

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 LODR 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 LODR 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: www.camsonline.com - *Shareholder Relations - Policies*

This report highlights the Company's practices for the FY 2022-23.

CODE OF CONDUCT

The Company has adopted the CAMS Code of Conduct which is available on its website: www.camsonline.com - *Shareholder Relations - Policies - CAMS Code of Conduct*

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CODE FOR PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND INSIDER TRADING POLICY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 this Insider Trading Policy.

Mr. G Manikandan, Company Secretary & Compliance Officer of the Company is the 'Compliance Officer' in terms of this 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 LODR Regulations 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, 2023, the Board comprised seven (7) directors wherein one (1) is an Executive Director (Managing Director) ('ED'), one (1) is a Non-Executive Non-Independent Director ('NED'), two (2) are Nominee Directors ('NDs') and three (3) are Independent Directors ('IDs') including a Woman Independent Director. The composition of the Board of Directors of the Company is in conformity with Regulation 17 of the SEBI LODR 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>

The role of Chairperson and Managing Director are distinct and separate.

None of our Directors serve as Director or IDs in more than 7 listed companies. MD do not serve as IDs 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 LODR 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 LODR Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI

LODR 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 LODR 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 LODR Regulations. As required under Regulation 46 of the SEBI LODR Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website: www.camsonline.com

Table A

Name of the Director	No. of directorship(s) held in Indian Listed Companies ¹	No. of Board Committee positions held in Indian Listed Companies ²		Directorship(s) in other listed entity (Category of Directorship)
		Member	Chairperson	
Mr. Dinesh Kumar Mehrotra Designation: Chairman and Independent Director DIN: 00142711 Nationality: Indian	4	4	0	<ul style="list-style-type: none"> VLS Finance Limited Computer Age Management Services Limited UTI Asset Management Company Limited SBI Cards and Payment Services Limited
Mr. Natarajan Srinivasan Designation: Independent Director DIN: 00123338 Nationality: Indian	3	5	3	<ul style="list-style-type: none"> Godrej Agrovet Limited Computer Age Management Services Limited CG Power And Industrial Solutions Limited
Mrs. Vijayalakshmi Rajaram Iyer Designation: Independent Director and Women Director DIN: 05242960 Nationality: Indian	6	9	3	<ul style="list-style-type: none"> Glenmark Pharmaceuticals Limited Poonawala Fincorp Limited (Formerly Magma Fincorp Limited) Aditya Birla Capital Limited ICICI Securities Limited Computer Age Management Services Limited CG Power And Industrial Solutions Limited
Mr. Narendra Ostawal Designation: Nominee Director DIN: 06530414 Nationality: Indian	3	5	0	<ul style="list-style-type: none"> Fusion Micro Finance Limited Home First Finance Company India Limited Computer Age Management Services Limited

Name of the Director	No. of directorship(s) held in Indian Listed Companies ¹	No. of Board Committee positions held in Indian Listed Companies ²		Directorship(s) in other listed entity (Category of Directorship)
		Member	Chairperson	
Mr. Vedanthachari Srinivasa Rangan Designation: Non-executive Director Non-Independent Director DIN: 00030248 Nationality: Indian	3	6	0	<ul style="list-style-type: none"> Housing Development Finance Corporation Limited Atul Limited Computer Age Management Services Limited
Mr. Anuj Kumar Designation: Managing Director DIN: 08268864 Nationality: Indian	1	1	0	<ul style="list-style-type: none"> Computer Age Management Services Limited
Mr. Sandeep Kagzi Designation: Nominee Director DIN: 08264768 Nationality: Indian	1	2	0	<ul style="list-style-type: none"> Computer Age Management Services Limited

Notes:

- Directorships in other Indian Public Companies (listed) excludes Section 8 Companies.
- As required under Regulation 26(1)(b) of the SEBI LODR 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 FY 2022-23, there have been no induction of any Independent Directors.

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.

During FY 2022-23, the matters to be covered as part of the Familiarisation programme were included at the Board presentations.

BOARD EVALUATION

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.

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 www.camsonline.com - *Shareholder Relations - Policies - Nomination and Remuneration Policy*

Details of remuneration for Directors for FY 2022-23 is provided in Table B below.

Table B: Cash compensation paid to Directors for the year ended March 31, 2023

Name	Fixed Salary			Commission / Bonus	Sitting Fees	Total Compensation
	Basic	Perquisite / Allowance	Total Fixed Salary			
Non-Executive and Independent Directors						
Mr. Dinesh Kumar Mehrotra	-	-	-	7,50,000	13,50,000	21,00,000
Mr. Natarajan Srinivasan	-	-	-	3,50,000	14,50,000	18,00,000
Mrs. Vijayalakshmi Rajaram Iyer	-	-	-	5,00,000	13,00,000	18,00,000
Non-Executive Directors						
Mr. Narendra Ostawal	-	-	-	-	-	-
Mr. Sandeep Ramesh Kagzi	-	-	-	-	-	-
Mr. Vedanthachari Srinivasa Rangan	-	-	-	-	8,00,000	8,00,000
Executive Director						
Mr. Anuj Kumar	-	-	4,12,17,000	-	-	4,12,17,000

BOARD MEETINGS

Scheduling and selection of agenda items for Board Meetings

All agenda papers for the Board and Committee meetings are disseminated electronically, 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.

The Audit committee apart from the meetings for review of the financial results meets separately for considering the non-financial matters every quarter. Other Committees of the Board meets as per a pre-determined meeting schedule and meets additionally based on the need for transacting any business. The information as required under Regulation 17(7) read with Schedule II Part A of the SEBI LODR Regulations is made available to the Board. The recommendations of the Committees are placed before the Board for necessary approval and/or noting.

During FY 2022-23, Seven (7) Board Meetings were held on May 05, 2022, August 05, 2022, October 17, 2022, November 04, 2022, February 07, 2023, March 04, 2023 and March 24, 2023. The gap between any two consecutive Board Meetings 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, 2023, 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	ID	7	6
Mr. Natarajan Srinivasan	ID	7	7
Mrs. Vijayalakshmi Rajaram Iyer	ID	7	6
Mr. Narendra Ostawal	ND	7	6
Mr. Sandeep Kagzi	ND	7	7
Mr. Vedanthachari Srinivasa Rangan	NED	7	7
Mr. Anuj Kumar	ED	7	7

Video conferencing facilities are also provided 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 June 30, 2022.

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 LODR Regulations, a meeting of the Independent Directors was held on March 24, 2023 without the presence of Non-Independent Directors and Members of the Management.

BOARD COMMITTEES

There are Six (6) Committees of the Board as on March 31, 2023. 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 has been constituted by the Board was last reconstituted on June 21, 2021. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act and the Listing Regulations.

During FY 2022-23, the Committee met Eight (8) times on April 29, 2022, May 05, 2022, August 05, 2022, October 17, 2022, October 28, 2022, November 04, 2022, January 30, 2023 and February 07, 2023. 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, 2023, are given below:

Name of the Director	Category	No. of meetings held during the tenure	No. of Meetings Attended
Mr. Natarajan Srinivasan (Chairperson)	ID	8	8
Mr. Dinesh Kumar Mehrotra	ID	8	8
Mrs. Vijayalakshmi Rajaram Iyer	ID	8	7
Mr. Sandeep Kagzi	ND	8	8

Mr. Natarajan Srinivasan, Chairperson of the Audit Committee was present at the last AGM of the Company held on June 30, 2022.

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: www.camsonline.com - Shareholder Relations - Policies - Nomination and Remuneration Policy

The Nomination and Remuneration Committee has been constituted by the Board and was last reconstituted on April 19, 2022. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act and the Listing Regulations.

During FY 2022-23, the Committee met once on March 17, 2023. The requisite quorum was present at the meeting.

Table E: The composition of the Committee and the attendance details of the Members for the year ended March 31, 2023, are given below:

Name of the Director	Category	No. of meetings held during the tenure	No. of Meetings Attended
Mrs. Vijayalakshmi Rajaram Iyer (Chairperson)	ID	1	1
Mr. Dinesh Kumar Mehrotra	ID	1	1
Mr. Narendra Ostawal	ND	1	1

Mrs. Vijayalakshmi Rajaram Iyer, Chairperson of the Committee was given leave of absence from the last AGM of the Company held on June 30, 2022.

Corporate Social Responsibility and Environment Social Governance Committee (CSR and ESG Committee)

The scope of the Corporate Social Responsibility of the committee was enhanced by our Board on June 21, 2021, by including the scope relating to the ESG compliances and was renamed as Corporate Social Responsibility and Environment Social Governance Committee (CSR and ESG Committee) during the year.

The purpose of the Corporate Social Responsibility and Environment Social Governance Committee ("CSR and ESG 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 CSR Policy is available on our website:

www.camsonline.com - Shareholder Relations - Policies - Corporate Social Responsibility Policy

The ESG Policy is available on our website:

www.camsonline.com - Shareholder Relations - Policies - Environmental, Social and Governance Policy

During FY 2022-23, two (2) Meetings of the Committee were held on June 17, 2022 and March 15, 2023. 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, 2023, are given below:

Name of the Director	Category	No. of meetings held during the tenure	No. of Meetings Attended
Mr. Dinesh Kumar Mehrotra (Chairperson)	ID	2	2
Mrs. Vijayalakshmi Rajaram Iyer	ID	2	2
Mr. Sandeep Kagzi	ND	2	2
Mr. Anuj Kumar	ED	2	2

Mr. Dinesh Kumar Mehrotra, Chairperson of the Committee was present at the last AGM of the Company held on June 30, 2022.

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 reconstituted by our Board at their meeting on June 21, 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 FY 2022-23, Three (3) Meetings of the Committee were held on April 20, 2022, September 20, 2022 and January 30, 2023. 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, 2023, 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 Kagzi	ND	3	3
Mr. Anuj Kumar	ED	3	3

Mr. Natarajan Srinivasan, Chairperson of the Stakeholder Relationship Committee was present at the last AGM of the Company held on June 30, 2022.

Compliance Officer for LODR requirements

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

Name of the Compliance Officer : **Mr. G Manikandan**
 Designation : **Company Secretary & Compliance Officer**

Shareholder complaints:

During FY 2022-23, the Company received 8 shareholder complaints and all were resolved to the satisfaction of the shareholder. As on March 31, 2023, 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 2022-23 were as below:

Shareholder complaints:

Opening Balance as on April 01, 2022	Received during the year	Resolved during the year	Closing Balance as on March 31, 2023
0	8	8	0

The complaints majorly pertained to 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 2022-23, Two (2) Meetings of the Committee were held on June 30, 2022 and November 30, 2022. 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, 2023, are given below:

Name of the Director	Category	No. of meetings held during the tenure	No. of Meetings Attended
Mrs. Vijayalakshmi Rajaram Iyer (Chairperson)	ID	2	2
Mr. Natarajan Srinivasan	ID	2	2
Mr. Dinesh Kumar Mehrotra	ID	2	2

IT Strategy Committee

The IT Strategy Committee has been constituted in accordance with the regulatory requirements of SEBI and RBI.

During FY 2022-23, Two (2) Meetings of the Committee were held on June 07, 2022, December 09, 2022. 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, 2023, are given below:

Name of the Member	Category	No. of meetings held during the tenure	No. of Meetings Attended
Mr. Narendra Ostawal (Chairperson)	ND	2	2
Mr. Vedanthachari Srinivasa Rangan	NED	2	2
Mr. Ramcharan, Chief Financial Officer	KMP	2	2
Mr. Ravi Kethana, Chief Platform Officer	Senior Management	2	2
Mr. Anuj Kumar, Managing Director	ED	2	2

GENERAL INFORMATION FOR SHAREHOLDERS

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

Disclosures regarding the re-appointment of Directors

In terms of the relevant provisions of the Act, Mr. Sandeep Kagzi (DIN: 08264768) is liable to retire by rotation at the ensuing AGM and being eligible, seeks 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 English and Tamil edition of Newspapers. 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 www.camsonline.com - *Shareholder Relations - Quarterly Reports immediately after the Board Meetings*. A communication is also sent to the shareholders to their registered email address providing the links for these financial results immediately after the same is published. The Company also issues press releases every quarter containing key details of the financial results.

- **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 years are also available on the website of the Company: www.camsonline.com - *Shareholder Relations - Annual Report*

In addition to the downloadable pdf version, user friendly digital version of the Annual report is also made available in the website.

- **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: www.camsonline.com - *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

Link Intime India Private Limited, is the Depository Interface of the Company for both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), and is also the Registrar and Transfer Agents ('RTA') for all the work related to share registry in terms of both physical and electronic holdings.

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 01, 2019, can do so only in dematerialised form. Presently all the shares except one share 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 with respect to compliance of SEBI LODR Regulations.

Details of Non-Compliance

Both BSE and NSE levied a penalty of ₹ 2,54,880/- each in respect of delay in reconstitution of NRC committee in compliance with the LODR requirements. The exchanges levied a penalty of ₹ 11,800/- each in respect of the non-inclusion of the dividend consideration in the intimation provided for the Board Meeting. These penalties have been paid.

The equity shares of the company listed in the exchanges have not been suspended from trading.

Certificates from Practicing Company Secretaries

As required by Regulation 34(3) and Schedule V Part E of the SEBI LODR 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 LODR 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 LODR Regulations, the Whole Time Director and Chief Financial Officer have given appropriate certifications to the Board of Directors.

Reconciliation of Share Capital Audit Report

Pursuant to the provisions of Regulation 40(9) and 61(4) of the SEBI LODR 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 Reports as submitted to the Stock Exchange are available on the Company's website: www.camsonline.com - *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 LODR 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: www.camsonline.com - *Shareholder Relations - Policies - Related Party Transaction Policy*

During the FY 2022-23, 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.

The Board has received disclosures from KMPs relating to material, financial and commercial transactions where they and/or their relatives have personal interest.

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: www.camsonline.com - *Shareholder Relations - Policies - Policy on Material Subsidiaries*

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 2022-23, the Company has 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 is available on the Company's website: www.camsonline.com - *Shareholder Relations - Policies - Whistle Blower Policy*

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 financial year – Nil
- Number of complaints disposed of during the financial year – Nil
- Number of complaints pending as on end of the financial year – Nil

Consolidated Fees paid to Statutory Auditors

During FY 2022-23, the total fees for all services paid by the Company to M/s. Brahmayya & Co., (Firm Registration Number: 000511S), Statutory Auditors of the Company is as under:

Table J: Consolidated fees paid to statutory auditors:

(₹ In Lakhs)	
Particulars	Amount
Statutory Audit Fee	29.40
Limited Review Audit Fee	11.25
Tax Audit Fee	7.25
GST Audit Fee	9.90
Other Certification Fee	6.20
Reimbursement of Expenses	0.99
Total	64.99

GENERAL BODY MEETINGS

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

Particulars	FY2021-22	FY2020-21	FY2019-20
Day, Date, Time & Venue	Thursday, June 30, 2022 at 04.00 PM through two-way Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")	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")

Particulars	FY2021-22	FY2020-21	FY2019-20
Special Resolutions passed	Nil	1. Approval of the ESOP Scheme 2019 along with variation in the Terms of the Scheme 2. Approval of ESOP given to the Employees of the Subsidiary Companies. 3. Amendment of the Articles of Association 4. Ratification and Approval of Article 103A of the Articles of Association	Nil

Table L: Annual General Meeting 2023

For adoption of the financials of FY2022-23, the details of the Annual General Meeting are as below:

Day & Date	Monday, August 07, 2023
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
Remote e-Voting Period	
Starts	Wednesday, August 02, 2023 at 09.00 A.M. (IST)
Ends	Saturday, August 05, 2023 at 05.00 P.M. (IST)
Cut - off date for e-voting	Monday, July 31, 2023
Record date for Dividend	August 15, 2023 Shareholders whose names appear in the Register of Members / statements of beneficial position as on the record date shall be eligible for dividend, if approved by the Members at the AGM.

Payment of Dividend	
Recommended dividend	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.
Date of payment	On or before September 10, 2023 The Dividend will be paid by way of electronic transfer who have furnished the bank account details to the Company/Registrar/Depository Participant. Physical Instruments will be despatched to the shareholders who have not furnished Bank details.
Financial Year	April 1 to March 31

Annual Listing Fees

The Annual Listing Fees for the FY 2023-24 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.

4,89,93,595 equity shares, representing 99.99% of the Company's paid-up equity share capital, have been dematerialized as on March 31, 2023. 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 01, 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, 2023, 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 LODR Regulations, details of equity shares in the suspense account are as follows:

Particulars	No. of Shareholders	No. of equity shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 01, 2022	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, 2023	0	0

The voting right on the shares outstanding in the Suspense Account as on March 31, 2023, 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 LODR 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 LODR 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 LODR Regulations, is as under:

The Board: As on date, the positions of the Chairman and the Managing Director/Whole-Time Director are separate. Mr. D K 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 M: Distribution of shareholding of Company's Shareholders as on March 31, 2023 and Shareholding Pattern as at March 31, 2023

The distribution of equity shareholding as on March 31, 2023, is as below:

S. No	Shareholding of Nominal Value (INR)	Number of Shareholders	% of Total	Share Amount (INR)	% of Total Share Amount
1	1 - 5000	474314	99.6814	84717840.00	17.2916
2	5001 - 10000	767	0.1612	5567920.00	1.1365
3	10001 - 20000	322	0.0677	4632460.00	0.9455
4	20001 - 30000	95	0.0200	2323710.00	0.4743
5	30001 - 40000	43	0.0090	1525330.00	0.3113
6	40001 - 50000	37	0.0078	1694220.00	0.3458
7	50001 - 100000	74	0.0156	5370250.00	1.0961
8	100001 and above	178	0.0374	384104230.00	78.3989
		475830	100.0000	489935960.00	100.0000

Shareholding Pattern as at March 31, 2023

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)	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares	Number of Locked in shares	Number of equity shares held in dematerialised form
(A)	Promoter & Promoter Group	1	9759730	9759730	19.9204	0	19.9204	9759730	100	9759730
(B)	Public	465833	39233866	39233866	80.0796	0	80.0796	0	0	39233866
(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	465834	48993596	48993596	100	0	100	9759730	19.9204	48993595

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 LODR 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 N: ISIN and Stock Code details

Stock Exchanges	ISIN	Stock Code
BSE Limited ('BSE') Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, 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		CAMS

Market Information

Table O: Market Price Data- High, Low (based on daily closing price) and volume (no. of shares traded) during each month in FY 2022-23 of the Company's shares, on BSE and NSE:

Month	BSE			NSE		
	High Price	Low Price	Traded Volume (Lakhs)	High Price	Low Price	Traded Volume (Lakhs)
April 2022	2,680.00	2,316.00	2.15	2682.75	2320.80	29.96
May 2022	2,480.00	2,039.00	2.36	2489.00	2,037.15	33.25
June 2022	2,655.95	2,232.50	2.94	2656.00	2,232.00	43.74
July 2022	2,470.00	2,154.00	1.32	2470.00	2,152.00	18.89
August 2022	2,498.60	2,175.00	25.76	2500.00	2,177.05	40.93
September 2022	2,649.95	2,271.00	4.75	2640.00	2275.00	45.00
October 2022	2,689.00	2,440.00	3.44	2690.00	2443.05	24.09
November 2022	2,551.40	2,253.10	2.30	2556.95	2255.00	30.58
December 2022	2,330.60	2,152.85	4.57	2329.75	2150.00	35.17
January 2023	2,339.95	2,190.00	0.86	2340.00	2188.10	16.33
February 2023	2,329.80	2,212.05	0.78	2331.00	2205.00	13.06
March 2023	2,357.90	2,002.10	1.08	2355.00	2010.00	13.81

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 P: Performance of the share price of the Company in comparison to Nifty 50

CAMS & NIFTY 50



Web Links:

As required under the various provisions of the Companies Act, 2013, Listing Regulations and other applicable laws and for availability of information for the stakeholders, the web link of the documents placed on the Company's website are provided below:

Sr	Item	Web address
1	Details of business	https://www.camsonline.com/about-cams/overview/overview
2	Terms and conditions of appointment of independent directors	https://www.camsonline.com/about-cams/shareholder-relations/disclosures
3	Composition of various committees of board of directors	https://www.camsonline.com/about-cams/shareholder-relations/composition-board-committees
4	Code of conduct of board of directors and senior management personnel	https://www.camsonline.com/about-cams/shareholder-relations/policies
5	Details of establishment of vigil mechanism/ Whistle Blower policy	https://www.camsonline.com/about-cams/shareholder-relations/policies
6	Criteria of making payments to non-executive directors	https://www.camsonline.com/about-cams/shareholder-relations/policies
7	Policy on dealing with related party transactions	https://www.camsonline.com/about-cams/shareholder-relations/policies
8	Policy for determining 'material' subsidiaries	https://www.camsonline.com/about-cams/shareholder-relations/policies
9	Details of familiarization programmes imparted to independent directors	https://www.camsonline.com/about-cams/shareholder-relations/policies
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	https://www.camsonline.com/about-cams/shareholder-relations/shareholder-support
11	email address for grievance redressal and other relevant details	https://www.camsonline.com/about-cams/shareholder-relations/shareholder-support
12	Financial results	https://www.camsonline.com/about-cams/shareholder-relations/annual-report
13	Shareholding pattern	https://www.camsonline.com/about-cams/shareholder-relations/shareholding-pattern
14	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	https://www.camsonline.com/about-cams/shareholder-relations/stock-exchange-intimation
15	Advertisements as per regulation 47 (1)	https://www.camsonline.com/about-cams/shareholder-relations/stock-exchange-intimation
16	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	https://www.camsonline.com/about-cams/shareholder-relations/subsidiary-annual-reports
17	Whether company has provided information under separate section on its website as per Regulation 46(2)	https://www.camsonline.com/about-cams/shareholder-relations
18	Materiality Policy as per Regulation 30	https://www.camsonline.com/about-cams/shareholder-relations/policies
19	Dividend Distribution policy as per Regulation 43A (as applicable)	https://www.camsonline.com/about-cams/shareholder-relations/policies

Secretarial Audit

The Company's Board of Directors appointed M/s. B. Chandra, Practising Company Secretary, to conduct secretarial audit of its records and documents for the FY 2022-23.

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 LODR Regulations, 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 No.

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 - 600 034, Tamil Nadu, India

Corporate Office : No.158, Rayala Towers, Tower - I,
Anna Salai, Chennai-600 002,
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:

www.camsonline.com - *Shareholder Relations - Policies*

FREQUENTLY ASKED QUESTIONS

For ready reference of the shareholders of the Company, responses to frequently asked questions on certain investor related services are made available on the Company's website.

On behalf of the Board of Directors

Sd/-

Dinesh Kumar Mehrotra

Place: Chennai
Date: May 06, 2023

Chairman
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://digital.camsonline.com/cams/documents/policies/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management.pdf>

I confirm that the Company has in respect of the financial year ended March 31, 2023, 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, 2023.

On behalf of the Senior Management Team

Place: Chennai
Date: May 06, 2023

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 March 31, 2023 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.

Sd/-

B Chandra

Practising Company Secretary

M No.: A20879 CP 7859

UDIN A020879E000236435

PEER REVIEW NO 602/2019

Place: Chennai
Date: May 06, 2023

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, 2023, 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 01, 2022 to March 31, 2023, 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.
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 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 06, 2023

Sd/-
B Chandra
Practising Company Secretary
M No.: A20879 CP 7859
UDIN A020879E000236446
PEER REVIEW NO 602/2019

ANNEXURE IV**CEO AND CFO CERTIFICATION**

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

- a) We have reviewed the financial statements and cash flow statement for the period ended March 31, 2023 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, 2023 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 06, 2023

Sd/-
Anuj Kumar
Managing Director

Sd/-
Ramcharan Sesharaman
Chief Financial Officer