

## Proxy Advisory Report (Addendum)

## CMS Info Systems Ltd

### ABOUT SES

Stakeholders Empowerment Services (SES) is a Corporate Governance Research and Advisory Firm. SES assists Investors to analyze Governance Practices including matters relating to sustainability, prevalent at Listed Entities and empower Investors to undertake meaningful engagement with Investee Entities.

### SES SERVICES

**E-BRSR Tool:** Online web-based platform to create **BRSR Report** by the Company and generate **XBRL** in seamless, cost and time effective manner

Already subscribed by HUL, Maruti, TVS Motors, Kansai Nerolac, CDSL, Hero, L&T, Wipro, Bharat Forge, Reliance Group and many others. [Read More](#)

**Contact for Demo –** [esgdata@sesgovernance.com](mailto:esgdata@sesgovernance.com)

#### SES AIMS:

Designed primarily for Institutional Investors to carry out their stewardship activities in an efficient manner.

[Read More](#)

#### Proxy Advisory:

Advises Investors on the matters that require shareholder approval at Listed Entities and identify Governance Issues.

[Read More](#)

#### ESG Scores:

Analyze sustainability initiatives of Companies based on various environmental, social and governance factors.

[Read More](#)

#### Corporate Governance Score (CGS):

CGS model measures the Company's compliance and also evaluates the Governance Practices with respect To Global Benchmarks. [Read More](#)

#### E-Ballot:

A web-based, one-stop vote management system to cater to the requirements of Institutional Investors.

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### COMPANY INFORMATION

**BSE CODE:** 543441

**NSE SYMBOL:** CMSINFO

**ISIN:** INE925R01014

**Industry:** Diversified Commercial Services

**Email:** [contact@cms.com](mailto:contact@cms.com) | [company.secretary@cms.com](mailto:company.secretary@cms.com)

**Phone:** +91 22 4889 7400

**Registered Office:** T-151, 5<sup>th</sup> Floor, Tower No.10, Sector-11, railway station complex, CBD Belapur, Navi Mumbai- 400 614

### MEETING DETAILS

**Meeting Type:** AGM

**Meeting Date:** 22<sup>nd</sup> August, 2025 at 3:30 PM

**Venue / Mode of Meeting:** Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

**Notice Date:** 19<sup>th</sup> May, 2025

**Notice:** [Click here](#)

**Annual Report:** [FY 2024-25](#)

**SES PA Report (Last AGM):** [Report](#)

### E-VOTING DETAILS

**e-Voting Platform:** [CDSL](#)

**Cut-off Date:** 15<sup>th</sup> August, 2025

**Remote E-voting:**

- **Start:** 19<sup>th</sup> August, 2025
- **Ends:** 21<sup>st</sup> August, 2025

**ADDENDUM REPORT RELEASE DATE:** 18<sup>th</sup> August, 2025

**Research Analyst:** Ganesh Mandavkar

**Conflict Disclosure:** SES - No Conflict | Analyst - No Conflict



## ADDENDUM

There is no change in the SES Recommendations on any resolution. However, shareholders may take note of the Company's clarification and SES' comments thereon.

### BACKGROUND

SES as per its policy, had released its [PA Report](#) with the Company on 14<sup>th</sup> August, 2025 in respect of the AGM of the Company.

Post release of PA Report, SES received an email from the Company on 16<sup>th</sup> August, 2025. The Company, through the email, provided its view point, which is reproduced at the last in [blue text](#).

It may be noted that the email of the Company dated 16<sup>th</sup> August 2025 (as per SES policy framed to comply with SEBI Circular dated 3<sup>rd</sup> August, 2020 [SEBI/HO/IMD/DF1/CIR/P/2020/147](#)) has already been forwarded to SES clients as it is, without any inputs from SES.

This Addendum provides appropriate responses of SES, wherever required.

### SES COMMENTS TO COMPANY'S RESPONSE

**Resolution #3: To consider re-appointment of Mrs. Shyamala Gopinath as a Non-Executive Non-Independent Director, who retires by rotation at this AGM and, being eligible, offers herself for re-appointment.**

#### *Company's View:*

*We appreciate your acknowledgment that the proposal is "compliant with law" and that there is "no concern on merits of the appointee." However, you have also cited a "Governance Concern" on the grounds that there was a violation of Regulation 25(11) of the SEBI (LODR) Regulations, 2015 at the time of her initial appointment as a Non-Executive Director, effective 1<sup>st</sup> January 2022, immediately following the conclusion of her second term as an Independent Director of the Company.*

*We respectfully submit that Regulation 25(11) applies in cases where an Independent Director **resigns** before the completion of their term and is thereafter appointed as an **Executive or a Whole-time Director**.*

*This amendment was introduced by SEBI to safeguard the independence of independent directors by preventing any conflict of interest or undue influence that could arise if an independent director quickly takes up a management position within the same corporate group.*

*In the present case, Mrs. Gopinath was appointed as a **Non-Executive Director** only after **successfully completing** her second term as an Independent Director. Further, there was no financial gains accruing to her on account of the change in designation as the Company the remuneration paid by the Company to its Non-Independent Independent Directors are at par with that paid by it to the Independent Directors.*

*Accordingly, the said provision was not applicable to the instant case, and her appointment was fully compliant with the applicable laws.*

*Given her outstanding credentials and proven contributions, the Board firmly believes that her continued association is in the best interest of the Company. We therefore request you to kindly re-evaluate and reconsider your recommendation in light of the above clarification, as it appears to be based on an incorrect interpretation of Regulation 25(11).*

#### **SES View:**

SES, in its report, has raised a governance concern on the resolution relating to the re-appointment of Mrs. Shyamala Gopinath as a Director liable to retire by rotation, citing that no cooling-off period of one year was served during his transition from Independent Director (ID) to Non-Executive Director (NED).

SES acknowledges that the law does not require Non-Executive Directors (NEDs) to observe a cooling-off period when transitioning from an Independent Director (ID) position. However, SES believes that a cooling-off period should be implemented for the transition from ID to NED, similar to the requirement for transitioning from ID to Executive Directors. SES is of the opinion as a good governance



practice, this cooling-off period should apply not only after resignation but also after the completion of a term. Failing to observe a cooling-off period may raise concerns about the director's independence during their tenure as an ID.

SES re-iterates that the proposal is compliant with law, and concern is solely based on **SES' governance policy stance**.

**In view of the above. There is no change in SES recommendation. However, shareholders may note of the Company's response and SES comments thereon and take an informed decision.**



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**COMPANY'S EMAIL**

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*Dear Sir/Madam,*

*We thank you for sharing your Voting Recommendations on the resolutions proposed by the Company for its ensuing Annual General Meeting.*

*Without intending any criticism, we would like to draw your attention to the rationale stated in your report for recommending **against** the re-appointment of Mrs. Shyamala Gopinath as a Non-Executive Director.*

*We appreciate your acknowledgment that the proposal is “compliant with law” and that there is “no concern on merits of the appointee.” However, you have also cited a “Governance Concern” on the grounds that there was a violation of Regulation 25(11) of the SEBI (LODR) Regulations, 2015 at the time of her initial appointment as a Non-Executive Director, effective 1<sup>st</sup> January 2022, immediately following the conclusion of her second term as an Independent Director of the Company.*

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*Accordingly, the said provision was not applicable to the instant case, and her appointment was fully compliant with the applicable laws.*

*Given her outstanding credentials and proven contributions, the Board firmly believes that her continued association is in the best interest of the Company. We therefore request you to kindly re-evaluate and reconsider your recommendation in light of the above clarification, as it appears to be based on an incorrect interpretation of Regulation 25(11).*

*We remain available should you require any further details or supporting material in this regard.*

*With Kind Regards,*

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## Disclaimer Sources

Only publicly available data has been used while making the report. Our data sources include Notice of Shareholders' Meeting, BSE, NSE, SEBI, Capitaline, MCA, Moneycontrol, Businessweek, Reuters, Annual Reports, Sustainability Reports, IPO Documents and Company Website.

## Analyst Certification

The Analyst(s) involved in development of this Report certify that no part of the Research Analyst's compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed by the Research Analyst(s) in this Report. The concerned Research Analyst(s) and Director(s) do not have any pecuniary relationship with the Reported Company, except that they may be holding miniscule shares in the Company which does not impact their independence in respect of this Report.

SES may be a shareholder in the Company holding equity shares as disclosed on its [website](#). The objective of SES' investment is solely to obtain Shareholders' communications from the Company as a shareholder.

## CAUTIONARY STATEMENT

The recommendations made by SES are based on publicly available information and conform to SES's stated Proxy-Advisory Guidelines. SES opinion is based on SES's interpretation of law and governance benchmarks, which may differ from opinion/ benchmarks of other analysts or practitioners. Further, SES analysis is recommendatory in nature and reflects how SES would have voted if it was a shareholder. Therefore, SES expects that the clients will evaluate the effect of their vote on their investments independently and diligently and will vote accordingly. Subscribers may also carry out an impact analysis of their votes and keep the same as an addendum for their records. In our opinion, Institutional investors are positioned significantly differently from other shareholders due to their ability to engage with the board and the management to bring out desired result. As a firm, it is our endeavour to improve the level of corporate governance while not causing any disruption in company's proceedings and therefore we respect the independence of investors to choose alternate methods to achieve similar results.

## Disclaimer

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This report in no manner constitutes an offer, solicitation or advice to buy or sell securities, nor solicits votes or proxies on behalf of any party. SES, which is a not-for-profit initiative or its staff, has no financial interest in the companies covered in this report except for what is disclosed on its website. The report is released in India and SES has ensured that it is in accordance with Indian laws. Person resident outside India shall ensure that laws in their country are not violated while using this report; SES shall not be responsible for any such violation.

All disputes shall be subject to jurisdiction of High Court of Bombay, Mumbai.

## Concern terminology

**NC – Compliance Concern:** The Company has not met statutory compliance requirements

**FC – Fairness Concern:** The Company has proposed steps which may lead to undue advantage to a particular class of shareholders and can have adverse impact on non-controlling shareholders including minority shareholders

**GC – Governance Concern:** SES questions the governance practices of the Company. The Company may have complied with the statutory requirements in letter. However, SES finds governance issues as per its standards.

**TC - Disclosures & Transparency Concern:** The Company has not made adequate disclosures necessary for shareholders to make an informed decision. The Company has intentionally or unintentionally kept the shareholders in dark.

## Company Information



Stakeholders Empowerment Services

SEBI Reg. No. INH000000016

CIN No. -

U74120MH2012NPL232154

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## Warning

Investment in securities market are subject to market risks. Read all the related documents carefully before investing.

