminated to BSE Limited ('BSE') & National Stock Exchange of India Limited ('NSE') for display on their website as well as uploaded on the website of the Company at <https://www.camsonline.com/about-cams/shareholder-relations/quarterly-reports> immediately after the Board Meetings. The statutory notices are published in 'Mint and Makkal Kural' (English and Tamil edition). The Company also issues press releases from time to time.

- **Annual Report**

The Annual Report containing, inter-alia Audited Annual Accounts, Consolidated Financial Statements, Board's Report, Management Discussion and Analysis and other

regulatory reports is circulated to the Members and others entitled thereto. The Annual Report for previous year is also available on the website of the Company:

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

- **Disclosures to Stock Exchanges**

All price sensitive information and matters that are material to shareholders are disclosed to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. All submissions to the Stock Exchange are made through the respective electronic online filing systems. The same are also available on the Company's website:

<https://www.camsonline.com/about-cams/shareholder-relations/stock-exchange-intimation>

- **Website**

The Company's website provides details on its leadership, management, policies, corporate governance, corporate social responsibility, shareholder relations, products and processes and updates and news. The section on 'Shareholder Relations' serves to inform the Shareholders, by giving complete financial details, stock exchange compliances and disclosures including shareholding patterns and information on unclaimed dividend of Shareholders, details of Registrars & Transfer Agent.

Share Transfer System

Pursuant to SEBI Circular Nos. D&CC/FITTC/CIR-15/2002 dated December 12, 2002 and D&CC/FITTC/CIR-18/2003 dated February 12, 2003, Link Intime India Private Limited, which is already the Depository Interface of the Company for both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), has been appointed as Registrar and Transfer Agents ('RTA') for all the work related to share registry in terms of both physical and electronic holdings.

During the FY 2019-20, the Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form. Presently all the shares except one are held in demat form.

Details of Show Cause Notices received

During the year, the Company has not received any Show Cause Notices from SEBI.

Details of Non-Compliance

There have been no instances of non-compliance by the Company nor have any penalties or strictures been imposed on the Company by the Stock Exchange(s) or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.

None of the Company's listed securities are suspended from trading.

Certificates from Practicing Company Secretaries

As required by Regulation 34(3) and Schedule V Part E of the SEBI Listing Regulations, the certificate given by Ms. B. Chandra, Practicing Company Secretary, is annexed to this Report.

As required under Clause 10(i) of Part C under Schedule V of the SEBI Listing Regulations, the Company has received a certificate from Ms. B. Chandra, Practicing Company Secretary, certifying that none of our Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI or MCA or such other statutory authority.

CEO and CFO certification

As required under Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, the Managing Director and Chief Financial Officer have given appropriate certifications to the Board of Directors as annexed to this Report.

Reconciliation of Share Capital Audit Report

Pursuant to the provisions of Regulation 40(9) of the SEBI Listing Regulations, a Company Secretary in Practice has issued half-yearly certificates with respect to due compliance of share and security transfer formalities by the Company.

Pursuant to Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, a Company Secretary in Practice carries out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL (collectively 'Depositories') and the total issued and listed capital of the Company. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with Depositories) and total number of shares in physical form. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The quarterly Audit Report as submitted to the Stock Exchange is available on the Company's website:

<https://www.camsonline.com/about-cams/shareholder-relations/stock-exchange-intimation>

Related Party Transactions

All transactions entered with related parties as defined under the Act and Regulation 23 of the SEBI Listing Regulations, each as amended, during the year under review were on an arm's length price basis and in the ordinary course of business. These have been approved by the Audit Committee. The Company has not entered any materially significant related party transaction that may have potential conflict with the interests of the Company at large. The Board of Directors have approved and adopted a Policy on Related Party Transactions and the same is updated from time to time basis amendments in the regulatory provisions. The Policy is available on the Company's website:

https://www.camsonline.com/assets/PDF/ABOUT_CAMS/Related_Party_Transaction_Policy.pdf

During the FY 2021-22, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors apart from paying Director's remuneration. Further, the Directors have not entered any contracts with the Company or its subsidiaries, which will be in material conflict with the interests of the Company.

There have been no transactions with entities in which Senior management have personal interest that may have a potential conflict with the interest of the listed entity at large. No disclosures in this regard has been received from the senior management.

Material Subsidiary Companies

There is no material unlisted subsidiary company requiring appointment of an Independent Director of the Company on the Board of Directors of such unlisted subsidiary company.

Policy for Determining Material Subsidiaries

The Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website:

https://www.camsonline.com/assets/PDF/ABOUT_CAMS/Policy%20on%20Material%20Subsidiaries%20-%20Final.pdf

Vigil Mechanism

The Company has in place a Vigil Mechanism that provides a formal mechanism for the Directors, employees and vendors to approach the Chairperson of the Audit Committee and make protective disclosures about the unethical behaviour, actual or suspected fraud or violation of the Code of Conduct, thereby ensuring that the activities of the Company are conducted in a fair and transparent manner.

For FY 2021-22, the Company had in place, a Whistle Blower Policy ('Policy') establishing a Vigil Mechanism, which provides a formal mechanism to the Directors and employees to report to the Management, concerns about unethical behaviour, actual or suspected fraud or violation of the codes of conduct or policy of the Company.

The details of the Vigil Mechanism are given in the Board's Report. The Whistle Blower Policy for Directors and Employees as adopted by the Board of Directors of the Company on July 11, 2018, is available on the Company's website:

https://www.camsonline.com/assets/PDF/ABOUT_CAMS/Whistle%20Blower%20Policy.pdf

During the year under review, no person has been denied access to the Chairperson of the Audit Committee.

Disclosures in relation to Sexual Harassment at Workplace

The disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are given as under:

- Number of complaints filed during the FY - 02
- Number of complaints disposed of during the FY - 02
- Number of complaints pending as on end of the FY - Nil

Consolidated Fees paid to Statutory Auditors

During the FY 2021-22, the total fees for all services paid by the Company to M/s. Brahmayya & Co., (Firm Registration Number: 00511S), Statutory Auditors of the Company is as under:

Table J: Consolidated fees paid to statutory auditors:

| (₹ In Lakhs) | |
|---------------------------|--------------|
| Particulars | Amount |
| Statutory Audit Fee | 27.90 |
| Limited Review Audit Fee | 11.25 |
| Tax Audit Fee | 7.25 |
| GST Audit Fee | 9.90 |
| Other Certification Fee | 4.97 |
| Reimbursement of Expenses | 0.35 |
| Total | 61.62 |

GENERAL BODY MEETINGS

Table K: Location and time for the last three Annual General Meetings (AGMs):

| Particulars | FY2020-21 | FY2019-20 | FY2018-19 |
|----------------------------|--|---|---|
| Day, Date, Time & Venue | Thursday, July 29, 2021 at 04.00 PM through two-way Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") | Friday, July 10, 2020 at 12 Noon through two-way Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") | Wednesday, July 10, 2019 at 4:00 PM at the Conference Room, Rayala Towers, 158, Anna Salai, Chennai 600002. |
| Special Resolutions passed | <ol style="list-style-type: none"> Approval of the ESOP Scheme 2019 along with variation in the Terms of the Scheme Approval of ESOP given to the Employees of the Subsidiary Companies. Amendment of the Articles of Association Ratification and Approval of Article 103A of the Articles of Association | Nil | <ol style="list-style-type: none"> To appoint Mr. Anuj Kumar as a Director of the Company To appoint Mr. Narendra Ostawal as a Director of the Company To appoint Mr. H N Sinor as a Director of the Company To appoint Mr. David Coulter as a Director of the Company To appoint Mr. Zubin Soli Dubash as a Director of the Company |

Table L: Annual General Meeting 2022

During FY 2021-22, the Company has convened the Annual General Meeting as detailed below:

| | |
|------------------------------|---|
| Day & Date | Thursday, June 30, 2022 |
| Time | 04.00 P.M. (IST) |
| Venue | The Annual General Meeting will be held through video conferencing/Other Audio-Visual Means as set out in the notice convening the Annual General Meeting. The deemed venue of the AGM will be the corporate office of the Company i.e., 158, Rayala Towers, Anna Salai, Chennai 600 002 |
| Financial Year | April 1 to March 31 |
| Dates of Book Closure | During the year, the interim dividends were paid based on record date and there were no Book Closures. Final Dividend of ₹ 12/- has been recommended by the Board and will be paid subject to the approval of members at the ensuing Annual General meeting. The record date for the above purpose will be June 24, 2022. |
| Dividend payment date | The dividend subject to approval of the members will be paid on or before July 20, 2022. The Dividend will be paid by way of electronic transfer who have furnished the bank account details to the Company/Registrar/Depository Participant. Physical Instrument will be despatched to the shareholders who have not furnished Bank details. |

Annual Listing Fees

The Annual Listing Fees for the FY 2021-22 have been paid within the due dates to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') where the shares of the Company are listed.

Dematerialisation of shares and liquidity

As per the notification issued by SEBI, the Company's Equity Shares are compulsorily tradable in electronic form. The International Securities Identification Number ('ISIN') allotted to the Equity Shares of the Company under the Depository System is INE596I01012.

4,89,03,469 equity shares, representing 99.99% of the Company's paid-up equity share capital, have been dematerialized as on March 31, 2022. Only one share is held in physical form by a shareholder. Further, during FY 2018-19, the Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form. Hence, trading in equity shares of the Company is permitted only in dematerialized form as per notification issued by SEBI.

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

As on March 31, 2022, the Company does not have any outstanding GDRs/ADRs/ Warrants.

Disclosures with respect to Demat Suspense Account / Unclaimed Suspense Account

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, details of equity shares in the suspense account are as follows:

Table M:

| Particulars | No. of Shareholders | No. of equity shares |
|--|---------------------|----------------------|
| Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2021 | 0 | 0 |
| Number of shareholders who approached listed entity for transfer of shares from suspense account during the year | 0 | 0 |
| Number of shareholders to whom shares were transferred from suspense account during the year | 0 | 0 |
| Shareholders whose shares are transferred to the demat account of the IEPF Authority as per Section 124 of the Act | 0 | 0 |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2022 | 0 | 0 |

The voting right on the shares outstanding in the Suspense Account as on March 31, 2022, shall remain frozen until the rightful owner(s) of such shares claims the shares.

Designated e-mail id for investor services

To serve the investors better and as required under Regulation 46(2)(j) of the SEBI Listing Regulations, the Company has a dedicated e-mail address for investor complaints: secretarial@camsonline.com which is continuously monitored by the Company's Compliance Officer.

Compliance with discretionary requirements

All mandatory requirements of the SEBI Listing Regulations have been complied with by the Company. The status of compliance with the discretionary requirements, as stated under Part E of Schedule II to the SEBI Listing Regulations, is as under:

The Board: As on date, the positions of the Chairman and the Managing Director/Whole Time Director are separate. Mr. Dinesh Kumar Mehrotra is the Independent and Non-Executive Chairman of the Board and Mr. Anuj Kumar is the Managing Director of the Company.

Modified opinion(s) in Audit Report: The Auditors have expressed an unmodified opinion in their report on the financial statements of the Company.

Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee and submits quarterly presentations to the Committee on their reports.

Maintenance of Chairman's office: The Non-Executive Chairman has a separate office which is not maintained by the Company.

Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund

Pursuant to the provisions of Section 124 and 125 of the Act, read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the dividends, unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company is mandatorily required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Further, the shares pertaining to which dividend remains unclaimed / unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are also liable to be transferred to the IEPF. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

The Company has sent individual communication to the concerned shareholders at their registered address, whose dividend remains unclaimed, and the details are uploaded on the Company's website.

During the year under review, the Company has not credited any amount to the IEPF Account.

Table N: Distribution of equity shareholding of Company's Shareholders as on March 31, 2022, is as below:

| Category | Category of shareholder | Nos. of shareholders | No. of fully paid-up equity shares held | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) | Number of Locked in shares No. (a) | As a % of total Shares held(b) | Number of equity shares held in dematerialised form |
|----------|-------------------------------|----------------------|---|------------------------|---|------------------------|---|------------------------------------|--------------------------------|---|
| (A) | Promoter & Promoter Group | 1 | 1,16,15,600 | 1,16,15,600 | 23.75 | 1,16,15,600 | 23.75 | 97,59,730 | 84.02 | 1,16,15,600 |
| (B) | Public | 4,86,748 | 3,72,87,870 | 3,72,87,870 | 76.25 | 3,72,87,870 | 76.25 | | 0.00 | 3,72,87,869 |
| (C) | Non-Promoter - Non-Public | | | | | | | | 0 | |
| (C1) | Shares Underlying DRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (C2) | Shares Held by Employee Trust | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 4,86,749 | 4,89,03,470 | 4,89,03,470 | 100.00 | 4,89,03,470 | 100.00 | 97,59,730 | 19.96 | 4,89,03,469 |

Nomination Facility

As per the provisions of the Act, facility for making nomination is available to the Members in respect of shares held by them. Nomination forms (SH-13/SH-14) can be obtained from the Company's RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective DPs.

Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so.

Shares held in Electronic Form

Shareholders holding shares in electronic form may please note that instructions regarding change of address, bank details, email ids, nomination and power of attorney should be given directly to the DP.

Shares held in Physical Form

Shareholders holding shares in physical form may please note that instructions regarding change of address, bank details, emails ids, nomination and power of attorney should be given to the Company's RTA i.e., Link Intime India Private Limited.

Updation of bank details for remittance of dividend/ cash benefits in electronic form

The SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 ('Circular') to all listed companies requires them to update bank details of their shareholders holding shares in demat mode and/or physical form, to enable usage of the electronic mode of remittance i.e., National Automated Clearing House ('NACH') and National Electronic Fund Transfer ('NEFT'), for distributing dividends and other cash benefits to the shareholders.

The Circular further states that in cases where either the bank details such as Magnetic Ink Character Recognition ('MICR') and Indian Financial System Code ('IFSC'), amongst others, that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the Bank, the Companies or its

RTA may use physical payment instruments for making cash payments to the investors. Companies shall mandatorily print the bank account details of the investors on such payment instruments.

Regulation 12 of the SEBI Listing Regulations allows the Company to pay dividend by cheque or 'payable at par' warrants, where payment by electronic mode is not possible. Shareholders may kindly note that payment of dividend and other cash benefits through electronic mode has many advantages like prompt credit, elimination of fraudulent encashment/delay in transit and more. They are requested to opt for any of the above-mentioned electronic modes of payment of dividend and other cash benefits and update their bank details:

- a) In case of holdings in dematerialised form - By contacting their DP and giving suitable instructions to update the bank details in their demat account.
- b) In case of holdings in physical form - By informing the Company's RTA i.e., Link Intime India Private Limited, through a signed request letter with details such as their Folio No(s), Name and Branch of the Bank in which they wish to receive the dividend, the Bank Account type, Bank Account Number allotted by their banks after implementation of Core Banking Solutions 'CBS' the 9-digit MICR Code Number and the 11-digit IFSC Code. This letter should be supported by a cancelled cheque bearing the name of the first shareholder.

Table O: ISIN and Stock Code details

| Stock Exchanges | ISIN | Stock Code |
|---|--------------|------------|
| BSE Limited ('BSE') Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra, India | INE596I01012 | 543232 |
| National Stock Exchange of India Limited ('NSE') Exchange Plaza, 5 th floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 | INE596I01012 | CAMS |

Market Information

Table P: Market Price Data- High, Low (based on daily closing price) and volume (no. of shares traded) during each month in FY 2021-22 of the Company's shares, on BSE and NSE:

| BSE | | | | | |
|----------------|------------|------------|-----------|-------------|-----------------------|
| Month | Open Price | High Price | Low Price | Close Price | Traded Volume (Lakhs) |
| April 2021 | 1852.70 | 2428.95 | 1772.70 | 2323.80 | 3.22 |
| May 2021 | 2300.05 | 2620.55 | 2200.85 | 2501.50 | 4.15 |
| June 2021 | 2540.00 | 2944.80 | 2491.95 | 2789.55 | 4.70 |
| July 2021 | 2847.80 | 3741.70 | 2763.00 | 3344.45 | 11.23 |
| August 2021 | 3351.00 | 3938.95 | 2801.00 | 3818.80 | 6.69 |
| September 2021 | 3912.00 | 4064.00 | 3020.00 | 3035.25 | 7.20 |
| October 2021 | 3040.00 | 3209.85 | 2,875.00 | 3,012.95 | 9.01 |
| November 2021 | 3000.00 | 3250.00 | 2,876.30 | 3,065.55 | 4.26 |
| December 2021 | 3050.00 | 3078.85 | 2,560.00 | 2,667.00 | 25.94 |
| January 2022 | 2680.00 | 2,985.00 | 2,552.50 | 2,697.90 | 3.37 |
| February 2022 | 2,707.40 | 2,946.85 | 2,231.05 | 2,496.85 | 6.50 |
| March 2022 | 2,473.00 | 2,545.00 | 2,291.30 | 2,314.20 | 4.30 |

| NSE | | | | | |
|----------------|------------|------------|-----------|-------------|-----------------------|
| Month | Open Price | High Price | Low Price | Close Price | Traded Volume (Lakhs) |
| April 2021 | 1865.00 | 2429.30 | 1771.50 | 2323.50 | 35.14 |
| May 2021 | 2323.25 | 2618.90 | 2200.00 | 2501.90 | 45.72 |
| June 2021 | 2528.70 | 2945.00 | 2491.00 | 2792.40 | 43.64 |
| July 2021 | 2800.00 | 3,740.65 | 2,762.60 | 3,340.75 | 102.55 |
| August 2021 | 3378.00 | 3939.90 | 2801.00 | 3816.75 | 76.20 |
| September 2021 | 3921.00 | 4067.40 | 3020.00 | 3034.55 | 97.87 |
| October 2021 | 3040.00 | 3211.25 | 2900.00 | 3012.10 | 64.57 |
| November 2021 | 3012.10 | 3250.00 | 2884.00 | 3077.50 | 40.61 |
| December 2021 | 3035.70 | 3100.00 | 2560.05 | 2666.10 | 85.61 |
| January 2022 | 2684.00 | 2971.50 | 2551.25 | 2697.35 | 33.70 |
| February 2022 | 2,727.65 | 2,948.00 | 2,230.00 | 2,494.30 | 54.76 |
| March 2022 | 2,488.00 | 2,547.95 | 2,292.00 | 2,315.85 | 45.49 |

The Company's shares are regularly traded on BSE Limited and National Stock Exchange of India Limited, as is seen from the volume of shares indicated in the above Table containing Market Information.

Table Q: Performance of the share price of the Company in comparison to broad-based indices like BSE Sensex and Nifty 50 are given below:

| Month | Closing Price of Equity Shares at BSE | BSE Sensex | Closing Price of Equity Shares at NSE | Nifty 50 |
|----------------|---------------------------------------|------------|---------------------------------------|-----------|
| April 2021 | 2323.80 | 48782.36 | 2323.50 | 14,631.10 |
| May 2021 | 2501.50 | 51937.44 | 2501.90 | 15,582.80 |
| June 2021 | 2789.55 | 52482.71 | 2792.40 | 15,721.50 |
| July 2021 | 3344.45 | 52586.84 | 3,340.75 | 15,763.05 |
| August 2021 | 3818.80 | 57552.39 | 3816.75 | 17,132.20 |
| September 2021 | 3035.25 | 59126.36 | 3034.55 | 17,618.15 |
| October 2021 | 3,012.95 | 59306.93 | 3012.10 | 17,671.65 |
| November 2021 | 3,065.55 | 57064.87 | 3077.50 | 16,983.20 |
| December 2021 | 2,667.00 | 58253.82 | 2666.10 | 17,354.05 |
| January 2022 | 2,697.90 | 58014.17 | 2697.35 | 17,339.85 |
| February 2022 | 2,496.85 | 56247.28 | 2,494.30 | 16,793.90 |
| March 2022 | 2,314.20 | 58568.51 | 2,315.85 | 17,464.75 |

Secretarial Audit

The Company's Board of Directors appointed Ms. B. Chandra, Practising Company Secretary to conduct secretarial audit of its records and documents for the FY 2021-22.

The secretarial audit report confirms that the Company has complied with all applicable provisions of the Companies Act 2013, Secretarial Standards, Depositories Act 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, each as amended and all other regulations and guidelines of SEBI as applicable to the Company except as mentioned therein. The Secretarial Audit Report forms part of the Board's Report.

Green Initiative

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, amongst others, to shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far, are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of their Folio number.

CREDIT RATING

The Company do not have any borrowing facilities. Hence there are no credit ratings assigned to the Company's facilities during the year.

ADDRESS FOR CORRESPONDENCE:

Registered Office : New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai 600034, Tamil Nadu, India

Corporate Office : No.158, Rayala Towers, Tower - I, Anna Salai, Chennai 600002, Tamil Nadu, India

Website : www.camsonline.com

E-mail : secretarial@camsonline.com

Registrar and Share Transfer Agents:

Name : Link Intime India Private Limited

Address : C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400 083, Maharashtra, India

E-mail : rnt@linkintime.co.in

Investor grievance e-mail : rnt@linkintime.co.in

Website : www.linkintime.co.in

DETAILS OF CORPORATE POLICIES/ CODES

The corporate governance policies are uploaded on the website of the Company:

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

On behalf of the Board of Directors

Sd/-

Dinesh Kumar Mehrotra

Place: Chennai

Chairman

Date: May 5, 2022

DIN: 00142711

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND
SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT**

This is to confirm that the Company has adopted the CAMS Code of Conduct for its Directors including the Managing Director and Senior Management.

The Code is available on the Company's website:

https://www.camsonline.com/assets/PDF/ABOUT_CAMS/Code%20of%20Conduct%20-%20Final.pdf

I confirm that the Company has in respect of the financial year ended March 31, 2022, received from the Senior Management Team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Managing Director as on March 31, 2022.

On behalf of the Senior Management Team

Place: Chennai
Date: May 05, 2022

Sd/-
Anuj Kumar
Managing Director
DIN: 08268864

ANNEXURE II**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

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

Dear Sir

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of COMPUTER AGE MANAGEMENT SERVICES LIMITED bearing CIN L65910TN1988PLC015757 and having registered office at New No.10, Old No.178, M.G.R. Salai, Nungambakkam Chennai 600034 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: May 09, 2022

Sd/-
C ANURADHA
PRACTISING COMPANY SECRETARY
CP 21407
UDIN A038746D000293088
PEER REVIEW NO 1711/2022

PRACTISING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
COMPUTER AGE MANAGEMENT SERVICES LIMITED

1. I have examined the compliance of conditions of Corporate Governance by M/s. COMPUTER AGE MANAGEMENT SERVICES LIMITED, for the year ended on March 31, 2022, as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in the Listing Regulations for the period April 1, 2021 to March 31, 2022, with the relevant records and documents maintained by the Company and furnished to us and the Report on Corporate Governance as approved by the Board of Directors. Compliance with Regulation 19 (1) (c) of the SEBI LODR 2015 was achieved by the company during April 2022.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. Based on the aforesaid examination and according to the information and explanations given to us, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.
4. I further state that, such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: May 09, 2022

Sd/-
C ANURADHA
PRACTISING COMPANY SECRETARY
CP 21407
UDIN A038746D000293099
PEER REVIEW 1711/2022

ANNEXURE IV**CEO AND CFO CERTIFICATION**

We, Anuj Kumar, Managing Director and Ram Charan Sesharaman, Chief Financial Officer certify that:

- a) We have reviewed the financial statements and cash flow statement for the period ended March 31, 2022 and to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the Company's affairs and comply with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the period ended March 31, 2022 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) i) There has not been any significant change in internal control over financial reporting during the period under reference;
- ii) There has not been any significant change in accounting policies during the period requiring disclosure in the notes to the financial statements; and
- iii) We are not aware of any instance during the period of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Chennai
Date: May 05, 2022

Sd/-
Anuj Kumar
Managing Director

Sd/-
Sesha Raman Ramcharan
Chief Financial Officer