CMSINFO/2608/PKSD/014 August 27, 2026

To,

BSE Limited
Listing Department,
1st Floor, PJ Towers, Dalal Street,
Fort, Mumbai – 400 001

Scrip Code: 543441

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Symbol: CMSINFO

Sub: Notice of 19th Annual General Meeting of the shareholders of CMS Info Systems Limited (''the Company'')

Dear Sir /Madam,

In terms of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of the 19th Annual General Meeting of the members of the Company which has been convened to be held on **Monday, September 21, 2026** at **03:30 p.m. IST** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), in accordance with relevant circulars issued by Ministry of Corporate Affairs.

The Board has fixed **Monday, September 14, 2026** as the Cut-Off date for determining Dividend entitlement and the Members entitled to attend and/ or vote on the resolutions set forth in the AGM Notice. Accordingly, the dividend entitlement, if approved at the AGM and voting rights of the Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date.

The Notice is being sent to members through electronic mode and is also available for download on the website of the Company and can be accessed at https://www.cms.com/secretarial-admin/uploads/investor/general-meetings-and-postal-ballot/general-meetings-and-postal-ballot/agm-notice-839668.pdf

This is for your information and dissemination please.

Thanking you,

Yours faithfully

For CMS Info Systems Limited

DEBASHIS DEY
Digitally signed by DEBASHIS DEY
Date: 2026.08.27 20:09:31 +05'30'

Debashis Dey
Company Secretary & Compliance Officer

Encl: A/a.

Notice of 19th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 19TH (NINETEENTH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF CMS INFO SYSTEMS LIMITED ("THE COMPANY"), WILL BE HELD ON MONDAY, SEPTEMBER 21, 2026, AT 03:30 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. **Adoption of Audited Standalone Financial Statements**

   To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon.

2. **Adoption of Audited Consolidated Financial Statements**

   To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon.

3. **Declaration of Dividend**

   To confirm the Interim Dividend of ₹ 2.75 per fully paid-up equity share and to approve a Final Dividend of ₹ 2.50 per fully paid-up equity share for the financial year ended March 31, 2026.

4. **Re-appointment of Director retiring by rotation**

   To consider re-appointment of Mr. Krzysztof Wieslaw Jamroz (DIN: 07462321) as a Non-Executive Non-Independent Director, who retires by rotation at this AGM and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Appointment of Mr. William Poole (DIN: 03533109) as a Non-Executive Independent Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board"), Mr. William Poole VIII (DIN: 03533109), who was appointed as an Additional Director (Non-Executive Independent) of the Company, and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) years commencing from the effective date of his first appointment i.e. from August 10, 2026 to August 9, 2029."

6. **Ratification of Remuneration of Cost Auditors**

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

   "RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any amendment(s), statutory modification(s) or any re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s S K Agarwal & Associates, Cost Accountants (Firm Registration No. 100322) appointed by Board of Directors as Cost Auditors, to conduct the audit of the cost accounting records of the Company for the financial year ending March 31, 2027 amounting to ₹1.25 Lakhs (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, in connection with the said audit, be and is hereby ratified and confirmed.

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

7. **Approval of Borrowing Limits of the Company pursuant to Section 180 (1) (c) of the Companies Act, 2013**

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at the 7th Annual General Meeting of the Company held on October 21, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules framed thereunder (including any statutory modifications, amendments or re-enactments thereto for the time being in force), and the Articles of Association of the Company, the Board of Directors of the Company (hereinafter refer to as "Board", which term shall be deemed to include any Committee thereof duly constituted and authorised in this regard by the Board), be and are hereby authorised to borrow any sum or sums of monies from time to time for the purpose of the Company's business, on such terms and conditions and with or without security from any Bank, Financial Institutions or any other Lending Institutions, Firms, Bodies Corporate or Persons, of India or otherwise from any foreign parties/entities subject to the provisions of the FDI Regulations and/or FEMA Regulations, from time to time, as may be considered appropriate and suitable by the Board, provided that the sum or sums of monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), does not exceed the aggregate of the Paid-up Capital, the Free-reserves and Securities Premium of the Company, or such other higher limit as may be allowed under the law and for the time being in force.

"RESOLVED FURTHER THAT the corporate borrowings may be raised in Indian Rupees and/or any other permitted foreign currency, from various domestic or international lending sources, including but not limited to Banks, Financial Institutions, Non-Banking Financial Companies (NBFCs), Institutional Investors, Bodies Corporate, or Firms, through the issuance of Debentures, Bonds, Commercial Papers, long/short-term loans, credit facilities, External Commercial Borrowings (ECB) or any other permitted debt instruments, on such terms and conditions as to repayment, interest, premium, or otherwise, as the Board may deem fit.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to negotiate, finalize, and execute all necessary loan agreements, credit facility documents, promissory notes, declarations, undertakings, and all other definitive agreements/ deeds required by the lenders and to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter."

8. **Creation of mortgage or charge on the assets, properties or undertaking(s) of the Company under Section 180 (1) (a) of the Companies Act, 2013**

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at the 7th Annual General Meeting of the Company held on October 21, 2014, in this regard and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter refer to as "Board" which term shall be deemed to include any Committee thereof duly constituted and authorised in this regard by the Board), be and are hereby authorised to create such pledge, mortgage, lien, hypothecate and/or charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as may be agreed upon with the lenders or as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, wheresoever situated and/or the whole or substantially the whole of the undertaking(s) or any properties of the Company wheresoever situated, in favour of Banks, Financial Institutions, Non-Banking Financial Companies (NBFCs), Institutional Investors, Debenture Trustees, or any other lenders and their agents or trustees (together, the "Lenders") to secure the due repayment of any borrowings, debentures, financial assistance, credit facilities, or loans availed or proposed to be availed by the Company from time to time, including without limitation, the due payment of the principal amount together with interest at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), all other costs, charges and expenses and all other monies payable by the Company (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or proposed to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company, shall not at any time exceed the Paid-up Capital, Free Reserves, and the Securities Premium of the Company or such other higher limit as may be allowed under the law and for the time being in force.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiate, finalize, settle, and execute the definitive security documents, including but not limited to mortgage deeds, hypothecation agreements, deeds of trust, undertakings, and declarations; to file the necessary e-forms (including Form CHG-1 or CHG-9) for registration and modification of charges with the Registrar of Companies (RoC); to make necessary entries in the statutory Register of Charges maintained by the Company; and to do all such acts, deeds, matters, and things as may be necessary, proper, or desirable to give complete effect to this resolution."

By the order of Board of Directors
For **CMS Info Systems Limited**

Debashis Dey
Company Secretary &
Compliance Officer

Place: Mumbai
Date: August 10, 2026

Registered Office:
CMS Info Systems Limited
T-151, 5th Floor, Tower No. 10,
Railway Station Complex, Sector 11, CBD Belapur,
Navi Mumbai - 400 614, Maharashtra

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 5 to 8 is annexed hereto and forms part of this Notice. Further, the Statement pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), providing particulars of Directors proposed to be appointed/ re-appointed at the 19th Annual General Meeting of the Company ("AGM") are provided in **"Annexure A"** to the Notice.

2. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are deemed to be interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice and Explanatory Statement 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 the AGM. Members seeking to inspect such documents or seeking any information with regard to the Accounts or any matter to be placed at the AGM can send an e-mail requesting the same to company.secretary@cms.com

3. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars"), permitted the holding of Annual General Meetings through VC/OAVM, without the physical presence of Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company has been convened to be held through VC/OAVM. The meeting shall be deemed to be held at the Registered Office of the Company at T-151, 5th Floor, Tower No. 10, Railway Station Complex, Sector 11, CBD Belapur, Navi Mumbai - 400614, Maharashtra. Participation of Members through VC/OAVM will be reckoned for the purpose of determining quorum for the AGM as per the Act.

4. In compliance with the provisions of Sections 101, 108 and 136 of the Act read with relevant Rules made thereunder and the aforesaid MCA Circulars and Regulation 36(1)(b) of the SEBI Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2026 ("FY26") is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories while a letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to those Member(s) who have not so registered with the Company/ RTA or the Depositories. The Members may note that the Notice and Annual Report for FY26 will also be available on the Company's website www.cms.com, websites of the Stock Exchanges i.e. the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the e-voting website of Central Depository Services (India) Ltd ("CDSL") at www.evotingindia.com. In case any Member requires physical copy of Annual Report and AGM Notice for FY26, he/she may send a request to the Company at company.secretary@cms.com.

5. The Voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 14, 2026.

6. The Company has engaged the services of CDSL for providing the facility for remote e-voting, for participation in the AGM through VC/OAVM and for e-voting during the AGM.

7. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

8. Pursuant to Section 112 and 113 of the Act, Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting /e-voting to the Company at company.secretary@cms.com with a copy marked to helpdesk@cdslindia.com

9. Since the AGM will be held through VC/OAVM, the route map is not annexed to the AGM Notice.

10. Members who would like to express their views or ask questions during the AGM may send an e-mail from their registered e-mail address mentioning their name, DP ID and Client ID, PAN and Mobile number to company.secretary@cms.com between September 15, 2026 and September 18, 2026. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Management reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

11. Members who have questions but do not wish to speak may send their questions in advance mentioning their Name, Demat Account Number, e-mail id, and mobile number to company.secretary@cms.com. The Company will respond to the same appropriately.

12. To protect the environment and enable all communication with the Company promptly, Members who have not registered their e-mail address so far are encouraged to register the same for receiving all the communications including Annual Reports, Notices etc. electronically. The Members may update their e-mail address through their respective Depository Participants ("DP") or (temporarily for the purpose of this AGM) by writing to company.secretary@cms.com, along with the details such as Shareholders' Name, DP ID & Client ID, self-attested PAN card copy, Mobile number and e-mail id to receive the Annual Report and Notice of AGM along with Voting Instructions, Login ID and Password for attending the AGM through VC/OAVM and for e-voting/ remote e-Voting on the proposed resolutions.

13. The Company remits dividend amount electronically through permissible modes to all eligible Members. To enable the Company to remit dividend correctly, Members are requested to register/update details of their bank accounts with their DP by indicating the name of their Bank, Branch, Account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/ cancelled cheque.

14. Members are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to their respective Depository Participants ("DP"). Changes intimated to the DP will then be automatically reflected in the Company's records and will be used by the Company and the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited).

15. NRI Members are requested to:

    a. change their residential status on return to India permanently;

    b. furnish particulars of Bank Account(s) maintained in India with complete Name, Branch, Account type, IFSC code, MICR code, Account Number and Address of the Bank with PIN Code (through their DP), if not furnished earlier.

16. Final dividend for the financial year ended March 31, 2026 as recommended by the Board of Directors, if approved by the Members at the AGM, shall be paid/ dispatched within the statutory time limit of 30 days from the conclusion of the AGM, to those Members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Monday, September 14, 2026 (which shall be the Record Date for the purpose of payment of Dividend).

17. Pursuant to the Income Tax Act, 2025 ("IT Act"), dividends paid or distributed by the Company shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend amount to be paid to the Members, subject to approval of Members in the ensuing AGM.

    A separate e-mail communication will be sent to the Members informing the relevant procedure to be adopted by them/documents to be submitted for availing the lower tax rate, if applicable. The Members should send the scanned copies of the requisite documents to the Company's Registrar and Share Transfer Agent - MUFG Intime India Private Limited, at C-101, Embassy 247, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083.

18. Shareholders who have not yet received/ encashed their dividends declared by the Company earlier, are requested to contact the Company without any delay. The particulars of unpaid/unclaimed dividend lying against any Shareholder's demat account as on March 31, 2026 can be verified by such Shareholder on the Company's website at www.cms.com. Shareholders are requested to note that, dividends, if not encashed for a period of 7 (seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Accordingly, pursuant to Section 124 of the Act, the unpaid dividend that will become due for transfer to the IEPF are as follows:

Particulars of Dividend	**Tentative date of Transfer**
Final Dividend for FY22 (15th AGM)	October 23, 2029
Final Dividend for FY23 (16th AGM)	October 9, 2030
Interim Dividend for FY24	February 26, 2031
Final Dividend for FY24 (17th AGM)	September 8, 2031
Interim Dividend for FY 25	March 12, 2032
Special Interim Dividend for FY 25	June 22, 2032
Final Dividend for FY 25 (18th AGM)	September 25, 2032
Interim Dividend for FY26	March 19, 2033

In accordance with Section 124 (6) of the Act read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), if a Shareholders does not claim the dividend amount for a consecutive period of 7 (seven) years or more, then the shares held by him/her shall also be transferred to the designated Demat Account of IEPF Authority. The Unclaimed or Unpaid Dividend which have been transferred along with the shares which were transferred, if any, can be claimed back by the Shareholders from IEPF Authority by making an online application in the prescribed form "IEPF-5" available on www.iepf.gov.in/IEPF/refund.html duly filled-up and signed along with requisite documents. The Company Secretary acts as the Nodal Officer of the Company for IEPF matters.

19. M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 101248W/W-100022) were re-appointed as Statutory Auditors of the Company at the Sixteenth Annual General Meeting of the Company held on September 6, 2023 for a term of 5 (five) years commencing from the conclusion of Sixteenth Annual General Meeting till the conclusion of Twenty First Annual General Meeting of the Company to be held in the year 2028, on such terms and remuneration as may be determined by the Audit Committee in consultation with the Statutory Auditors. Consequently, M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 101248W/W-100022), continue to be the Statutory Auditors of the Company till conclusion of Twenty First Annual General Meeting of the Company.

20. The remote e-voting period begins on Friday, September 18, 2026 at 09:00 a.m. and ends on Sunday, September 20, 2026 at 05:00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Record Date (Cut-off Date) i.e. Monday, September 14, 2026, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

21. Instructions for e-voting and joining the AGM virtually are as under:

A. Access through Depositories (CDSL/NSDL) e-Voting system in case of individual Members

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding shares in demat mode are allowed to vote on any resolution proposed by the Companies in which they are holding any shares, through their demat account maintained with any of the Depositories / Depository Participants. Members are advised to update their Mobile number and Email ID in their Demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining meetings for Individual shareholders holding shares in Demat mode is as follows:

Type of shareholders	**Login Method**
Individual Members holding shares in Demat mode with CDSL	1) Members who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Members will get the option to reach e-Voting page without any further authentication. To login to Easi / Easiest, Members are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest, Members will be able to see the e-Voting option for eligible companies in which the Member holds shares and where the Remote e-voting/ e-voting is in progress. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the Member can visit the e-Voting Service Provider's website directly. 3) If the Member is not registered for Easi/Easiest, they can use the option to register themselves at CDSL website www.cdslindia.com by clicking on login & My Easi New (Token) Tab and then click on registration option.

Type of shareholders	Login Method
	4) Alternatively, Members can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding shares in demat mode with NSDL	1) Members who are already registered for NSDL IDeAS facility, may visit the e-Services website of NSDL: https://eservices.nsdl.com to cast their vote. On the home page of NSDL e-Services website, click on the **"Beneficial Owner"** icon under **"Login"** which is available under **"IDeAS"** section. A new screen will open. The Member needs to enter his/ her User ID and Password. After successful authentication, Members will be able to see e-Voting services. Click on **"Access to e-Voting"** under e-Voting services to see the e-Voting page. Click on company name CMS Info Systems Limited or e-Voting service provider name i.e. CDSL and the Member will be re-directed to CDSL e-voting website for casting vote during the remote e-Voting period or joining virtual meeting & e-voting during the AGM. 2) If the Member is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL https://www.evoting.nsdl.com/. On the home page, click on the icon **"Login"** which is available under **"Shareholder/Member"** section. A new screen will open. The Member will have to enter his/her User ID (i.e. his/her sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the Member will be redirected to NSDL website wherein the e-Voting page is available. Click on company name i.e. CMS Info Systems Limited or e-Voting service provider name i.e. CDSL and Member will be redirected to CDSL's e-voting website for casting vote during the remote e-Voting period or joining the meeting virtually & voting during the AGM. 4) For OTP based login, the Member can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. The Member will have to enter his/her 16-digit DP ID & Client ID, PAN Verification Code and generate OTP. Enter the OTP received on registered email id/mobile number and click on **"Login".** After successful authentication, the Member will be redirected to NSDL website wherein the e-Voting page is available. Click on company name i.e. **CMS Info Systems Limited** or e-Voting service provider name i.e. **CDSL** and the Member will be re-directed to CDSL's e-voting website for casting vote during the remote e-Voting period or joining the meeting virtually & voting during the AGM.
Login through Depository Participants Account	Individual Members (holding Shares in demat mode) can also login using the login credentials of their demat account opened with any of the Depository Participant registered with either NSDL or CDSL for e-Voting facility. After successful login to their demat account, the Members will be able to see the e-Voting options. Once the Member clicks on e-Voting option, he/she will be redirected to NSDL/CDSL Depository website after successful authentication, wherein the Member will be able to see e-Voting feature. Click on company name i.e. CMS Info Systems Limited or e-Voting service provider name i.e. CDSL and the Member will be redirected to the CDSL e-voting website for casting vote during the remote e-Voting period or joining the Meeting virtually & voting during the AGM.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members for any technical issues related to login through Depository Account

Login type	Helpdesk details
Individual Members holding shares in Demat mode with CDSL	Members facing any technical issues while trying to login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Members holding shares in Demat mode with NSDL	Members facing any technical issues while trying to login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : +91 22 4886 7000 and/or +91 22 2499 7000

B. Access through CDSL e-Voting system by non-individual Members.

Login method for e-Voting and joining virtual meetings for Members other than individual:

i. The Member should log on to the CDSL e-voting website www.evotingindia.com

ii. Click on **"Shareholders"** module.

iii. Now enter Members User ID as follows:

a. For CDSL: 16 digits Beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

iv. Next enter the Image Verification as displayed and Click on **"Login".**

v. If the Member had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then his/her existing password should be used.

vi. First-time user follow the steps given below:

PAN	Enter the Member's 10 digit alpha-numeric *PAN issued by Income Tax Department * Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank details OR Date of Birth	Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in the Members Demat Account or in the Company records in order to login. * If both the details are not recorded with the Depository or Company, please enter the Member ID in the Dividend Bank details field.

vii. After entering these details appropriately, click on **"SUBMIT"** tab.

viii. Members will now reach **"Password Creation"** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Members for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share the Members password with any other person and take utmost care to keep the password confidential.

C. e-Voting/ remote e-voting on the proposed resolutions

i. Click on the EVSN of CMS Info Systems Limited i.e. 260811012 on which you choose to vote.

ii. On the voting page, the Members will see **"Resolution Description"** and against the same the option **"YES/NO"** for voting option. YES implies that the Member assent to the Resolution and option NO implies that the Member dissent to the Resolution. The Member may select any of the options as per his/her choice.

iii. Click on the **"Resolutions File Link"** if the Member wishes to view the entire Resolution details.

iv. After selecting the resolution the Member has decided to vote on, click on **"SUBMIT".** A confirmation box will be displayed. If the Member wishes to confirm his/her vote, click on **"OK",** else to change his/her vote, click on **"CANCEL"** and accordingly modify his/her vote.

v. Once a Member **"CONFIRM"** his/her vote on the resolution, he/she will not be allowed to modify his/her vote.

vi. The Member can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

vii. If a Member has forgotten the login password, then he/she can enter his/her User ID and the Image Verification Code and click on **"Forgot Password"** & enter the details as prompted by the system.

viii. There is also an optional provision to upload Board Resolution/ Power of Attorney by non-individual Members, which if uploaded, will be made available to Scrutinizer for verification.

D. Additional Facility for Non – Individual Members and Custodians

i. Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves under the **"Corporates"** Module.

ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should also be emailed to helpdesk.evoting@cdslindia.com.

iii. After receiving the login details a **"Compliance User"** should be created using the Admin login and Password. The Compliance User would be able to link the Account(s) for which they wish to vote on.

iv. The list of Accounts linked to the Compliance User login will be mapped automatically & can be delinked in case of any wrong mapping.

v. It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney which the Non-Individual Member has issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

vi. Alternatively Non-Individual Members are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested Specimen Signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: company.secretary@cms.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

22. Instructions for Members for attending the AGM through VC/OAVM & E-Voting during meeting are as under:

i. The procedure for attending meeting & e-Voting on the day of the AGM is similar to the instructions mentioned hereinabove for remote e-voting.

ii. The link for VC/OAVM to attend the AGM will be available where the EVSN of CMS Info Systems Limited i.e. 260811012 is displayed after successful login as per the instructions mentioned herein above for remote e-voting.

iii. Members who have voted on the resolutions proposed at the AGM through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

iv. Members are encouraged to join the Meeting through Laptops / Personal Computers for better experience.

v. Further Members, who have registered themselves as Speakers, will be required to allow Camera access and use internet with a good speed to avoid any disturbance during the meeting.

vi. Please note that Members joining the Meeting through Mobile Devices or Tablets or through Laptop connected to internet via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network speed. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

vii. Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

viii. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the AGM.

23. Process for those Members whose Email ID/Mobile no. are not registered with the Company/Depositories:

Members whose Email id/ Mobile no. are not yet registered with the Company / Depository, are requested to update their Email id & Mobile no. with their respective Depository Participant at the earliest as the same are mandatory for e-voting/ remote e-voting and for virtually joining the Meetings of the Company.

24. Helpdesk for Members for any technical issues related to login through Depository Account

i. Queries

Login Type	Helpdesk Details
Individual Members holding shares in Demat mode with CDSL	Email: helpdesk.evoting@cdslindia.com Toll free no. 1800 21 09911
Individual Members holding shares in Demat mode with NSDL	Email: evoting@nsdl.co.in Tel. No.: +91 22 4886 7000 and +91 22 2499 7000

ii. Grievances

All grievances connected with the facility for voting by electronic means may be addressed to:

Mr. Rakesh Dalvi, Sr. Manager,
Central Depository Services (India) Limited,
A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013.
Email: helpdesk.evoting@cdslindia.com
Toll free no: 1800 21 09911.

25. Other Instructions:

i. The Board of Directors have appointed CS Mukesh Siroya (ICSI Membership No. FCS 5682, CoP No. 4157), Proprietor, M/s. M Siroya and Company, Company Secretaries, Mumbai, and failing him, CS Bhavyata Acharya (ICSI Membership No. ACS: 25734; CoP: 21758), Partner, M/s. Siroya and BA Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and in-meeting e-voting process during the AGM in a fair and transparent manner.

ii. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM and shall submit, within two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or a person authorized by her in writing, who shall declare the result of the voting forthwith.

The results declared along with the report of the scrutinizer shall be placed on the website of the Company at www.cms.com and on the e-voting website of CDSL at www.evotingindia.com immediately after the declaration of result. The Company shall simultaneously also submit the results to the Stock Exchanges where the shares of the Company are listed i.e. NSE and BSE.

iii. While the results on resolutions proposed for the approval of the Members at the AGM shall be declared on or after the date of the AGM of the Company, the resolutions shall be deemed to have been passed on the AGM date, subject to receipt of requisite number of votes in favor of the respective resolutions.

EXPLANATORY STATEMENT IN RESPECT OF RESOLUTIONS PROPOSED AS SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 5 : Appointment of Mr. William Poole VIII (DIN: 03533109) as a Non-Executive Independent Director of the Company:

Based on the recommendation of the Nomination & Remuneration Committee, the Board had appointed Mr. William Poole VIII (DIN: 03533109) as an Additional Director (Non-Executive Independent) of the Company with effect from August 10, 2026. The Board, on the recommendation of the Nomination & Remuneration Committee, has also recommended the appointment of Mr. William Poole as a Non-Executive Independent Director of the Company for a term of 3 (three) years from the effective date of his appointment i.e. from August 10, 2026 to August 9, 2029.

Mr. William is Co-Founder and Managing Partner of Capria Ventures, where he also serves as Chief AI Evangelist. A serial entrepreneur and venture capitalist with over three decades of experience, he had been investing in startups since 1997 and, together with his partners, manages over USD 200 million in assets across high-growth companies in the Global South.

Prior to Capria, Mr. William was a Corporate Vice President at Microsoft, where he led several major business lines, including the USD 13 billion Windows client business, and later spearheaded initiatives focused on emerging markets. Earlier in his career, he founded multiple technology startups, including eShop, which was acquired by Microsoft in 1996.

Mr. William is the co-author of the forthcoming Penguin book Flourishing with AI, which explores practical strategies for professionals and organizations to thrive in the age of Artificial Intelligence. He also serves as a strategic advisor and board member to several social impact and venture organizations.

He holds a Bachelor's degree in Computer Science from Brown University and is based in Seattle, USA.

Mr. William is registered with the Independent Director's Databank and is qualified to be appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as Independent Director, if so appointed by the Company. The Company has also received declarations from him stating that he meets all the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Also, the Company has received other necessary disclosures and declarations from him including the declaration that he is not debarred from holding the office of director pursuant to any SEBI/ Regulatory Order. Mr. William does not hold any shares in the Company.

Details of Mr. William, pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), are provided in the **"Annexure-A"** to this Notice.

Mr. William fulfills the role and capabilities required of an Independent Director as determined based on the evaluation of the balance of skills, knowledge and experience on the Board. Considering his impressive knowledge & vast experience, his presence on the Board will add immense value to the Company.

The Company has received a notice from a Member under Section 160 of the Act, proposing the candidature of Mr. William Poole (DIN: 03533109) for appointment as an Independent Director of the Company for a Term of 3 (three) years from the effective date of his initial appointment on the Board of the Company, i.e. from August 10, 2026 to August 9, 2029.

Apart from receiving Directors' remuneration as may be decided pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mr. William does not have any other pecuniary relationship with the Company.

In terms of Regulations 17 and 25 of the SEBI Listing Regulations, the Company is required to ensure that approval of the Members for appointment of Mr. William on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and in respect of appointment of an Independent Director, such approval is required to be taken by means of a Special Resolution. Accordingly, the proposal for the appointment of Mr. William as an Independent Director is being proposed for the approval of the Members by this Notice of Annual General Meeting, as a Special Resolution.

However, pursuant to proviso to Sub-regulation (2A) of Regulation 25, where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public Members in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under Sub-regulation (2A).

In view of the above, if the resolution proposed at Item No. 5 of the Notice fails to get the requisite majority of votes for approval as a Special Resolution but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public Members in favour of the resolution exceed the votes cast against the resolution, then the appointment of Mr. William Poole as an Independent Director shall be deemed to have been passed by way of Ordinary Resolution in compliance with the requirements of Sub-regulation (2A) of Regulation 25 of the SEBI Listing Regulations.

Save and except Mr. William, being the appointee, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

In the opinion of the Nomination & Remuneration Committee and the Board, Mr. William fulfils the conditions for appointment as Non-Executive Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. William is not related to any Members of the Board and is independent of the management and, in the opinion of the Nomination and Remuneration Committee and the Board, possesses appropriate skills, experience and knowledge. Considering his impressive knowledge & vast experience, the Nomination & Remuneration Committee and the Board feel that the appointment of Mr. William as an Independent Director will be in the best interest of the Company.

The Board therefore recommends the resolution as set out in Item No. 5 of this Notice for the approval of the Members.

Item No. 6: Ratification of Remuneration of Cost Auditors:

Pursuant to Sub-section (1) of Section 148 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain the particulars relating to the utilization of material, labour and other items of cost pertaining to its Banking Automation i.e. ATM's & Kiosks Manufacturing business, by including the same in the Books of Account of the Company. However, since the Company's Manufacturing segment is in its nascent stage, the requirement for audit of the Cost Records of the Company as prescribed under Sub-section (2) of Section 148 of the Act read with Rule 4 of the Companies (Cost Records and Audit) Rules, 2014, is not applicable to the Company.

Notwithstanding the above, and with an object to set up a robust cost record maintenance system in anticipation of expansion in the manufacturing business of the Company in the future, the Board of Directors, at their meeting held on May 14, 2026, and on the recommendation of the Audit Committee, have re-appointed M/s. S K Agarwal & Associates, Cost Accountants, Mumbai having Firm Registration No. 100322, as the Cost Auditors of the Company for conducting the audit of Cost Records maintained by the Company for financial year ending March 31, 2027, at a remuneration of ₹ 1.25 lakhs plus reimbursement for out of pocket expenses and applicable taxes. M/s. S K Agarwal, Cost Accountants, have also conveyed their willingness to act as the Cost Auditors of the Company for the financial year ending March 31, 2027 and have informed the Company that their appointment, if made, will be within the limits specified in Section 141(3)(g) of the Act.

In terms of the provisions of Section 148(3) of the Act read with the Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is also required to be ratified by the Members. Accordingly, the consent of the Members of the Company is sought to ratify the remuneration approved by the Board as payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members of the Company.

Item No. 7: Increase in Borrowing Limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013:

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors of a company shall not, except with the consent of the members by way of a Special Resolution, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company.

Members of the Company, had in their Annual General Meeting held on October 21, 2014 authorised the Board to to borrow money in excess of the Company's Paid-up Capital and Free Reserve, provided that the total money so borrowed shall not exceed Rupees Three Hundred Crores.

CMS is a zero debt Company and does not have any borrowed funds. However, to meet its operational requirements and Tender mandates, it occasionally avails of non-funded facilities like Bank Guarantees. Further, in view of the Company's existing and future business requirements, including capital expenditure, investments, acquisitions, strategic initiatives and general corporate purposes, the Company may, from time to time, be required to borrow funds from banks, financial institutions and/or other lending agencies. In light of the above, and the ambiguity in the language of the earlier shareholders resolution, where the maximum approved limit may be interpreted to being limited to the lower threshold on ₹ 300 Crores only (as against the higher limit allowed under the Act), the matter was considered by the Board at its meeting held on May 14, 2026 and it was proposed to seek a fresh approval of the members to authorise the Board to Borrow money upto the limit allowed under Section 180(1)(c) of the Act,to remove such ambiguity, on such terms and conditions, as the Board may deem fit.

Accordingly, it is proposed to seek fresh approval of the members for the borrowing limits of the Board of Directors of the Company, provided that the monies to be borrowed together with the monies already borrowed by the Company and outstanding at any point of time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate of the paid up share capital, free reserves and securities premium of the Company, which is same as the maximum borrowing limit of the Board as permitted under Section 180(1)(c) of the Act.

The proposed resolution is clarificatory in nature and is intended to provide clarity on the borrowing powers of the Board of Directors of the Company to borrow funds upto the limit already authorised under the Act, as may be considered necessary, from time to time, for the purpose of business operations and growth of the Company.

Accordingly, approval of the members is sought by way of a Special Resolution pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the members.

Item No. 8: Creation of Mortgage or Charge on the Assets, Properties or Undertakings of the Company under Section 180(1)(a) of the Companies Act, 2013:

The Board may, from time to time, be required to create mortgage(s), charge(s), hypothecation(s), pledge(s) or other encumbrances on its movable and/or immovable properties, both present and future, including the whole or substantially the whole of the undertaking(s) of the Company, in favour of banks, financial institutions, investors, trustees, and/or other lenders, to secure borrowings availed/to be availed by the Company from time to time.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act"), the Board of Directors of a company shall not, except with the consent of the Members by way of a Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking.

The Members of the Company had earlier approved creation of mortgage, charge and/or other encumbrances on the assets or undertakings of the Company pursuant to the provisions of Section 180(1)(a) of the Act, *inter alia*, to secure any amount borrowed by the Company, such that the total borrowed amount so secured shall not exceed ₹ 300 Crores, vide its resolution passed at the Annual General Meeting of the Company held on October 21, 2014. In order to align the authorization with the revised borrowing limits approved/to be approved under Section 180(1)(c) of the Act, as recommended for the approval of the shareholders under item no. 7 of this notice it is proposed to seek fresh approval of the Members in supersession of the earlier resolution passed in this regard.

Accordingly, approval of the Members is sought by way of a Special Resolution to authorise the Board of Directors of the Company (including any Committee thereof) to create such mortgage(s), charge(s), hypothecation(s), pledge(s) and/or other encumbrances, as may be required, from time to time, to secure borrowings of the Company and/or its subsidiary (ies).

Such security may also include creation of floating charge on the assets of the Company to secure repayment of principal amount together with interest, charges, costs, expenses and all other monies payable in connection with such borrowings, provided that the aggregate indebtedness secured by the assets of the Company shall not at any time exceed the borrowing limits approved by the Members and as permitted under Section 180(1)(c) of the Act.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company at its meeting held on May 14, 2026 has approved and recommended the Special Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

Annexure - A to the Notice dated August 10, 2026

Information of Director seeking Appointment/Re-appointment at the 19th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Krzysztof Wieslaw Jamroz	Mr. William Poole VIII
DIN	07462321	03533109
Age	51 years	65 years
Qualification	Bachelor's degree in Business Studies from Birmingham City University and Master of Business Administration from Schulich School of Business, York University, Canada.	He holds a Bachelor's degree in Computer Science from Brown University and is based in Seattle, USA
Experience (including expertise in specific functional area)/ Brief Profile	Mr. Krzysztof Wieslaw Jamroz brings over two decades of distinguished global leadership experience spanning logistics, cash management, and investment banking. He possesses deep expertise in strategic leadership, corporate finance, cross-border operations management, and large-scale business transformation. He currently serves as the Executive Chairman of Roadrunner Transportation Systems (RRTS) and Executive Chairman of Global Crossing Airlines Group Inc. (JET MF), where he steers strategic growth, operational excellence, and long-term value creation. Prior to his current roles, Mr. Jamroz was the President and Chief Operating Officer of Cash Services at GardaWorld Corporation, optimizing its global cash management framework. He demonstrated his expertise in investment banking, mergers & acquisitions, and capital markets during his tenure heading J.P. Morgan's Corporate Finance practice in Canada. Committed to international trade and socio-cultural governance, Mr. Jamroz also serves as the Chief Executive Officer of the Polish Chamber of Commerce in the USA. Additionally, he is a Governor of the Royal Ontario Museum (ROM) and was honored with the prestigious ROM Donor of Merit Award in recognition of his philanthropic contributions.	Mr. William Poole VIII is Co-Founder and Managing Partner of Capria Ventures, where he also serves as Chief AI Evangelist. A serial entrepreneur and venture capitalist with over three decades of experience, he has been investing in startups since 1997 and, together with his partners, manages over USD 200 million in assets across high-growth companies in the Global South. Prior to Capria, Mr. Poole was a Corporate Vice President at Microsoft, where he led several major business lines, including the USD 13 billion Windows client business and later spearheaded initiatives focused on emerging markets. Earlier in his career, he founded multiple technology startups, including eShop, which was acquired by Microsoft in 1996. Mr. Poole is the co-author of the forthcoming Penguin book Flourishing with AI, which explores practical strategies for professionals and organizations to thrive in the age of Artificial Intelligence. He also serves as a strategic advisor and board member to several social impact and venture organizations.
Terms and Conditions of re-appointment	His office as Director shall be liable for determination by way of retirement of Directors by rotation.	Mr. William Poole VIII is proposed to be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) years from the effective date of his initial appointment on the Board of the Company i.e. from August 10, 2026 to August 9, 2029.
Remuneration (including sitting fees, if any) last drawn in financial year 2026	Sitting Fees : ₹ 800,000 Commission: ₹ 2,100,000	N.A.

Remuneration proposed to be paid	He will be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in such meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	Mr. William Poole will be eligible to receive remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013 as may be approved by the Board from time to time. Presently, all Independent Directors of the Company are eligible to receive sitting fees of ₹ 100,000/- (Rupees One Hundred Thousand each) for attending any meeting of the Board or any of its duly constituted Committee's subject to a maximum of ₹ 800,000/- (Rupees Eight Hundred Thousand only) in any financial year and a profit linked commission of upto 0.50% of the Net profit of the Company subject to a maximum of ₹ 2,100,000/- (Rupees Two Million One Hundred Thousand only) in any financial year.
Date of first appointment	August 10, 2021	August 10, 2026
Shareholding in the Company including shareholding as a beneficial owner as on date of notice	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Mr. Krzysztof Wieslaw Jamroz is not related to any other Director / Key Managerial Personnel of the Company.	Mr. William Poole VIII is not related to any other Director / Key Managerial Personnel of the Company.
No. of Board Meetings attended during the year/ No. of Board Meetings held during the year	4/4	N.A.
Other Directorships	1. Roadrunner Transportation Systems (RRTS), USA. 2. Global Crossing Airlines Group Inc. (JET MF), USA	• Capria Ventures Advisors LLP • Capria Manager Mooru LLP • UV Opportunity LLP
Listed entities from which the Director has resigned /retired during the past three years	None	Nil
Membership/ Chairmanship of Committees of other Boards	None	Nil
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements and justification for his appointment	N. A	Mr. Poole is a seasoned global technology executive and venture capitalist with over 30 years of track record in steering large-scale technology enterprises and has also pioneered several AI-driven ventures. His appointment aligns directly with the Board's identified skill requirements, especially in respect of Business expertise and Corporate Strategy & Planning. His independent perspective and AI and technology insights will strengthen board oversight, enterprise risk management, and technological readiness across the Company's business segments.