

# Notice

**NOTICE IS HEREBY GIVEN THAT THE THIRTY SEVENTH ANNUAL GENERAL MEETING (“AGM”) OF COMPUTER AGE MANAGEMENT SERVICES LIMITED (“COMPANY”) WILL BE HELD ON MONDAY, THE 07TH DAY OF JULY 2025, AT 04.30 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, 2025, 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, 2025, 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, 2025, together with the Reports of the Auditors thereon.

“**RESOLVED THAT** the audited consolidated financial statements including the Balance Sheet of the Company as of March 31, 2025, 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. Declaration of Dividend

To confirm the Interim Dividends of ₹ 53.50 per equity share of face value of ₹ 10/- each fully paid-up, for the FY 2024-25, approved by the Board of Directors and already paid to eligible shareholders and to declare a final dividend of ₹ 19/- per equity share, for the year ended March 31, 2025, and in accordance with Section 123 and other applicable provisions of the Companies Act, 2013 (“Act”).

“**RESOLVED THAT** the interim dividends of ₹ 53.50 per equity share of ₹ 10/- each declared by the Board of Directors on 2nd August 2024, 28th October 2024 and 29th January 2025 for the year 2024-25 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 ₹ 19/- per equity share of ₹ 10/- each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2025 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 2024-25 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 July 15, 2025 being the record date for payment of Final Dividend.

### 4. Re Appointment of Director retiring by Rotation

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including statutory modification(s) and re-enactment thereof), if any, Mr. Dinesh Kumar Mehrotra (DIN: 00142711) who retires by rotation at this Annual General Meeting and being eligible for re-appointment has given his consent to be reappointed, be and is hereby re-appointed as Non-Executive Non-Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. Mehrotra shall continue to receive remuneration as approved by the shareholders through postal ballot notice dated 07th November 2024.

**RESOLVED FURTHER THAT** any Director and/ or the Company Secretary of the company be and are hereby authorized to take steps, as may be required for obtaining necessary approvals, if any, and further to do

all such acts, deeds, and things, as may be necessary to give effect to this resolution.”

### Special Business

#### 5. Appointment of M/s B Chandra & Associates, Practising Company Secretaries as the Secretarial Auditors of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Managerial Personnel) Rules, 2014 and Regulation 24 A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. B Chandra & Associates, Practising Company Secretaries, a peer reviewed firm (having Firm Registration Number : P2017TN065700), be and are hereby appointed as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 42nd (Forty Second) AGM of the company to be held in the year 2030, at a remuneration as may be approved by the Board of Directors (including its committee thereof) from time to time in consultation with the Secretarial Auditors of the Company.

**RESOLVED FURTHER THAT** any Director and/ or the Company Secretary of the company be and are hereby authorized to take steps, as may be required for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things, as may be necessary to give effect to this resolution.”

By Order of the Board

Sd/-

**Manikandan Gopalakrishnan**

Company Secretary

Membership No: FCS 4093

#### Registered Office:

New No. 10, Old No. 178,

M.G.R. Salai, Nungambakkam, Chennai-600034, Tamil Nadu, India

CIN: L65910TN1988PLC015757

Email: [secretarial@camsonline.com](mailto:secretarial@camsonline.com)

Website: [www.camsonline.com](http://www.camsonline.com)

Place: Mumbai

Date: May 5, 2025

#### Notes:

1. The meeting shall be deemed to be conducted at the corporate office of the Company situated at No.158, Rayala Towers, Tower-1, Anna Salai, Chennai-600002. 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 and further amendments from time to time issued by the ICSI.

The Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular No. 09/2024 dated September 19, 2024, General Circular No. 09/2023 dated September 25, 2023, 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, 2025. 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 37th 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 37th AGM shall be the Corporate office of the Company.

Pursuant to the Circulars, SEBI Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, 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, 2025 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 / MUFG 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 **July 15, 2025** as the “**Record Date**” for determining entitlement of Members for payment of final dividend for the financial year ended March 31, 2025, 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@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) 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 MUFG Intime India Private Limited (Formerly known as 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 2024-25 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 <https://instavote.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:****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 2024-25 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@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).

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; quote their folio numbers / Client ID and DP ID in all correspondence;
- iii) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names; and

- iv) 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@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) 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 June 30, 2025 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., July 07, 2025. 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:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

**Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

**Shareholders who have registered for NSDL IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- 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.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/ Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password

- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> | <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**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 NSDL form, shall provide ‘D’ above

\*\*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).
- Enter Image Verification (CAPTCHA) Code
- Click “Submit” (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
  - A. User ID: Enter your User ID
  - B. Password: Enter your Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. Click “Submit”
- d) Cast your vote electronically:
  - A. After successful login, you will be able to see the “Notification for e-voting”.
  - B. Select ‘View’ icon.
  - C. E-voting page will appear.
  - D. 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).
  - E. 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 ("Custodian / Corporate Body/ Mutual Fund")

### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

### STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Investor Mapping"** tab under the Menu Section
- c) Map the Investor with the following details:
  - A. 'Investor ID' –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. 'Investor's Name - Enter Investor's Name as updated with DP.
  - C. 'Investor PAN' - Enter your 10-digit PAN.
  - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
 

\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
  - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

- d) Enter **"16-digit Demat Account No."** for which you want to cast vote.
- e) 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).
- f) 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.

OR

### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select **"View"** icon for **"Company's Name / Event number"**.
- d) E-voting page will appear.
- e) Download sample vote file from **"Download Sample Vote File"** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in

demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

### 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.

### User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

## 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, as amended from time to time, MCA circulars and SS-2, members are provided with the facility to cast their vote electronically, through the e-voting services provided by MUFG 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 MUFG Intime upon expiry of the aforesaid period.

Day, date and time and commencement of remote e-voting	From Thursday, July 03, 2025 at 9:00 A.M.
Day, date and time and end of remote e-voting beyond which remote e-voting will not be allowed	To Sunday, July 06, 2025, at 5:00 P.M.

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.

## 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 & 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 MUFG Intime at <https://instavote.linkintime.co.in/> immediately after the Results are declared and will simultaneously be forwarded to BSE Limited and the National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e., July 07, 2025, 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., June 30, 2025 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 9 A.M. (IST) on June 23, 2025 (Monday) till 5 P.M. (IST) on June 30, 2025 (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

Membership No: FCS 4093

**Registered Office:**

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

Place: Mumbai

Date: May 5, 2025

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.”

## Explanatory Statement Pursuant to Section 102 of the Companies Act,2013

### Item No. 5

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 ('SEBI LODR Regulations') vide SEBI notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Board of Directors at their meeting held on May 05, 2025 have approved and recommended the appointment of M/s. B Chandra & Associates, Practising Company Secretaries (having Firm Registration Number : P2017TN065700) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 42nd (Forty Second) AGM to be held in the year 2030.

M/s B Chandra & Associates is headed by Ms. CS B Chandra who is the Founder & Senior Partner. The firm was set up by her after 17 years of Corporate Law Experience with the Ministry of Corporate Affairs Government of India at a senior position. In terms of the amended regulations, M/s. B Chandra & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and holds a valid peer review certificate. M/s. B Chandra & Associates have confirmed that they are not disqualified from being appointed as Secretarial Auditors and the proposed appointment is within the limits as laid down by the ICSI and the extant regulations framed by SEBI. They have further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies and that they have no conflict of interest in terms of ICSI Auditing Standard on Audit Engagement.

The Board(including its committee thereof) shall approve the remuneration or any revision thereof of the Secretarial Auditors from time to time.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the ordinary resolution set out in Item No.5 of the notice for approval for members.

### Annexure to the Notice

Additional information on the director recommended for appointment / reappointment as required under Regulation 36(3) of the SEBI Listing Regulations, 2015, and Secretarial Standard 2 on General Meetings.

<b>Name of the Director</b>	<b>Mr. Dinesh Kumar Mehrotra</b>
DIN	00142711
Age	71
Date of First appointment on the Board	06/03/2014
Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards.	Mr. Dinesh Kumar Mehrotra, aged 71 years, is an Honors Graduate in Science from the University of Patna. He has more than 4 decades of experience in operation, service, strategic, marketing and customer relations in Insurance industry. He started his career in Life Insurance corporation of India and retired as its chairman.
Terms and conditions of appointment/ re- appointment	Appointment as Non-Executive Non-Independent Director for a period of 3 years
Details of remuneration sought to be paid	A consolidated remuneration (Consisting of Sitting fee and commission) of ₹30 lacs 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.
Details of remuneration last Drawn (F.Y. 2024- 25)	₹ 30 Lakhs

Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Dinesh Kumar Mehrotra is not related to any of the Directors
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Mehrotra has been at the helm of India's largest insurer and has been interacting with multiple financial institutions. He has also interacted with various financial regulators which are beneficial for the company.
Number of Board Meetings attended during the Financial Year 2024-2025	8
Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. V L S Finance Limited</li> <li>2. UTI Asset Management Company Limited</li> <li>3. Vardan Ceqube Advisors Private Limited</li> <li>4. SBI Cards and Payment Services Limited</li> </ol>
Chairmanship/ Membership of Board Committees of other Companies	<p><b>V L S Finance Limited – Director</b>  Audit Committee – Member  Nomination and Remuneration Committee – Chairman  Corporate Social Responsibility Committee – Member</p> <p><b>UTI Asset Management Company Limited – Director</b>  Audit Committee – Member  Nomination &amp; Remuneration Committee – Member  Corporate Social Responsibility Committee – Chairman  FINCON Governance Committee – Member</p> <p><b>Vardan Ceqube Advisors Private Limited – Director</b>  Investment Committee – Member</p> <p><b>SBI Cards and Payment Services Limited - Director</b>  Risk Management Committee – Chairman  Executive Committee – Member  Corporate Social Responsibility and ESG Committee – Member</p>
Listed entities from which the Director has resigned in the past three years	Nil

# Board's Report

Dear Members,

Your Company's Board of Directors are pleased to present the Thirty Seventh Annual Report and Audited Financial Statements for the year ended March 31, 2025.

## 1. FINANCIAL HIGHLIGHTS

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

Particulars	Consolidated		Standalone	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	142,248	113,652	133,390	105,448
Other Income	5,264	4,065	4,155	3,188
<b>Total Income</b>	<b>147,512</b>	<b>117,717</b>	<b>137,545</b>	<b>108,636</b>
Operating expenses	46,907	39,716	37,301	31,418
Other expenses	30,118	23,447	34,375	25,888
<b>Operating Profit</b>	<b>70,486</b>	<b>54,554</b>	<b>65,870</b>	<b>51,330</b>
Depreciation	7,772	7,048	6,513	5,841
Interest	847	821	717	687
<b>Profit Before Tax</b>	<b>61,866</b>	<b>46,685</b>	<b>58,639</b>	<b>44,802</b>
Tax Expenses	15,396	11,587	14,537	11,090
<b>Profit for the year</b>	<b>46,470</b>	<b>35,098</b>	<b>44,102</b>	<b>33,712</b>
Other Comprehensive Income	(258)	(148)	(215)	(131)
<b>Total Comprehensive Income for the year</b>	<b>46,212</b>	<b>34,950</b>	<b>43,887</b>	<b>33,581</b>
<b>Earnings per Equity Share</b>				
Basic	95.41	72.06	89.49	68.69
Diluted	95.03	71.68	89.13	68.34
<b>Other Equity (including retained earnings)</b>	<b>106,912</b>	<b>86,539</b>	<b>98,648</b>	<b>83,505</b>
<b>Cash and Cash Equivalents and Investments</b> (excluding customer collection accounts & lien deposits and including subsidiary investments in the case of standalone)	<b>67,871</b>	<b>61,626</b>	<b>78,656</b>	<b>76,308</b>

## 2. Overview of Performance

During FY2024-25, the consolidated revenue from operations of the Company was at ₹ 142,248 lakhs as against ₹ 113,652 lakhs in the FY2023-24. The Profit Before Tax was ₹ 61,866 lakhs as against the previous year PBT of 46,685 lakhs. The Earnings per share (Basic) was 95.41 as against the previous year which was at Earnings per share (Basic) 72.06 per share.

The Mutual fund industry has been witnessing impressive growth in the recent years, which was driven by increase in retail participation, digital adoption, increasing financial awareness, higher disposable incomes and regulatory changes. Robust growth in investments through systematic investment plans and ease of access and investing provided by various platforms also led to higher folio counts and growth in the investor population.

Pursuant to the regulator and Asset Management Companies effort to support the growth of Mutual Funds in Tier-II and III cities and make mutual funds accessible and popular beyond the typical top tier cities, there has been significant focus on the cities and towns beyond the top 30, which has led to the growth of investors in these locations, creating new markets for the industry and enabling further growth. The increasing confidence in Mutual Funds as a wealth building route in these locations highlights the significant growth potential from these cities.

During the year also, the industry continued its growth journey. The Asset Under Management (“AUM”) as of 31st March 2025 reached ₹ 67.42 Lakh Crore which is an increase of 25% compared to the AUM at the end of the previous financial year. The total investors folio exceeded 23.50 crores which is a new industry high. The equity net inflows also registered an increase of 117% year on year and was at ₹ 5.5 lakh crore. CAMS continued to retain its leadership position. CAMS-serviced funds accounted for ₹ 45.59 Lakh Crore, representing a 67.6% share of the total AUM. The total transaction volumes are 892.11 million with a total value of ₹ 186 Lakh Crore. CAMS also recorded about 400 lakh new SIP registrations this year, which is an increase of 51% compared to the previous year. The company handled about 132 New Fund Offers during FY25, with a cumulative amount mobilized of ₹ 73,397 Crore.

During the year, the company won the first International mandate to be the Registrar and Transfer Agent for Ceybank AMC, which is a leading Sri Lankan asset management company catering to a wide variety of investor needs at Sri Lanka. The Company also won mandates from three new Asset Management Companies including Jio Blackrock AMC which will launch their funds shortly. The mandate for migration of an existing AMC from the competition has also been won during the year. The company will commence servicing these new clients during the current financial year.

### 3. SHARE CAPITAL

The Authorized Share Capital of the Company at the beginning of the financial year was ₹ 502,500,000. Subsequently, the capital was enhanced on October 03, 2024, with the approval of the shareholders through postal ballot and the present Authorised capital is ₹ 512,500,000.

The issued capital as of March 31, 2025, was ₹ 494,298,490 as against ₹ 491,431,190 during the

previous year. The enhancement in the paid-up capital is due to the allotment of shares to the employees against the conversion of the ESOP which has become vested to them during the year.

### 4. RESERVES

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

### 5. DIVIDENDS

The Company has a Dividend Distribution Policy approved by the Board on November 04, 2022 as amended from time to time containing the requirements prescribed in Regulation 43A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). The Dividend Distribution Policy is as also available on the website of the Company at the web-link: [CAMS Dividend Distribution Policy](#)

During the year, your directors declared and paid three interim dividends totaling ₹ 53.50/- per equity share on the dates specified below. The Directors are also recommending a final dividend of ₹19.00 per equity share at the face value of ₹10/-. This will be paid subject to the same being approved by the shareholders at the Annual General Meeting scheduled to be held on July 07, 2025.

#### Details of Interim Dividend Paid

Particulars	Approval Date	Dividend per equity share ₹	Dividend Paid ₹
First Interim	02.08.2024	11.00	541,426,468
Second interim	28.10.2024	25.00	1,232,073,825
Third Interim	29.01.2025	17.50	864,597,283
<b>Total</b>		<b>53.50</b>	

### 6. STATE OF THE COMPANY'S AFFAIRS

The Company has been a Technology-driven financial infrastructure and services provider to mutual funds and other financial institutions. It is India's largest registrar and transfer agent (“RTA”) of mutual funds (“MFs”) with an aggregate market share of ~68%. The company provides a range of technology-enabled infrastructure to mutual funds and is involved through the life cycle of an account from account creation to processing transactions and redemption of the amount invested. CAMS has also developed and implemented various technology platforms, and its technology driven infrastructure and services are integral to the operations of its clients.

The company has Leveraged its domain expertise, processes and infrastructure to cater to the varying requirements of the industry. The company is also one of the Central Record Keeping Agency (CRA) appointed by Pension Fund Regulatory and caters to the National Pension Scheme (“NPS”) investors. CAMS eNPS platform provides superior subscriber experience leveraging robust technology and deep experience in serving customers for pension account opening, record keeping and maintenance services.

The company is also providing the following services either by itself or through its subsidiaries and associate companies.

- CAMS provides Facility for Banks and NBFCs for lien marking against mutual fund units. It offers the facility of call center operations to its various clients.
- The company is a leading platform and service partner for alternatives business, Combining versatile technology, contemporary digital utilities and full stack services for investor on boarding, fund accounting and operations. Fintuple, subsidiary of the company is partnering in this initiative for the wealthserv360 platform.
- CAMS has a scalable, full-stack BFSI-focused payments platform - CAMSPay which provides a holistic suite of services that lead the way in achieving same-day NAV processing, and expedited on-boarding and authentication of new customers
- CAMS KRA, a wholly owned subsidiary of the company (“WOS”) is functioning as the KYC Registration Agency and is presently the second-largest KYC Registration Agency in the country. Leveraging AI and automation, it offers innovative solutions like our 10-minute KYC process to streamline operations of its clients.
- CAMSREP, WOS, provides a premier customer experience platform to service both Insurance companies & policy holders. This empowers over 45 insurance companies with end-to-end operational support and technology-driven solutions. India’s first insurance portfolio management platform, Bima Central, offers policy holder services, renewal reminders, cover dashboard, policy download, policy highlights, etc.
- Sterling Software Private Limited (SSPL), a wholly-owned subsidiary successfully executing a complex portfolio of projects, including transformation initiatives, customer-centric projects, automation, compliance and risk management, and infrastructure upgrades.
- CAMSfinserv, WOS is among the first RBI-licensed account aggregator platform to drive adoption of consent-based sharing of financial asset information among Banks, financial institutions, Fintechs and customers and shape the inevitable future of digital lending, onboarding and advisory.
- Think Analytics, a subsidiary of the company is a trusted advisor and digital partner to marquee Indian BFSI enterprises, Think pioneers in Alternative Data and AI Credit Scoring solutions. It also offers modern AI capabilities that transform KYC and customer onboarding, and enable financial institutions to rapidly scale their API and partnership infrastructure.
- Fintuple Technologies Private Limited, a subsidiary of the company is a fintech platform and API solution provider with specialized solutions catering to the needs of AIFs, Portfolio Managers, Custodians and Distributors.
- MFC Technologies Private Limited, a Joint Venture company incorporated on 8th March 2025 is yet to commence its business operations. It will be operating a platform for the mutual fund investors to transact their investments in AMCs serviced by both CAMS and KFIN.

The Company is registered with the Securities and Exchange Board of India (SEBI) as Registrar & Transfer Agent for providing the RTA services. It has been classified as a Qualified Registrar and Transfer Agent (QRTA) as it manages more than 2 million folios and is subject to additional regulatory governance and controls. The company is regulated by the Pension Fund Regulatory and Development Authority for the CRA Operations and is licensed by Reserve Bank of India for its payment aggregator business and account aggregator business. CAMS insurance Repository Services Limited, WOS is registered with the Insurance Regulation and Development Authority of India as an Insurance Repository. CAMS Investor Services Private Limited, another WOS has been granted approval by Securities and Exchange Board of India as a KYC Registration Agency. As regulated organizations, the Company and its subsidiaries bring the highest standards of service delivery and adherence to regulations.

With the return of normalcy after the Covid waves, the company has started full operations from the offices and the work from home model has been discontinued.

## 7. CAPITAL EXPENDITURE AND LIQUIDITY

The operations of the Company are not capital intensive. The capital expenditure is incurred mainly towards upgradation of technology, and improvements to the cyber security and physical infrastructure required for its operations which are funded through internal accruals. It is not availing of any kind of working capital facility from the Banks or financial institutions except for availing Performance Bank Guarantees which are fully secured with fixed deposits.

As on March 31, 2025, the consolidated liquidity position of the Company was ₹ 67,871 lakhs [excluding Fixed Deposit(s) under Lien of ₹ 202 lakhs for issue of Guarantee by Banks] as against ₹ 61,626 Lakhs as on March 31, 2024 [excluding Fixed Deposit(s) under Lien of ₹ 142 lakhs for issue of Guarantee by Banks].

## 8. SUBSIDIARY COMPANIES

### (a) Wholly Owned Subsidiaries

**CAMS Insurance Repository Services Limited** ("CAMS REP") offer Insurance Repository services to Insurance policy holders. The Company has developed outsourcing solutions for new business processing and policy holder services for insurance companies. CAMS REP serves leading Life, Health, and General insurance companies. It has also developed Bima Central India's first Insurance Portfolio Management platform that gives you a host of features along with your e-Insurance Account.

**CAMS Investor Services Private Limited** ("CAMS KRA") is registered with Securities and Exchange Board of India as a KYC Registration Agency and is licensed for implementation of SEBI's vision of a harmonized KYC process. CAMS KRA, the second-largest KYC Registration Agency, is rapidly expanding its reach in the capital market. Leveraging AI and automation, the company offers innovative solutions like 10-minute KYC process to streamline operations.

**Sterling Software Private Limited** ("SSPL") is the software development arm for the group and brings high specialization in building technology solutions for financial services domain. SSPL also provides appropriate solutions for use by entities accessing data through the Account Aggregator platform.

It is successfully executing a complex portfolio of projects, including transformation initiatives, customer-centric projects, automation, compliance and risk management, and infrastructure upgrades.

**CAMS Financial Information Services Private Limited** ("CAMS FIS") is carrying on the business of "Account Aggregator". The Company has been issued Certificate of Registration by Reserve Bank of India ("RBI") as a Non-Banking Finance Company – Account Aggregator. CAMS FIS is Leading transformation of CAMS from a Capital Market centric player to a complete financial market's player. It has been establishing itself as a significant player in Capital Market Space with both fintech and established players by onboarding them on AA ecosystem.

**CAMS Payment Services Private Limited** ("CAMS PAY") has been incorporated for carrying on the business of "Payment Aggregator". Currently, it is not carrying on any business activity. It is intended that the payments business which is being carried out by CAMS will be taken over by this subsidiary subject to various regulatory approvals. Presently an application has been made to the Reserve Bank of India, seeking its approval to carry on the payment aggregator business.

### b) Other subsidiaries and Associate including Joint Ventures

**Fintuple Technologies Private Limited** ("Fintuple") is providing the digital layer of infrastructure to all aspects of the asset management industry through a single source including data & insights, onboarding of investors, know your customer, marketing, portfolio analytics, transactions & execution, and ancillary services. Fintuple, is also supporting CAMS in its initiative for the wealthserv360 platform. CAMS owns 53.99 % of the capital issued of the company.

**Think Analytics India Private Limited (TAIPL)** offers Software as a Service (SaaS) based products and data science services to its customers in India and abroad and is in the process of launching analytical solutions suitable for use with the Account Aggregator framework. The company has also received multi-year award confirmation from two leading public sector Banks for availing its services. CAMS owns 55.42 % of the issued capital of the company.

**Think Analytics Consultancy Services Pvt. Ltd & Thin360 AI, Inc. based in Ohio, USA**

The above companies are the subsidiaries of TA IPL and hence are step down subsidiaries of the company.

**MFC Technologies Private Limited**

The company along with KFIN technologies Limited has set up this as a joint venture entity which was incorporated on 8th March 2025. The company will provide a unified platform for the investors in the mutual fund industry for availing the services of both CAMS and Kfin at a single touch point and has been set in accordance with the circular from the Securities and Exchange Board of India dated July 26, 2021. The company is yet to commence operations and is expected to commence once the infrastructure is created and appropriate approvals are obtained for carrying on the business.

Your company holds 50% of the issued share capital of the company and hence falls within the definition of the Associate company under Section 2(6) of the Companies Act, 2013.

A report on the performance and financial position of the subsidiaries whose financial statements are considered for preparation of Consolidated Financial Statements of the Company as per the Act (in the prescribed format i.e., "Form AOC-1") is provided as Annexure to the Consolidated Financial Statements.

The policy for determining material subsidiaries as approved by the Board may be accessed on the Company's website at the web-link:

[CAMS-Policy on material subsidiaries](#)

None of the subsidiaries of the Company fall under the category of material subsidiaries.

In accordance with the third proviso to Section 136(1) of the Act, the Annual Report of the Company, containing therein its Standalone and the Consolidated Financial Statements, are available on the Company's website at the web-link:

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

## 9. RELATED PARTY TRANSACTIONS

During the year under review, all the contracts or arrangements or transactions with subsidiaries have

been entered into by the Company with the related parties were in the ordinary course of business and on arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013 read with Regulation 23 of the SEBI (LODR) Regulations, 2015.

Further, the company has not entered any contract or arrangement or transaction with the related parties which were not on an arm's length basis or could be considered material in accordance with the policy of the company on Related Party Transactions Policy.

Given that the Company does not have anything to report pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form No. AOC- 2, the same is not provided. The attention of members is drawn to Note No. 29 to the Standalone Financial Statements which sets out related party disclosure.

The RPT Policy as approved by the Audit Committee and the Board is available on the website of the Company:

[CAMS- Related party policy](#)

## 10. LOANS, GUARANTEES AND INVESTMENTS IN SECURITIES

Details of Loans, Guarantees and Investments made by the Company under Section 186 of the Act, during the FY 2024-25 is provided in Note No. 5 & 7 of the Standalone Financial Statements.

## 11. NUMBER OF BOARD MEETINGS HELD

The Board of Directors of the Company met 8 (Eight) times during the FY 2024-25. The meetings were held on the following dates:

Date of the Board Meeting	
13th April 2024	7th November 2024
9th May 2024	28th December 2024
2nd August 2024	29th January 2025
28th October 2024	25th March 2025

The details of the Board Meetings and attendance of Directors are provided in the Corporate Governance Report, which forms a part of this Annual Report.

## 12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Changes in the Board of Directors

Mr. Pravin Udhayavara Bhadya Rao was appointed as an additional Director (Independent) by the Board on

13th April 2024 effective from the date of approval of shareholders for a term of three years and subsequently his appointment was approved by the shareholders at the Annual General Meeting held on July 01, 2024.

Mr. Pravin Udhayavara Bhadya Rao holds Bachelor of Engineering from B. M. S. College of Engineering, University of Bangalore and was with Infosys Limited (formerly Infosys Technologies Limited) from 1986 to 2021 and retired as its Chief Operating Officer in December 2021. He has also been whole time Director of Infosys Limited and was the interim CEO and MD for a brief period. Considering his skills, competency, expertise and experience in similar industry, the Board was of the opinion that it would be in the interest of the Company to appoint him as an Independent Director of the Company

Mr Narendra Ostawal and Mr Sandeep Kagzi resigned from the Board on 15th April 2024. They were Non-Executive and Non-Independent Directors (NEND) of the company at the beginning of the financial year. Prior to that they were the nominee directors of Great Terrain Investments Limited (“GTIL”) and were appointed as NEND after the sale of their holdings by GTIL.

Mr. Santosh Kumar Mohanty was appointed as an Independent Director for a tenure of 3 (Three) consecutive years with effect from 03rd July 2024. His appointment was approved by the shareholders through the postal ballot on October 03, 2024.

Mr. Santosh Kumar Mohanty holds Bachelor of Arts Degree in Political Science from Utkal University and Bachelor of Laws (LLB) from Mumbai University. He holds master’s degree in international studies from Jawaharlal Nehru University and a PG Diploma in securities Laws from Mumbai University. He started his career with National Bank for Agriculture and Rural Development and was in Indian Revenue Service at various positions including that of commissioner of Income tax. He has also held the positions of Director, Forward Markets Commission (FMC) and Executive Director and also as Whole Time Member (WTM) of SEBI. Considering his skills, competency, expertise and experience in the Government agencies and regulatory bodies, the Board was of the opinion that it would be in the interest of the Company to appoint him as an Independent Director of the Company

Mr. Narumanchi Venkata Sivakumar was appointed as an Additional Director by the board on 16th October 2024 and subsequently was appointed as an Independent

Director by the shareholders through postal ballot on December 10, 2024. Mr. N V Sivakumar is a Chartered Accountant by profession. He was with Price Waterhouse Coopers Private Limited (PWC) for over 22 years assuming varied roles serving a diverse set of domestic and international clients. Prior to that he was Lovelock and Lewes, Chartered Accountants. Considering his skills, competency, expertise and experience and expertise in financial accounts, accounting standards and experience in interaction with industries and industry bodies, the Board was of the opinion that it would be in the interest of the Company to appoint him as an Independent Director of the Company.

The term of office of three Independent Directors Viz Mr. Dinesh Kumar Mehrotra, Mr. Natarajan Srinivasan and Mrs. Vijayalakshmi Rajaram Iyer expired on 16th December 2024.

Mr. Natarajan Srinivasan, due to his other commitments, did not offer himself for reappointment. The Board places on record its sincere thanks for the guidance and support provided during his tenure, which immensely benefited the company and its subsidiaries.

Mrs. Vijayalakshmi Rajaram Iyer was re-appointed as an Independent Director for a term of 3 (three) consecutive years effective from 17th December 2024 and the same was approved by the shareholders through postal ballot on December 10, 2024. Mrs. Vijayalakshmi Rajaram Iyer holds a master’s degree in commerce from University of Mumbai. She has previously served as an Executive Director of Central Bank of India and the Chairperson and Managing Director of Bank of India. She was also a Whole Time Member (Finance and Investment) in the IRDAI. Considering her expertise, the Board was the opinion that she should be appointed for a second term.

Mr. Dinesh Kumar Mehrotra was appointed as a Non-Independent Non-Executive Director for a term of 3 (three) consecutive years effective from 17th December 2024 and is liable to retire by Rotation. Though he has completed only one term of five years as an Independent Director, considering his prior association with the company as a Nominee Director, the company preferred to have him appointed as a Non-Independent Non-Executive Director. This appointment was approved by the shareholders through the postal ballot on December 10, 2024. Mr. Dinesh Kumar Mehrotra is an Honors Graduate in Science from the University of Patna. He has more than 4 decades of experience in operation, service, strategic, marketing and customer relations in Insurance industry. He started his career

in Life Insurance corporation of India and retired as its chairman. Considering his vast experience and stature in the industry, the Board felt he should be appointed for an additional term.

In accordance with Section 152 of the Companies Act, 2013, Mr. Mehrotra retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

The appointments of the directors made during the year were based on the recommendations of the Nomination and Remuneration Committee.

Mr. Anuj Kumar is the Managing Director of the Company and was appointed by the shareholders at the Annual General Meeting held on July 29, 2021, for a term of five years effective from August 01, 2021.

In accordance with the provisions of Section 149 of the Companies Act, 2013, the Independent Directors have given a declaration that they meet the criteria of independence as provided in the said Section and in terms of the SEBI LODR Regulations. The Independent Directors have also submitted an annual compliance report that they have complied with the Code of Conduct for Directors and Senior Management Personnel. Further, the company has also formulated a Code of Conduct for Directors and Senior Management Personnel, which is available on the company's corporate website:

[https://digital.camsonline.com/cams/documents/policies/Code\\_of\\_Conduct\\_for\\_Directors\\_and\\_Senior\\_Management.pdf](https://digital.camsonline.com/cams/documents/policies/Code_of_Conduct_for_Directors_and_Senior_Management.pdf)

### Composition of Board

As of March 31, 2025, your company's Board comprised of 6 Directors, which includes 4 Independent Directors (Mrs. Vijayalakshmi Rajaram Iyer, Mr. Narumanchi Venkata Sivakumar, Mr Pravin Udhayavara Bhadya Rao, and Mr Santosh Kumar Mohanty) 1 Non-Executive – Non-Independent Director (Mr. Dinesh Kumar Mehrotra) and 1 Managing Director (Mr. Anuj Kumar).

### Key Managerial Personnel

During the year under review, the following employees were the "Key Managerial Personnel" ("KMP") "of the company and there have been no changes in the KMPs Mr. Anuj Kumar- Managing Director, Mr. Manikandan Gopalakrishnan - Company Secretary and Compliance Officer, Mr. Sessa Raman Ramcharan- Chief Financial Officer

## 13. FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

The Company has a Familiarization Programme which provides Orientation at the time of the appointment of Independent Directors which covers their role and responsibilities, overview of the industry, operations, and business model of the Company. They are provided with copies of the Company's latest Annual Reports, relevant provisions of the SEBI LODR Regulations, the Companies Act, 2013, Code of Conduct prescribed for the Board of Directors, Prevention of Insider Trading regulations and other internal policies to help them get a broad view of the Company's procedures and practices.

Familiarization program has been conducted for the directors appointed during the year. The Company's Ongoing Familiarization Programme covers periodic presentations at the Board Meetings providing insights into the Company, the business environment, risks and opportunities and other matters relevant to the Company. Regulatory changes relevant to the company are also highlighted in these presentations.

The details of the familiarization policy may be accessed on the Company's corporate website:

[\*CAMS- Familiarization Policy\*](#)

## 14. PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES, AND INDIVIDUAL DIRECTORS

The Companies Act 2013, and the SEBI LODR Regulations 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 SEBI LODR Regulations has been carried out during the year.

## 15. INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT

The Company has in place adequate internal financial controls commensurate with the nature and size of the business activity and with reference to the financial statements. The controls comprise of policies and procedures for ensuring orderly and efficient conduct of the Company's business, including adherence to its policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Company has also secured Service Organization Control Compliance SOC 1 in accordance with SSAE 16 and SOC 2 under AICPA. The Company is also certified for ISO 9001, ISO 27001 and ISO 22301. The internal financial control system is supplemented by Internal audits. An external audit firm carries out the Internal Audits. The Audit Committee of the Board of Directors reviews the reports of the Auditors at the quarterly meetings.

A Risk Management Policy for identification, assessment, measurement, and reporting of business risks faced by the Company is in place. The Risk Management Committee oversees the Risk Management framework on a periodic basis. There is a designated Chief Risk Officer, and the risk Control and Mitigation mechanisms are tested for their effectiveness on regular intervals.

## 16. BOARD COMMITTEES

During the year under review, the company had the following six committees, and these committees had periodical meetings for transacting the business as specified in their terms of reference.

1. Audit committee
2. Nomination and Remuneration Committee
3. Stakeholder relationship Committee
4. Risk Management Committee

5. IT Strategy Committee
6. CSR and ESG Committee

The details of the composition of these committees, changes in the composition, dates of meeting and attendance details of the meetings have been included in the Corporate Governance report. During the year under review, all the recommendations of the Audit Committee were accepted by the Board.

## 17. AUDITORS

### (i) Statutory Auditors

In terms of Section 139 of the Companies act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. S.R. Batliboi and Associates LLP, Chartered Accountants (ICAI Firm Registration No.101049W/E300004) were appointed as the Statutory Auditors of the Company for a period of 5 continuous years i.e. from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting.

In respect of all the observations of the auditors in the report, required clarification have been included in the notes referred in the observation.

The Auditor's report on the financial statements of the company for the financial year ended March 31, 2025 forms part of the Annual report.

### (ii) Secretarial Auditors

The Board at its meeting held on 9th May 2024, had appointed Ms B Chandra, Founder and Senior Partner of M/s. B Chandra & Associates, Practicing Company Secretaries (having Firm Registration Number: P2017TN065700), to conduct the Secretarial Audit for the FY 2024-25.

The Secretarial Audit Report in Form MR-3 for the financial year under review, as received from Ms. B. Chandra, Practicing Company Secretary is attached as an Annexure to the Board's Report. The report from the secretarial auditors does not contain any qualifications or negative remarks.

Further, in terms of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015,

the Board recommended the appointment of M/s. B. Chandra & Associates, Practicing Company Secretaries, a peer reviewed firm (having Firm Registration Number : P2017TN065700), as the Secretarial Auditors of the company for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 42nd (Forty Second) AGM to be held in the year 2030.

Accordingly, the resolution seeking approval for the appointment of Secretarial Auditors by the members of the company is included in the Notice of the Annual General Meeting.

### (iii) Cost Auditors

The provisions pertaining to Section 148 of the Act are not applicable to the company.

## 18. PARTICULARS OF FRAUD REPORTED BY THE AUDITORS

In terms of Section 143(12) of the Act, the Statutory Auditors and Secretarial Auditors have not reported any instance of fraud having taken place during the year under review.

## 19. CORPORATE SOCIAL RESPONSIBILITY (CSR) & ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG)

The company is committed to ensuring that its Corporate Social Responsibility (CSR) and ESG activities are focused towards enhancing the sustainable development of our society. In pursuit of this objective, a Corporate Social Responsibility (CSR) and Environment Social and Governance (ESG) Committee has been formed by the Company which oversees the activities relating to CSR and ESG.

The Company has in place a Corporate Social Responsibility Policy pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

The company has also an ESG Policy. These policies are available on the website of the Company at the link provided below:

CSR Policy: [CAMS- CSR Policy](#)

ESG Policy: [CAMS- ESG Policy](#)

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

## 20. RISK MANAGEMENT POLICY

The Company has in place a Risk Management Policy which contains the risk management principles, risk governance structure and the risk management framework. The policy is available on the website of the Company at the link:

[CAMS- Risk Management Policy](#)

## 21. NOMINATION AND REMUNERATION POLICY

In accordance with Section 178 of the Companies Act, 2013 and the SEBI LODR Regulations the Company has a Board approved Nomination and Remuneration Policy. The policy is available on the website of the Company at the link:

[CAMS- Nomination and Remuneration Policy](#)

## 22. WHISTLE BLOWER POLICY

In accordance with Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI LODR Regulations, the Company has adopted a Whistle Blower Policy which provides for adequate safeguards against victimization of persons who use Vigil Mechanism and make provision for direct access to the Chairperson of the Audit Committee. The policy is available on the website of the Company at the link:

[CAMS- Whistle Blower Policy](#)

## 23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under:

- (i) Conservation of energy – The Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible.
- (ii) Technology absorption – The Company employs a homegrown platform in its operations and uses appropriate technology in its maintenance and improvements.
- (iii) Foreign exchange earnings and outgo – The total foreign exchange earnings of the company during the year was ₹138.76 lacs and the outflow of foreign exchange was ₹ 405.52 lacs

## 24. CORPORATE GOVERNANCE

Your Company is committed to maintaining the best standards of Corporate Governance and has always tried to build the maximum trust with shareholders, employees, customers, suppliers, and other stakeholders. A Report on Corporate Governance along with a Certificate from the Secretarial Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI LODR Regulations forms part of the Annual Report.

## 25. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34 of the SEBI LODR Regulations, Business Responsibility and Sustainability Report for the year is presented in a separate section forming part of the Annual Report.

## 26. ANNUAL RETURN

As per the provisions of Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company has been placed on the website of the Company and can be accessed: CAMS- Annual return [https://digital.camsonline.com/cams/documents/annual\\_return\\_form/CAMS\\_Form\\_MGT\\_7\\_website%20uploaded.pdf](https://digital.camsonline.com/cams/documents/annual_return_form/CAMS_Form_MGT_7_website%20uploaded.pdf)

## 27. DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with Section 134(5) of the Companies Act, 2013, your Directors state that:

- a. the preparation of the annual accounts for the year ended March 31, 2025, the applicable accounting standards have been followed and there are no material deviations from the same.
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as of March 31, 2025, and of the profit of the Company for year ended on that date.
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. they have prepared the annual accounts on a going concern basis.
- e. they have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## 28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, no significant / material orders were passed by the regulators or the Courts or the Tribunals impacting the going concern status and the Company's operations in future.

## 29. LISTING WITH STOCK EXCHANGES

The Company is listed in BSE Limited and National Stock Exchange of India Limited. The Company has paid the Annual Listing Fees applicable to both these Exchanges.

## 30. UNPAID DIVIDEND AND INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

As at March 31, 2025, unclaimed dividend amounting to ₹ 6762.91 Lakhs which has not been claimed by shareholders of the Company is lying in the respective Unpaid Dividend Accounts of the Company.

Your Company has displayed on its website the statement containing the names, last known addresses of those shareholders whose dividend is unpaid in accordance with Section 124(2) of the Companies Act, 2013.

During the year under review, the Company has not transferred any amount to the IEPF as no amounts were due to be transferred.

### 31. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place an appropriate Policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to prevent sexual harassment of its employees. Internal Complaints Committee has been set up to redress complaints received on sexual harassment.

The Policy has been communicated internally to all employees and is made available on the Company's Intranet Portal.

There were three complaints received during the year and all three have been disposed of.

### 32. EMPLOYEE STOCK OPTIONS

The Company has Employee Stock Option Plan for the Employees of the Company, and its Subsidiaries named as "CAMS Employee Stock Option Plan, 2019" and "CAMS ESOP Scheme 2024". These Plans are in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and SEBI (Share Based Employee Benefits) Regulations, 2021 and are administered by the Nomination and Remuneration Committee of the Board constituted by the Company pursuant to the provision of Section 178 of the Companies Act, 2013. The CAMS Employee Stock Option Plan, 2019 scheme was approved by the shareholders on 29th July 2021 and CAMS ESOP Scheme 2024 has been approved by the shareholders on 03rd October 2024. The quantum of options approved by the shareholders under ESOP scheme 2019 & ESOP Scheme 2024 are 1,462,800 & 1,000,000 respectively. The entire approved options have been granted under the ESOP 2019 scheme and 242,831 options have been granted under the ESOP scheme 2024. Against the vested options, 669,849 shares have been issued as on 31st March 2025.

The details of the Employee Stock Option Plan forming part of the Notes to accounts of the Financial Statements form part of this Annual Report and are available on our website [www.camsonline.com](http://www.camsonline.com)

### 33. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is also enclosed as an Annexure to this Report.

The information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 pertaining to the top ten employees in terms of remuneration drawn and their other details also form part of this report. However, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

### 34. SECRETARIAL STANDARDS

During FY 2024-25, the Company has complied with applicable Secretarial Standards issued by the Institute of the Company Secretaries of India.

### 35. DETAILS OF MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the year under review, there were no significant or material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year of the Company i.e., March 31, 2025, and as on the date of this Board's Report.

### 36. DEPOSITS

No disclosure is required in respect of the details relating to the deposits under Chapter V of the Companies Act, 2013, as the Company has not accepted any deposits.

### 37. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

During the year under review, no Corporate Insolvency Resolution Process/ proceedings were initiated by / against the company under Insolvency and Bankruptcy Code, 2016.

### 38. DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

The disclosure is not applicable as the Company has not undertaken any one-time settlement with the banks or financial institutions during the year.

### 39. DOWNSTREAM INVESTMENT

The Company has complied with the applicable provisions of Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and RBI circular no RBI/2013-14/117 A.P. (DIR Series) Circular No.01 dated July 04, 2013 with regard to the downstream investment made by the Company. The statutory auditors have also issued a certificate as required by applicable regulations.

### 40. OTHER DISCLOSURES

- The company is required to prepare a Consolidated Financial Statement, in addition to the Standalone Financial Statement and the same forms part as a separate section in this Annual report.
- The Key initiatives with respect to Stakeholder relationship, Customer relationship, Environment, Sustainability, Health and Safety forms part of the integrated report published by the company.
- The Company is not required to maintain cost records as specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013.
- The company maintains a separate segmented accounting in relation to CRA activities under NPS and other pension schemes. The company

has also complied with the requirements under regulation 18(2b) PFRDA (CRA) Regulations, 2015. The annual report along with certification in this regard by the Chief Executive Officer/Managing Director will be filed with the Pension Fund and Regulatory Authority.

### 41. ACKNOWLEDGEMENTS

Your Directors wish to thank the Asset Management Companies, Private Equity Funds, Banks, NBFCs, Insurance Companies and the Bankers with whom the Company is having a business relationship and look forward to their continued support.

Your Directors would also like to thank Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India, Insurance Regulatory and Development Authority of India, Unique Identification Authority of India and Pension Fund Regulatory and Development Authority for their guidance and support during the year and look forward for their support in future. Your Directors also wish to thank the shareholders, Stock Exchanges and Depositories for their continued support and cooperation.

Your Directors also wish to place on record their appreciation of the concerted efforts by all the employees in extending full support in implementing various plans for the growth of your Company.

On behalf of the Board of Directors

Sd/-

**Dinesh Kumar Mehrotra**

Chairman

DIN: 00142711

Place: Mumbai  
Date: May 05, 2025

## ANNEXURE 1

## PARTICULARS OF REMUNERATION

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the (Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year ended March 31, 2025, are given below:

**A. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Non-Executive Directors	Ratio to median remuneration*
Mr. Dinesh Kumar Mehrotra <sup>#</sup>	11.46
Mr. Natarajan Srinivasan <sup>§</sup>	7.16
Mrs. Vijayalakshmi Rajaram Iyer	9.55
Mr. Narendra Ostawal <sup>**</sup>	Not applicable
Mr. Sandeep Kagzi <sup>**</sup>	Not applicable
Mr. Pravin Udhayavara Bhadya Rao	9.55
Mr. Santosh Kumar Mohanty	7.16
Mr. Narumanchi Venkata Sivakumar	4.78
<b>Executive Director</b>	
Mr. Anuj Kumar	241.65

\*Median remuneration computation is based on a total employee head count of 7086

\*\* Resigned from the board effective 15th April 2024.

§ Ceased to be a director effective 16th December 2024.

# Redesignated as Non-Executive Non-Independent Director effective 17th December 2024.

**B. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or manager, if any, in the financial year:**

Directors/KMPs	% increase in remuneration in the financial year
<b>Independent Directors (Note 1)</b>	
Mr. Dinesh Kumar Mehrotra <sup>#</sup>	Not applicable
Mr. Natarajan Srinivasan <sup>***</sup>	
Mrs. Vijayalakshmi Rajaram Iyer	
Mr. Pravin Udhayavara Bhadya Rao	
Mr. Santosh Kumar Mohanty	
Mr. Narumanchi Venkata Sivakumar	

Directors/KMPs	% increase in remuneration in the financial year
<b>Nominee Directors (Note 2)</b>	
Mr. Narendra Ostawal <sup>**</sup>	Not applicable
Mr. Sandeep Kagzi (for part of the year) <sup>**</sup>	Not applicable
<b>Managing Director, Chief Financial Officer and Company Secretary (Note 3)</b>	
Mr. Anuj Kumar	31%
Mr. Ramcharan S R	13%
Mr. G Manikandan	13%

\*\* Resigned from the board effective 15th April 2024

# Redesignated as Non-Executive Non-Independent Director effective 17th December 2024.

\*\*\* Resigned from the board effective 16th December 2024

**Notes:**

**Note 1:** Sitting fee for Independent Directors is paid based on the number of Board and Committee meetings attended. Chairman is entitled for a minimum payment of ₹ 30 lacs and other Independent Directors are entitled for a minimum payment of ₹ 25 lacs.

**Note 2:** Remuneration excluding Share based payments/benefits accruing out of Employees Stock Option Plan as approved by the shareholders for the employees.

**C. The percentage increase in median remuneration of employees in the FY 2024-25:**

The overall Annual increase in the remuneration for the employees was about 20.02% in the year 24-25.

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

The Number of permanent employees as on March 31, 2025, was 7086

**E. Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

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

**F. Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms that the remuneration paid are as per the Remuneration Policy of the Company.

**G. Statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

This statement is provided in a separate annexure forming part of this report. This report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

On behalf of the Board of Directors

Place: Mumbai  
Date: May 05, 2025

Sd/-  
**Dinesh Kumar Mehrotra**  
Chairman  
DIN: 00142711

## ANNEXURE 2

## FORM AOC-1

## Statement Containing salient features of the financial statement of subsidiaries

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

## PART A- SUMMARY OF FINANCIAL INFORMATION OF SUBSIDIARY COMPANIES

S. no	Name of the Entity	Relationship	Equity Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Total Other Comprehensive Income (net of tax)	Total Comprehensive income for the year	% of Shareholding
1	Computer Age Management Services Limited	Parent	4,942.98	98,647.86	145,685.78	42,094.94	57,789.37	133,390.02	58,639.32	14,536.96	44,102.36	(215.10)	43,887.26	
2	CAMS Investor Services Pvt Ltd	Subsidiary	74.50	8,176.85	9,144.70	893.35	7,714.71	4,535.67	2,681.22	651.25	2,029.97	2.30	2,032.27	100%
3	CAMS Financial Information Services Pvt Ltd	Subsidiary	2,400.00	(1,493.74)	1,078.93	172.67	-	148.14	(530.55)	(132.74)	(397.81)	(2.04)	(399.85)	100%
4	Sterling Software Pvt Ltd	Subsidiary	50.95	5,681.78	7,431.37	1,698.64	4,199.48	9,686.80	2,545.68	471.77	2,073.91	(54.83)	2,019.08	100%
5	CAMS Insurance Repository Services Ltd	Subsidiary	454.17	3,893.69	5,311.79	963.93	3,651.89	1,959.00	(531.17)	(123.56)	(407.61)	(4.20)	(411.81)	100%
6	CAMS Payment Services Private Limited	Subsidiary	2,500.00	495.61	2,998.50	2.89	-	-	205.46	51.71	153.75	-	153.75	100%
7	Fintuple Technologies Private Limited	Subsidiary	82.88	9.84	403.37	310.65	-	270.50	(228.73)	(61.52)	(167.21)	1.71	(165.50)	54%
8	Think Analytics India Private Limited	Subsidiary	1.06	263.99	1,197.06	932.01	15.34	1,591.77	(856.29)	(1.72)	(854.57)	2.93	(851.64)	55%
9	Think Analytics Consultancy Services Pvt Ltd	Step-down Subsidiary	1.00	35.33	40.44	4.12	-	30.15	1.36	1.50	(0.14)	0.46	0.31	55%
10	Think 360AI INC	Step-down Subsidiary	14.34	208.98	241.98	18.66	-	413.03	8.23	3.06	5.17	10.77	15.94	55%

Notes:

- Name of the subsidiaries yet to commence operations: CAMS Payment Services Private Limited
- Reporting period for all the subsidiaries is 01st April 2024 to 31st March 2025

## PART B- ASSOCIATES AND JOINT VENTURES

S. no	Name of the Entity	Relationship	Equity Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Total Other Comprehensive Income (net of tax)	Total Comprehensive income for the year	% of Shareholding
1	MFC Technologies Private Limited	Joint Venture	0.50	-	-	-	-	-	-	-	-	-	-	50%

On behalf of the Board of Directors

Sd/-  
**Dinesh Kumar Mehrotra**  
 Chairman  
 DIN: 00142711

Place: Mumbai  
 Date: May 05, 2025

## ANNEXURE 3

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

Dear Sirs

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards

Place : Chennai  
Date : 05.05.2025

Sd/-  
Name of Company Secretary in Practice:  
**B CHANDRA**  
ACS No.: 20879  
C P No.: 7859

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

Dear Sir,

I, B Chandra, Practising Company Secretary had conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Computer Age Management Services Limited bearing CIN L65910TN1988PLC015757 (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. SEBI Registrars to an Issue and Share Transfer Agent Regulations, 1993 and amendments thereof
- iv. National Securities Depository Limited - Bye Laws & Rules (Depository Participant and RTA) and amendments thereof

- v. Central Depository Services (India) Limited - Bye Laws & Rules (Depository Participant and RTA) and amendments thereof
- vi. The Prevention of Money Laundering Act 2002, PMLA Rules & amendments thereof
- vii. SEBI (Intermediaries) Regulations 2008 & amendments thereof
- viii. SEBI (KYC Registration Agency) Regulations 2011 and amendments thereof
- ix. Foreign Exchange Management Act and the regulations, to the extent applicable;
- x. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- xi. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- xii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
- xiii. The Securities and Exchange Board of India (Listing obligations and Disclosure requirements) Regulations 2015;
- xiv. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021

I am informed that the Company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

- a. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;
- b. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

Based on the study of the systems and processes in place and a review of the reports of the Compliance officers placed before the Board of Directors of the Company and a confirmation given by the Management about the Compliances of other applicable laws, I report that the Company has complied with the provisions of all applicable statutes including normally applicable labour laws. In addition, the Company has complied with the following specific statutes and the rules made there under to the extent they are applicable to them:

1. AMFI Guidelines and Norms for Intermediaries
2. AMFI Registered Mutual Fund Advisors (ARMFA)
3. Tamil Nadu Municipal Laws (Second Amendment) Act, 1998 The Aadhaar (Targeted Delivery of Financial and Other Subsidies, Benefits and Services) Act, 2016 &
4. The Information Technology Act 2000 and The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011
5. PFRDA (Central Record Keeping Agency) Regulations 2015
6. Payment and Settlement Systems Act, 2007 ("Payment Systems Act")

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. to a larger extent.
- (ii) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above
  - a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, as at the end of the Financial year.
  - b. Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed

notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- c. Based on the minutes made available to us, I report that Majority decision is carried through and that there were no dissenting votes from any Board member that was required to be captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor, report deviations to the Board, take corrective actions and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under review:

- a) The Company has allotted 286,730 Equity Shares of ₹ 10/- at various rates of premium as per the ESOP Scheme duly approved by the shareholders.
- b) The Company has approved ESOP Scheme 2024 for grant of ESOP options to the employees of the Company and its subsidiaries.
- c) Increase in remuneration to the Managing Director of the Company is within the overall limits approved by the shareholders.
- d) The company had incorporated a Joint Venture Company in the name of "MFC Technologies Private Limited" with the Co-venturer, KFin Technologies Limited ("KFIN"), on March 08, 2025.

Sd/-

Name of Company Secretary in Practice:

**B CHANDRA**

Place : Chennai

Place ACS No.: 20879

Date : 05.05.2025

C P No.: 7859

UDIN A020879G000264078

PEER REVIEW NO 6198/2024

## ANNEXURE 4

## THE ANNUAL REPORT ON CSR ACTIVITIES OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25

### 1. Brief outline on CSR Policy of the Company: -

The key purpose of this policy is to:

- (a) To define what Corporate Social Responsibility (CSR) would mean to CAMS and determine CSR spend as stipulated in the Companies Act, 2013 and the rules there under
- (b) To identify and formulate the broad areas the Company shall pursue towards fulfilling its CSR obligations
- (c) To specify the modalities of execution of the projects and the implementation schedules
- (d) To lay down the monitoring and reporting mechanism for the CSR projects of the Company
- (e) Elucidate criteria for partners /implementation agencies
- (f) Explain the manner in which the surpluses from CSR projects will be treated

The key focus area of the company covers- Education and Vocational Training, Healthcare, Care for disabled and Destitute, Social Welfare Projects, Investor protection, Awareness and Education on Best Practices, Sports and Disaster relief or Disaster management.

### 2. Composition of the CSR Committee:-

Sl. No.	Name of Director	Number of meetings of CSR Committee held during the year	Designation / Nature of Directorship	Number of meetings of CSR Committee attended during the year
1	Mr. D K Mehrotra	3	Chairman	3
2	Ms. VR Iyer**	3	Member	2
3	Mr. Anuj Kumar	3	Member	3
4	Mr. N V Sivakumar**	1	Member	1

\*\*The committee was re-constituted effective December 17, 2024. Mrs. Vijayalakshmi Rajaram Iyer ceased to be a member of the committee and Mr. N V Sivakumar was appointed as the member of the committee.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.  
[www.camsonline.com](http://www.camsonline.com)
4. Provide the executive summary of Impact assessment along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. - **Not Applicable**
5.
  - a) Average net profit of the company as per sub-section (5) of section 135.- ₹ **3,900,687,000/-**
  - b) Two percent of average net profit of the company as per sub-section (5) of section 135.- ₹ **78,013,732/-**
  - c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.- - **0/-**
  - d) Amount required to be set off for the financial year, if any- ₹ **126,134/-**
  - e) Total CSR obligation for the financial year (b+c-d).- ₹ **77,887,598/-**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).

Ongoing Project	<b>NIL</b>
Other than Ongoing Project	<b>As per Annexure</b>

- (b) Amount spent in Administrative Overheads.- **NIL**
- (c) Amount spent on Impact Assessment, if applicable- **NIL**
- (d) Total amount spent for the Financial Year (a+b+c) = ₹ **78,088,024/-**
- (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year.(in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount.	Date of Transfer	Name of the Fund	Amount.	Date of transfer.
₹ 78,088,024/-	NIL	NIL	NIL	NIL	NIL

- (f) **Excess amount for set-off, if any:**

Sl. No	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	₹ <b>78,013,732/-</b>
(ii)	Total amount spent for the Financial Year	₹ <b>78,088,024/-</b>
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	₹ <b>200,426/-</b>
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	<b>0/-</b>
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	₹ <b>200,426/-</b>

7. Details of Unspent CSR amount for the preceding three financial years:- **NIL**
8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year- **Not Applicable**
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).- **Not Applicable**

Sd/-

**Mr. Anuj Kumar**  
Managing Director

Sd/-

**Mr. D K Mehrotra**  
Chairman- CSR Committee

Sd/-

**Mr. N V Sivakumar**  
Member - CSR Committee

SL. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
1	Providing healthcare facility for the rural people	promoting health care including preventive health care	Yes	Tamil Nadu	Chennai	6,105,070	No	Medical Research Foundation	CSR00002623
2	providing medical treatment for those suffering from life-limiting illness		Yes	Tamil Nadu	Chennai	1,800,000	No	Dean Foundation	CSR00000401
3	Providing healthcare to Diabetic patients		Yes	Tamil Nadu	Chennai	1,500,000	No	DIRECT	CSR00001120
4	support for the medical Centre		Yes	Tamil Nadu	Chennai	1,000,000	No	Anandanam	
5	Health Camps for Rural Women and Girls		No	Maharashtra	Latur	1,813,250	No	SAI	
6	Providing healthcare facility		Yes	Tamil Nadu	Chennai	2,500,000	No	Soufree	CSR00005305
7	Providing Education for the Economically weaker students	promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	No	Tamil Nadu, Maharashtra, Telengana, Jharkhand and Gujarat	Spread across various districts	5,780,000	No	eVidyaloka	CSR00000867
8	Providing FSH to the rural children and support for education		Yes	Tamil Nadu	Chennai	6,022,500	No	AIM for Seva	CSR00003273
9	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	7,197,010	No	Eureka Education Foundation	CSR00000876
10	Education and training for HIV positive children		Yes	Tamil Nadu	Chennai	600,000	No	Petralthan Pillaiya Trust	CSR00004539
11	Women Education		Yes	Tamil Nadu	Chennai	1,926,625	No	ANEW	CSR00012356
12	Teacher and Infrastructure Support in Chennai School catering to children from marginalized community		Yes	Tamil Nadu	Chennai	479,000	No	The Gopalapuram Educational Society	CSR00008063
13	Providing Education for the Economically weaker students		NO	Orissa	Bhubaneswar	2,915,000	No	Saest	CSR00031124.
14	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	1,120,000	No	Aid India	CSR00000027
15	Women Education		Yes	Tamil Nadu	Chennai	1,250,000	No	IIT	CSR00004320
16	Providing Education for the Economically weaker students		No	Uttar Pradesh	Lucknow	2,400,000	No	Sarthak Foundation	CSR00006493.
17	promoting education, including special education and employment enhancing vocation skills especially among children.		No	Delhi	Delhi	1,500,000	No	United way of Delhi	CSR00000216

SL. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
18	Providing Education for the Physically/Mentally challenged students		Yes	Tamil Nadu	Chennai	2,484,000	No	Arvind Foundation	CSR000003559
19	Promoting Education		Yes	Tamil Nadu	Chennai	1,663,069	No	Sri Ramcharan trust	
20	Providing Education for the Physically/Mentally challenged students		Yes	Tamil Nadu	Chennai	1,617,000	No	Sri Arunodayam	CSR00001030
21	Promoting Education		Yes	Tamil Nadu	Chennai	815,500	No	Rotary club of Madras South Charitable Trust	CSR00004990
22	Contribution to public funded universities; Indian Institute of Technology	Contribution to public funded universities; Indian Institute of Technology	Yes	Tamil Nadu	Chennai	21,100,000	No	Indian Institute of Technology	CSR00004320
23	Environmental project	Environment Welfare	Yes	Tamil Nadu	Chennai	4,500,000	No	Environmental Foundation of India	CSR00002310
<b>Total</b>						<b>78,088,024</b>			

# Corporate Governance Report

## COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

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

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

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

Adherence to the various policies and codes adopted by the Company from time to time in conformity with regulatory requirements helps your Company fulfil this responsibility. These policies are available on the Company's website: [www.camsonline.com](http://www.camsonline.com) - Shareholder Relations - Policies

This report highlights the Company's practices for the Financial Year 2024-25.

## CODE OF CONDUCT

The Company has adopted the CAMS Code of Conduct which is available on its website: [www.camsonline.com](http://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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of the company to maintain the Board's independence and separate its functions of governance and management.

As on March 31, 2025, the Board comprised Six (6) directors wherein one (1) is a Executive Director (Managing Director) ('**ED**'), one (1) is a Non-Executive Non-Independent Director ('**NED**'), and four (4) 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 Listing Regulations read with Section 149 of the Companies Act, 2013 ('Act'). The Board periodically evaluates the need for change in its composition

and size. A detailed profile of our directors are available on our website: <https://www.camsonline.com/about-cams/shareholder-relations/boardofdirectors>

During the year 2024-25,

Mr Pravin Udhayavara Bhadya Rao was appointed as an additional Director (Independent) by the Board on 13th April 2024 effective from the date of approval of shareholders for a term of three years and subsequently his appointment was approved by the shareholders at the Annual General Meeting held on July 01, 2024.

Mr Narendra Ostawal and Mr Sandeep Kagzi resigned from the Board on 15th April, 2024.

Mr Santosh Kumar Mohanty was appointed as an Additional Director by the board on July 03, 2024 and subsequently as an Independent Director by the shareholders through postal ballot on October 03, 2024.

Mr. Narumanchi Venkata Sivakumar was appointed as an Additional Director by the Board on 16th October 2024 and subsequently was appointed as an Independent Director by the shareholders through postal ballot on December 10, 2024.

Mr. Dinesh Kumar Mehrotra was appointed as a Non-Executive and Non-Independent Director for a term of 3 (three) consecutive years by the shareholders through postal ballot on December 10, 2024 effective from December 17, 2024 upon completion of his term for 5 (five) consecutive years as an Independent Director.

Mrs. Vijayalakshmi Rajaram Iyer was re-appointed as an Independent Director for a term of 3 (three) consecutive years effective from 17th December 2024 and the same was approved by the shareholders through postal ballot on December 10, 2024.

Mr. Natarajan Srinivasan, Independent Director of the company, on completion of his tenure, has ceased to be a Director of the company, with effect from the close of the business hours on December 16, 2024.

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 Listing Regulations, none of our Directors are members in more than 10 committees or act as Chairperson of more than 5 committees (the committees being, Audit Committee and Stakeholders' Relationship Committee) across all public limited companies in which they are a Director. One Third of the Non-Independent, Non-Executive Directors are liable to retire by rotation. There are no inter-se relationships between our Board Members.

Independent Directors are NED(s) as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI Listing Regulations, the IDs have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the IDs, the Board of Directors have confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the IDs have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

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

**Table A: Composition of the Board and Directorship(s) held as on March 31, 2025**

Name of the Director	No. of directorship(s) held in Indian Listed Companies	No. of Board Committee positions held in Indian Public Companies Audit Committee / Stakeholders Relationship Committee		Directorship(s) in other listed entity (Category of Directorship)
		Member	Chairperson	
Dinesh Kumar Mehrotra <b>Designation:</b> Chairman and Non-Executive Non-Independent Director <b>DIN:</b> 00142711 <b>Nationality:</b> Indian	4	3	0	<ul style="list-style-type: none"> <li>VLS Finance Limited (ID)</li> <li>UTI Asset Management Company Limited (ID)</li> <li>SBI Cards and Payment Services Limited (ID)</li> </ul>
Vijayalakshmi Rajaram Iyer <b>Designation:</b> Women Independent Director <b>DIN:</b> 05242960 <b>Nationality:</b> Indian	5	8	4	<ul style="list-style-type: none"> <li>Aditya Birla Capital Limited (ID)</li> <li>ICICI Securities Limited (ID)</li> <li>CG Power and Industrial Solutions Limited (ID)</li> <li>Glenmark Pharmaceuticals Limited (ID)</li> </ul>
Anuj Kumar <b>Designation:</b> Managing Director <b>DIN:</b> 08268864 <b>Nationality:</b> Indian	1	1	0	
Pravin Udhyavara Bhadya Rao <b>Designation:</b> Independent Director <b>DIN:</b> 06782450 <b>Nationality:</b> Indian	4	6	1	<ul style="list-style-type: none"> <li>Suven Pharmaceuticals Limited (ID)</li> <li>Zensar Technologies Limited (ID)</li> <li>Indegene Limited (ID)</li> </ul>
Santosh Kumar Mohanty <b>Designation:</b> Independent Director <b>DIN:</b> 06690879 <b>Nationality:</b> Indian	2	4	1	<ul style="list-style-type: none"> <li>UPL Limited (ID)</li> </ul>
Narumanchi Venkata Sivakumar <b>Designation:</b> Independent Director <b>DIN:</b> 03534101 <b>Nationality:</b> Indian	4	9	5	<ul style="list-style-type: none"> <li>3M India Limited (ID)</li> <li>Kennametal India Limited (ID)</li> <li>Schaeffler India Limited (ID)</li> </ul>

**Notes:**

- Directorships in other Indian Public Companies (listed) and excludes Section 8 Companies.
- As required under Regulation 26(1)(b) of the SEBI Listing Regulations, the disclosure includes chairmanship/membership of the Audit Committee and Stakeholders' Relationship Committee in Indian Public companies whether listed or not.
- Details of the Directors of the Company holding any convertible securities is not applicable as the Company has not issued such securities.

**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.

- ii. Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- iii. Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.
- iv. Management and Financial skills.
- v. Technical / Professional skills and specialized knowledge in relation to Company's business.

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Independent Directors inducted to the Board are given a formal orientation on the Company's business operations, products, organization structure, as well as the Board constitution and its procedures through various programmes / presentations at the time of their induction. The IDs are also provided with an opportunity to visit the offices of the Company and interact with members of Senior Management. During the year 2024-25 familiarization programme was conducted on 30th April 2024, 10th September 2024 and 28th January 2025 on the induction of **Mr. Pravin Udhyavara Bhadya Rao, Mr. Santosh Kumar Mohanty and Mr. Narumanchi Venkata Sivakumar as 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 the year 2024-25, 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](http://www.camsonline.com) - *Shareholder Relations - Policies - Nomination and Remuneration Policy*

Details of remuneration for Directors for FY 2024-25 is provided below:

- Mr D K Mehrotra Chairman ₹ 30 lacs comprising of Sitting fee - ₹ 17 lacs and Commission ₹ 13 lacs
- Mr Natarajan Srinivasan ₹ 18.75 lacs comprising of Sitting fee - ₹ 7.5 lacs and Commission ₹ 11.25 lacs
- Ms Vijayalakshmi Rajaram Iyer ₹ 25 lacs comprising of Sitting fee - ₹ 19 lacs and Commission ₹ 6 lacs
- Mr Pravin Udhyavara Bhadya Rao ₹ 25 lacs comprising of sitting fee- ₹ 12 lacs and commission ₹ 13 lacs
- Mr. Narumanchi Venkata Sivakumar ₹ 12.5 lacs comprising of sitting fee- ₹ 7.5 lacs and commission ₹ 5 lacs
- Mr Santosh Kumar Mohanty ₹ 18.75 lacs comprising of sitting fee- ₹ 8.5 lacs and commission ₹ 10.25 lacs
- Mr. Anuj Kumar was paid a remuneration of ₹ 632.53 lacs which included fixed and variable salary linked to the performance of the company. He was also paid stock options quantified at ₹ 383.56 lacs as per Ind AS 102.
- Mr. Sandeep Kagzi and Mr. Narendra Ostawal were not paid any remuneration.

## PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR

**Table B**

The details of Senior Management as on the date of report is as below:

S. No	Name of the SMP	Designation
1.	Mr. Anuj Kumar	Managing Director
2.	Mr. Ramcharan SR	Chief Financial Officer
3.	Mr. Manikandan G	Company Secretary and Compliance Officer
4.	Mr. Syed Hassan	Chief Program Officer
5.	Mr. Ravi Kethana	Chief Platform Officer
6.	Mr. Varadharajan ES	Chief Process & Risk Officer
7.	Mr. Soumendu Sekhar Ganguly	Chief Operating Officer
8.	Mr. Girish Sankar Krishnamoorthy	Chief Strategy officer
9.	Mr. Rahul Sethi	Chief Marketing officer
10.	Mr. Prabal Nag	Chief Business Officer
11.	Mr. Deepak Kumar	Chief Information Security Officer
12.	Mr. Vasanth JE	Chief Executive Officer - CAMS Pay
13.	Mr. Vivek Bengani	Chief Executive Officer – CAMS Rep
14.	Mr. Anish Jagdish Sawlani	Chief Executive Officer – CAMS KRA
15.	Mr. Tejinder Pal Singh Manchanda	Chief Executive Officer- CAMS FIS
16.	Mr. Kaushik Narayan Badri	Chief Executive Officer- Fintuple Technologies
17.	Mr. Amit Das	Chief Executive Officer- Think Analytics
18.	Mr. Sidhartha Satpathy	Head - Human Resources

During the year, Ms. Kamala Radhakrishnan, Mr. Pullakurthi Srinivasa Reddy, Mr. Vinodh Chelambathodi and Mr Abhishek Mishra ceased to be Senior Management Personnel.

## 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 Listing Regulations is made available to the Board. The recommendations of the Committees are placed before the Board for necessary approval and/or noting and all the recommendations have been accepted by the Board.

During FY 2024-25, Eight (8) Board Meetings were held on 13th April 2024, 9th May 2024, 2nd August 2024, 28th October 2024, 7th November 2024, 28th December 2024, 29th January 2025 and 25th March 2025. 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, 2025, are given below:**

Name of the Director	Category	No. of Board Meetings Attended	AGM Held on 1st July 2024
Dinesh Kumar Mehrotra	NED*	8	Yes
Natarajan Srinivasan	ID\$	4	Yes
Vijayalakshmi Rajaram Iyer	ID	8	Yes
Narendra Ostawal	ND/NED\$	1	NA
Sandeep Kagzi	ND/ NED\$	1	NA
Anuj Kumar	ED	8	Yes
Pravin Udhyavara Bhadya Rao	ID**	7	Yes
Santosh Kumar Mohanty	ID**	6	NA
Narumanchi Venkata Sivakumar	ID**	5	NA

\* Mr. Dinesh Kumar Mehrotra was appointed as a Non-Executive Non-Independent Director with effect from December 17, 2024.

\$ Mr. Narendra Ostawal and Mr. Sandeep Kagzi ceased to be director with effect from April 15, 2024.

Mr. Natarajan Srinivasan ceased to be a director with effect from 16th December 2024 on completion of his tenure.

\*\* Mr. Pravin Udhyavara Bhadya Rao was appointed as an Independent Director with effect from 1st July, 2024.

Mr. Santosh Kumar Mohanty was appointed as an Independent Director with effect with effect from 3rd July 2024.

Mr. Narumanchi Venkata Sivakumar was appointed as an Independent Director with effect with effect from 16th October 2024.

Video conferencing facilities were 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 Monday, 01st July 2024.

## MEETING OF THE INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149(8) read with Schedule IV of the Act and Regulations 25(3) & 25(4) of the SEBI Listing Regulations, a meeting of the Independent Directors was held on 19th March 2025 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, 2025. 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 two times on 9th May 2024 and 28th December 2024. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act and the Listing Regulations.

During FY 2024-25, the Committee met Eight (8) times on 7th May 2024, 9th May 2024, 26th July 2024, 2nd August 2024, 24th October 2024, 28th October 2024, 24th January 2025 and 29th January 2025. 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, 2025, are given below:**

Name of the Director	Category	No. of Meetings Attended
Mr. N V Sivakumar ** (Chairperson)	ID	2
Mr. Natarajan Srinivasan # (Chairperson)	ID	6
Mr. Dinesh Kumar Mehrotra *	ID/ NENID	8
Mrs. Vijayalakshmi Rajaram Iyer	ID	8
Mr. Sandeep Kagzi*	ND/NED	0
Mr. Santosh Kumar Mohanty**	ID	2

\* Dinesh Kumar Mehrotra redesignated as Non-Executive Non-Independent director with effect from 17th December 2024.

# Mr Sandeep Kagzi ceased to be a member with effect from 15th April 2024 and Mr Natarajan Srinivasan ceased to be a chairperson with effect from 16th December 2024.

\*\*Mr. Santosh Kumar Mohanty and Mr. N V Sivakumar were appointed to the committee with effect from 17th December 2024.

Mr. Natarajan Srinivasan, Chairperson of the Committee on the date of AGM was present at the AGM.

### 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](http://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 28th December 2024. 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 2024-25 the Committee met five (5) times on 13th April 2024, 03rd July 2024, 15th July 2024, 28th October 2024 and 19th March 2025. 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, 2025, are given below:

Name of the Director	Category	No. of Meetings Attended
Mrs. Vijayalakshmi Rajaram Iyer (Chairperson)	ID	5
Mr. Dinesh Kumar Mehrotra*	ID/ NENID	5
Mr. Pravin Udhyavara Bhadya Rao#	ID	3
Mr. Santosh Kumar Mohanty**	ID	1
Mr. Narendra Ostawal#	ND/NED	1

\* Mr. Dinesh Kumar Mehrotra was redesignated as a Non-Executive Non Independent director with effect from 17th December 2024.

# Mr. Narendra Ostawal ceased to be a member with effect from 15th April 2024.

Mr. Pravin Udhyavara Bhadya Rao was appointed to the committee with effect from 9th May 2024 and ceased to be the member of the committee with effect from 17th December 2024.

\*\*Mr. Santosh Kumar Mohanty was appointed to the committee effective 17th December 2024.

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

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

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](http://www.camsonline.com) - *Shareholder Relations - Policies - Corporate Social Responsibility Policy*

The ESG Policy is available on our website:

[www.camsonline.com](http://www.camsonline.com) - *Shareholder Relations - Policies - Environmental, Social and Governance Policy*

During FY 2024-25, Three (3) Meetings of the Committee were held on 25th June 2024, 16th October 2024 and 25th March 2025. 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, 2025, are given below:

Name of the Director	Category	No. of Meetings Attended
Mr. Dinesh Kumar Mehrotra* (Chairperson)	ID/ NENID	3
Mrs. Vijayalakshmi Rajaram Iyer #	ID	2
Mr. Sandeep Kagzi*	ND/NED	0
Mr. Anuj Kumar	ED	3
Mr. N V Sivakumar**	ID	1

\* Dinesh Kumar Mehrotra redesignated as Non-Executive Non-Independent director with effect from December 17, 2024.

# Mr. Sandeep Kagzi ceased to be a member effective April 15, 2024 and Mrs. Vijayalakshmi Rajaram Iyer ceased to be a member of the committee effective December 17, 2024.

\*\* Mr. N V Sivakumar was appointed as a member of the committee effective December 17, 2024.

Mr. Dinesh Kumar Mehrotra, Chairperson of the Committee was present at the last AGM of the Company held on Monday, July 01, 2024.

### 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 scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act and the Listing Regulations.

During FY 2024-25, two (2) Meeting of the Committee was held on 24th October 2024 and 19th March 2025. 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, 2025, are given below:**

Name of the Director	Category	No. of Meetings Attended
Mr. Santosh Kumar Mohanty (Chairperson)**	ID	1
Mr. Natarajan Srinivasan <sup>#</sup>	ID	1
Mr. Pravin Udhayavara Bhadya Rao**	ID	1
Mr. Anuj Kumar	ED	2
Mr. Sandeep Kagzi <sup>#</sup>	NED	0

<sup>#</sup> Mr. Sandeep Kagzi ceased to be a member from April 15, 2024 and Mr. Natarajan Srinivasan ceased to be a member effective 16th December 2024.

\*\* Mr. Pravin Udhayavara Bhadya Rao and Mr. Santosh Kumar Mohanty were appointed to the committee effective 9th May 2024 and December 17th 2024 respectively.

Mr. Natarajan Srinivasan, previous Chairperson of the Stakeholder Relationship Committee was present at the last AGM of the Company held on Monday, 01st July 2024.

### Compliance Officer for LODR requirements

In terms of Regulation 6 and Schedule V of the SEBI Listing 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 2024-25, the Company received 9 shareholder complaints and all the complaints were resolved to the satisfaction of the shareholder. As on March 31, 2025, 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 2024-25 were as below:

Opening Balance as on 01st April 2024	Received during the year	Resolved during the year	Closing Balance as on March 31, 2025
1	9	10	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-2024-25, Three (3) Meetings of the Committee were held on 07th May 2024, 26th November 2024 and 19th March 2025. 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, 2025, are given below:**

Name of the Director	Category	No. of Meetings Attended
Mrs. Vijayalakshmi Rajaram Iyer (Chairperson)	ID	3
Mr. Natarajan Srinivasan <sup>#</sup>	ID	0
Mr. Dinesh Kumar Mehrotra <sup>#</sup>	ID/ NENID	2
Mr. N V Sivakumar**	ID	1
Mr Pravin Udhayavara Bhadya Rao **	ID	1

<sup>#</sup> Mr. Natarajan Srinivasan ceased be a member of the committee effective 16th December 2024

Mr. Dinesh Kumar Mehrotra ceased to be a member of the committee effective 17th December 2024.

\*\* Mr Pravin Udhayavara Bhadya Rao and Mr N V Sivakumar were appointed to the committee effective December 17, 2024.

## IT Strategy Committee

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

During FY 2024-25, four (4) Meeting of the Committee was held on 25th June 2024, 20th September 2024, 11th December 2024 and 27th February 2025. 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, 2025, are given below:**

Name of the Member	Category	No. of Meetings Attended
Mr. Pravin Udhyavara Bhadya Rao	ID	4
Mr. Anuj Kumar	ED	4
Mrs. Vijayalakshmi Rajaram Iyer	ID	4
Mr. Syed Hassan	Senior Management	0
Mr. Ravi Kethana	Senior Management	4
Mr. Ramcharan Sesharaman	Senior Management	4
Mr. Soumendu Ganguly	Senior Management	2
Mr. J E Vasanth	Senior Management	3

## GENERAL INFORMATION FOR SHAREHOLDERS

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

### 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 in Business Standard (English) and Maalai Murasu (Tamil). The results are promptly disseminated to BSE Limited ('BSE') & National Stock Exchange Limited ('NSE') for display on their website as well as uploaded on the website of the Company at [www.camsonline.com](http://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 are 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](http://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 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](http://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 along with the details of Earnings Call / Analyst Calls / Presentations.

### Share Transfer System

MUFG Intime India Private Limited (formerly known as 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 1, 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 for the last 3 years

During the FY 2022-23, there was a delay of few hours in the filing of the proceedings of the Annual General Meeting and based on the query from the exchanges the clarification has been provided.

During the FY 2022-2023, both BSE and NSE levied a penalty of ₹ 254,880/- 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.

During the year under review, there have been no instances of non-compliance by the company nor have any penalties or strictures been imposed on the Company by the Stock Exchange(s) or SEBI or any Statutory Authority, on any matter related to capital markets.

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

#### Certificates from Practicing Company Secretaries

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

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

#### CEO and CFO certification

As required under Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, the Managing Director and

Chief Financial Officer have given appropriate certifications to the Board of Directors.

#### Reconciliation of Share Capital Audit Report and Share Transfer Audit

Pursuant to the provisions of Regulation 40(9) and 61(4) of the SEBI Listing Regulations, a Company Secretary in Practice has issued 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](http://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 Listing Regulations, each as amended, during the year under review were on an arm's length price basis and in the ordinary course of business. These have been approved by the Audit Committee. The Company has not entered any materially significant related party transaction that may have potential conflict with the interests of the Company at large. The Board of Directors have approved and adopted a Policy on Related Party Transactions and the same is updated from time-to-time basis amendments in the regulatory provisions. The Policy is available on the Company's website:

[www.camsonline.com](http://www.camsonline.com) - Shareholder Relations - Policies - Related Party Transaction Policy

During the FY 2024-25, 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](http://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 2024-25, the Company had in place, a Whistle Blower Policy ('Policy') establishing a Vigil Mechanism, which provides a formal mechanism to the Directors and employees to report to the Management, concerns about unethical behaviour, actual or suspected fraud or violation of the codes of conduct or policy of the Company.

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

[www.camsonline.com](http://www.camsonline.com) - Shareholder Relations - Policies - Whistle Blower Policy

## GENERAL BODY MEETINGS

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

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Day, Date, Time & Venue	Monday, 01st July 2024 at 04.00 PM through two-way Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")	Monday, 07th August 2023 at 04.00 PM through two-way Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")	Thursday, 30th June 2022 at 04.00 PM through two-way Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM")
Special Resolutions passed	1. Appointment of Mr. Pravin Udhyavara Bhadya Rao (DIN: 06782450) as an Independent Director for a term of 3 years	1. Amendment to Memorandum of Association	Nil

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 – 3
- Number of complaints disposed of during the financial year – 3
- Number of complaints pending as on end of the financial year – Nil

### Consolidated Fees paid to Statutory Auditors

During the Financial Year 2024-25, the total fees for all services paid by the Company to M/s. S R Batliboi and Associates LLP (ICAI Firm Registration No. 101049W/E300004, Statutory Auditors of the Company is as under:

### Consolidated fees paid to statutory auditors:

The total fees paid by the company to M/s. S R Batliboi and Associates LLP, statutory auditors of the Company for the FY 2024-25 and FY 2023-24 is as below:

Particulars	Year ended	
	31 Mar 2025	31 Mar 2024
Statutory Audit & Limited Review	57.92	38.21
Certificates services	1.24	0
Reimbursement of Expenses	1.27	1.23
<b>Total</b>	<b>60.43</b>	<b>39.44</b>

(₹ in Lakhs)

### Resolution(s) passed through Postal Ballot

During the Year the following resolutions were passed through Postal Ballot:

<u>S.No</u>	<u>Date of passing resolution</u>	<u>Particulars of the Resolution</u>
1.	03.10.2024	<p><b>Ordinary Resolution:</b></p> <ol style="list-style-type: none"> <li>Increase in authorised share capital and consequent amendment to the capital clause of the Memorandum of Association</li> </ol> <p><b>Special Resolution:</b></p> <ol style="list-style-type: none"> <li>Appointment of Mr Santosh Kumar Mohanty (DIN: 06690879) as Independent Director of the Company</li> <li>Approval of the ESOP Scheme 2024</li> <li>Approval of ESOP to the Employees of the Subsidiary Companies</li> </ol>
2.	10.12.2024	<p><b>Special Resolutions:</b></p> <ol style="list-style-type: none"> <li>Appointment of Mr Narumanchi Venkata Sivakumar (DIN: 03534101) as an Independent Director of the Company.</li> <li>Re-appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960) as an Independent Director for a second term of three years.</li> <li>Appointment of Mr. Dinesh Kumar Mehrotra (DIN: 00142711) as Non-Executive Non-Independent Director for a term of three years</li> </ol>

### Procedure adopted for Postal Ballot:

In accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (“Act”) read with the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”), and Circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) and other applicable provisions, if any, of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Postal Ballot Notice dated September 3, 2024 and November 7, 2024 were issued respectively to the members.

In compliance with the applicable provisions of the Act, Rules, LODR Regulations read with the MCA Circulars, the Company provided e-voting facility only to its members to enable them to cast their votes electronically. For this purpose, the Company had engaged the services of Link Intime India Private Limited (Presently known as MUFG Intime Private Limited) as the agency to provide e-voting facility. The instructions for e-voting were appended to the respective Notice. The Board of Directors of the Company (“Board”) appointed M/s. B. Chandra & Associates, Practising Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot through e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder. The e-voting period for both the Postal Ballot were open for thirty days.

Based on the Scrutinizer’s Report, the outcome of the Postal Ballot was declared, and the voting results along with the Scrutinizer’s Report was submitted to the stock exchanges as well as uploaded on the website of the Company at [www.camsonline.com](http://www.camsonline.com).

**Table L: Annual General Meeting 2025**

For adoption of the financials of the year 2024-25, the details of the Annual General Meeting are as below:

<b>Day &amp; Date</b>	<b>Monday, 07th July 2025</b>
<b>Time</b>	04.30 P.M. (IST)
<b>Venue</b>	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
<b>Remote e-Voting Period</b>	
<b>Starts</b>	Thursday, July 03 2025 at 09.00 A.M
<b>Ends</b>	Sunday, July 06 2025 at 05.00 P.M. (IST)
<b>Cut - off date for e-voting</b>	June 30, 2025
<b>Record date for Dividend</b>	July 15, 2025  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.
<b>Payment of Dividend</b>	
<b>Recommended dividend</b>	Final Dividend of ₹ 19/- has been recommended by the Board and will be paid subject to the approval of members at the ensuing Annual General meeting.
<b>Date of payment</b>	On or before August 6, 2025. The Dividend will be paid by way of electronic transfer who have furnished the bank account details to the Company/Registrar/Depository Participant. Physical Instrument will be despatched to the shareholders who have not furnished Bank details.
<b>Financial Year</b>	April 1 to March 31

**Annual Listing Fees**

The Annual Listing Fees for the financial year 2024-25 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.

49,429,848 equity shares, representing 99.99% of the Company's paid-up equity share capital, have been dematerialized as on March 31, 2025. Only one share is held in physical form by a shareholder. Further, during FY2018-19, the Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form. Hence, trading in equity shares of the Company is permitted only in dematerialized form as per notification issued by SEBI.

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

As on March 31, 2025, the Company does not have any outstanding GDRs/ADRs/ Warrants.

**Disclosures with respect to Demat Suspense Account / Unclaimed Suspense Account**

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

<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of equity shares</b>
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2024	0	0
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	0	0

Particulars	No. of Shareholders	No. of equity shares
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, 2025	0	0

The voting right on the shares outstanding in the Suspense Account as on March 31, 2025, shall remain frozen until the rightful owner(s) of such shares claims the shares.

#### Designated e-mail id for investor services

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

#### Compliance with discretionary requirements

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

**The Board:** As on date, the positions of the Chairman and the Managing Director/Whole Time Director are separate. Mr. D K Mehrotra is the Non-Executive Non 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, 2025 and Shareholding Pattern as at March 31, 2025

The distribution of equity shareholding as on March 31, 2025, is as below:

S.No	NUMBER OF SHARES	NUMBER OF SHAREHOLDERS	% OF TOTAL	SHARE	% OF TOTAL SHARE
1	1 - 500	467692	99.5225	8,984,555	18.1764
2	501 - 1000	1096	0.2332	797,947	1.6143
3	1001 - 2000	435	0.0926	616,792	1.2478
4	2001 - 3000	155	0.0330	394,758	0.7986
5	3001 - 4000	70	0.0149	245,198	0.4961
6	4001 - 5000	39	0.0083	178,288	0.3607
7	5001 - 10000	118	0.0251	865,042	1.7500
8	10001 and above	331	0.0704	37,347,269	75.5561
		<b>469936</b>	<b>100.0000</b>	<b>49,429,849</b>	<b>100.0000</b>

**Shareholding Pattern as at March 31, 2025**

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)
(A)	Promoter & Promoter Group	-	-	-	-	-	-
(B)	Public	459662	49429849			49429849	100.00
(C)	Non Promoter- Non Public	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-
<b>Total</b>		<b>459662</b>	<b>49429849</b>			<b>49429849</b>	<b>100</b>

**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., MUFG Intime India Private Limited.

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

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

The Circular further states that in cases where either the bank details such as Magnetic Ink Character Recognition ('MICR') and Indian Financial System Code ('IFSC'), amongst others, that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the Bank, the Companies or its RTA may use physical payment instruments for making cash payments to the investors. Companies shall mandatorily print the bank account details of the investors on such payment instruments.

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

- In case of holdings in dematerialised form - By contacting their DP and giving suitable instructions to update the bank details in their demat account.
- In case of holdings in physical form - By informing the Company's RTA i.e., MUFG 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.

Stock Exchanges	ISIN
<b>BSE Limited ('BSE')</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, Maharashtra, India	INE596101012
<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	

### 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:

Particulars	Web Link
Details of business	<a href="https://www.camsonline.com/about-cams/shareholder-relations/details_on_businesses">https://www.camsonline.com/about-cams/shareholder-relations/details_on_businesses</a>
Memorandum of Association and Articles of Association	<a href="https://www.camsonline.com/about-cams/shareholder-relations/MOA-AOA">https://www.camsonline.com/about-cams/shareholder-relations/MOA-AOA</a>
Brief profile of board of directors including directorship and full-time positions in body corporates	<a href="https://www.camsonline.com/about-cams/shareholder-relations/boardofdirectors">https://www.camsonline.com/about-cams/shareholder-relations/boardofdirectors</a>
Terms and conditions of appointment of independent directors	<a href="https://www.camsonline.com/about-cams/shareholder-relations/disclosures">https://www.camsonline.com/about-cams/shareholder-relations/disclosures</a>
Composition of various committees of board of directors	<a href="https://www.camsonline.com/about-cams/shareholder-relations/composition-board-committees">https://www.camsonline.com/about-cams/shareholder-relations/composition-board-committees</a>
Code of conduct of board of directors and senior management personnel	<a href="https://www.camsonline.com/about-cams/shareholder-relations/policies">https://www.camsonline.com/about-cams/shareholder-relations/policies</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	<a href="https://www.camsonline.com/about-cams/shareholder-relations/policies">https://www.camsonline.com/about-cams/shareholder-relations/policies</a>
Criteria of making payments to non-executive directors	<a href="https://www.camsonline.com/about-cams/shareholder-relations/policies">https://www.camsonline.com/about-cams/shareholder-relations/policies</a>
Policy on dealing with related party transactions	<a href="https://www.camsonline.com/about-cams/shareholder-relations/policies">https://www.camsonline.com/about-cams/shareholder-relations/policies</a>
Policy for determining 'material' subsidiaries	<a href="https://www.camsonline.com/about-cams/shareholder-relations/policies">https://www.camsonline.com/about-cams/shareholder-relations/policies</a>
Details of familiarization programmes imparted to independent directors	<a href="https://www.camsonline.com/about-cams/shareholder-relations/policies">https://www.camsonline.com/about-cams/shareholder-relations/policies</a>
Email address for grievance redressal and other relevant details	<a href="https://www.camsonline.com/about-cams/shareholder-relations/disclosures">https://www.camsonline.com/about-cams/shareholder-relations/disclosures</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	<a href="https://www.camsonline.com/about-cams/shareholder-relations/disclosures">https://www.camsonline.com/about-cams/shareholder-relations/disclosures</a>
Financial results	<a href="https://www.camsonline.com/about-cams/shareholder-relations/quarterly-reports">https://www.camsonline.com/about-cams/shareholder-relations/quarterly-reports</a>
Shareholding pattern	<a href="https://www.camsonline.com/about-cams/shareholder-relations/shareholding-pattern">https://www.camsonline.com/about-cams/shareholder-relations/shareholding-pattern</a>

Particulars	Web Link
(I) Schedule of analyst or institutional investor meet	<a href="https://www.camsonline.com/about-cams/shareholder-relations/analyst-meet">https://www.camsonline.com/about-cams/shareholder-relations/analyst-meet</a>
(II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	
Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	<a href="https://www.camsonline.com/about-cams/shareholder-relations/analyst-meet">https://www.camsonline.com/about-cams/shareholder-relations/analyst-meet</a>
Advertisements as per regulation 47 (1)	<a href="https://www.camsonline.com/about-cams/shareholder-relations/stock-exchange-intimation">https://www.camsonline.com/about-cams/shareholder-relations/stock-exchange-intimation</a>
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	<a href="https://www.camsonline.com/about-cams/shareholder-relations/subsidiary-annual-reports">https://www.camsonline.com/about-cams/shareholder-relations/subsidiary-annual-reports</a>
Secretarial Compliance Report	<a href="https://www.camsonline.com/about-cams/shareholder-relations/stock-exchange-intimation">https://www.camsonline.com/about-cams/shareholder-relations/stock-exchange-intimation</a>
Materiality Policy as per Regulation 30 (4)	<a href="https://www.camsonline.com/about-cams/shareholder-relations/policies">https://www.camsonline.com/about-cams/shareholder-relations/policies</a>
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	<a href="https://www.camsonline.com/about-cams/shareholder-relations/policies">https://www.camsonline.com/about-cams/shareholder-relations/policies</a>
Disclosures under regulation 30(8)	<a href="https://www.camsonline.com/about-cams/shareholder-relations/policies">https://www.camsonline.com/about-cams/shareholder-relations/policies</a>
Dividend Distribution policy as per Regulation 43A(1)	<a href="https://www.camsonline.com/about-cams/shareholder-relations/policies">https://www.camsonline.com/about-cams/shareholder-relations/policies</a>
Annual return as provided under section 92 of the Companies Act, 2013	<a href="https://www.camsonline.com/about-cams/shareholder-relations/annual-return-form">https://www.camsonline.com/about-cams/shareholder-relations/annual-return-form</a>
Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	<a href="https://www.camsonline.com/about-cams/shareholder-relations/ESOP-Scheme">https://www.camsonline.com/about-cams/shareholder-relations/ESOP-Scheme</a>
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	<a href="https://www.camsonline.com/">https://www.camsonline.com/</a>
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	<a href="https://www.camsonline.com/">https://www.camsonline.com/</a>

### Secretarial Audit

The Company's Board of Directors appointed Ms. B Chandra, Practising Company Secretary, to conduct secretarial audit of its records and documents for the Financial Year 2024-25.

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

### Green Initiative

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

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

**COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES**

The functional currency of the Company is INR. The Company has transactions in foreign currency which are denominated in USD. The Company has not entered into any hedges for currency risk. The Company's foreign currency exposure is limited and is not material to the size of its operations. As the Company is not into trading any commodity, there's no commodity price risk and there's no hedging activities undertaken by the Company during financial year 2024-25.

**PLANT LOCATIONS:**

As Company is not involved any manufacture, it does not have any plant locations.

**DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT**

The details of the same are given in notes to the Standalone Financial Statements forming part of this Annual Report.

**ADDRESS FOR CORRESPONDENCE:**

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

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

Website : [www.camsonline.com](http://www.camsonline.com)

E-mail : [secretarial@camsonline.com](mailto:secretarial@camsonline.com)

**Registrar and Share Transfer Agents:**

Name : MUFG Intime India Private Limited  
(Formerly known as 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.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)

Investor grievance e-mail : [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)

Website : [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)

**DETAILS OF CORPORATE POLICIES/ CODES**

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

[www.camsonline.com](http://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**

Chairman

DIN: 00142711

Place: Mumbai

Date: May 05, 2025

**ANNEXURE I****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 Personnel.

The Code is available on the Company's website:

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

I confirm that the Company has in respect of the financial year ended March 31, 2025, 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, 2025.

On behalf of the Senior Management Team

Place: Mumbai  
Date: 05.05.2025

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 COMPUTERAGE 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](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

Place: Chennai  
Date: 05.05.2025

Sd/-  
**B CHANDRA**  
Practising Company Secretary  
M No.: A20879 CP 7859  
UDIN A020879G000264111  
PEER REVIEW NO 6198/2024

**ANNEXURE III****PRACTISING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE**

To:

The Members of  
Computer Age Management Services Limited

1. We have examined the compliance of conditions of Corporate Governance by M/s. COMPUTER AGE MANAGEMENT SERVICES LIMITED, for the year ended on 31st March, 2025, 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 1st April 2024 to 31st March 2025, 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. Our 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.
4. We 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.

Sd/-

**B CHANDRA**

Practising Company Secretary

M No.: A20879 CP 7859

UDIN A020879G000264091

PEER REVIEW NO 6198/2024

Place: Chennai

Date: 05.05.2025

## 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, 2025 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, 2025 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: Mumbai  
Date: 05.05.2025

Sd/-  
**Anuj Kumar**  
Managing Director

Sd/-  
**Sesha Raman Ramcharan**  
Chief Financial Officer

# Management Discussion and Analysis

## INTRODUCTION

The company is the market leader in the Registrar and Transfer Agency business serving the mutual fund industry and derives about 90% of its revenue from this activity. The Indian mutual fund industry is a large segment of the financial landscape, offering investors a way to pool their money and invest in a diversified portfolio of assets. The Mutual funds are managed by professional fund managers who invest the pooled money in a variety of assets, such as stocks, bonds, and government securities. The industry is regulated by the Securities and Exchange Board of India (SEBI), which oversees all aspects of mutual fund operations. The regulation by SEBI relates to all aspects of the mutual fund operations and are focussed on ensuring investor protection and transparency and this has built confidence of the investors on the industry, fuelling its growth.

The industry has seen significant growth in recent years, with both assets under management (AUM) and the number of investor accounts increasing substantially. The growing popularity of the mutual fund industry among retail investors is arising from the perception of the retail investors who see it as a way to participate in capital markets and benefit from growth in the capital market. Products like Systematic Investment Plans (SIPs) which enable regular savings in smaller instalments over a longer period of time and technology platforms which have made the process of investment simpler have played a crucial role in driving growth, making mutual funds more accessible and convenient for investors. The Mutual funds also offer a wide range of investment options, including equity, debt, hybrid, and thematic funds, catering to different risk profiles and investment objectives.

Registrar and Transfer Agents (RTAs) keep records of investors in a mutual fund and acts as an intermediary between a mutual fund and its investors. RTAs support the Mutual fund industry end to end in its operations and broadly mirrors the performance of the Mutual Fund industry.

## INDUSTRY REVIEW

The Registrars and Transfer Agents ("RTA's") are regulated by the Securities and Exchange Board of India ("SEBI") which issues the certificate of Registration for eligible entities to operate. RTAs serving more than 2 crore folios are designated as Qualified Registrar and Transfer Agent ("QRTA") by SEBI and enhanced governance mechanism is applicable for those QRTAs. The industry is dominated by three QRTAs and CAMS is one of the QRTAs operating in the country.

CAMS operates in the Mutual fund industry as the RTA with an aggregate mutual fund share of approximately 68% based on Mutual fund AAUM. It has retained its leadership position right from its initial years and has been consistently growing.

## DEVELOPMENTS/ OVERALL SCENARIO DURING THE YEAR

As per the report by the Association of Mutual Funds in India (AMFI), Assets Under Management (AUM) of Indian Mutual Fund Industry as on March 31, 2025, stood at ₹ 6,670,186 crore. The AUM of the Indian MF Industry has grown from ₹10.83 trillion as on March 31, 2015 to ₹66.70 trillion as on March 31, 2025, more than 6-fold increase in a span of 10 years.

The MF Industry's AUM has registered significant increase in the past decade. The Industry's AUM had crossed the milestone of ₹10 Trillion (₹10 Lakh Crore) for the first time in May 2014 and in a short span of about three years, the AUM size had increased more than two folds and crossed ₹ 20 trillion (₹20 Lakh Crore) in August 2017. The AUM size crossed ₹ 30 trillion (₹30 Lakh Crore) in November 2020. The Industry AUM stood at ₹ 66.70 Trillion (₹ 66.70 Lakh Crore) as on March 31, 2025. As against the folio of 10 crore in the month of May, 2021, the total number of accounts (or folios as per mutual fund parlance) as on March 31, 2025 stood at 23.50 Crore (235 million), while the number of folios under Equity, Hybrid and Solution Oriented Schemes, wherein the maximum investment is from retail segment stood at about 18.58 crore (185.8 million).

## BUSINESS ENVIRONMENT

CAMS operations, technology, digital enablers, customer service and front offices stretched every sinew to ensure high service delivery for these staggering volumes in the mutual fund. The growth in the mutual fund industry necessitates enhanced performance of the RTA industry. CAMS retained its leadership position in the growing industry and its share continued to be ~ 68%.

## SEGMENT WISE PERFORMANCE AND OUTLOOK

### MF Operations:

The company retained its market leadership position with about 67.6% market share. CAMS-services funds which manage ₹ 45.59 Lakh Crore of AUM. The total transaction volume is 892.11 million with a total value of ₹ 186 Lakh Crore. CAMS recorded 265 lakh new SIP registrations last year and

approximately 400 lakh this year, which is an increase of 51%, amounting to a cumulative value of ₹ 4,899 Crore. Total of 132 NFOs were serviced by CAMS during FY25, with a cumulative amount mobilized of ₹ 73,397 Crore

**CAMS Insurance Repository Services Limited – (CAMSRep)** introduced during the year 'Bima Central,' an insurance portfolio management platform aimed at simplifying policy management for customers by aggregating benefits and ensuring claim-readiness. Accessible to those with an electronic Insurance Account (eIA) with CAMSRep, Bima Central emerged from industry collaboration to enhance the value of insurance.

The company continued to highlight the value proposition of repository and digital services with life insurance and general insurers. CAMS Rep continued to work with insurers to expand the flow of electronic policies. Insurance repository services received a big boost to its growth prospects with LIC of India finally signing up for IR services with CAMS Insurance Repository as well as with two other Repositories. For the full FY25, dematerialised non-life policies crossed 5lac, which is the highest ever volume from this segment. For the full year, eIA growth was at 75% and policy growth was at 119%. Total e-Policies crossed 1 crore, with 37% of e-Policy volumes added in the financial year, highlighting an increasing preference of eIA by policyholders.

**CAMS Payment Services Private Limited. (CAMSPAY)** - The holding company has been issued the certificate of Registration by the Reserve Bank of India to act as the Payment Aggregator. An application has also been made by this wholly owned subsidiary to RBI for issue of the certificate of Registration for carrying out this business. As and when the COR is received from RBI and subject to other requisite approvals the intent is to transfer the payments business to this subsidiary.

CAMS Account Aggregator - **CAMS Financial Information Services Private Limited ('CAMS FIS')**, has been issued with the Certificate of Registration by the Reserve Bank of India as a Non-Banking Financial Company to function as Account Aggregator. The Account Aggregator (AA) ecosystem exited FY25 with 8.25 Crore customers successfully linked in the fiscal. CAMSfinserv grew 229% YOY taking its market share to 11.6% on LTD basis.

**CAMS Investor Services Private Limited (CAMS KRA)**, A wholly owned subsidiary of the company is the second-largest KYC Registration Agency, is rapidly expanding its reach in the capital market. Leveraging AI and automation, the company is offering innovative solutions like 10-minute KYC process to streamline operations of the clients. The focus on operational excellence and strategic partnerships positions

us as a preferred fintech solution provider for FY25. CAMS KRA recorded all-time high in revenue of 45.4 Crore in FY25, an impressive 31% YoY growth in FY25 compared to ₹ 34.7 Crore in FY 24. The company went live with many strategic big logos which are expected to add new PANs to KRA, thereby resulting in significant CAMS PAN download and associated revenue in FY 26. In March 25 the company launched "Am I Validated?" campaign, for raising awareness among capital market investors about the crucial role of KYC validation. The initiative recorded considerable investor engagement, enhancing the company's brand visibility.

**Sterling Software Private Limited**, a wholly owned subsidiary of the Company, continues to provide services as a Technology Solution Provider (TSP) service for the Account Aggregator Industry. TSP takes care of implementation of digital signature and encryption, which might be a "self-build" for a large entity but certainly a "buy" decision for medium and smaller ones. Sterling is the software service provider for the holding company and holds the IP rights for the entire RTA platform.

**Think Analytics India Private Limited**, subsidiary of the company Offers Software as a Service (SaaS) based products and data science services to its customers in India and abroad and provides analytical solutions suitable for use with the Account Aggregator framework. The company has been steadily expanding capabilities and installations and has commenced an engagement with one of the large public sector Bank and new product variants are going live with multiple other institutions. The company has built a series of application scorecard for a Lending Service Provider (LSP). The company is contemplating appropriate consent management solution and platform for industry to comply with DPDPA and is also looking at reimagining a customer onboarding journey using AI-first approach for Capital Market customer onboarding, in close coordination with KRA

**Fintuple Technologies Private Limited**, subsidiary of the company has niche technology offerings in the areas of client digital on-boarding, eKYC, fund reports, and other support digital solutions for AIF and PMS and is expanding its footprint as the gateway connecting the digitally savvy consumers to digitally enabled manufacturers and providers, via APIs. The company's Finwyze platform and its product-suite are currently being customized for two large private sector Banks and its Nivruti platform is being customized for the recent NPS POP sign-ups made by the holding company for its CRA operations.

**MFC technologies Limited** has been incorporated as a Joint venture company and the company holds 50% of the share capital. This company will be offering MF Central a

digital solution aimed at enhancing customer service in the Mutual Fund industry. MFCentral is the preferred platform for investors because of its unique single-window facility to address all investors' requirement across the entire Mutual Fund landscape in India. Ease of transacting across all the MFs in India through a single window has been one of the pull factors for the investors.

## PRODUCT DEVELOPMENT AND DIGITAL OFFERINGS

As part of its value offerings the Company is developing various digital products/ applications which enable the investors in mutual funds (who are the ultimate customers) to experience efficient and effective methods for investments. The Company continues to focus on its digital strategies with a slew of digital properties made available to the market for digitalizing the investment journey. These digital properties continued to do well, set new milestones and the Company is now successfully engaging clients with white-labelled formats of these utilities so that the clients' digital teams engage with us more deeply.

**myCAMS** – The Company's mobile app for mutual fund investing for individual investors continues to be the largest mobile app in the Mutual Fund arena with over 7.46 million registered users. Redesigned myCAMS mobile app was launched during the year. This version marks a significant milestone and includes numerous new features and enhancements to improve every aspect of the user experience. The AuM serviced by myCAMS reached ₹9.98 trillion as at March 31, 2025

**GoCORP** for institutional investors continue to offer differentiated value adding services. The company continues to remain focussed on enrolling more corporates to use GoCORP for their institutional transactions. The total registered users as on 31st March 2025 is about 8500 and the platform services over ₹ 2.6 trillion which is 16% of the total institutional AuM of CAMS serviced funds.

**Edge360**, the digital platform for distributors and advisors is recording steady adoption and usage. Extensive marketing efforts and webinars helped gain momentum in new registrations, taking the overall registrations to over 90K. Total 34.72 Lakh transaction volume processed in FY'25 via edge360 platform.

**CAMServ** chatbot was revamped to offer a cleaner interface and new financial transaction capabilities. Chatbot is a customized, white-labelled service as there is an increased preference over traditional service channels, which is a testimony to its ease of usage. For a few of the clients, we have built a distributor based chatbot, where distributors can

generate transaction links for their investors and send it to investors for completing the transaction. CAMS is working on implementing an NLP model with multilingual capabilities.

**digiLoan against MF/LAMF**. Loan Against Mutual Funds is an innovative digital lending solution designed to simplify the loan process. By harnessing advanced APIs, LAMF equips financiers and lending platforms with the resources they need to expedite loan approvals and manage liens efficiently. With its emphasis on a paperless experience, LAMF eliminates the burdens of extensive paperwork, offering users a seamless digital interface. CAMS, leveraging its extensive industry knowledge and state-of-the-art technology, enhances the speed of loan approvals, resulting in significantly reduced processing times. This digital solution ensures that borrowers, lenders, and all involved parties enjoy a smooth and efficient lending experience, ultimately transforming the way loans are managed in the mutual fund space. LAMF's rapid growth is driven by its strong value proposition, which includes secure lending features, a seamless digital process, and competitive interest rates from lenders. This has drawn significant interest from various banks and NBFCs eager to adopt the LAMF solution, leading to an influx of new participants in the market.

**CAMS WealthServ**, the digital onboarding platform for AIF and PMS investors, has been very well received by the Alternatives Industry. CAMS continues to augment the product features and partnerships with custodians, which will significantly strengthen the market position for the product. There has been a strong traction in the sign-ups for WealthServ and so far 200+ sign-ups have been completed.

**eKYC utility** is being extensively used. Digilocker has been integrated as an additional option to the eKYC solution. An industry first initiative for online updating of contact details and address in KYCs enabling KYC in 10 minutes has been implemented. This is a unique industry-first innovation. Online KYC Modification (Re-KYC) facility for All KRA PANs has also been introduced. This facility allows investors to modify all their KYC details with mandatory DigiLocker validation.

**digiInvest/ digiNFO** which enables transactions via SMS link continues to see increased usage among intermediaries. NFO investments and Switch transaction links that can be generated directly by distributors and AMCs have been enabled.

### Central Record Keeping Agency (CRA)

The Company's operations as a Central Recordkeeping Agency ("CRA") were launched in the month of March 2022. Our endeavour to provide the best possible services to our Subscribers and other intermediaries is re-emphasized with the release of various new features. In FY25, CAMS CRA registered an YoY growth of 82% in terms of new subscriber

onboarding in Non-Government Sectors. Our market share in eNPS is around 9% and the overall market share in retail (non-Govt sector) is around 6.5%.

## OPPORTUNITIES AND THREATS

### OPPORTUNITIES

The Company's Brand salience and superior technology aligned with client business model continues to make CAMS the service partner of choice for the clients. The company has been able to retain its share in the RTA industry at ~68% as of March 2025. There has been significant wins made by the company of both of new AMCs and migration of the existing AMC from the competitor during the financial year and this indicate the large potential the company has in the RTA industry.

The company remains the market leader in AIF and PMS services, serving 210+ fund houses (520+ schemes) with over ₹2.50 lakh Crore AUM. Our client base includes industry leaders who have chosen CAMS as service partner. We continue to see success in our digital initiatives. The operations at the Gift City Continues to gain traction with ~30 clients outsourcing to CAMS GIFT City. The gift city operations have now expanded beyond AIF and fund administration services for retail schemes are also provided from GIFT City.

The Account Aggregator (AA) ecosystem is ushering in a new paradigm of data empowerment that transcends individual sectors. It is reshaping financial services by democratizing access, enabling all citizens to securely share their financial data and participate in the formal economy. This data-driven empowerment is fuelling the growth of financial services and is also setting the foundation for new industries, use cases, and opportunities beyond finance. The AA framework is poised to become a global model for how digital public infrastructure can drive financial inclusion, efficiency, and innovation. CAMS through its wholly owned subsidiary has emerged as an early mover and is having a market share of more than 10%. This is expected to propel growth of this business segment in the years to come.

The Company now functions as the Central Record Keeping Agency for the National Pension System. It launched its cloud-based Central Record-Keeping Agency under NPS to extend the service to subscribers and the overall ecosystem and continues to engage with the intermediaries on a regular basis to support a strong ecosystem comprising of multiple intermediaries - PoPs, Pension Fund Managers and Annuity Service Providers. The company also remains committed to eNPS and its customer journeys, which offer an alternative channel for B2C business. The corporate client base is expanding, and ties with PoPs is being strengthened through

system enhancements, agent network support, and joint marketing initiatives.

The increased focus on the KYC requirements, mandatory issue of the policies in electronic form and the country's largest insurer joining the Repository system will significantly enhance the business opportunities for the insurance repository business.

These are considered as significant opportunities and the Company's domain expertise acquired over a three decades of being the industry partner, established processes, technology-driven infrastructure, and marquee clients, will enable the Company to capitalize on the growth in these new businesses.

### THREATS

The threats faced by the company has been listed as part of the Analysis. However, the Company has a documented policy for managing the risks/ threats likely to be faced by it.

- The computer resources of the company have also been declared as a critical Information Infrastructure by the Ministry of Electronics and Information Technology which indicates the importance of the information infrastructure of the company. With the growing prominence of technology in all our activities, cyber security is of paramount importance to us. The emerging Data Protection Laws in the country will also pose significant challenges in the way data is managed, and consent is taken from the data owners. The company may need to have increased focus on the data in its possession and may be required to enhance the spending towards data protection.
- The Company's revenue is highly concentrated on the Mutual Fund industry and its few clients. The competition and the regulatory restrictions may drive down total expense ratios, which in turn could drive down the fees that are paid by the clients to the Company.
- The Company is taking all steps to ensure that we follow all applicable laws and regulations applicable to the Company. Any failure in detecting errors in our business operations could expose us to potential losses. Any failure in detecting errors or omissions in our business operations could expose us to potential losses.

## INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has an adequate internal controls system, commensurate with the size and nature of its business. The system is supported by documented policies, guidelines,

and procedures to monitor business and operational performance which are aimed at ensuring business integrity and promoting operational efficiency. All the records are adequately maintained for the preparation of financial statements and other financial information. Apart from internal controls, the Company also audits the efficiency and security of its operations, its information technologies, and data, in accordance with the global standards.

The Company conducts periodic internal audits in line with an audit plan that is drawn at the beginning of the year, which is approved by the Audit Committee. The scope of the exercise includes ensuring adequacy of internal control systems, adherence to management policies and compliance with the laws and regulations of the country.

Internal audit reports are placed before the Audit Committee of the Board of Directors, which reviews the adequacy and effectiveness of the internal control systems and suggests improvements for strengthening them.

## DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

This discussion on Financial Analysis is for consolidated financials of the Company during FY 2024-25. The Company is a technology-driven financial infrastructure and service provider to mutual funds and other financial institutions. The FY 2023-24 numbers are shown on comparable basis for all statement of Profit and Loss and Balance Sheet items discussed below.

### Highlights of the financial year:

During FY 2024-25, the consolidated revenue from operations of the Company was at ₹ 142,248 lacs as against ₹ 113,652 lacs in the previous year.

The Profit Before Tax was ₹ 61,866 lacs as against the previous year PBT of ₹ 46,685.

The Earnings Per Share was ₹ 95.41 as against the previous year which was at ₹ 72.06 per share.

The Company continues to be debt free except for bank guarantees taken for operational requirements which are fully secured by fixed deposits.

## KEY FINANCIAL RATIOS

Details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, have been provided as part of the Notes to the Standalone

Financials Accounts (Note No. 38). Additional Ratios are provided below:

Ratio	2024-25	2023-24
Debtors Turnover (No of days)	25	19
Current Ratio	5.23	5.49
Operating Profit Margin	40.39%	38.22%
Net Profit Margin	31.87%	30.04%
Return on Net Worth	46.25%	41.70%

Since the Company is engaged in IT enabled services, the inventory ratios are not relevant. Also since there are no borrowings, interest coverage ratio and debit equity ratio are not relevant.

## OPERATIONAL EXCELLENCE

During the year, CAMS continued to be the leader in delivering quality service in the MF industry for all modes of transactions like Physical, Electronic & Digital. To have continuous improvement, CAMS has made significant efforts in maintaining overall quality performance and accuracy levels. The investor satisfaction survey results for FY 25 showed 96.23% of the customers rate the services of the company as very satisfied/Satisfied.

## RISKS AND CONCERNS

The Company recognizes that risk is inherent in any business activity and that managing risk effectively is critical to the immediate and future success of the Company. The Company has a Board level Risk Management Committee in addition to an internal Risk Management Committee, which monitors the risk-related matters of the Company. A Board approved Risk Management Policy defines the Risk Management framework to identify, assess and manage potential risks and opportunities. This policy provides detailed key tasks to identify, assess, manage, monitor, and report key risk areas across the group. The company has also in place a Chief Risk Officer. The identified risks of the Company are as below:

### Operational Risk

The Company faces risks in its operations for any error or omission that could lead to significant monetary and reputational losses. The Company has identified the key areas where such risks could exist and taken proactive steps for carrying out process automation and tighter adherence to the established processes.

### Risks relating to failure of Business Continuity Plan ("BCP")

In view of the nature of its operations, the Company is required to ensure a Business Continuity Plan, which will enable it to

provide services on a continued basis even under unforeseen events. The company carries out periodical BCP drills using the infrastructure of the BCP location. However, there can be a risk of any failure in the BCP in any foreseen situation in the future.

### Regulatory & Compliance Risk

The Company is regulated by various regulators and is subjected to periodical audits. The Company is also required to comply with a host of regulations as part of its compliance activities. Non-compliance with any regulations could result in observations from the regulator and can lead to warnings and penalties. For ensuring the compliances, the company has extensive management process and a process for identification of outliers on real-time basis for the known observation primarily, which are getting remediated on an immediate basis. The Company also has an extensive system for monitoring compliances with individual functional heads tasked with specific areas. However, this do not provide assurance that there would be no regulatory action.

### Technology Risk

Inability to meet the demands of the Clients or adapt to the latest technological changes might affect the Company's business, as our success depends upon the development of technology platforms and applications to conduct our business. In this regard, steps are being initiated to ensure the adoption of the latest technology and to meet the requirements of the clients.

### Information Security Risk

As the Company handles large amounts of data, the Information Security risk is one of the identified risks. The Company has an extensive Information Security Management System ("ISMS") which is headed by a Chief Information Security Officer and has a well-established ISMS policy. The Company's systems are being periodically audited by external agencies. Bit Sight, an agency which monitors the level of the information security has rated the Company very high at a score of 800. This is a market-leading score and vindicates the robust security posture. However, there is always a possibility of cyber risk.

### People Risk

Dependence on Key Managerial Personnel and Senior Management is considered as a risk and the loss of any key person and or inability to attract new talents, reliance on third party service providers in several areas of operations and our inability to have full control over their services would affect the Company's business. Towards mitigating these risks, all the managerial positions have been filled and retention of KMP through ESOPs and Incentive Programs have been initiated

and action to create future Leaders through training, skill certification and workshops have been initiated.

### Revenue Concentration

A significant part of the revenue is concentrated from MF Business. Within MF the revenue is concentrated within a group of top clients. Towards this risk, the Company is focusing on enhancing the non-MF revenue. The Company perceives high growth opportunities in Insurance Repository, CAMSPay (payment aggregator business), and services to AIF clients. In addition, the Company has also been appointed as CRA (Central Recordkeeping Agency) for Pension Funds and added Account Aggregator business to broaden the revenue generation sources. Leveraging competencies acquired through Mutual Fund services business, the Company has launched products like Recon Dynamix, Loan against Mutual Funds (LAMF), etc. Irrespective of this additional business, the Mutual Fund services business is likely to remain the dominant business in the near to medium period.

### Contractual Risk

The Company has entered into contractual agreements with various clients, which may contain clauses which might adversely affect our business, on the occurrence of certain events like employee fraud or misconduct or errors and omissions in the operations. The Company has extensive insurance coverage for addressing such liabilities. However, the insurance cover may not be adequate to fully compensate for the loss.

## HUMAN RESOURCES

Employee attraction, development and retention are key priorities of CAMS. We believe engaged employees contribute to a higher level of engagement with clients and investors resulting in profitability and growth. Hence making CAMS a great place to work is always our endeavour. Our People strategy has been to develop a culture of learning & growth, building leadership capability to manage growth and to bring out the best in our employees through creating an environment of agility and transformation. We have created several talent pools through academia collaboration to meet our specialized skill requirements. The Company has a robust training and development framework to enable certification in the MF Domain. Fostering innovation and automation through differentiated and high impact recognition programs has been a hall mark of our people excellence practices. Our risk awareness and mitigation programs had heightened our compliance posture. Various communities have been formed which engage employees through various activities which has helped maintain a participative work environment.

The deep domain knowledge of employees has helped us establish our business leadership and market share. Our

employees collaborate with precision and synchronization to enable CAMS to be a market influencer for competitive advantage and to keep in tune with the demands of the market. CAMS invests in building a diverse and inclusive environment for our employees. These employees enable the Company to reach out to investors in Mutual Funds across the country. The Company's career development initiatives range from up-skilling using structured in-house programs, specialist certifications to sponsorship of courses at premium management institutions. We assist our employees in creating their individual development plans and facilitate growth through job rotations, internal hiring, and promotions.

We continue to uphold high standards of governance with respect to all statutory compliance and regulatory

requirements. We have several avenues for our employees to voice their opinion in a safe and conducive environment. Managers engage in meaningful dialogues and coach employees to enhance their performance.

### **SAFE AND HEALTHY ENVIRONMENT**

The operations of the Company do not involve any manufacturing. The Company strives to maintain the highest safety standards; periodic fire drills are carried out at various premises. First aid training is given to a group of employees to handle any eventuality. Feedback from employees are regularly obtained on various health and safety considerations. The offices with a significant number of employees have either an in-house medical centre or tie-up with leading hospitals to provide treatment in case of medical exigencies.

# Business Responsibility and Sustainability Report

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L65910TN1988PLC015757
2.	Name of the Listed Entity	Computer Age Management Services Limited
3.	Year of incorporation	1988 (May 25)
4.	Registered office address	Computer Age Management Services Limited, New No.10, Old No 178, M.G.R. Salai, Nungambakkam, Chennai (Madras), Tamil Nadu, 600034
5.	Corporate address	Computer Age Management Services Limited, No.158, Rayala Towers, Tower - I, 3rd Floor, Anna Salai Chennai 600002
6.	E-mail	<a href="mailto:secretarial@camsonline.com">secretarial@camsonline.com</a>
7.	Telephone	044-61092992
8.	Website	<a href="https://www.camsonline.com/">https://www.camsonline.com/</a>
9.	Financial year for which reporting is being done	FY 2024-25
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) and the National Stock Exchange of India (NSE)
11.	Paid-up Capital	₹ 494,298,490 (As on March 31, 2025)
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Manikandan Gopalakrishnan <a href="mailto:secretarial@camsonline.com">secretarial@camsonline.com</a>
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Consolidated
14.	Name of assessment or assurance provider*	None
15.	Type of assurance obtained*	None

\*The applicability of assurance or assessment for CAMS is in the financial year 2025-26 owing to the market capitalization.

### II. Products/services

#### 16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Registrar and transfer agent (RTA) for mutual funds (MFs)	Technology-driven financial infrastructure and services provider to Asset Management Companies, Alternate Investment Funds, Insurance Companies. Payment Aggregator & Account Aggregator services. Central Record keeping Agency for NPS., Client Digital on-boarding, eKYC, fund reports and other digital solutions for AIF and PMS.	87%

**17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Service Partner to Asset Management Company	62099	87%

**III. Operations****18. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
<b>National</b>	Not Applicable	8 Back offices 280 Service Centres PAN India 3 Data centers	291
<b>International</b>	Not Applicable	Not Applicable	Not Applicable

**19. Markets served by the entity:****a. Number of locations**

Locations	Number
National (No. of States)	25 States and 5 UTs
International (No. of Countries)	1

**b. What is the contribution of exports as a percentage of the total turnover of the entity?**

0.013%.

**c. A brief on types of customers**

CAMS is a Registrar and Transfer Agent (RTA) for mutual funds (MFs) and Alternate Investment Funds with a widespread customer base of more than 400. CAMS is a B2B service partner offering technology-driven financial infrastructure solutions to Mutual funds, Alternate Investment funds, and Insurance companies. The company is a market leader serving 68% (approx.) of average assets under management as of March 31, 2025. Further, the company also serves customers through variety of touch points such as the PAN-INDIA network of service center, mobile apps and chatbots.

MF & Alternate investment Funds	Insurance vertical	Account Aggregator	Payment Aggregator
Asset Management Companies, Alternate investment funds	Insurance companies	Banks and financial market intermediaries	Asset Management Companies, NBFCs

**IV. Employees****20. Details as of the end of Financial Year:****a. Employees and workers (including differently abled):**

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	7,932	5,544	70.00	2,388	30.00
2.	Other than Permanent (E)	396	308	78.00	88	22.00
3.	Total employees (D + E)	8,328	5,852	70.00	2,476	30.00
<b>WORKERS</b>						
4.	Permanent (F)	0	0	0.00	0	0.00
5.	Other than Permanent (G)	0	0	0.00	0	0.00
6.	Total workers (F + G)	0	0	0.00	0	0.00

**b. Differently abled Employees and workers:**

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent (D)	19	18	95.00	1	5.00
2.	Other than Permanent (E)	4	3	75.00	1	25.00
3.	Total differently abled employees (D + E)	23	21	91.00	2	9.00
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent (F)	0	0	0.00	0	0.00
5.	Other than Permanent (G)	0	0	0.00	0	0.00
6.	Total differently abled workers (F + G)	0	0	0.00	0	0.00

**21. Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	17
Key Management Personnel	3	NIL	0

**22. Turnover rate for permanent employees and workers**

	FY 2024-25 (Turnover rate in current FY) [values in %]			FY 2023-24 (Turnover rate in previous FY) [values in %]*			FY 2022-23 (Turnover rate in the year prior to the previous FY) [values in %]*		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
	<b>Permanent Employees*</b>	24	38	31	28	39	34	34	37
<b>Permanent Workers</b>	Not Applicable								

\*Regrouped wherever required and includes the details pertaining to the holding company and all the subsidiaries and the calculation for the previous financial years have been revised in accordance with the guidance note issued by SEBI.

**V. Holding, Subsidiary and Associate Companies (including joint ventures)****23 . Names of holding / subsidiary / associate companies / joint ventures**

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	CAMS Insurance Repository Services Limited	Subsidiary	100	Yes
2	CAMS Investor Services Private Limited	Subsidiary	100	Yes
3	Sterling Software Private Limited	Subsidiary	100	Yes
4	CAMS Financial Information Services Private Limited	Subsidiary	100	Yes
5	CAMS Payment Services Private Limited	Subsidiary	100	Yes
6	Fintuple Technologies Private Limited	Subsidiary	54	Yes
7	Think Analytics India Private Limited	Subsidiary	55	Yes
8	Think Analytics Consultancy Services Private Limited	Step Down Subsidiary	55	Yes
9	THINK360 AI, INC	Step Down Subsidiary	55	Yes
10	MFC Technologies Private Limited	Joint Venture	50	Yes

## VI. CSR Details

24. i. Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) - YES
- ii. Turnover (in ₹) - 142,248.33 Lakhs
- iii. Net worth (in ₹) - 111,855.38 Lakhs

## VII. Transparency and Disclosures Compliances

### 25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) if Yes, then provide web-link for grievance redress policy	FY 2024-25			FY 2023-24			If NA, then provide the reason
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	
Communities <sup>1</sup>	Yes	0	0	None	0	0	None	
Investors (other than shareholders) <sup>2</sup>	Yes	217	1	None	157	4	None	
Shareholders <sup>3</sup>	Yes	9	0	None	12	1	None	
Employees and workers <sup>4</sup>	Yes	3	0	None	0	0	None	
Customers <sup>5</sup>	Yes	0	0	None	0	0	None	
Value Chain Partners <sup>6</sup>	Yes	0	0	None	0	0	None	

Note:

- The company undertakes various CSR initiatives in the areas of education and health and also manage effective grievance redressal of the communities, if any. The company's nature of operation does not have any negative externalities to the community.
- The grievance redressal process for investors are enlisted at: <https://www.camsonline.com/Investors/Support/Query&Complaint-Form>
- <https://www.camsonline.com/about-cams/shareholder-relations/shareholder-support>
- There is a grievance redressal policy for employees and it is available on the intranet of the company which is accessible to all its employees.  
The company conducts regular employee engagement programmes and any grievances raised by employees are addressed periodically. No grievances were received through grievance boxes and other HR records. For more details, refer to Corporate Governance section in Page 78-79.
- A dedicated customer relation manager for each customer interacts on a regular basis and addresses the grievance of the customers.
- The grievance redressal mechanism for value chain partners has been enlisted at: <https://www.camsonline.com/Distributors/Support/Grievances>

In addition to the above mechanisms, the company has in place whistle blower policy which is available on the website of the company. Web-link of the policy: [CAMS- Whistle blower policy](#)

## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Cyber security risk	R	The company relies heavily on its technology and infrastructure. As majority of transactions are processed digitally, it increases cyber security risk.	The company has a robust technology committee-governing cyber security policy which is regulated by internal and external teams including external specialist firms. The company has a dedicated Chief Information Security officer who proactively monitors the threats.	Negative
2.	Compliance risk	R	The frequent regulatory changes make it difficult for the company to stay compliant and any default could result in fines and penalties.	To mitigate this risk, the company has internal compliance monitoring tools and specific set of individuals for tracking compliance.	Negative
3.	Operational risk	R	The company faces risks relating to error or omissions in the operations which could significantly impact the monetary and reputational losses.	The company mitigates the risk by critical incident reporting tracker and proactive monitoring of the potential risks.	Negative
4.	Customer satisfaction	R	The company has been actively diversifying into new business lines and the client servicing has become increasingly complex and dynamic.	To mitigate this risk, client satisfaction surveys are conducted by the company.	Negative
5.	Regulatory Risk	R	The company's businesses are guided by various regulators and any non-compliance to regulations could result in observations from authorities, which may significantly lead to fines, penalties and even cancellation of licenses.	The company has internal compliance monitoring tools, which is an external-third party tool for identifying and mitigating any potential violations or defaults.	Negative

## SECTION B – MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements of administering responsible activity.

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as follows:

Principle 1	Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent, and accountable
Principle 2	Businesses should provide goods and services in a manner that is sustainable and safe
Principle 3	Businesses should respect and promote the well-being of all employees, including those in their value chains
Principle 4	Businesses should respect the interests of and be responsive to all its stakeholders
Principle 5	Businesses should respect and promote human rights
Principle 6	Businesses should respect and make efforts to protect and restore the environment
Principle 7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
Principle 8	Businesses should promote inclusive growth and equitable development
Principle 9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	Yes, we have an ESG policy, approved by our CSR & ESG committee, which covers all National Guidelines on Responsible Business Conduct ("NGRBC") principles. In addition, we also have various other policies relevant to NGRBC Principles and the details of policies can be accessed through the company's website. Some of the policies are internal which are accessible to internal stakeholders. The web-link for accessing the policies are as follows: <a href="https://www.camsonline.com/about-cams/shareholder-relations/policies">https://www.camsonline.com/about-cams/shareholder-relations/policies</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	The company has translated its policies into procedures by implementing regular training programs and establishing internal systems to enhance governance in focus areas related to the NGRBC principles.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.									
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.									
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.									
<b>Governance, leadership and oversight</b>									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements Refer to the Section MD’s speech in page number 28-29									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).									

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
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9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.
- Yes.
- The CSR and ESG committee of the board is responsible for oversight of the sustainability-related matters and provides guidance, leadership and necessary oversight for ESG initiatives of the company.

The scope of the committee includes the following:

- a. Monitor, evaluate, if appropriate, and provide guidance on the Company's policies, procedures, and practices with respect to ESG Matters.
- b. Review and monitor the Company's non-financial reporting with respect to ESG Matters.
- c. Oversee the Company's public disclosure on ESG Matters including any sustainability reports.
- d. Review and monitor the Company's initiatives to manage and mitigate its environmental impact.
- e. Monitor actions or initiatives taken to prevent, mitigate and manage risks related to ESG Matters which may have a materially adverse impact on the Company or are otherwise, pertinent to its stakeholders and provide guidance hereon.
- f. Monitor and review, as appropriate, any significant examination or audit by external auditors, regulators or key ESG rating agencies on ESG Matters.
- g. Coordinate with the other Board Committees for specific overlapping ESG Matters

The composition of the CSR and ESG committee of the company is as follows:

Sl. No	Name	Designation	DIN	Category
1.	Mr. Dinesh Kumar Mehrotra	Chairman	00142711	Non-Executive Non-Independent Director
2.	Mr. N V Sivakumar*	Member	03534101	Independent Director
3.	Mr. Anuj Kumar	Member	08268864	Executive Director
4.	Mrs. Vijayalakshmi Rajaram Iyer*	Member	05242960	Independent Director

\* The committee was re-constituted effective December 17, 2024. Mrs. Vijayalakshmi Rajaram Iyer ceased to be a member of the committee and Mr. N V Sivakumar was appointed as the member of the committee

**Policy and management processes**

**10. Details of Review of NGRBCs by the Company:**

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually (A)/ Half yearly(H)/ Quarterly(Q)/ Monthly (M) / Weekly(W))								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	B	D	C	C	B	C	B	B	B	Q	Q	Q	Q	Q	Q	Q	Q	Q
Compliance with statutory requirements of relevance to the principles and, rectification of any non-compliances	B	B	B	B	B	B	B	B	B	Q	Q	Q	Q	Q	Q	Q	Q	Q

\*B- Board of Directors \*D- Director \*C- CSR and ESG Committee of the Board

**11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.**

Yes. The processes and compliances are subject to review and inspections as applicable by the internal and external auditors. The policies are reviewed on a periodical basis by the respective departments, and updated accordingly. The updated policies are placed before the Board for its approval, as applicable. An internal assessment of workings of the policies has been carried out as stated above.

**12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:**

If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Not Applicable

**SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE**

**PRINCIPLE 1** Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

**ESSENTIAL INDICATOR**

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year.

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors / Key Managerial Personnel (KMP)	8	Presentations were made to the Board on Company policies, changes in the regulatory environment applicable to the Company, the industry, market and customers, operations, equity performance, earnings outlook, operational efficiencies, service and product offerings, digitisation initiatives, customer engagement strategies, risk management framework, fraud prevention, cyber security, CSR, ESG and sustainability initiatives, business sustenance and employee practices.	100%
Employees other than Board of Directors or KMPs	70	Financial Awareness, Functional Skill Development Effective communication, English Language program, Excel, Technology training programs, Leadership development programs.  Functional Skill Development (MF ops, MIS, AIF, Risk trainings etc.) Effective communication, Data Analyst Training Programs, English Language program, Excel, Technology training programs, Leadership development programs. These programs have enhanced the skill levels of the employees	95%
Workers	Not Applicable		

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: The entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

	Monetary				
	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Amount (₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	Nil	Nil	Nil	Nil	Nil
Settlement					
Compounding Fee					

	Non-Monetary			
	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)
Imprisonment			Nil	
Punishment				

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision referred in cases where monetary or non-monetary action has been appealed:

Case details	Name of the regulatory/ enforcement agencies/ judicial institutions
	Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The company has established Anti-Bribery and Corruption policy for the Board of Directors and Employees promoting the adherence to highest standards of ethics, integrity and fairness. As a part of commitment, all forms of bribery/ corruption/ gifts/offers are unacceptable and will not be tolerated. The employees are provided trainings on anti-corruption and anti-bribery. Code of Conduct outlines the rules and standards to be observed by the employees and Board of Directors. Further, the Vigil mechanism of the Company encourages the employees to report the genuine concerns which could impact the operations and performances. The value chain partners viz., vendors are also communicated the Company's objectives through vendor code of conduct. For more details, refer to webpage on company's policies. <https://digital.camsonline.com/cams/documents/policies/Anti-bribery%20and%20corruption%20policy.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

	FY 2024-25	FY 2023-24
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

**6. Details of complaints with regard to conflict of interest**

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NIL	NIL	NIL
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NIL	NIL	NIL

**7. Provide details of any corrective action taken or under way on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable

**8. Number of days of accounts payables:**

	FY 2024-25	FY 2023-24
Number of days of accounts payables	19	35

**9. Open-ness of business Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:**

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a) Purchases from trading houses as % of total purchases	NIL	NIL
	b) Number of trading houses where purchases are made from	NIL	NIL
	c) Purchases from top 10 trading houses as % of total purchases from trading houses	NIL	NIL
Concentration of Sales	a) Sales to dealer / distributors as % of total sales	NIL	NIL
	b) Number of dealers / distributors to whom sales are made	NIL	NIL
	c) Sales to top 10 dealers / distributors as % of total sales to dealer / distributors	NIL	NIL
Share of RPTs in	a) Purchases (Purchases with related parties as % of Total Purchases)	NIL	NIL
	b) Sales (Sales to related parties as % of Total Sales)	NIL	NIL
	c) Loans & advances given to related parties as % of Total loans & advances	NIL	NIL
	d) Investments in related parties as % of Total Investments made	NIL	NIL

**LEADERSHIP INDICATORS****1. Awareness programmes conducted for value chain partners on any of the principles during the financial year.**

Total No of awareness program Held*	Topic/principle covered under the training	% of value chain partners covered (by value of business done with such Partners) under the awareness program
NIL	NIL	NIL

\*The company during periodic interactions with various stakeholder groups including contractors, vendors and customers emphasises the adherence of various aspects of NGRBC principles and directs the group to conduct business responsibly.

**2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the board?**

(Yes/No) If yes, provide details of the same.

Yes. The company has established a Code of Conduct for the Board of Directors and Senior Management Personnel highlighting the circumstances to avoid that may likely to lead to conflict of interest. The employees, Senior management personnel and the Board shall not engage in any business, relationship or activity, which is likely to develop a conflict of interest with the Company. The code of conduct established by the Company details the probable instances leading to conflicts of interests which is as below: Any activity / employment that interferes with the performance or responsibility to the company or is otherwise in conflict with or prejudicial to the company - Investments by them / their family members viz. parents, spouse, and sons / daughters, in unlisted entities of competitors, customers, suppliers and any other investments that compromise their responsibility to the company.

For more details, refer to <https://digital.camsonline.com/cams/documents/policies/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management.pdf>

**PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe**

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
<b>R&amp;D</b>	0	0	0
<b>Capex</b>	0	0	0

None, owing to nature of business

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes. The company has implemented Supplier Code of Conduct as a part of contract adhering to integrate with the ESG principles into their systems and processes. This policy is based on CAMS values of honesty, integrity, respect, fairness, purposefulness, trust, responsibility, citizenship and caring. Suppliers are expected to comply with these code, with a focus on: Diversity and inclusion, Environmental stewardship, Ethics and Anti-Corruption.

- b. If yes, what percentage of inputs were sourced sustainably?**

The percentage of sustainable sourcing has not been aggregated for the current reporting period. However, the company provides opportunity to start-ups and local vendors and ensures to procure majority from local vendors.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for Plastics (including packaging), E-waste, Hazardous waste and other waste**

Not Applicable, owing to the nature of business

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity’s activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

No

**LEADERSHIP INDICATORS**

1. **Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

The company has not conducted Life Cycle Perspective/ Assessments in the current reporting period.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same.

Name of Product/ Service	Description of the Risk/ Concern	Action Taken
Not Applicable		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25	FY 2023-24
Not Applicable, owing to the nature of business.		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2024-25			FY 2023-24		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)						
E-waste	Not Applicable			Not Applicable		
Hazardous waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.  
Not Applicable, owing to the nature of business.

### PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

1. a. Details of measures for the well-being of employees

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent employees</b>											
Male	5,544	5,544	100	5,544	100	0	0	5,544	100	0	0
Female	2,388	2,388	100	2,388	100	2,388	100	0	0	0	0
Total	7,932	7,932	100	7,932	100	2,388	100	5,544	100	0	0
<b>Other than Permanent employees</b>											
Male	308	308	100	308	100	0	0	308	100	0	0
Female	88	88	100	88	100	88	100	0	0	0	0
Total	396	396	100	396	100	88	100	308	100	0	0

**b. Details of measures for the well-being of workers: *Not Applicable***

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent workers- Not Applicable</b>											
Male											-
Female											-
Total											-
<b>Other than Permanent workers- Not Applicable</b>											
Male											-
Female											-
Total											-

**c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –**

	FY 2024-25	FY 2023-24
Cost incurred on wellbeing measures as a % of total revenue of the company	0.78%	0.88%

**2. Details of retirement benefits for the current and previous financial year**

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	0	Yes	100	0	Yes
Gratuity	100	0	Yes	100	0	Yes
ESI*	100	0	Yes	100	0	Yes
Others - please specify						

Note:

Employees successfully completed 5 years of tenure are entitled for Gratuity benefits

\*The above figures pertains only to permanent employees based on the applicability.

**3. Accessibility of workplaces**

Are the premises/offices accessible to differently abled employees as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes. All CAMS offices are accessible to differently abled employees in line with the requirements of Rights of Persons with Disabilities Act, 2016. The offices are equipped with ramps, fully furnished restrooms for differently abled employees and elevators for easy accessibility of differently abled employees.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes. For more details, please refer : <https://digital.camsonline.com/cams/documents/policies/Equal%20opportunity%20policy.pdf>

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	NA	NA
Female	100%	86%	NA	NA
Total	100%	93%	NA	NA

6. Is there a mechanism available to receive and redress grievances for the Permanent and Non-permanent employees' categories of employees? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Not Applicable
Other than Permanent Workers	
Permanent Employees*	Yes
Other than Permanent Employees*	Yes

\*The Company has in place a POSH policy, Whistle blower policy and Employee safety policy applicable for all employees. The employees and the Board of Directors shall express the grievances or concerns relating (not limited to) to illegal or unethical practices of behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. In addition, the POSH policy and Employee safety policy outlines the mechanisms to report concerns on sexual harassment and safety issues. At the time of onboarding, the employees are apprised on the grievance mechanisms.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees*	0	0	0.00	0	0	0.00
- Male	0	0	0.00	0	0	0.00
- Female	0	0	0.00	0	0	0.00
Total Permanent Workers*	0	0	0.00	0	0	0.00
- Male	0	0	0.00	0	0	0.00
- Female	0	0	0.00	0	0	0.00

\*Note: CAMS does not have any employees and workers' unions or association. The Company, however, recognises the right to freedom of association and does not discourage collective bargaining.

## 8. Details of training given to employees

Category	FY 2024-25					FY 2023-24*				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>EMPLOYEES</b>										
Male	5852	600	10	5109	87	5277	537	10	537	10
Female	2476	300	12	2200	88	2329	260	11	260	11
<b>Total</b>	<b>8328</b>	<b>900</b>	<b>11</b>	<b>7309</b>	<b>88</b>	<b>7606</b>	<b>797</b>	<b>10</b>	<b>797</b>	<b>10</b>
<b>WORKERS- Not Applicable</b>										
Male	-									
Female	-									
<b>Total</b>	-									

\* Regrouped wherever required and included the details pertaining to the holding and subsidiaries and the calculation for the previous financial year have been revised.

## 9. Details of performance and career development reviews of employees

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	5852	5852	100.00	5277	5277	100.00
Female	2476	2476	100.00	2329	2329	100.00
<b>Total</b>	<b>8328</b>	<b>8328</b>	<b>100.00</b>	<b>7606</b>	<b>7606</b>	<b>100.00</b>
<b>WORKERS- Not Applicable</b>						
Male	-					
Female	-					
<b>Total</b>	-					

## 10. Health and safety management system:

## a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such a system?

Concerning the nature of business, there are no significant occupational health risks in the operating premises. However, the company has adopted well-defined Occupational health and safety (OHS) systems to ensure safety at the workplace of the employees and the company checks effectiveness of internal safety systems on a periodical basis. Further, the company also maintains robust physical security with security guards, biometric access control, and CCTV systems, alongside environmental security measures including DG sets, UPS and fire safety with evacuation protocols.

## b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

We conduct Quarterly fire drills at all our branches and corporate offices which ensures preparedness among the occupants and internal controls. Fire extinguishers are kept stocked to ensure that they can be used effectively in the event of an emergency. Employee are informed about assembly points for the corporate offices. The floor plans of the premises are exhibited at strategic spots. The display board at offices also includes emergency contact information such as police, hospitals, and the fire department. We have full-fledged physical security systems which includes Security guards, Biometric access control system & CCTV systems. Electrical safety measures are in place as per the statutory norms. Many offices have in-house medical teams for any first-aid treatments. Various initiatives

were launched to promote physical and mental well-being and nudge employees to develop healthy behaviours and habits. All employees and their immediate families are eligible for hospitalization coverage. The company has enhanced the employee benefits for protection of health and well-being such as Group Term Insurance and Personal accident insurance. In addition to the quarterly drills, the entity also conducts annual safety audit to identify risks and to implement safety measures.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.**

Not applicable, since the company has no workers.

**d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services?**

Yes, the Company operates an on-site health center offering medical and healthcare support and provides a range of non-occupational medical services to its employees in order to safeguard their physical and mental well-being. A number of initiatives are listed below.

- BFIT competition to encourage healthy behaviour through exercise, walking, and mindful eating. The leader boards were monitored by e-portal tracking, and teams that demonstrated excellence were recognised. Employees responded enthusiastically to the initiative as well.
- Virtual yoga, meditation, and stress management programmes - Awareness programmes to promote a healthy lifestyle
- Webinars on Gratitude, Anxiety, and Depression.
- Awareness programmes for enabling healthy lifestyle
- First aid kits are always maintained and are available on the premises.
- The Company encourages employees to avail of top up insurance plan on personal accident insurance for themselves and top up Medclaim for their eligible dependents.
- The Company has Gym facilities, Table Tennis facilities with high workforce concentration. We conducted wellness sessions on various health related topics during the year.

**11. Details of safety-related incidents**

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL	NIL
	Workers	NA	NA
Total recordable work-related injuries	Employees	NIL	NIL
	Workers	NA	NA
No. of fatalities	Employees	NIL	NIL
	Workers	NA	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	NIL	NIL
	Workers	NA	NA

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace**

The company conducts safety audits, fire evacuation drills and fire safety awareness training, while providing ergonomic chairs and access to a wellness club.

**13. Number of complaints on the following made by employees:**

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	NIL	NIL	None	NIL	NIL	None
Health & Safety	NIL	NIL	None	NIL	NIL	None

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

**15 Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health and safety practices and working conditions.**

Not applicable as there have been no incidents in the current reporting period

**LEADERSHIP INDICATORS****1. Does the entity extend any life insurance or any compensatory package in the event of death of?**

(A) **Employees (Y/N)** = Yes, the company has constituted "Bereavement Grant Policy", under which a grant equivalent to 24 months' gross salary, capped at ₹ 50 Lakhs, will be provided.

(B) **Workers (Y/N)** = Not Applicable

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

We duly undertake measures to ensure that the statutory dues have been deducted and deposited by the value chain partners in accordance to the contract with the company. The company has statutory and internal audit policies and procedures to ensure the above. CAMS ensures that statutory dues for the transactions within the remit of the company are deducted and deposited duly. The company expects its value chain partners to uphold transparency and accountability in any transactions initiated. We regularly perform vendor audits to ensure compliance with all statutory regulations.

**3. Provide the number of employees having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	NIL	NIL	NIL	NIL
Workers	Not Applicable			

**4. Does the entity provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)**

No. However, the company has complied with the business requirements.

## 5. Details on assessment of value chain partners

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	0
Working Conditions	0

## 6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not Applicable

## PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders

### ESSENTIAL INDICATOR

#### 1. Describe the processes for identifying key stakeholder groups of the entity.

CAMS is committed to be a responsible business player by adhering to high standards of corporate governance and continues to be a good corporate citizen. We follow a structured process for identification and prioritization of stakeholder groups. We prioritize the stakeholder groups by the level of importance they exert on the business and have strategized structured process for engaging with the stakeholder groups. The Company ensures that the interests of diverse stakeholder groups are balanced in all strategic decision-making processes and responds to their concerns including Environmental, Social, Economic, and Governance issues in a timely manner.

#### 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group

Stakeholder Group	Whether identified as vulnerable and Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice, Board, Website), Others	Frequency of engagement (Annually/ Half Yearly/ Quarterly/ Others- Please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Email, Mobile apps, Customer Satisfaction Surveys, Websites, Face to face meetings	Monthly	Service delivery and Customer satisfaction
Employees	No	Emails, Internal communications, Career reviews	Regular	Performance appraisal, Career growth, Skill development training, Fair remuneration, safe workplace, employee satisfaction.
Suppliers/ Contractors	No	Email, Personal Meetings	Regular	Code of Conduct, Responsible Business practices, Delivery of services
Investors/ Shareholders	No	Email, Website, Newspaper ads Conferences, Analyst and Investor calls, Financial results, Stock Exchange filings	Quarterly	Financial Performance
Community	Yes	Newspaper, Notice Board, Community Meeting	Need based	Implementation of CSR activities across key scope areas like Health, Education and, Skill development.
Governments/ Regulatory bodies	No	Email, Regular Meetings Representation	Regular	Regulatory Compliance
Media	No	Press Release, Presentation meetings	Regular/ Quarterly	Stakeholder Engagement

**LEADERSHIP INDICATORS****1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The company through the Stakeholder Relationship committee conducts regular consultations with internal and external stakeholder groups on a regular basis through various platforms such as grievance mechanisms, general meetings, and so on, and mutually discusses EES issues. The feedback from stakeholder group is considered on a periodical basis by the board members and strategic direction in decision-making and policy development follows from the Board. We also have CSR and ESG committee to review, monitor and provide a strategic direction to our CSR practices and social initiatives.

**2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into the policies and activities of the entity.**

Yes, the company identified the key focus areas for CSR intervention through proactive engagement with stakeholder groups. Also, the key material topics for the organisation is prioritised considering the impact on the stakeholder groups and the impact of the business on Environment, Economy and Society.

**3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

We engage with vulnerable/ marginalized stakeholder groups especially EWS, Tribals, through CSR outreach programmes. The programmes are not just limited to philanthropy but also encompass on holistic community development, institution building and sustainability-related initiatives while focusing on vulnerable and marginalized groups. The CSR policy aims to provide dedicated approach to community development in Education and vocational training, health and hygiene, water conservation and protection of environment, women's empowerment, gender equality, environmental sustainability and rural development. Some of the initiatives through which CAMS continue supporting society's most marginalized segments are as follows:

- Providing support to senior citizens who do not have children/relatives
- Women self-help groups for enhancing the entrepreneurial skills.
- Tree plantation to improve the green cover.

**PRINCIPLE 5 Businesses should respect and promote human rights****1. Employees who have been provided training on human rights issues and policy(ies)-**

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	7,932	7,932	100.00	7,137	7,137	100.00
Other than permanent	396	396	100.00	469	469	100.00
<b>Total Employees</b>	<b>8,328</b>	<b>8,328</b>	<b>100.00</b>	<b>7,606</b>	<b>7,606</b>	<b>100.00</b>
<b>Workers- Not Applicable</b>						
Permanent						
Other than permanent				-		
<b>Total Workers</b>						

## 2. Details of minimum wages paid to employees and workers

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Permanent	7,932	0	0.00	7,932	100.00	7,137	0	0.00	7,137	100.00
Male	5,544	0	0.00	5,544	100.00	4,906	0	0.00	4,906	100.00
Female	2,388	0	0.00	2,388	100.00	2,231	0	0.00	2,231	100.00
Other than permanent	396	0	0.00	396	100.00	469	0	0.00	469	100.00
Male	308	0	0.00	308	100.00	371	0	0.00	371	100.00
Female	88	0	0.00	88	100.00	98	0	0.00	98	100.00
<b>Workers – Not Applicable</b>										
Permanent										
Male										
Female										
Other than permanent										
Male										
Female										

## 3. Details of remuneration/salary

### a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (₹ in Lakhs)	Number	Median remuneration/ salary/ wages of respective category (₹ in Lakhs)
Board of Directors (BoD) (Managing Director)*	1	643	0	0
Key Managerial Personnel (Other than BoD)*	2	178	0	0
Employees other than BoD and KMP*	4,995	2.61	2,091	2.61
Workers*	NA	NA	NA	NA

\*Above disclosure is provided for standalone boundary of CAMS.

### b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25	FY 2023-24
Gross wages paid to females (Gross wages paid to females as % of total wages)	22.57	23.13

## 4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the employees of CAMS can raise concerns about human rights issues with HR department.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

We are committed to ensuring an inclusive environment where people are treated with respect and dignity. Staff members can contact the Human Resources team for any concerns pertaining to human right issues. The grievances are duly addressed, and appropriate corrective measures are implemented.

**6. Number of Complaints on the following made by employees and workers:**

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	3	0	The company has taken timely measures for the effective redressal of grievances	0	0	0
Discrimination at workplace	0	0	0	0	0	0
Child Labour	0	0	0	0	0	0
Forced Labour/Involuntary Labour	0	0	0	0	0	0
Wages	0	0	0	0	0	0
Other human rights related issues	0	0	0	0	0	0

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	3	0
Complaints on POSH as a % of female employees / workers	0.12	0.00
Complaints on POSH upheld	3	0

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

We believe in providing equal opportunity / affirmative action. We have formulated and implemented Whistle-blower policy and Policy on the Prevention of Sexual Harassment of Women at Workplace in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013. The POSH committee, oversees implementation of internal controls to prevent harassment incidents. The Company is intolerant of any discrimination or harassment issues and takes prompt action to address the complaint. We also encourage employees and directors to report genuine concerns, such as illegal or unethical practices or behaviour, while maintaining complete confidentiality. We educate employees on the prevention of sexual harassment in the workplace on a regular basis through internal communications and training programmes.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes, human rights mandates are included in business agreements and contracts.

**10. Assessments for the year**

	% of offices that were assessed (by entity or statutory authorities or third parties)
Child labour	
Forced/involuntary labour	
Sexual harassment	100%
Discrimination at workplace	
Wages	
Others – please specify	-

**11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.**

No significant risk was identified as an outcome of the above-mentioned assessment by the entity.

**LEADERSHIP INDICATORS****1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

We have not encountered any concern requiring a change in our business processes because of addressing human rights grievances/ complaints.

**2. Details of the scope and coverage of any human rights due-diligence conducted.**

The Company conducts periodic audits and engages with all the employees and other related stakeholders for identifying instances of human rights related issues across the operating boundary. Any serious concerns identified are taken up on an immediate basis and fair and timely resolution is sought to respected parties. The details and coverage of human rights due diligence is covered in the essential indicators of the principle 5.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, the company's premise/office is accessible to visitors with special needs and adheres to the provisions of the Rights of Persons with Disabilities Act, 2016.

**4. Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	
Discrimination at workplace	
Child labour	
Forced labour/Involuntary labour	
Wages	
Others – please specify	

These parameters are currently not assessed

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

Not Applicable in view point no 4.

**PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment****Essential Indicators****1. Details of total energy consumption (in Joules or multiples) and energy intensity.**

Parameter	Please specify unit	FY 2024-25	FY 2023-24*
From renewable sources			
Total electricity consumption (A)	GJ	60.98	62.53
Total fuel consumption (B)	GJ	0	0
Energy consumption through other sources (C)	GJ	0	0
Total energy consumed from renewable sources (A+B+C)	GJ	60.98	62.53
From non-renewable sources			
Total electricity consumption (D)	GJ	29,892.35	23,290.79
Total fuel consumption (E)	GJ	815.20	688.79
Energy consumption through other sources (F)	GJ	0	238.39
Total energy consumed from non-renewable sources (D+E+F)	GJ	30,707.55	24,217.98
Total energy consumed (A+B+C+D+E+F)	GJ	30,768.53	24,280.50
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	GJ / Million rupees of turnover	2.16	2.13
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)#	GJ/ USD	0.0000446	0.0000435
Energy intensity in terms of physical output	GJ	Not Applicable	Not Applicable
Energy intensity (optional) - the relevant metric may be selected by the entity		0	0

#The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2023-24 and 2024-25 by International Monetary Fund for India given in the link: <https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND>

\* Reinstated in accordance with Industry Standards on Reporting of BRSR Core

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency. (Y/N) If yes, name of the external agency.

No

**2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

No

## 3. Provide details of the following disclosures related to water.

Parameter	Please specify unit	FY 2024-25 *	FY 2023-24*
<b>Water withdrawal by source (in kilolitres)</b>			
(i) Surface water	kilolitres	0	0
(ii) Groundwater	kilolitres	0	0
(iii) Third party water	kilolitres	86,194.8	78722.1
(iv) Seawater / desalinated water	kilolitres	0	0
(v) Others	kilolitres	0	0
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	kilolitres	<b>86,194.8</b>	<b>78722.1</b>
<b>Total volume of water consumption (in kilolitres)</b>	kilolitres	<b>9,577.2</b>	<b>8746.9</b>
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	Kilolitres / million rupees of turnover	0.67	0.77
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)(Total water consumption / Revenue from operations adjusted for PPP)#	Kilolitres/USD	0.000014	0.000016
Water intensity in terms of physical output	kilolitres	Not Applicable	Not Applicable
Water intensity (optional) - the relevant metric may be selected by the entity	kilolitres	0	0

#The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2024 and 2025 by International Monetary Fund for India given in the link: <https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND>

Note: Water consumption is estimated based on the document by the Central Ground Water Authority (CGWA), which specifies that a water requirement of office employee which is 45 litres per day per head. The document also specifies the breakup of 45 litres per day per head into 20 litres per day per head for flushing and 25 litres per day per head for domestic use. This quantity is recorded as water withdrawn from third party source i.e. local municipalities.

Further the water discharged is considered as aggregate of 80% of the water withdrawn for domestic consumption from source based on Central Pollution Control Board (CPCB) database report dated December 24, 2009 and 20 litres per day per head for flushing. Therefore, water consumption is reported as "Water Withdrawal – Water Discharge = Water Consumption".

Refer link for references for above assumptions:

Water Consumption: <https://cgwa-noc.gov.in/landingpage/Guidelines/NBC2016WatRequirement.pdf>

Water discharge: [https://prod-qt-images.s3.amazonaws.com/indiawaterportal/import/sites/default/files/iwp2/status\\_of\\_water\\_supply\\_and\\_wastewater\\_generation\\_and\\_treatment\\_in\\_class\\_i\\_cities\\_and\\_class\\_ii\\_towns\\_of\\_india\\_cpcb\\_2009.pdf](https://prod-qt-images.s3.amazonaws.com/indiawaterportal/import/sites/default/files/iwp2/status_of_water_supply_and_wastewater_generation_and_treatment_in_class_i_cities_and_class_ii_towns_of_india_cpcb_2009.pdf)

\*The data relating to Water Consumption and discharge has been reinstated in accordance with Industry Standards on Reporting of BRSR Core.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

4. Provide the following details related to water discharged:

Parameter	Please specify unit	FY 2024-25*	FY 2023-24*
<b>Water discharge by destination and level of treatment (in kilolitres)</b>			
(i) To Surface water	kilolitres	0.00	0.00
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(ii) To Groundwater	kilolitres		
- No treatment)	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(iii) To Seawater	kilolitres		
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(iv) third party water	kilolitres		
- No treatment	kilolitres	76617.6	69975.2
- With treatment - please specify level of treatment	kilolitres	0	0
(v) Others	kilolitres		
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
<b>Total water discharged (in kilolitres)</b>	<b>kilolitres</b>	<b>0.00</b>	<b>0.00</b>

\*Refer Note given above in Principle 6 Essential 3 for method of estimation.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	Tonne	NA	NA
SOx	Tonne	NA	NA
Particulate matter (PM)	Tonne	NA	NA
Persistent organic pollutants (POP)	Tonne	NA	NA
Volatile organic compounds (VOC)	Tonne	NA	NA
Hazardous air pollutants (HAP)	Tonne	NA	NA
Others - please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24*
Total Scope 1 emissions ( Break-up of the GHG into CO 2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	908.50	-
Total Scope 2 emissions ( Break-up of the GHG into CO 2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	6089.28	-
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	tCO2e / Million rupees of turnover	0.49	-
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)#	tCO2ePerUSD	0.0000088	-
Total Scope 1 and Scope 2 emission intensity in terms of physical output		Not Applicable	-
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity		0	-

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\* GHG inventorization was not carried out during the previous reporting period. Hence, the details are not available.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

8. Does the entity have any project related to reducing Green House Gas emission?

No

If Yes, then provide details.

9. Provide details related to waste management by the entity, in the following format:

Parameter	Parameter	FY 2024-25	FY 2023-24
<b>Total Waste generated (in metric tonnes)</b>			
Plastic waste (A)	metric tonnes	0.67	0.52
E-waste (B)	metric tonnes	0	0
Bio-medical waste (C)	metric tonnes	0	0
Construction and demolition waste (D)	metric tonnes	0	0
Battery waste (E)	metric tonnes	9.30	0.896
Radioactive waste (F)	metric tonnes	0	0
Other Hazardous waste. Please specify, if any. (G)	metric tonnes	0	0
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	metric tonnes	70.27	74.20
Total (A+B + C + D + E + F + G + H)	metric tonnes	80.24	75.62
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	metric tonnes/ Million rupees of turnover	0.0056	0.0067

Parameter	Parameter	FY 2024-25	FY 2023-24
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)#	metric tonnes/ USD	0.00000012	0.00000014
Waste intensity in terms of physical output	metric tonnes	Not Applicable	Not Applicable
Waste intensity (optional) - the relevant metric may be selected by the entity	metric tonnes	0	0
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>			
Category of waste			
(i) Recycled	metric tonnes	80.24	75.62
(ii) Re-used	metric tonnes	0	0
(iii) Other recovery operations	metric tonnes	0	0
<b>Total</b>	<b>metric tonnes</b>	<b>80.24</b>	<b>75.62</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>			
Category of waste			
(i) Incineration	metric tonnes	0	0
(ii) Landfilling	metric tonnes	0	0
((iii) Other disposal operations	metric tonnes	0	0
<b>Total</b>	<b>metric tonnes</b>	<b>0.00</b>	<b>0.00</b>

#The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2024 and 2025 by International Monetary Fund for India given in the link: <https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce the usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

The company has appropriate processes and mechanisms in place to sustainably dispose the wastes generated. Concerning the nature of business, there are no processes involving the production of hazardous or toxic chemicals. E-wastes, which form the major share of the waste generated, are given to authorised recyclers for extending the lifecycle and disposing the wastes responsibly causing no harm to the surrounding environment. Reduction in paper printing and consumption: We have implemented strong measures for digitizing processes to reduce the need for paper. Further minimizing the usage of paper across offices is an ongoing activity. Customer accounts have now transitioned to digital platforms. Paper based Office stationeries also have now been stopped apart from the mandatory ones.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones, etc.) where environmental approvals/clearances are required, please specify details in the following format:**

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N)	If no, the reasons there of and corrective action taken, if any.
Not Applicable, as the company does not have any offices in or near areas that are ecologically sensitive.				

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

**13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment Protection Act and Rules thereunder (Y/N). If not, provide details of all such non-compliances.**

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Yes. CAMS adheres to all applicable environmental laws, regulations, and guidelines in India				

**LEADERSHIP INDICATOR**

**1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

Water withdrawal, consumption and discharge in areas of water stress

(i) Name of the area	0
(ii) Nature of operations	0

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)			
Surface water	kilolitres	0	0
Groundwater	kilolitres	0	0
Third party water	kilolitres	0	0
Seawater / desalinated water	kilolitres	0	0
Others	kilolitres	0	0
Total volume of water withdrawal (in kilolitres)	kilolitres	0	0
Total volume of water consumption (in kilolitres)	kilolitres	0	0
Water intensity per rupee of turnover (Water consumed / turnover)	kilolitres	0	0
Water intensity (optional) - the relevant metric may be selected by the entity	kilolitres	0	0
Water discharge by destination and level of treatment (in kilolitres)			
(i) Into Surface water	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(ii) Into Groundwater	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(iii) Into Seawater	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0

Parameter	Please specify unit	FY 2024-25	FY 2023-24
(iv) third party water	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
(v) Others	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
Total water discharged (in kilolitres)	kilolitres	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

If yes, name of the external agency.

**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2024-25	FY 2023-24*
Total Scope 3 emissions ( Break-up of the GHG into CO 2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)*	tCO2e	11668.42	0
Total Scope 3 emissions per rupee of turnover	tCO2e / Million rupees of turnover	0.82	0
Total Scope 3 emission intensity (optional) - the relevant metric may be selected by the entity	tCO2e	0	0

\* GHG inventorization was not carried out during the previous reporting period. Hence, the details are not available.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

If yes, name of the external agency.

**3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not Applicable

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
None in the current reporting period			

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web-link**

The company has in place a Business Continuity Management plan that outlines the guidelines for implementing risk mitigation plans in the event of a disaster and is accessible to all the employees via intranet. The company has implemented best-in-class Business Continuity management practises and conducts BCP drills on a regular basis to assess their effectiveness. The Company has a Business Continuity Policy in place. The Policy is duly approved by the Risk Management Committee of the Company. The purpose of the Policy is to formalise the business continuity program of the Company and to provide guidelines for developing, implementing, exercising, and maintaining group specific business continuity plans for the respective groups. More importantly, the policy seeks to provide for the recovery of critical and important processes

in accordance with pre-established timeframes, restoration of the processing site and ultimately return to a permanent operating environment.

CAMS provides stakeholders with a competitive advantage through its robust Pan-India infrastructure and cutting-edge digital technologies. The service centres are linked to a central data center, which is supported by back offices in Chennai and Coimbatore, as well as a central distributor helpdesk. In the event of a disaster, the disaster recovery site in Mumbai ensures business continuity across all critical functions. The stakeholders are informed on the discontinuity of services through SMS, Emails and other channels and alternative solutions are offered for preventing the glitches in the delivery of services.

**Web-link :** *CAMS- Business continuity and planning policy*

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

During the year under review, there was no reported detrimental effect on the environment as a result of the business activities.

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

Environmental impact assessments for the value chain partner as part of our sustainability evaluation process will be initiated going forward.

**8. How many Green Credits have been generated or procured:**

a. By the listed entity	0
b. By the top ten (in terms of value of purchases and sales, respectively) value chain partner	0

**PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**ESSENTIAL INDICATORS**

**1. a. Number of affiliations with trade and industry chambers/associations.**

Number of affiliations with trade and industry chambers/associations – Six (6)

**b. List the top 10 trade and industry chambers/associations (determined based on the total members of such a body) the entity is a member of/affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1.	Madras Management Association	State
2.	National Association of Software and Services Companies (NASSCOM)	National
3.	Madras Chamber of Commerce and Industry	State
4.	Registrars Association of India (RAIN)	National
5.	National Investment Company Service Association (NICSA)	International
6.	The Institute of Directors	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
During the current reporting period, there were no proven circumstances of anti-competitive conduct by the entity or any adverse orders from regulatory authorities.		

**LEADERSHIP INDICATORS**

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others - please specify)	Web Link, if available
None					

**PRINCIPLE 8 Businesses should promote inclusive growth and equitable development**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes / No)	Relevant Web Link
None					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Nil						

3. Describe the mechanisms to receive and redress grievances of the community.

CAMS has systems in place to acknowledge and tackle the concerns of various stakeholder groups as enlisted in Question 25 of Section A of this report. The stakeholders can register their grievances through various channels as listed in the website. The company has also put in place a mechanism to monitor CSR projects and concerns of the beneficiary community. The company has also engaged an external agency to carry out assessment on a voluntary basis on the impact of the project and its reach.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers.

	*FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	Refer note below	Data not available
Directly from within India		

\*Note:

The same shall be assessed by the company going forward. However, the company provides opportunity to start-ups and local vendors to participate in its operations through off site locations situated across the country.

5. Job creation in smaller towns - Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Rural	0.10%	Data not available
Semi-Urban	0.06%	
Urban	24.64%	
Metropolitan	75.20%	

#### LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
None			

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised / vulnerable groups? (Yes/No)

No

- (b) From which marginalised / vulnerable groups do you procure?

Not Applicable

- (c) What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
None				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
None		

6. Details of beneficiaries of CSR Projects

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
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For details on CSR projects and beneficiaries, refer Social and Relationship Capital in page number 65-73

## PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

### ESSENTIAL INDICATORS

#### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

CAMS business philosophy is centred on driving continuous focus on enhancing the customer experience, with convenience being at the core of CAMS customer service proposition. The customers of the company are investors of various mutual funds. The Customers can register complaints or feedback through various touchpoints and the company has detailed procedures in place to ensure that complaints are resolved at the earliest. Customers can also address their concerns to the compliance officer for effective redressal. CAMS also conducts customer satisfaction surveys to gather stakeholder complaints. The survey results are used to develop strategies for enhancing the customer experience with the company.

#### 2. Turnover of products and/services as a percentage of turnover from all products/services that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	0
Safe and responsible usage	0
Recycling and/or safe disposal	0

#### 3. Number of consumer complaints in respect of the following:

	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remark	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	Nil	None	Nil	Nil	None
Advertising	Nil	Nil	None	Nil	Nil	None
Cyber-security	Nil	Nil	None	Nil	Nil	None
Restrictive Trade Practices	Nil	Nil	None	Nil	Nil	None
Unfair Trade Practices	Nil	Nil	None	Nil	Nil	None
Others	Nil	Nil	None	Nil	Nil	None

#### 4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	NA	NA
Forced recalls	NA	NA

#### 5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, CAMS has a policy on cyber security and the risks associated with data access and privacy, which can be accessed via the [link](#). The Board's Risk Management Committee and Technology Committee review cyber security systems on a periodic basis. CAMS has also been ISO-27001 certified for information security, ensuring that sensitive data is only accessible to authorized users through appropriate internal controls. The policy defines the terms under which users have access to the Data and the steps to protect the database, servers, and specified data from unauthorized access. Bitsight has given the company a score of 800, which is among the highest in the BFSI sector regarding the effectiveness of internal systems.

Web-link: [CAMS- Cyber security and cyber resilience policy](#)

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

During the reporting period, no complaints about cyber security or data privacy were received.

7. **Provide the following information relating to data breaches:**

- a. **Number of instances of data breaches along-with impact**

NIL

- b. **Percentage of data breaches involving personally identifiable information of customers**

NIL

- c. **Impact, if any, of the data breaches**

None

#### **Leadership Indicators**

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

Information about the company's products and services can be accessed through the company's website (<https://www.camsonline.com/>) and other social media platforms including You tube, Facebook, Linked In, Instagram and Twitter.

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

CAMS focuses on enhancing customer experience through various digital solutions and technological upgradations. The company has witnessed growth of digital transaction modes among the customers, post pandemic times. The company improved the monitoring of electronic linkages, APIs and overall network in order to ensure uninterrupted powering of electronic touchpoints.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

In case of disruption/ discontinuation of essential services, the customers are updated via Email and SMS.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

Yes. The company displays product information on the product which is over and above mandated by the regulator. The company undertakes customer satisfaction surveys and the results of the survey is available in the website.