

# Notice

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING (“AGM”) OF COMPUTER AGE MANAGEMENT SERVICES LIMITED (“COMPANY”) WILL BE HELD ON MONDAY, THE 07<sup>TH</sup> DAY OF AUGUST 2023, AT 04.00 P.M. (IST), THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESSES-

## ORDINARY BUSINESS

### 1. Adoption of Standalone Financial Statements

To receive, consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

“**RESOLVED THAT** the audited standalone financial statements including the Balance Sheet of the Company as at March 31, 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors’ and Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

### 2. Adoption of Consolidated Financial Statements

To receive, consider and adopt the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

“**RESOLVED THAT** the audited consolidated financial statements including the Balance Sheet of the Company as at March 31, 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement notes annexed and the Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

### 3. Retirement by Rotation

To appoint a Director in place of Mr. Sandeep Ramesh Kagzi (DIN: 08264768) who retires by rotation and being eligible, offers himself for re-appointment as a Director.

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sandeep Ramesh Kagzi (DIN: 08264768), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### 4. Declaration of Dividend

To confirm the Interim Dividends of ₹ 25.75/- per equity share of face value of ₹ 10/- each fully paid-up, for the FY 2022-23, approved by the Board of Directors and already paid to eligible shareholders and to declare a final dividend of ₹ 12.00/- per equity share, for the year ended March 31, 2023 and in accordance with Section 123 and other applicable provisions of the Companies Act, 2013 (“Act”).

“**RESOLVED THAT** the interim dividends of ₹ 25.75/- per equity share of ₹ 10/- each declared by the Board of Directors on 05.08.2022, 04.11.2022 and 07.02.2023 for the year 2022-23 on the outstanding fully paid-up equity shares of the Company and paid to those equity shareholders whose names appeared in the register of members as on the record dates fixed for that purpose be and is hereby confirmed.

**RESOLVED FURTHER THAT** a final dividend at the rate of ₹ 12.00/- per equity share of ₹ 10/- each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2023 as recommended by the Board of Directors of the Company and the same be paid out of the profits of the Company for the financial year 2022-23 to those Members of the Company whose names would appear on the Register of Members of the Company or as beneficial owners in the records of CDSL and NSDL on the 15<sup>th</sup> day of August, 2023 being the record date for payment of Final Dividend.”

### 5. Appointment of Auditors

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

“**RESOLVED THAT**, pursuant to Section 139 and 142 and other applicable provisions of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with rules made thereunder, pursuant to the recommendation of the audit committee of the Board, M/s. SR Batliboi & Associates LLP, Chartered Accountants, (ICAI Firm Registration No. 101049W/E300004), be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the 40<sup>th</sup> Annual General Meeting, at a remuneration mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

## SPECIAL BUSINESS

### 6. Amendment to Memorandum of Association

To amend the Memorandum of Association as per the Act and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with rules made thereunder consent of the members be and is hereby accorded to amend the Clause 3.A.10 of Memorandum of Association in accordance with the provisions of Companies Act, 2013 as below in place of existing 3.A.10 of the Memorandum of Association of the Company.

‘To establish, manage and offer payment gateway and/ or payment aggregator services and all other services including but not limited to collection, clearing, payment and settlement of funds (whether under relevant Payment and Settlements Act of India, Guidelines on Regulation of Payment Aggregators and Payment Gateways or otherwise) to various participants and entities (including but not limited to investors, mutual funds, distributors, asset management companies and all kinds of intermediaries whatsoever) in India or in any part of the World.’

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

### 7. Revision of remuneration payable to Non-Executive Directors by way of Commission

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

**“RESOLVED THAT** in supersession of all the earlier resolutions passed for payment of remuneration to Independent Directors and pursuant to Section 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules

framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for paying consolidated remuneration (consisting of sitting fee and Commission) as below for the Independent Directors of the company with effect from the Financial Year 2023-24 subject to the condition that the same shall always remain within the limit of 1% of the net profit as laid down in the Companies Act, 2013:

Mr. D K Mehrotra, Chairman: ₹ 30,00,000/- per annum

Mr. Natarajan Srinivasan: ₹ 25,00,000/- per annum

Mrs. Vijayalakshmi Iyer: ₹ 25,00,000/- per annum

**RESOLVED FURTHER THAT** the sitting fee shall not exceed the limits as prescribed under the Companies Act, 2013 or the rules framed there under and shall be paid in the normal course after completion of the Board/Committee Meetings and the differential amount between the consolidated amount fixed and the sitting fee shall be paid at the end of every financial year. In the event of cessation during any part of the financial year, the payment shall be made proportionately based on the period served.

**RESOLVED FURTHER THAT** the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By Order of the Board

Sd/-

**Manikandan Gopalakrishnan**

Company Secretary

#### Registered Office:

New No. 10, Old No. 178,  
M.G.R. Salai, Nungambakkam,  
Chennai-600034, Tamilnadu, India  
CIN: L65910TN1988PLC015757  
Email: [secretarial@camsonline.com](mailto:secretarial@camsonline.com)  
Website: [www.camsonline.com](http://www.camsonline.com)

Place: Chennai

Date: June 16, 2023

**NOTES:**

1. The meeting shall be deemed to be conducted at the registered office of the Company situated at New No. 10, Old No. 178, M.G.R. Salai, Nungambakkam, Chennai-600034. In accordance with the Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with clarification / guidance on applicability of secretarial standards 1 and 2 dated April 15, 2020 issued by the ICSI.

In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular No. 10/2022 dated December 28, 2022, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 39/2020 dated December 31, 2020 (in continuation of Circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020) issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), allowing, inter-alia, conduct of AGMs through Video Conferencing/Other Audio-Visual Means (VC/OAVM) facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with the MCA Circulars, provisions of the Act and the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 35<sup>th</sup> AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 35<sup>th</sup> AGM shall be the registered office of the Company.

Pursuant to the MCA Circulars, SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/DDHS/P/ CIR/2022/0063 dated May 13, 2022, SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, the financial statements (including Board’s Report, Auditor’s Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2023 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / Link

Intime India Private Limited (“RTA”) or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request the same.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI, Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-Voting system during the AGM.

2. The Company has fixed August 15, 2023 as the “Record Date” for determining entitlement of Members for payment of final dividend for the financial year ended March 31, 2023, if approved at the AGM.
3. Pursuant to the provisions of the Income Tax Act, 1961 (“the IT Act”), dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source (“TDS”) from dividend paid to the members at rates prescribed in the IT Act. In general, to enable compliance with TDS requirements, members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant(s) or in case shares are held in physical form, with the Company by sending email to the Company’s email address at [secretarial@camsonline.com](mailto:secretarial@camsonline.com)
4. The RTA of the Company shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No.19 below. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM Members seeking to inspect such documents can send an e-mail to [secretarial@camsonline.com](mailto:secretarial@camsonline.com).

5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents

referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

Members seeking to inspect such documents can send an e-mail to [secretarial@camsonline.com](mailto:secretarial@camsonline.com)

6. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

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

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

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

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

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

## 9. Electronic Dispatch of Notice and Annual Report:

In line with the MCA General Circular dated May 05, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report for the FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. A copy of the Notice of this AGM along with the Annual Report is available on the website of the Company at [www.camsonline.com](http://www.camsonline.com), websites of the Stock Exchanges where the Equity Shares of the Company are listed, viz. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of the RTA at [www.linkintime.co.in](http://www.linkintime.co.in). For any communication, the Members may also send a request to the Company's investor email id: [secretarial@camsonline.com](mailto:secretarial@camsonline.com)

## 10. Transfer to Investor Education and Protection Fund:

### i) Transfer of Unclaimed Dividend:

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

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

The Company has not accepted any Deposits.

### iii) Transfer of Shares:

Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has not transferred any Equity Shares of the Company during the FY 2022-23 to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years.

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

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

## 11. Transfer of shares permitted in Demat form only:

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form except in case of request received for transmission or transposition of securities.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of the RTA to seek guidance with respect to the demat procedure.

Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.

## 12. Nomination:

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

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

## 13. Members are requested to:

- i) intimate to the RTA, changes, if any, in their registered addresses / bank mandates at an early date, in case of shares held in physical form;
- ii) intimate to the respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in electronic / dematerialized form;

- iii) quote their folio numbers / Client ID and DP ID in all correspondence;
- iv) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names; and
- v) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and the RTA / Company, in case of shares held in physical form, as directed by SEBI.

## 14. Updation of Members' Details:

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

Members holding shares in physical form are requested to submit the form duly completed to the Company at [secretarial@camsonline.com](mailto:secretarial@camsonline.com) or its Registrar and Transfer Agents in physical mode or in electronic mode at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

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

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

16. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before July 31, 2023 through e-mail to [secretarial@camsonline.com](mailto:secretarial@camsonline.com). The same will be replied by the Company suitably.

## 17. Procedure for Inspection of Documents:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170

of the Act and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., August 07, 2023. Members seeking to inspect such documents can send an email to Company's investor email id: [secretarial@camsonline.com](mailto:secretarial@camsonline.com)

18. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with the RTA (in case of Shares held in physical form).
19. Members desirous of obtaining any information on the financials and operations of the Company, are requested to send an email to the Company at least seven working days prior to the date of the AGM, so that the information can be kept ready during the meeting.

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

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

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

- (i) Individual Shareholders holding securities in demat mode with NSDL. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name

or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

- (ii) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- (iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- (iv) Individual Shareholders holding securities in demat mode with CDSL.
- (v) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- (vi) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

- (vii) If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- (viii) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
- (ix) Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of the RTA as under:

- (i) Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>.
- (ii) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide

8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

\*Shareholders holding shares in NSDL form, shall provide ‘D’ above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

Click on ‘Login’ under ‘SHARE HOLDER’ tab.

Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

**Cast your vote electronically:**

After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.

E-voting page will appear.

Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will

be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

#### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

#### **Login type Helpdesk details**

Individual Shareholders holding securities in demat mode with NSDL Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at : 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

#### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on

the e-Voting website of the RTA: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

#### **Instructions for attending the AGM through InstaMeet:**

- 1) Open the internet browser and launch the URL: [https:// instameet.linkintime.co.in](https://instameet.linkintime.co.in)

Select the "Company" and 'Event Date' and register with your following details:

- A. Demat Account No. or Folio No:** Enter your 16-digit DEMAT Account No. or Folio No.

Shareholders/members holding shares in CDSL DEMAT account shall provide 16 Digit Beneficiary ID

Shareholders/members holding shares in NSDL DEMAT account shall provide 8 Character DP ID followed by 8 Digit Client ID

Shareholders/members holding shares in physical form shall provide Folio Number registered with the Company

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- C. Mobile No.:** Enter your mobile number.

- D. Email ID:** Enter your email id, as recorded with your DP/Company.

Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Note: Please download Webex software requirements and kindly ensure to install the same on the device which will be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

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

- 1) Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company on [secretarial@camsonline.com](mailto:secretarial@camsonline.com)
- 2) Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- 3) Shareholders will receive “speaking serial number” once they mark attendance for the meeting.

- 4) Other shareholders may ask questions to the panelist via active chat-board during the meeting.

- 5) Please remember your speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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

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

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

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

**Note:**

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

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

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

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

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

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

**20. Procedure for Remote e-voting:**

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

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

Day, date and time of Commencement of remote e-voting	From	Wednesday, August 02, 2023 at 09.00 A.M.
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To	Saturday, August 05, 2023 at 05.00 P.M. (IST)

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

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

**Instructions**

- a. Member will receive an e-mail from Link Intime [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)] which includes details of E-Voting Event Number (“EVEN”), USER ID and password:
  - (i) Launch internet browser by typing the URL: <https://evoting.linkintime.com>.
  - (ii) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with the RTA for e-voting, you can use your existing User ID and password for casting your vote.
  - (iii) After entering these details appropriately, click on “LOGIN”.
  - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a- z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to

retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the EVEN for Computer Age Management Services Limited.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e., July 31, 2023 under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date.
- (viii) Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings ("SS-2") issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government in case a Member abstains from voting on a Resolution.  
  
i.e., the Member neither assents nor dissents to the Resolution, then his/her/ its vote will be treated as an invalid vote with respect to that Resolution.
- (ix) Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- (x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (xi) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xii) A confirmation box will be displayed. Click "OK" to confirm or else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xiii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [bchandraandassociates@gmail.com](mailto:bchandraandassociates@gmail.com) with a copy to

[enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) and to the Company at [secretarial@camsonline.com](mailto:secretarial@camsonline.com). They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT NO"

It should reach the Scrutiniser and the Company by email not later than Sunday, August 06, 2023 at 05.00 P.M. (IST). In case if the authorized representative attends the Meeting, the above-mentioned documents shall be submitted before the commencement of AGM.

- b. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) and inform the RTA at the email ID: [evoting@linkintime.com](mailto:evoting@linkintime.com) (in case of Shares held in physical form):
  - (i) Upon registration, Member will receive an e-mail from the RTA which includes details of E-Voting Event Number (EVEN), USER ID and password.
  - (ii) Please follow all steps from Note. No. 20 (a) (i) to(xiii) above to cast your vote by electronic means.

## 21. Voting during the AGM:

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

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

M/s. B. Chandra and Associates, Practising Company Secretaries, has been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared not later than two working days from conclusion of the Meeting.

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

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e., August 07, 2023, subject to receipt of the requisite number of votes in favour of the Resolutions.

## 23. Speaker Registration before AGM:

Members of the Company, holding shares as on the cut-off date i.e., July 31, 2023 and who would like to speak or express their views or ask questions during the AGM may register as speakers by sending their request from their registered e-mail address mentioning their Name,

DP ID and Client ID/folio number, PAN, Mobile number at [secretarial@camsonline.com](mailto:secretarial@camsonline.com) from 09.00 A.M. (IST) on July 27, 2023 (Thursday) till 05.00 P.M. (IST) on July 31, 2023 (Monday). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

By Order of the Board

Sd/-

**Manikandan Gopalakrishnan**  
Company Secretary

### Registered Office:

New No. 10, Old No. 178,  
M.G.R. Salai, Nungambakkam,  
Chennai-600034, Tamilnadu, India  
CIN: L65910TN1988PLC015757  
Email: [secretarial@camsonline.com](mailto:secretarial@camsonline.com)  
Website: [www.camsonline.com](http://www.camsonline.com)  
Place: Chennai  
Date: June 16, 2023

"If you have any dispute against a listed company and or its RTA on delay or default in processing your request, as per SEBI circular dated 30.05.2022, you can file for arbitration with Stock Exchange."

For more details, please see the web links of the stock exchanges: BSE - <http://tiny.cc/m1l2vz> NSE - <http://tiny.cc/s1l2vz>

## STATEMENT PURSUANT TO SECTION 102 OF THE ACT

### ORDINARY BUSINESS

#### (I) ITEM NO. 3

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

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

Considering Mr. Sandeep Kagzi's skills, competency, expertise and experience, the Board is of the opinion that it would be in the interest of the Company to re-appoint him as a Director of the Company.

Information as required under Regulations 36(3) of the Listing Regulations and Clause 1.2.5 of the SS-2 is given hereunder:

Name of the Director	Mr. Sandeep Ramesh Kagzi		
DIN	08264768		
Age	39 years		
Date of First appointment on the Board	25/04/2022		
Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards.	Mr. Sandeep is a Managing Director of Warburg Pincus India Private Limited. Prior to joining WP, he worked at J.P. Morgan in the Industrials Investment Banking Group in New York. He received a B.S., in Economics and Computer Science from Duke University and an M.B.A. from the Stanford Graduate School of Business, where he was an Arjay Miller Scholar.		
Terms and conditions of appointment/ re- appointment	Liable to retire by rotation		
Details of remuneration sought to be paid	Nil		
Details of remuneration last Drawn (F.Y. 2022- 23)	Nil		
Shareholding in the Company	Nil		
Relationship with other Directors and Key Managerial Personnel	Mr. Sandeep is not related to any of the Directors and KMPs of the Company		
Number of Board Meetings attended during the Financial Year 2022-23	7		
Directorships held in other Companies	<b>S. No.</b>	<b>Company</b>	<b>Designation</b>
	1.	Warburg Pincus India Private Limited	Managing Director
Chairmanship/ Membership of Board Committees of other Companies	Nil		
Listed entities from which the Director has resigned in the past three years	Nil		

The Board recommends the passing of Item No. 3 as an Ordinary Resolution for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested, financially or otherwise, in the said resolution except Mr. Sandeep Kagzi.

#### (II) ITEM NO. 5

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the Annual General Meeting ('AGM') of the Company held on June 25, 2018, had approved appointment of M/s. Brahmayya and Co., Chartered Accountants (Firm Registration No. 000511S), as the Statutory Auditors of the Company to hold office from the conclusion of the Thirtieth AGM till the conclusion of the Thirty Fifth AGM of the Company to be held in the year 2023.

The term of office of M/s. Brahmayya and Co, Statutory Auditors is expiring at the conclusion of the forthcoming Annual General meeting of the Company. They have completed two terms and are not eligible for reappointment. Based on the recommendation of the Audit Committee at its meeting held on April 14, 2023, the Board has recommended to the shareholders at their meeting held on May 06, 2023 the appointment of M/s. S R Batliboi and Associates LLP (ICAI Firm Registration No. 101049W/E300004), as the statutory auditors of the Company after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc. for a term of five years from the conclusion of Thirty fifth AGM till the conclusion of Fortieth AGM of the Company, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. S R Batliboi and Associates LLP have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act, Chartered Accountants Act, 1949, and the Rules framed thereunder.

M/s. S R Batliboi and Associates LLP is proposed to be paid a remuneration as per Section 142 of the Act of as follows and there is no material change in the remuneration compared to the outgoing auditor.

Scope	Proposed Fee in ₹ Lakhs
Statutory audit of standalone financial statement for the year ending March 31, 2024	23.00
Statutory audit of consolidated financial statement for the year ending March 31, 2024	
Limited Review for three quarters	11.25
<b>Total</b>	<b>34.25</b>

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the passing of Item No. 5 as an Ordinary Resolution for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested, financially or otherwise, in the said resolution.

## SPECIAL BUSINESS

### (III) ITEM NO. 6

In order to make the main object clause of the Memorandum of Association ("MOA") to include activities permitted to be undertaken by a Payment Aggregator from time to time and based on the directions provided by the Reserve Bank of India in its In-Principle approval letter dated 14.02.2023, it is proposed to modify the main object clause of the Memorandum of Association of the Company to include the activities of Payment Aggregator.

The Board at its meeting held on May 06, 2023 has approved alteration of the MOA of the Company. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Act.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

The Board recommends the passing of Item No. 6 as a Special Resolution for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested, financially or otherwise, in the said resolution.

#### (IV) ITEM NO. 7:

The members at their meeting held on September 01, 2020, had approved the payment of commission to Independent Directors for the Financial Year 2020-21 amount not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of the Act.

The Company's Independent Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation amongst others. The Company's Directors have been shaping and steering the long-term strategy and making invaluable contributions towards group level strategy, monitoring of risk management and compliances.

Considering that the present remuneration was fixed three years ago, the members of Nomination and Remuneration Committee and Board of Directors had approved the resolution on June 02, 2023 and June 07, 2023 respectively for recommending the proposal for revised remuneration payable to Independent Directors of the Company, by way of commission or otherwise, not exceeding 1% (one percent) of the net profits of the Company calculated in accordance with the provisions

of the Act along with sitting fees for attending Board / Committee meetings, effective from the Financial Year 2023-24 as laid down below.

- Mr. D K Mehrotra, Chairman: ₹ 30,00,000/- per annum
- Mr. Natarajan Srinivasan: ₹ 25,00,000/- per annum
- Mrs. Vijayalakshmi Iyer: ₹ 25,00,000/- per annum

The Board recommends the passing of Item No. 7 as an Ordinary Resolution for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested, financially or otherwise, in the said resolution except the Independent Directors.

By Order of the Board

Sd/-

**Manikandan Gopalakrishnan**

Company Secretary

#### Registered Office:

New No. 10, Old No. 178,  
M.G.R. Salai, Nungambakkam,  
Chennai-600034, Tamilnadu, India  
CIN: L65910TN1988PLC015757  
Email: [secretarial@camsonline.com](mailto:secretarial@camsonline.com)  
Website: [www.camsonline.com](http://www.camsonline.com)  
Place: Chennai  
Date: June 16, 2023