

Board's Report

Dear Members,

Your Company's Board of Directors are pleased to present the Thirty Eighth Annual Report and Audited Financial Statements for the year ended March 31, 2026.

1. Financial Highlights

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

Particulars	Consolidated		Standalone	
	2025-26	2024-25	2025-26	2024-25
	In ₹ Lakhs		In ₹ Lakhs	
Revenue from Operations	1,51,625	1,42,248	1,41,226	1,33,390
Other Income	5,117	5,264	4,238	4,155
Total Income	1,56,742	1,47,512	1,45,464	1,37,545
Operating expenses	49,702	46,907	39,257	37,301
Other expenses	33,532	30,118	38,534	34,375
Operating Profit	73,508	70,486	67,893	65,870
Depreciation	9,877	7,772	8,661	6,513
Share of profit / (loss) of Joint venture (net of tax)	(76)	-	-	-
Interest	698	847	592	717
Profit Before Tax	62,855	61,866	58,419	58,639
Tax Expenses	15,653	15,396	14,710	14,537
Profit for the year	47,202	46,470	43,710	44,102
Other Comprehensive Income	(12)	(258)	(56)	(215)
Total Comprehensive Income for the year	47,189	46,212	43,654	43,887
Earnings per Equity Share				
Basic	19.23	19.08	17.66	17.90
Diluted	19.13	19.01	17.56	17.83
Other Equity (including retained earnings)	1,27,132	1,06,912	1,15,878	98,648
Cash and Cash Equivalents and Investments (excluding customer collection accounts & lien deposits and including subsidiary investments in the case of standalone)	85,216	67,871	94,029	78,656

2. Overview of Performance

During FY 2025-26, the consolidated revenue from operations of the Company was at ₹ 1,51,625 Lakhs as against ₹1,42,248 Lakhs in the FY 2024-25. The Profit Before Tax was ₹ 62,855 Lakhs as against the previous year PBT of ₹ 61,866 Lakhs. The Earnings per share (Basic) was ₹ 19.23 as against the previous year which was at Earnings per share (Basic) ₹19.08 per share (adjusted for the share split effected during the year).

The Indian mutual fund industry has seen massive growth, with Assets Under Management (AUM) soaring to ₹73.73 lakh crore as of March 2026. This represents a sixfold increase over the past decade. The SIP (Systematic Investment Plans) inflows and increasing retail participation has resulted in the industry crossing 10 crore folios, with high growth projected to continue. The Digital adoption has made mutual fund access easier across smaller towns. Tier II and Tier III cities in India continue to emerge as significant growth hubs

for mutual funds, driven by rising disposable incomes, increased digital literacy, and rapid adoption of Systematic Investment Plans (SIPs). The shifting of the Investors from the traditional assets have also fuelled the demand for diversified, thematic, and consumer-oriented mutual funds.

The newly launched Specialised Investment Funds("SIF"), offered by the Asset Management Companies, are specialized funds designed for sophisticated investors, often utilizing long-short strategies, providing a bridge between traditional mutual funds and AIFs (Alternative Investment Funds). SIFs are expected to have a potential market size of ₹ 5 lakh crore and the AUM has crossed ₹ 10,000 crores by the end of March 2026 within a short period of launch. The high share of a young working population and increasing financial awareness are likely to continue to drive the expansion of the industry.

The Total transaction volumes in CAMS managed funds for FY'26 recorded 107 Cr, registering a 20% Y-o-Y growth. The new SIP registrations have reached 4.7 Cr in FY'26, registering a 17% increase over FY'25. The SIP gross sales were at ₹ 2.2 Lakh Crore in FY'26, contributing 30% share in CAMS equity gross sales. The Live SIP has grown by 17% at 6.7 Cr in FY'26 over FY'25. However, the Equity net sales stood at ₹ 3.4 Lakh Crore in FY'26, marking a marginal 3% decline over FY'25.

During the year, the company won five new mandates from Carnelian, ASK, Alpha Grep, Oaklane & Neo. The company also onboarded and launched Choice & Jio BlackRock in FY'26. Taurus AMC migrated to the company from competition during FY'26. The company also started servicing Ceybank AMC, first international client during the year onboarded in FY'26 for RTA services.

3. Share Capital

During the financial year 2025-26, the shares of the company were sub-divided from ₹ 10/- (Rupees Ten only) per share to ₹ 2/- (Rupees Two only) per share. The Authorized Share Capital of the Company as on March 31, 2026 (post sub-division of Equity share capital) was ₹ 51,25,00,000 (Rupees Fifty One Crores Twenty Five Lakhs only) divided into 25,62,50,000 (Twenty Five crores Sixty Two lakhs Fifty Thousand Only) equity shares of ₹ 2/- (Rupees Two only) each.

The issued & Paid up capital as of March 31, 2026, is ₹ 49,59,68,996 (Rupees Forty Nine Crores Fifty Nine Lakhs Sixty Eight Thousand Nine Hundred and Ninety Six only) divided into 24,79,84,498 equity shares (Twenty Four Crores Seventy Nine Lakhs Eighty Four Thousand Four Hundred and Ninety Eight) of ₹ 2/- (Rupees Two only) each. 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.

During the year under review, the company has not issued any:

- a) shares with differential voting rights as to dividend, voting or otherwise,
- b) sweat equity shares

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 containing the requirements prescribed in Regulation 43A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). The Dividend Distribution Policy is 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 ₹ 8.5/- per equity share (adjusted for the split done in December, 2025) as specified below. The Directors are also recommending a final dividend of ₹ 4.00 per equity share at the face value of ₹ 2/-. 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, 2026

Details of Interim Dividend Paid:

Particulars	Approval Date	Dividend per equity share ₹	Face value per equity share ₹	Dividend Paid ₹
First Interim	30.07.2025	11/-	10/-	54,42,22,437.00
Second interim	28.10.2025	14/-	10/-	69,34,21,778.00
Third Interim	22.01.2026	3.5/-	2/-	86,76,09,018.50

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 Development Authority of India (PFRDA) 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 company.

- 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 PAY is a scalable, full-stack BFSI-focussed payments platform - 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. This business which was hitherto carried on in the company was shifted to the wholly owned subsidiary during the year.
- 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. The strategic acquisition of the NSE KRA business was completed during the year. The company's application for registration with the International Financial Services Centres Authority (IFSCA) is currently underway. This strategic expansion to establish a CAMS KRA branch in GIFT City is expected to generate marginal revenue within its first year of operation.

- 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.
- 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. During the year, the company developed a platform "ConsenPro" focussed at enterprise clients in BFSI, healthcare, and large enterprises for compliance with the consent management requirements under the Digital Personal Data Protection Act, 2023 (DPDPA). It is planning to expand into adjacent regulatory compliance use-cases beyond Data Protection PDPA. 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
- MFC Technologies Private Limited, an Associate company incorporated on March 8, 2025 is yet to commence its business operations. It will be operating as a unified 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. CAMS Insurance Repository Services Limited, WOS is registered with the Insurance Regulatory 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.

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, 2026, the consolidated liquidity position of the Company was ₹ 85,216 lakhs (excluding Fixed Deposit(s) under lien of ₹ 229 lakhs for issue of Guarantee by Banks) as against ₹ 67,871 lakhs (excluding Fixed Deposit(s) under lien of ₹ 202 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"), a wholly owned subsidiary of CAMS received Certificate of Authorization from the Reserve Bank of India (RBI) on December 16, 2025 for carrying on the business of Payment Aggregator. The payment aggregator business hitherto carried on by the Company has been transferred to this subsidiary effective from February 01, 2026.

b) Other subsidiaries and Associate

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 78.57 % 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. 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 TAIPL and hence are step down subsidiaries of the company.

MFC Technologies Private Limited

MFC Technologies Private Limited is a joint venture entity incorporated on March 8, 2025 along with KFin Technologies Limited . It is intended that 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 in the process of recruiting resources and obtaining regulatory approvals to commence its 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 an 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/policies>

9. RELATED PARTY TRANSACTIONS

During the year under review, all the contracts or arrangements or transactions by the Company with its wholly owned subsidiaries, subsidiaries, associates, between wholly owned subsidiaries and between subsidiary of the Company and its related party(ies) were in the ordinary course of business and on arm's length basis. 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 2025-26 is provided in Note No. 7 of the Standalone Financial Statements forming part of this Annual report.

11. NUMBER OF BOARD MEETINGS HELD

The Board of Directors of the Company met 8 (Eight) times during the FY 2025-26. The meetings were held on the following dates:

Date of the Board Meeting	
May 5, 2025	October 28, 2025
June 25, 2025	December 22, 2025
July 30, 2025	January 22, 2026
October 10, 2025	March 17, 2026

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

Composition of Board

As of March 31, 2026, your company's Board comprised of 6 Directors, which includes 4 Independent Directors (Mrs. Vijayalakshmi Rajaram Iyer, Mr. Narumanchi Venkata Sivakumar, Mr Pravin Udhyavara Bhadya Rao, and Mr Santosh Kumar Mohanty), 1 Non-Executive – Non-Independent Director (Mr. Dinesh Kumar Mehrotra) and 1 Managing Director (Mr. Anuj Kumar).

Re-appointment

The term of appointment of Mr. Anuj Kumar (DIN: 08268864) as Managing Director of the Company is till July 31, 2026. The Board, based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Anuj Kumar as Managing Director of the Company for a further period of five years commencing from August 01, 2026 to July 31, 2031. The members of the company through postal ballot approved the above re-appointment on January 28, 2026.

Retirement by Rotation

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) mandate retirement of Directors.

In accordance with the above, Mr. Dinesh Kumar Mehrotra (DIN: 00142711) will retire by rotation and being eligible, offers himself for re-appointment at the ensuing AGM of the company. A detailed profile and other related information along with necessary resolution of Mr. Dinesh Kumar Mehrotra seeking re-appointment at the ensuing AGM as required under Secretarial Standard on General Meetings and Regulation 36(3) of the SEBI Listing Regulations, is provided in the Notice of the AGM.

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. Sesha Raman Ramcharan- Chief Financial Officer

13. DECLARATION OF INDEPENDENCE

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

14. 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.

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.

As per Regulation 46 of the SEBI (LODR) Regulations, 2015, the policy and details of the familiarization programme may be accessed on the Company's corporate website:

[CAMS- Familiarization Policy](#)

15. PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES, AND INDIVIDUAL DIRECTORS

The Companies Act 2013, and the SEBI (LODR) 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 SEBI (LODR) Regulations, 2015 has been carried out during the year.

16. INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT

The Company has in place adequate internal financial controls commensurate with the nature and size of the business activity and with reference to the financial statements. The controls comprise 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.

17. 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.

18. 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.000511S, 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 to in the observation.

The Auditor's report on the financial statements of the company for the financial year ended March 31, 2026 forms part of the Annual report.

(ii) Secretarial Auditors

Pursuant to 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, M/s. B. Chandra & Associates, Practicing Company Secretaries, a peer reviewed firm (having Firm Registration Number : P2017TN065700), were appointed as the Secretarial Auditors of the company for a term of 5 (five) consecutive years i.e., from the conclusion of 37th AGM till the conclusion of 42nd AGM.

The Secretarial Audit report issued by the Secretarial Auditors in Form MR-3 for the financial year ended March 31, 2026, forms part as an annexure to this report.

(iii) Cost Auditors

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

19. PARTICULARS OF FRAUD REPORTED BY THE AUDITORS

In terms of Section 143(12) of the Act, M/s. S.R. Batliboi and Associates LLP, Chartered Accountants have not reported any instance of fraud having taken place during the year under review.

20. 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 focussed 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 an Annexure to this Report. The Integrated report also contains the initiatives taken under ESG.

21. 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](#)

22. NOMINATION AND REMUNERATION POLICY

In accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 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](#)

23. 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, 2015, the Company has adopted a Whistle Blower Policy which provides for adequate safeguards against victimization of persons who use Vigil Mechanism and make provision for direct access to the Chairperson of the Audit Committee. The policy is available on the website of the Company at the link:

[CAMS- Whistle Blower Policy](#)

24. 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 ₹ 279.45 Lakhs and the outflow of foreign exchange was ₹ 400.37 Lakhs

25. CORPORATE GOVERNANCE

Your Company is committed to maintaining the best standards of Corporate Governance and has always tried to build 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 Regulation 34(3) read with Para C of Schedule V of the SEBI (LODR) Regulations, 2015 forms part of the Annual Report.

26. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015, top 1000 listed entities by market capitalization have to publish a Business Responsibility and Sustainability Report ("BRSR"). Business Responsibility and Sustainability Report for the year under review as stipulated under Listing Regulations

is presented in a separate section forming part of this Annual Report. Further, an assurance report from SGS India Private Limited, Assurance Provider providing assurance of the BRSR Core, consisting of a set of Key Performance Indicators (KPIs) / metrics under 9 (Nine) Environmental, Social & Governance attributes for the financial year March 31, 2026 is forming part of this report.

27. ANNUAL RETURN

As per the provisions of Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company has been placed on the website of the Company and can be accessed: [CAMS- Annual return](#)

28. 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, 2026, 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, 2026, and of the profit of the Company for year ended on that date.
- c. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. They have prepared the annual accounts on a going concern basis.

- e. They have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

30. LISTING WITH STOCK EXCHANGES

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

31. UNPAID DIVIDEND AND INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

As of March 31, 2026, unclaimed dividend amounting to ₹ 6771.64 Lacs 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, and the 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.

32. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place an appropriate Policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to prevent sexual harassment of its employees. 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 2 complaints received during the year and the same have been disposed of.

33. 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 for issue of 14,62,800 options was approved by the shareholders on July 29, 2021 and CAMS ESOP Scheme 2024" for the issue of 10,00,000 options was approved by the shareholders on October 03, 2024. The entire approved options have been granted under the ESOP 2019 scheme, and 2,42,831 options have been granted under the ESOP scheme 2024.

Pursuant to the Split of Equity shares of the Company effective from December 05, 2025, one equity share with face value ₹10/- was split into Five equity shares with a face value of ₹2/- each.

The details pertaining to CAMS Employee Stock Option Plan, 2019 and 2024 schemes are as follows:

Scheme	Grant Date	No. of Options vested	Exercise Price (₹)		No. of options granted		No. of options lapsed and added back	No. of options exercised
The given numbers are as on 31/03/2026		After Split	Before split	After split	Before split	After split	After Split	After Split
CAMS ESOP 2019 Approved = 73,14,000 (After split)	01/04/2019	9,90,975	614.70	122.94	2,48,993	12,44,965	2,58,755	9,81,860
	01/09/2020	17,22,175	717.80	143.56	4,33,908	21,69,540	4,50,705	15,76,322
	29/07/2021	11,26,260	1,791.40	358.28	2,73,148	13,65,740	2,48,590	7,73,691
	01/04/2022	9,51,160	2,312.35	462.47	3,00,000	15,00,000	3,50,720	4,26,155
	01/11/2023	10,32,355	2,415.00	483.00	4,29,597	21,47,983	2,60,425	4,26,470
	TOTAL	58,22,925				84,28,225	15,69,195	41,84,498
CAMS ESOP 2024	10/12/2024	2,88,815	4,286.00	857.20	2,42,831	12,14,175	75,560	-

The details of the Employee Stock Option Plan form 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

34. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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

The information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 pertaining to the top ten employees in terms of remuneration drawn and their other 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.

35. SECRETARIAL STANDARDS

During FY 2025-26, the Company has complied with applicable Secretarial Standards issued by the Institute of the Company Secretaries of India.

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

During the year under review, there has been no Material change in the nature of business of the Company. There are no significant or material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year of the Company i.e., March 31, 2026, and as on the date of this Board's Report.

37. 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.

38. 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.

39. 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 with regard to the downstream investment made by the Company.

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). 18(2b)(a) of the PFRDA (CRA) Regulations, 2015. A certificate from the CEO of the Company has been filed with the concerned authority stating the following compliances:

- Adequacy and effectiveness of internal processes and digital architecture controls.
- Compliance with the provisions of the Act, rules, regulations, guidelines, circulars, directions and instructions issued by the concerned Authority, beside other applicable laws.
- Code of Conduct as per Schedule II of PFRDA (CRA) Regulations.

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

Place: Chennai
Date: May 04, 2026

Chairman
DIN: 00142711

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, 2026, 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	10.54
Mrs. Vijayalakshmi Rajaram Iyer	8.78
Mr. Pravin Udhayavara Bhadya Rao	8.78
Mr. Santosh Kumar Mohanty	8.78
Mr. Narumanchi Venkata Sivakumar	8.78
Executive Director	
Mr. Anuj Kumar	255.19

*Median remuneration computation is based on a total employee head count of 7,135

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
Independent/ Non-Independent Directors (Note 1)	
Mr. Dinesh Kumar Mehrotra	NA
Mrs. Vijayalakshmi Rajaram Iyer	NA
Mr. Pravin Udhayavara Bhadya Rao	NA
Mr. Santosh Kumar Mohanty	NA
Mr. Narumanchi Venkata Sivakumar	NA

Directors/KMPs	% increase in remuneration in the financial year
Managing Director, Chief Financial Officer and Company Secretary (Note 2)	
Mr. Anuj Kumar	14.83%
Mr. Ramcharan S R	10.26%
Mr. G Manikandan	11.39%

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 2025-26:

The overall Annual increase in the remuneration for the employees was about 8.75% in the year 2025-26.

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

The Number of permanent employees as on March 31, 2026, was 8,502

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

D K Mehrotra

Chairman

(DIN: 00142711)

Place: Chennai

Date: May 04, 2026

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)

(All amounts are in INR Lakhs unless otherwise stated)

S. no	Name of the Entity	Relationship	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Total Other Comprehensive Income (net of tax)	Total Comprehensive income for the year	% of Shareholding
1	Computer Age Management Services Limited	Parent	4,959.69	115,877.86	154,574.47	33736.92	57,079.82	141,225.69	58,419.34	14,709.73	43,709.61	(56.04)	43,653.57	
2	CAMS Investor Services Pvt Ltd	Subsidiary	74.50	9,513.39	10,276.69	688.80	7,742.61	4,025.35	1,784.03	443.17	1,340.86	(4.32)	1,336.54	100%
3	CAMS Financial Information Services Pvt Ltd	Subsidiary	2,800.00	(1,797.96)	1,153.31	151.27	-	139.82	(423.71)	(117.57)	(306.14)	1.92	(304.22)	100%
4	Sterling Software Pvt Ltd	Subsidiary	50.95	7,632.23	8,902.52	1,219.34	6,039.55	9,632.23	2,609.89	652.18	1,957.71	(7.26)	1,950.45	100%
5	CAMS Insurance Repository Services Ltd	Subsidiary	454.17	3,300.20	4,692.90	938.53	2,644.75	2,250.28	(763.55)	(164.80)	(598.75)	5.26	(593.49)	100%
6	CAMS Payment Services Private Limited	Subsidiary	2,500.00	880.00	13,971.68	10,591.68	-	1,394.54	520.43	128.01	392.42	16.91	409.33	100%
7	Fintriple Technologies Private Limited	Subsidiary	177.88	(258.10)	168.95	249.17	-	135.35	(269.97)	-	(269.97)	1.88	(268.09)	79%
8	Think Analytics India Private Limited	Subsidiary	1.06	(40.12)	1,140.99	1,180.05	15.34	2,743.61	(500.00)	-	(500.00)	4.82	(495.18)	55%
9	Think Analytics Consultancy Services Pvt Ltd	Subsidiary	1.00	35.71	37.75	1.04	-	7.20	0.07	0.32	(0.25)	0.26	0.00	55%
10	Think 360AI INC	Subsidiary	14.34	234.51	271.29	22.44	-	651.25	3.82	2.46	1.36	24.17	25.53	55%

Associates and Joint Ventures

S. no	Name of the Entity	Relationship	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Total Other Comprehensive Income (net of tax)	Total Comprehensive income for the year	% of Shareholding
1	MFC Technologies Private Limited	Associate	85.00	-	-	-	-	-	-	-	-	-	-	50%

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. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we 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: 04.05.2026

Sd/-

B Chandra

Partner
CP 7859

B Chandra & Associates
Company Secretaries in Practice:
Firm Regn No P2017TN065700
Peer Review No 1711/2022
UDIN A020879H000275661

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

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,

We, B Chandra & Associates, Practising Company Secretaries 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026, 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

We 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, 2026, 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, 2025 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 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 & Sweat equity) Regulations, 2021

We are 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, we 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")

We 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.

We 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 100278 Equity Shares of ₹ 10/- each and 333863 Equity shares of ₹2/- each at various rates of premium as per the ESOP Scheme duly approved by the shareholders.
- b) The Company has re-appointed Mr Anuj Kumar as Managing director, for a period of 5 years from August 1, 2026.
- c) The Shareholders have approved the sub-division of equity shares of the Company and consequently the Authorised capital of the company presently consisting of 5,12,50,000 (Five crores Twelve Lakhs Fifty Thousand) equity shares of ₹10/- each be divided into 25,62,50,000 (Twenty Five Crore Sixty Two Lakhs Fifty Thousand) Equity Shares of ₹2/- each and the Subscribed Paid up capital of the Company stands sub divided into 24,76,50,635 equity shares of ₹ 2/- each.
- d) The Company transferred its Payment Aggregator Business ('Undertaking') together with all specified tangible and intangible assets, including, personnel / employees, plant and machinery and other assets in relation to the Undertaking as a going concern on a slump sale basis by way of Business Transfer to CAMS Payment Services Private Limited, a wholly owned subsidiary of the Company.

Place: Chennai
Date: 4th May 2026

Sd/-
B Chandra
Partner

B Chandra & Associates
Company Secretaries in Practice:
Firm Regn No P2017TN065700
Peer Review No 1711/2022
UDIN A020879H000275661

ANNEXURE 4

THE ANNUAL REPORT ON CSR ACTIVITIES OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26

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	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. D K Mehrotra	Chairman	3	3
2	Mr. Anuj Kumar	Member	3	1
3	Mr. N V Sivakumar	Member	3	3

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

www.camsonline.com

4. Provide the 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.- ₹ **465,97,45,180/-**
 (b) Two percent of average net profit of the company as per sub-section (5) of section 135.- ₹ **9,31,94,904 /-**
 (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- ₹ **2,00,426/-**
 (e) Total CSR obligation for the financial year (b+c-d).- ₹ **9,29,94,478 /-**

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

Ongoing Project	NIL
Other than Ongoing Project	As per Annexure

- (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) = ₹ **9,29,96,128** /-
- (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.
₹ 9,29,96,128/-	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	₹ 9,31,94,904 /-
(ii)	Total amount spent for the Financial Year (Includes excess amount spent and set-off of ₹ 2,00,426 for the financial year)	₹ 9,31,96,554/-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	₹ 1,650/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0/-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	₹ 1,650/-

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

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	Registration number
1	Providing healthcare facility for the rural people		Yes	Tamil Nadu	Chennai	8,400,000	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	Promoting health care including preventive health	Yes	Tamil Nadu	Chennai	1,500,000	No	DIRECT	CSR00001120
4	Support for the medical Centre	care	Yes	Tamil Nadu	Chennai	3,000,000	No	Anandanam	CSR00000963
5	Health CAMPS for Rural Women and Girls		No	Maharashtra	Latur	3,201,000	No	SAI	CSR00005390
6	Providing healthcare facility		Yes	Tamil Nadu	Chennai	2,500,000	No	Soulfree	CSR00005305
7	Providing Education for the Economically weaker students		No	Tamil Nadu, Maharashtra		6,040,000	No	eVidyaloka	CSR00000867
8	Providing FSH to the rural children and support for education		Yes	Tamil Nadu	Chennai	5,868,000	No	AIM for Seva	CSR00003273
9	Providing Education for the Economically weaker students		Yes	Tamil Nadu	Chennai	8,054,017	No	Eureka Education Foundation	CSR00000876
10	Support for installation of smart boards by making the institutions technology driven for the students	Promoting education, including special education and employment	Yes	Maharashtra	Mumbai	576,000	No	The Mogaveera Vyavasthapaka Mandali	CSR00048869
11	Women Education	enhancing	Yes	Tamil Nadu	Chennai	3,031,175	No	ANew	CSR00012356
12	Teacher and Infrastructure Support in Chennai School catering to children from marginalized community	vocation skills especially among children, women, elderly and the differently abled	Yes	Tamil Nadu	Chennai	613,000	No	The Gopalapuram Educational Society	CSR00008063
13	Providing Education for the Economically weaker students	and livelihood enhancement projects	Yes	Tamil Nadu	Chennai	1,920,000	No	Aid India	CSR00000027
14	Providing Education for the Economically weaker students		No	Uttar Pradesh	Lucknow	6,035,556	No	Sarthak Foundation	CSR00006493.
15	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	Registration number
16	Providing Education for the Physically/Mentally challenged students	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Yes	Tamil Nadu	Chennai	3,194,880	No	Arvind Foundation	CSR00003559
17	Promoting Education		Yes	Tamil Nadu	Chennai	2,110,500	No	Sri Ramcharan trust	CSR00001945
18	Providing Education for the Physically/Mentally challenged students		Yes	Tamil Nadu	Chennai	1,617,000	No	Sri Arunodayam	CSR00001030
19	Promoting Education		Yes	Tamil Nadu	Chennai	1,300,000	No	Rotary club of Madras South Charitable Trust	CSR00004990
20	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
21	Environmental project	Environment Welfare	Yes	Tamil Nadu	Chennai	9,635,000	No	Environmental Foundation of India	CSR00002310
Total						92,996,128			