CMS Connecting Commerce

CMSINFO/2308/004

August 14, 2023

To,
BSE Limited
Listing Department,
1st Floor, PJ Towers, Dalal Street,
Fort, Mumbai – 400 001
Scrip Code: 543441

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

Sub: Submission of Annual Report under the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015 (Listing Regulations) for the Financial year 2022-23

Dear Sir /Madam,

In terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report inter-alia containing the Notice of the 16th Annual General Meeting ("AGM") of the Company for the financial year ended March 31, 2023.

The AGM is scheduled to be held on Wednesday, September 6, 2023, at 3.00 P.M. (IST) through Video Conference (VC)/Other Audio video means (OVAM), in accordance with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

The Annual Report is being sent to shareholders through electronic mode and is also uploaded on the Company's website at https://www.cms.com.

This is for your information and record please.

Thanking you,
Yours faithfully

For CMS Info Systems Limited

PRAVEEN SONI Digitally signed by PRAVEEN SONI
Date: 2023.08.14 21:14:26 +05'30'

CS Praveen Soni
Company Secretary & Compliance Officer
Membership No.: FCS 6495

CMS

Connecting Commerce®

Transformation
Innovation
Impact

Annual Report 2022-23

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We work with every large bank and connect over 124,000 ATMs and retail merchants through our nationwide logistics and technology platform. In FY23, the currency processed on our platform grew 16% YoY to ₹ 12.7 Lakh Crore.

CMS at a Glance

We are a leading business services company providing logistics and technology solutions to banks, financial institutions, organized retail, and e-commerce companies in India.

We enable financial inclusion by providing access to formal banking services and enabling seamless physical payments for Indians.

#1
In Cash Logistics

#1
In ATM Software Solutions

#1
In AIoT Remote Monitoring

25,000+
Employees and Third-party Personnel

4,000+
Fleet Network

97%
Indian Districts Covered

₹1,915 Crores
Revenue 20% YoY Growth

₹551 Crores
EBITDA 35% YoY Growth*

₹304 Crores
Net Profit 33% YoY Growth*

28.8%
EBITDA Margin*

75%
OCF/EBITDA*

24.4%
RoCE (Post-tax)

*EBITDA and PAT adjusted for ESOP/Share-based payment to employees; All data for FY23/March 2023

Our Platform

Cash Logistics

ATM Cash Management

Our comprehensive range of services ensures high ATM network uptime and availability. It encompasses cash processing, cassette management, ATM replenishment, cash evacuation for BNA/recyclers, day-end reporting and reconciliation.

72,000+
ATMs

64%
ATMs in SURU locations

Retail Cash Management

We partner with banks to offer cash management solutions to retail merchant networks. We facilitate logistics, processing and reconciliation to offer superior working capital and risk management.

52,000+
Retail touchpoints

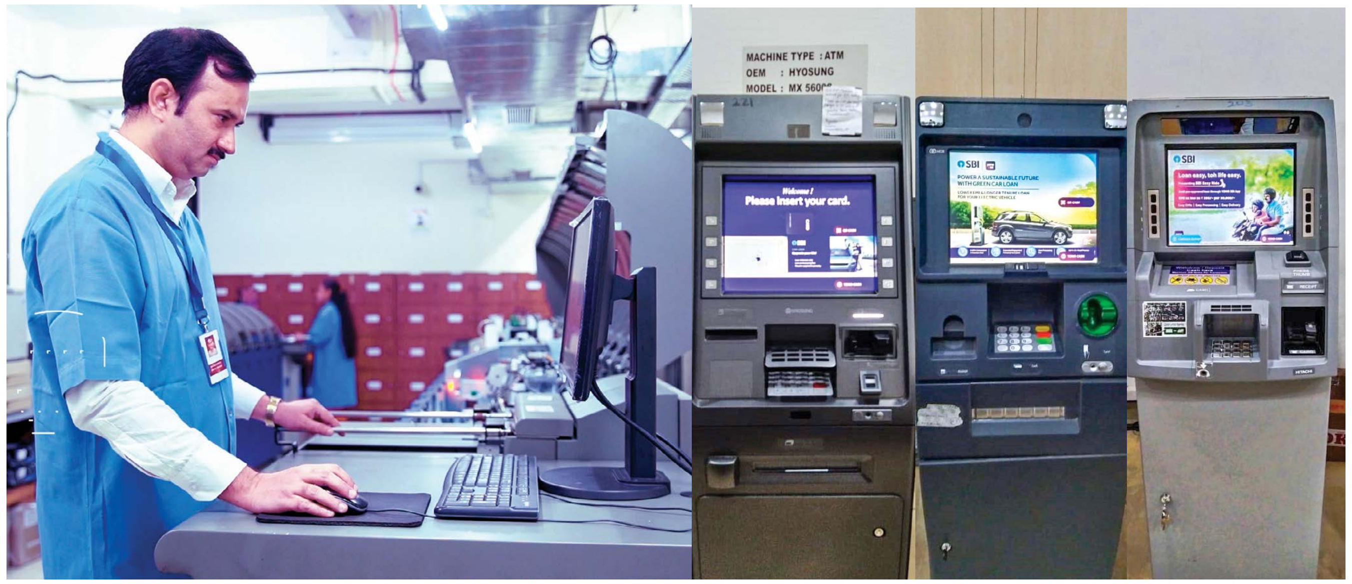
2,000+
Consumer-facing enterprises

Cash in Transit

The CMS network interconnects bank branches and currency chests. We facilitate seamless and secure intra and inter-city bulk currency transits.

12,000
Banks branches

1,100+
Fleet size



Managed Services and Tech Solutions

Banking Automation

We manufacture, deploy and maintain ATMs, currency recyclers, and self-service kiosks, enabling an automated and seamless consumer banking experience.

40,000+
Machines installed

14%
Market share

ATM-as-a-service

Our service includes end-to-end management of ATM networks through a single point of accountability. Our solution combines multiple offerings of the CMS platform - automation, cash management and AIoT - to provide a superior experience and 24x7 availability to banks and customers.

17,500+
ATMs managed

65%+
Asset-light model

AIoT Remote Monitoring

We offer future-ready remote monitoring and provide sound business insights such as energy management, staff monitoring and site compliance tracking. Certified by global security standards, our monitoring offering serves banks and NBFCs.

21,000+
Live sites

#1
In the Banking sector

ALGO Software Solutions

The ALGO suite of ATM software solutions enhances customer experience and ensures network security through central channel management.

50,000+
ATMs with ALGO MVS

75,000+
ATMs protected by ALGO OTC

Cards Personalization

At our state-of-the-art facility, we provide end-to-end financial card issuance and management for banks and card personalization services.

10 Million
Payment cards personalized annually

Visa, Mastercard & RuPay
Certified

Message from CEO

In my second annual report letter, I want to apprise you, our shareholders, not just with our performance and our buoyant business outlook but how we make important decisions and what we do well. Most importantly, I want to share two of our core principles which form the basis of all that we do.

FY23: A YEAR OF STRONG EXECUTION AND CONSISTENT OUTPERFORMANCE

All our business lines grew strongly to deliver an overall revenue growth of 20%. Our end-to-end integrated offering helped drive non-linear profit growth of 33%. We crossed an important milestone of ₹ 500 Crores in quarterly revenues in the last quarter of the year.

Over a period of four years, from FY19 to FY23, our revenue CAGR is 14% and PAT CAGR is 32%. This strong and consistent performance is amongst the best globally amongst our peer set. We successfully executed our order book and completed key technology projects at large banks. The Managed Services business contributed 34% to our revenues.

The newest business of AIoT Remote Monitoring, launched in 2021, has become the market leader in the banking segment and crossed 21,000 installations.

This performance comes from our continued focus on delivering significant value to our clients through our extensive network, cost leadership and quality. These create superior service levels while reducing operational costs and increasing customer confidence in our services. A virtuous cycle is created, through which we can then offer them newer services.

For us to abide by our playbook in a disciplined manner, we follow some core values at CMS.

The first core value is 'Do more with less.'

Doing everything I outlined earlier, while staying focused on maintaining strong margins, helps us deliver shareholder value.

We have made significant technology automation investments to our network and operations over the years resulting in cost savings. These are then used to fund newer investments. It is a matter of great pride that we have self-funded our growth over the past decade without raising any new equity.

We are debt free, our credit rating has been upgraded to AA+ in this year. Our prudent capital allocation has helped us expand RoE by 720 bps over the last 5 years. Despite a peak capex cycle in FY22 and FY23, our dividend payout ratio has increased from 17% of PAT in FY22 to 25% in FY23[1].

At the end of FY23, we have built strong cash reserves of ~₹ 450 Crores, which will allow us to invest in the right long-term organic and inorganic growth opportunities.

The second core value is 'Stay focused on the long-term.'

Every so often I get asked why we aren't in fintech, or why we aren't entering a certain sector. Or making certain venture capital style investments. It's easy to be tempted to jump on this bandwagon, but we go back to first principles. To our core values.

We ask ourselves:

What is our core competency? What value can we bring to a customer if we enter a new sector? Can we solve their problems better? Can we scale to reduce unit cost and be competitive? Can we make sustainable profits? Will it be easy to pivot with regulatory changes? And if we cannot answer these definitively, we do not enter the sector, no matter how attractive the opportunity may sound. If we do enter a new adjacent business, we consider doing so only when the euphoria has died out, valuations have tempered, and we have an opportunity to scale. It should also have the potential to be positioned as a market leader with favorable industry structure or economics

This is how we operate.

We stay disciplined. We stay patient, ignore the noise and sometimes sacrifice the short term for the longer term.

The management team at CMS, which has stayed unchanged for the past 14 years, has driven this long term focus and success by working with great tenacity and cohesion.

Our CSR efforts are focused in the areas of healthcare, livelihood generation, elder care and education. We have now set up the CMS Foundation to drive long term consistency and impact in the community.

This is how we intend to continue.

FY24 AND BEYOND

Our growth opportunity is strongly linked to formalization and consumption in India's economy. With formalization post GST reforms, cash is growing robustly in the formal economy. Consumer spending patterns have shifted towards organized retail and e-commerce. Last year, currency handled by CMS across India grew by 16%, and in metros, it grew by 19%. While consumers are using UPI for smaller payments, the ATM usage trend shows consumers withdrawing more cash per transaction.

With Banks and NBFCs focusing on credit growth, we foresee greater consumption and spends, both in digital and cash based payments. These institutions will need to deepen their presence to serve their consumers by expanding branch networks. With increased scale, we see a trend towards higher outsourcing. CMS is uniquely poised to manage the needs of scale, reach and technology-oriented services.

We have set an ambitious target of doubling our revenues from FY21 to FY25 to achieve a revenue of ₹ 2,500 Crores to ₹ 2,700 Crores. At the end of FY23, with revenues of ₹ 1,915 Crores, we are on track.

While we are energized about this growth opportunity, I caution you, that record performances will not and do not happen year on year. Since 2009, CMS has delivered a 17% revenue CAGR, but not every year has been strong.

Two of CMS core values:

The first core value is 'Do more with less.'

The second core value is 'Stay focused on the long-term.'

We stay committed to build this institution steadily and consistently via a clear strategy. To do what is right every day, so you are proud to be a shareholder.

14 years ago when we created CMS Info Systems, I was asked by our team about how long I was planning to work with the Company. My answer was, "I have been appointed by the Board for a period of five years and with your support, I hope we succeed in our goals."

In March 2023, our Board of Directors has asked me to continue to lead CMS, and extended my appointment till July 2027. This is an enormous responsibility and I am exceptionally honored.

To our clients, our 1.15 lakh+ public shareholders, the teams at CMS and the communities where we operate, I have only deep gratitude for the trust you place in me. And in us.

Thank you,

RAJIV KAUL

Executive Vice Chairman, Whole-time Director and CEO

[1]Based on recommended dividend for FY23, subject to shareholder approval

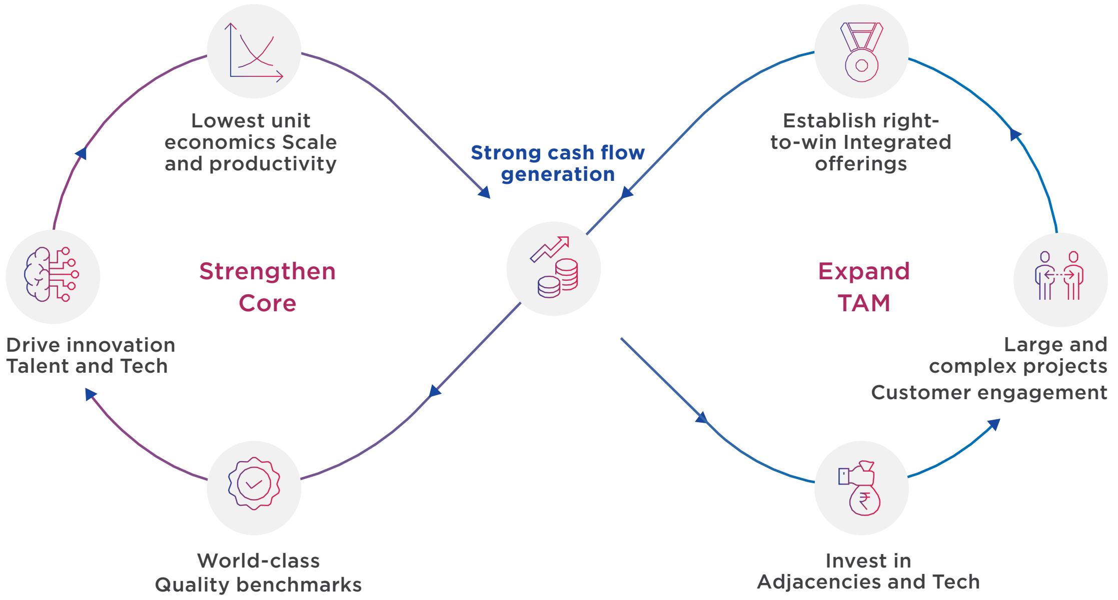
Accelerating

Transformation

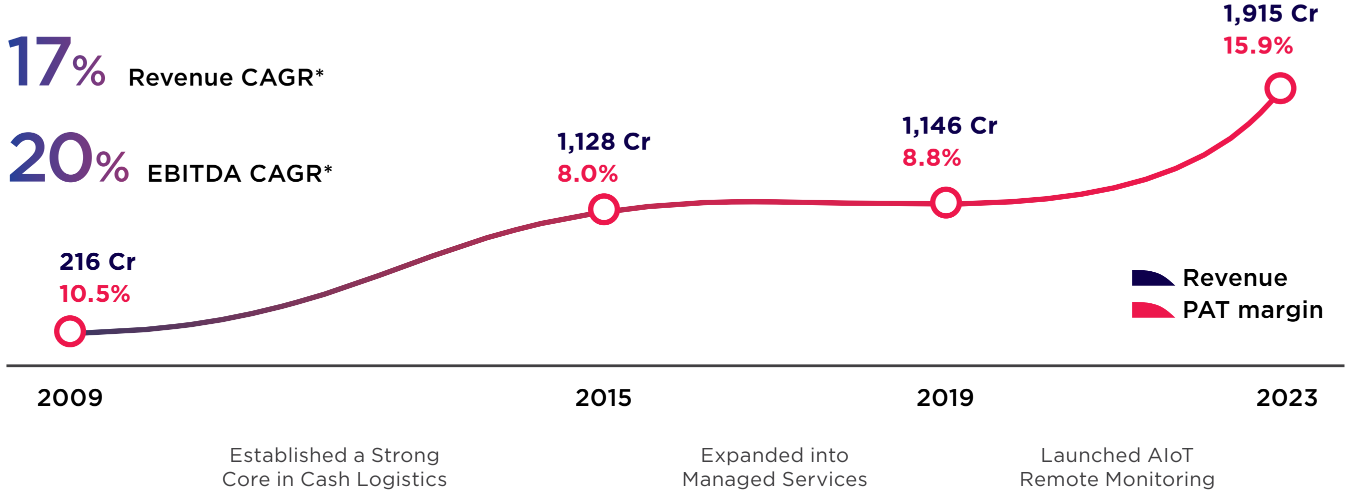
Compounding Growth and Driving Customer Value

In our core cash logistic business, we continuously invest in technology and automation to drive lower unit cost and delivering world class quality services. This helps us grow our market share and we invest the cash flows to expand into high growth adjacencies. We leverage our platform, reach, and customer trust to work on complex projects which need multiple capabilities. Successful execution of these establishes a Right to Win for future growth, expansion and making these new businesses operate like our core business, creating a virtuous and interlinked flywheel.

OUR PLAYBOOK: ACCELERATING GROWTH AND MARKET EXPANSION



OUR GROWTH: 9X REVENUE, 13X EBITDA AND 13X PAT



*From continuing businesses (FY09-FY23)
EBITDA and PAT adjusted for ESOP/Share-based payment to employees and one-time IPO expenses written-off

OUR PLAYBOOK IN ACTION

We have systematically launched new offerings and solutions to our customers over the last 7-8 years. With this expansion, we have offered more value and deepened our engagement with them.

Bank		Cash Logistics			Managed Services & Tech Solutions			
		ATM	Retail	Cash-in-Transit	Banking Automation	ATM-as-a-Service	ALGO Software	AIoT Remote Monitoring
Large PSU Banks	SBI	✓	✓	✓	✓	✓	✓	✓
	pnb	✓	✓		✓	✓	✓	✓
	Bank of Baroda	✓	✓	✓	✓			
	Canara Bank	✓		✓	✓		✓	
	Union Bank of India	✓		✓	✓			
Private Banks	HDFC BANK	✓	✓	✓		✓		✓
	ICICI Bank	✓	✓	✓	✓	✓		✓
	AXIS BANK	✓	✓	✓				✓

Our approach will continue to offer multiple solutions to our customers with a focus on adding value to their evolving needs.

BANKS

- Top-5 PSU Banks
- Top-3 Private Banks
- Leading Payment and Small Finance Banks

NBFC AND INSURANCE

- Largest Public and Private Insurers
- Leading Gold Loan NBFC
- Largest Consumer Finance NBFC

ORGANIZED RETAIL AND E-COMMERCE

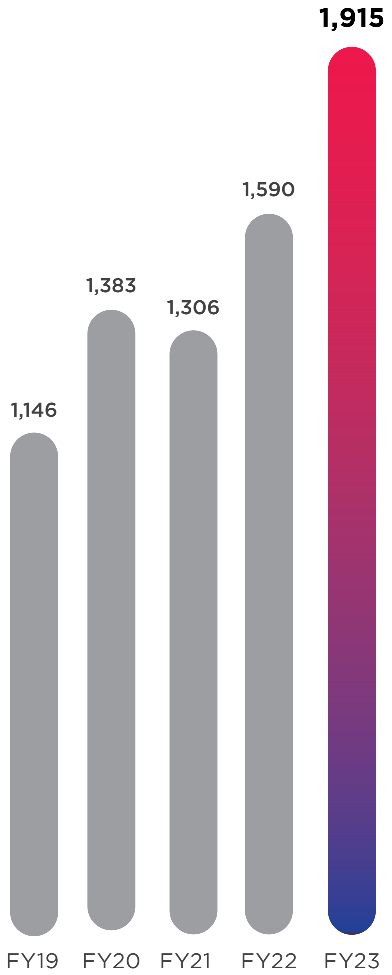
- Largest Consumer Retail Chain
- Large Global Luxury Retailer
- Largest e-commerce Company

Indicative non-exhaustive list of customers and sectors served

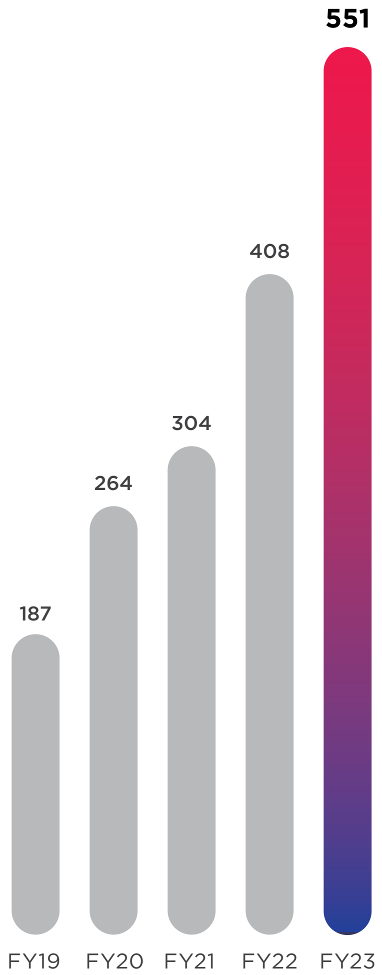
The Bank/Client logos used above belong to the respective banks/clients and have been used for credential purposes only. CMS does not claim any rights in the same

Another Year of Robust Performance

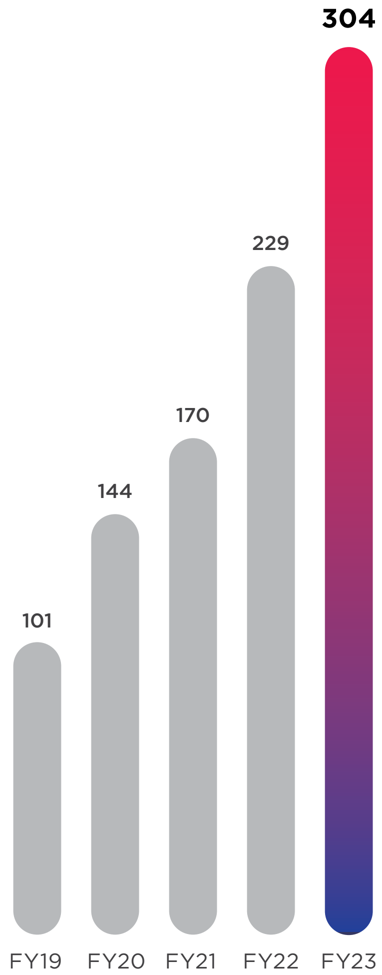
REVENUE
(₹ in Cr)



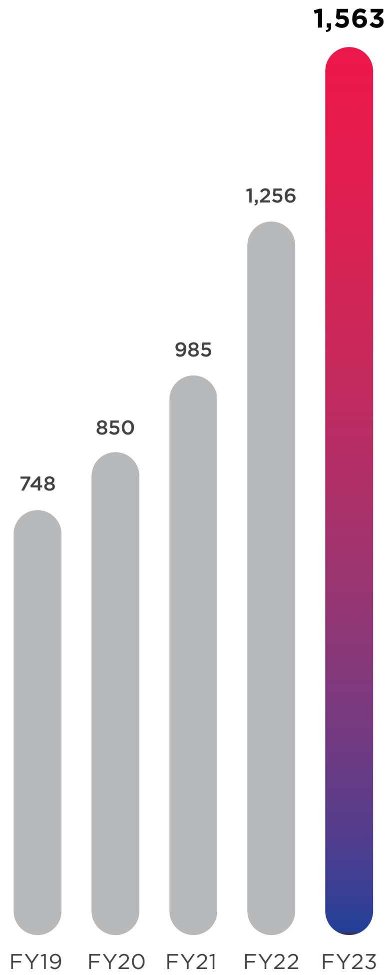
ADJUSTED EBITDA
(₹ in Cr)



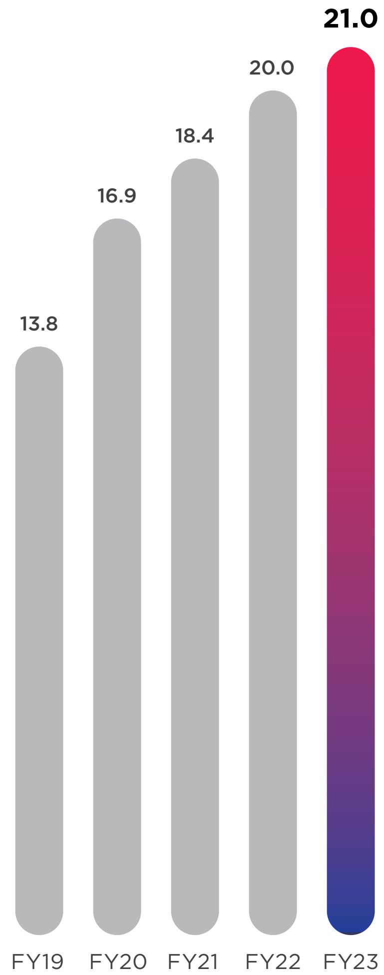
ADJUSTED PROFIT AFTER TAX (PAT)
(₹ in Cr)



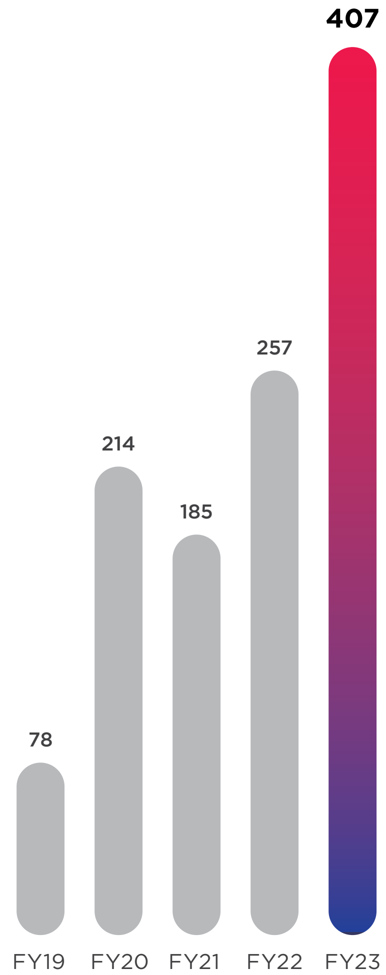
NET WORTH
(₹ in Cr)



RETURN ON NET WORTH
(%)



NET CASH FLOW FROM OPERATIONS
(₹ in Cr)



14%
Revenue CAGR

31%
EBITDA CAGR

32%
PAT CAGR

2.1x
Net Worth

720 bps
Expansion

65%
Average CFO/EBITDA

*EBITDA and PAT adjusted for ESOP/Share based payment to employees and one-time IPO expense write-off

CAGR for FY19 to FY23 period

Driving

Innovation

Delivering Customer Safety and Business Insights

ALGO AIoT

Our AIoT Remote Monitoring Solution is a game-changer in the industry, offering businesses valuable insights for energy management, staff monitoring, and site compliance tracking in addition to plain vanilla monitoring services. With real-time monitoring and reporting, it drives efficiency and productivity. Deployed in >21,000 sites across India and connected to >500,000 devices, our service leverages AI and IoT technologies to deliver comprehensive business insights, optimize performance and address site security issues effectively. Our solution adheres to global security standards, and can be customized to meet the specific needs of diverse sectors such as banks, NBFCs, hospitality, warehousing amongst others. Since its launch in 2021, it has successfully prevented >1,000 threats. This CERT-IN certified and customizable solution transforms businesses' operations, providing them with the tools they need to thrive in a rapidly evolving digital landscape.

Our state-of-the-art command centre for AIoT Remote Monitoring

VSaaS SOLUTION

Video Surveillance as a Service (VSaaS) solution is deployed on existing security infrastructure to provide site status analytics and real-time business insights through secure web utilities and mobile applications.

HIGH REDUNDANCY

Agents at our 24x7 command centre work over and above the robotics process automation (RPA) to analyse exceptions and eliminate the false alarms. Tickets for all the SOP are verified and resolved by our agents.

COST EFFICIENCY

Efficiency is key when it comes to cutting costs. Our Remote Monitoring Services are available at a fraction of a cost of physical guarding and also keeps an eye on energy consumption at a business premise.

AI-DRIVEN MONITORING

AI and Video analytics work on the feeds from CCTV cameras and detects potentially suspicious anomalies like intrusions, vibrations, glass breaks, smoke, etc. The system is also continuously learning to better understand and respond to these situations.

SMART CLOUD STORAGE

All the data received from the monitoring system is securely stored locally on SSD drives as well as in the cloud with secure encryption offering minimum two levels of secure back up of video footages data.

40+
Deep-learning AI modules offered for enabling business insights

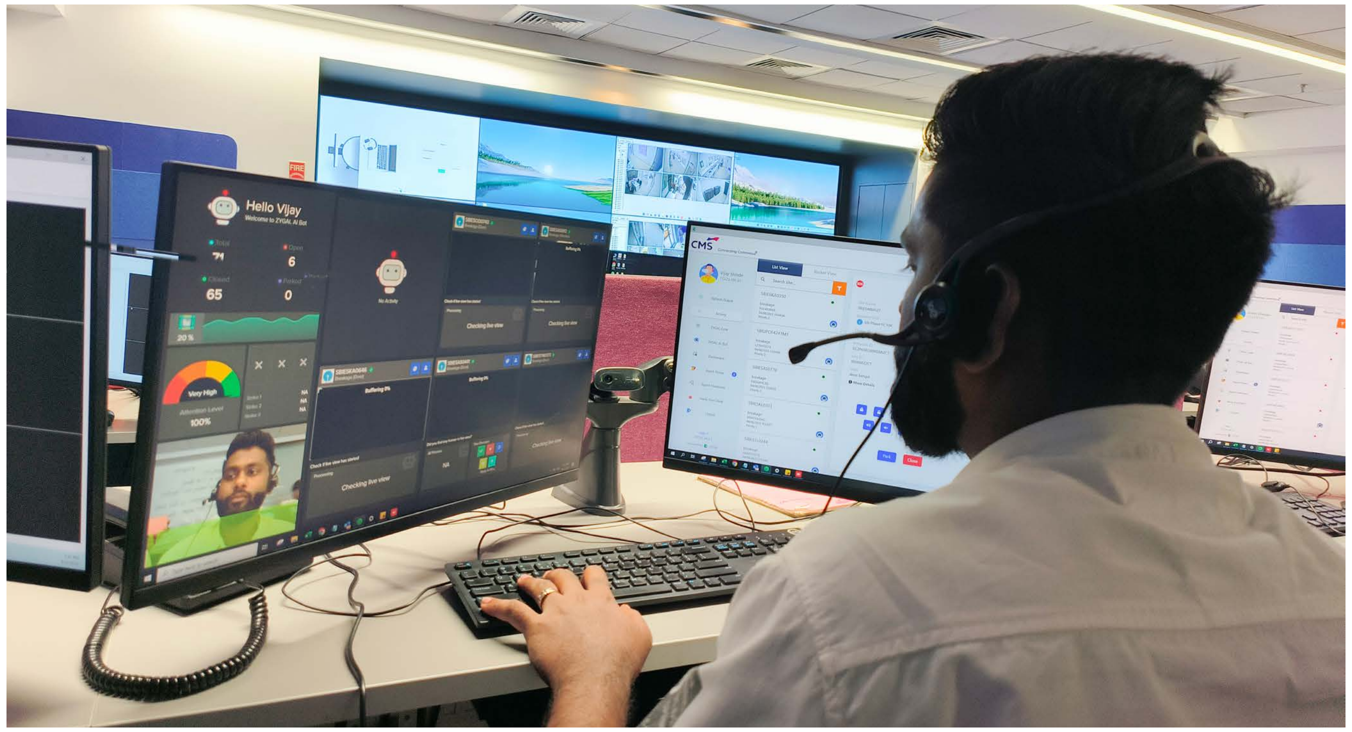
60,000+
Alerts processed daily

21,000+
Sites monitored

500,000+
Connected devices

ISO
9001 and 27001 Certified

CERT-IN
Certified



AI-based system monitoring agent attention span

Driving Non-linearity in Logistics Operations

We are leveraging technology to automate operationally intensive processes with a view to achieve cost efficiency, risk mitigation, and agility. Our Dispatcher automation module intelligently assigns crew daily to multiple routes, basis cash forecasting analysis. Our Route Mapper allocates ATM and commerce points for the crew to build operational efficiency.

CMS Connect App automates real-time reporting to access transactions across the business point. CMS Agile Platform automates transaction reconciliation to bring time efficiency. Our ALGO OTC application provides a secure and automated GPS-enabled passcode for cash replenishment. Our Retailer App drives agility by offering real-time tracking through QR codes. Our ML-driven analytics engine helps predict risk profiles to prevent human-induced risks. This bionic approach, blending human and technical capabilities, increases our productivity.

Our nimble cash logistics platform accelerates cash movement at the lowest cost from the bank's currency chest to ATM to consumers' wallets to stores and then back to the bank.

20%

Improvement in route productivity through Automation in last 3 years

95%

ATM uptime as compared to 90% for the industry

Our Technology Applications

1,5	**CMS CONNECT**	Indent Upload, Trip Sheet Generation
2	**DISPATCHER AGENT**	Dynamic routing and crew allocation
3	**ALGO**	Automated OTC Generation
4	**RETAILER APP**	Real-time Transaction Reporting and Reconciliation
6	**CMS AGILE**	ML-based Reconciliation Tool
7	**FLEET MANAGER**	Integrated Vehicle Telemetry with FASTag and OMCs

Enabling Seamless Customer Experience

ALGO MVS

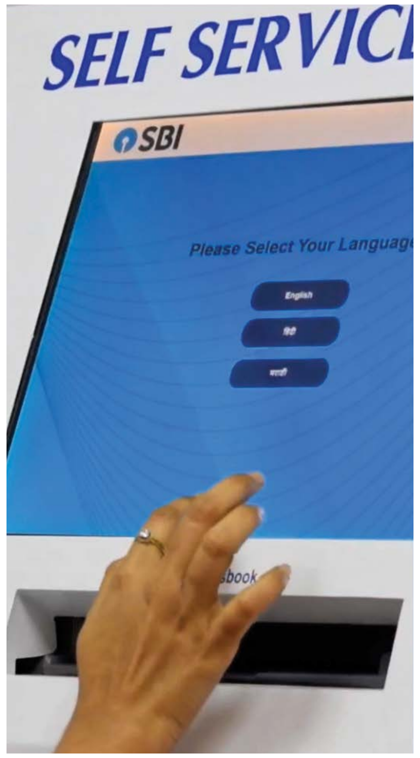
ALGO MVS is a central component of the bank's digital strategy and delivers personalized products and services to customers. It is a made-in-India and customized-for-India solution to help banks realize more from their ATM network. We have developed, commercialized, and implemented the ALGO MVS solution at scale for SBI.

ALGO MVS (Multi-Vendor Software) enables banks to streamline their development and support operations by eliminating the need to maintain and enhance several distinct delivery infrastructures for each new function or service they provide. It helps bank centralize their ATM Channel Management to a single central command control to improve the customer experience and ensure the network has the latest security measures.

As a vendor-agnostic software, banks can gain considerable cost and operational advantages by procuring ATM hardware and software components separately without being tied to one vendor for both. Behind the scenes, ALGO MVS allows for remote control monitoring and tracking electronic journals through dashboards, reporting, and security alerts, thus significantly eliminating the need for physical intervention across a large geography.

25%
ATMs deployed with ALGO MVS

Intelligent
Branch Manager



ALGO OTC

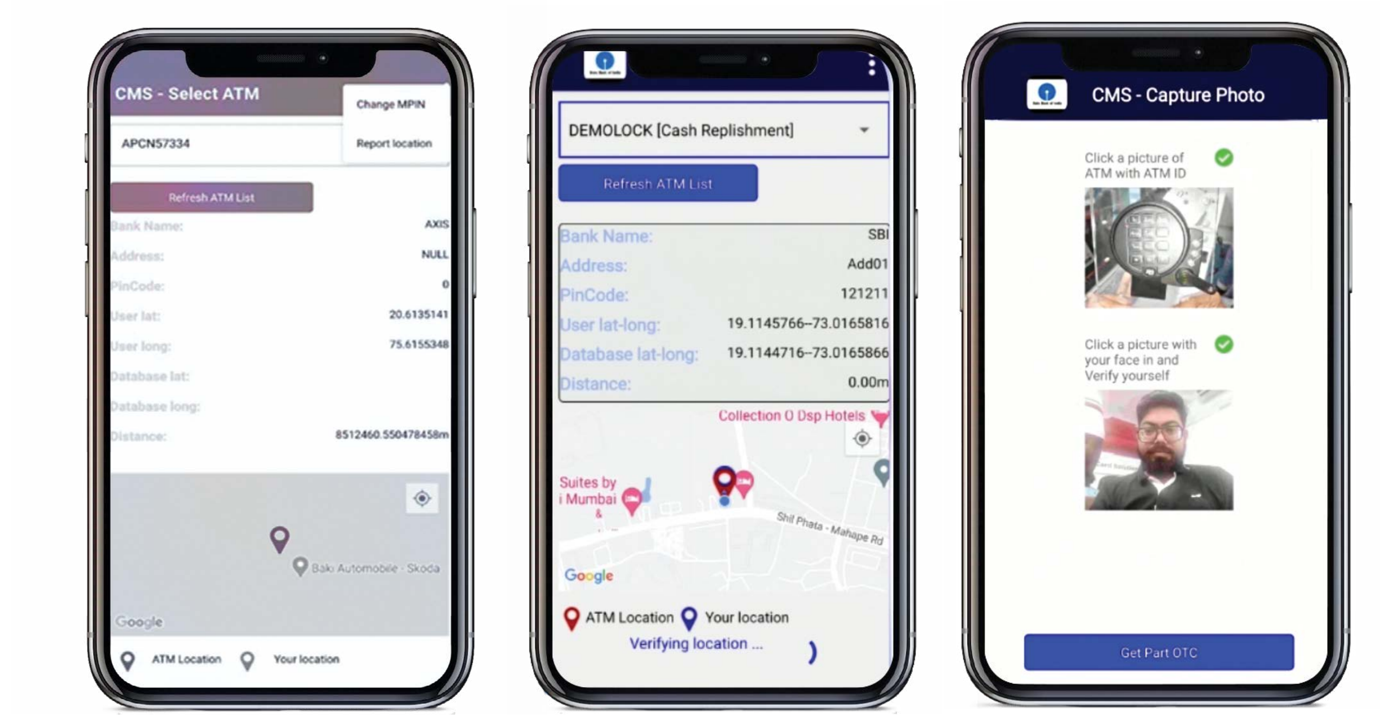
ALGO OTC, launched in 2019, is a groundbreaking ATM security software application that revolutionizes cash replenishment through Artificial Intelligence and mobility.

This innovative solution incorporates advanced features such as geofencing, GPS-enabled user face recognition, and integration with the maker-checker approval process, making it compatible with any bank or vault. Even in areas with limited internet connectivity, ALGO OTC ensures efficient audit trails and real-time updates. Currently covering 30% of India's ATMs, ALGO OTC reflects our commitment to providing a secure compliance framework that prioritizes the interests of consumers and banks alike.

With its cutting-edge technology and wide-reaching implementation, ALGO OTC sets new standards for ATM security and reinforces our dedication to delivering innovative solutions that drive the growth and safety of the banking industry.

30%
ATMs secured with ALGO OTC

AI Automated
OEM-agnostic ATM security software application



Delivering

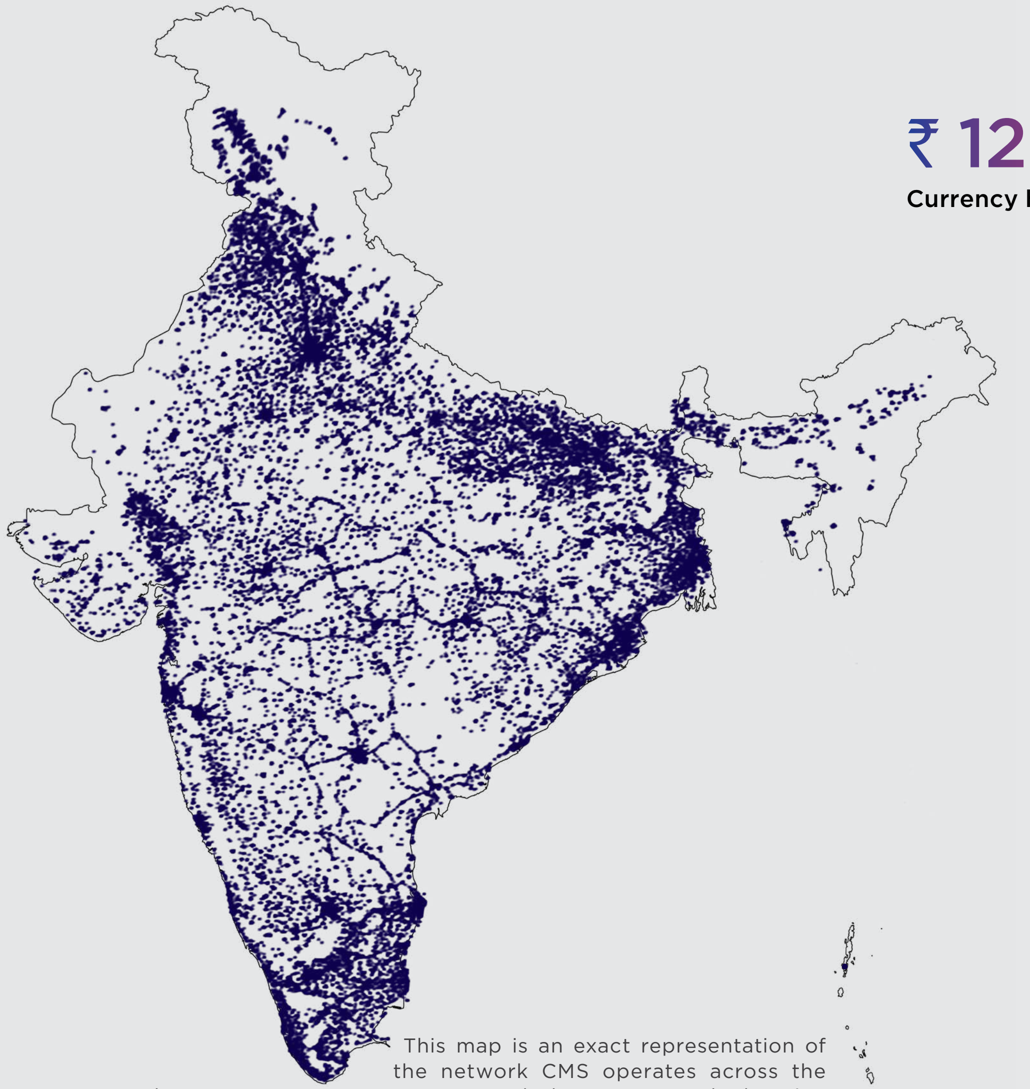
Impact

Enabling Access to Financial Inclusion

Business-as-usual is when we render essential services to keep India's economy connected every second of the day, across every corner of the country, unfazed by crisis or adversity.

ENVIABLE REACH

With a comprehensive reach spanning >150,000 business points, we provide extensive coverage across 97% of India, including remote areas and >16,000 pin codes. Our penetration across India is demonstrated by the 64% share of our ATM network in Semi urban and rural (SURU) areas. Leveraging our expansive network, we continuously analyze market dynamics and emerging commerce trends to enhance operational competitiveness for our clients. By empowering our clients, we aim to contribute to creating a connected world of commerce in India, fostering growth and connectivity across diverse regions.



₹ 12.7 Lakh Crore

Currency handled in FY23

16,000+

Pin codes covered by us

97%

District coverage

64%

CMS ATM cash management points in Semi-Urban and Rural India

Map not to scale

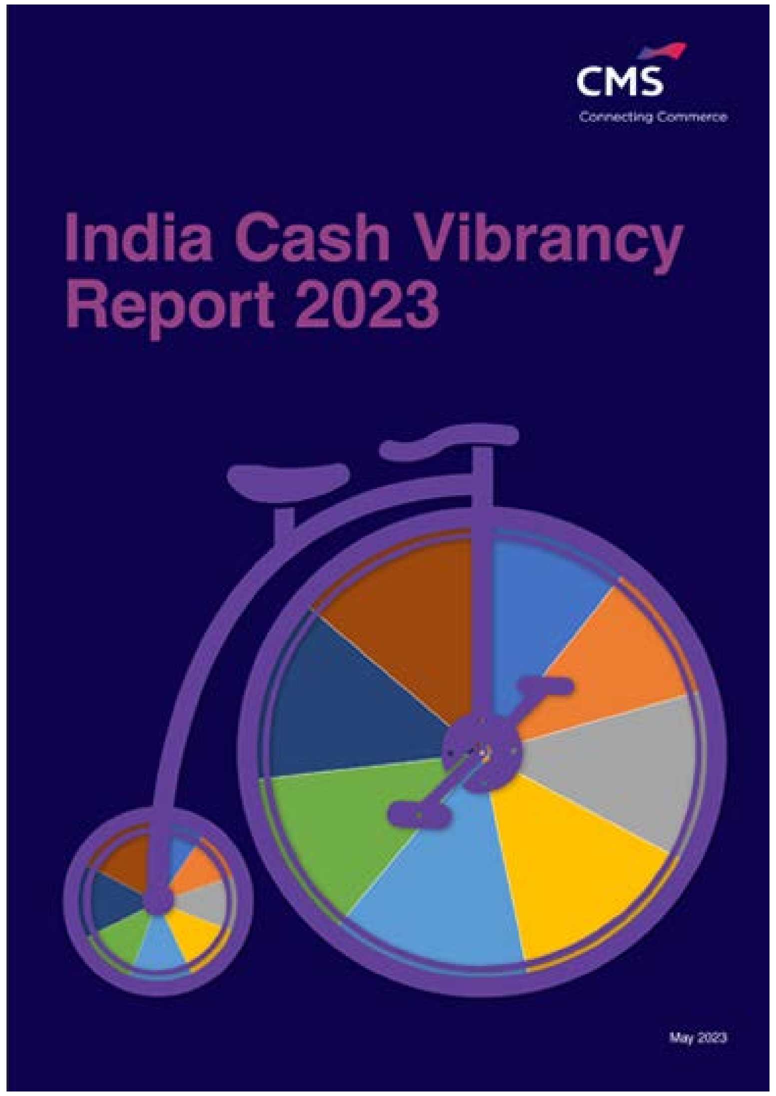
This map is an exact representation of the network CMS operates across the country. Each dot represents the location of business points served by CMS

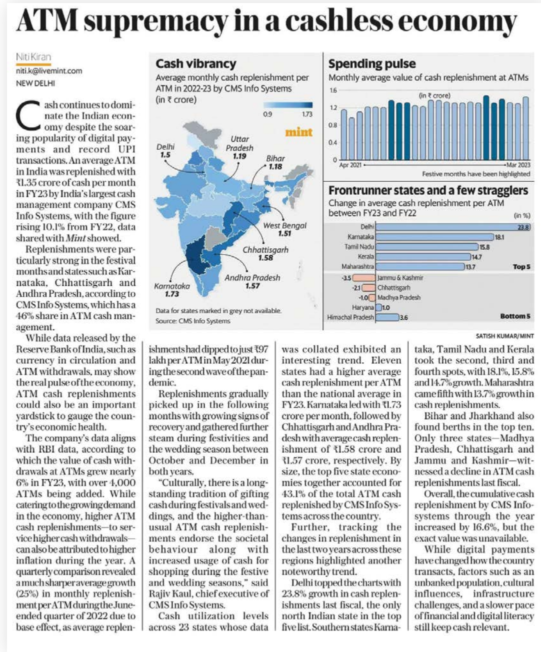
India Cash Vibrancy Report 2023

INDIA'S FIRST EVER REPORT ON CASH USAGE TRENDS

The recently published industry report on consumer cash usage, supported by our Company's proprietary CMS Cash Index™ (CCI), provides insights into the trends observed during FY23 compared to FY22. The report analyzes the performance of the CMS Cash Index™, which tracks the circulation of cash through ATM channels and the cash collected from retail points, both managed by CMS Info Systems. This index mirrors the S&P Global India Composite PMI (S&P Global PMI™), which measures economic activity expansion and contraction. The study reveals a strong correlation between the CMS Cash Index™ and the S&P Global PMI™, establishing the CMS Cash Index™ as a vital indicator of cash vibrancy in the country.

As a leader in the industry, we utilize key data points to showcase the annual growth of pan-India ATM cash replenishments conducted by us in metropolitan cities compared to SURU (semi-urban and rural) areas. These insights highlight our contribution to the cash ecosystem and our ability to cater to diverse geographic regions.





ATM supremacy in a cashless economy

Niti Kiran
niti.k@livemint.com
NEW DELHI

Cash continues to dominate the Indian economy despite the soaring popularity of digital payments and record UPI transactions. An average ATM in India was replenished with ₹1.35 crore of cash per month in FY23 by India's largest cash management company CMS Info Systems, with the figure rising 10.1% from FY22, data shared with *Mint* showed.

Replenishments were particularly strong in the festival months and states such as Karnataka, Chhattisgarh and Andhra Pradesh, according to CMS Info Systems, which has a 46% share in ATM cash management.

While data released by the Reserve Bank of India, such as currency in circulation and ATM withdrawals, may show the real pulse of the economy, ATM cash replenishments could also be an important yardstick to gauge the country's economic health.

The company's data aligns with RBI data, according to which the value of cash withdrawals at ATMs grew nearly 6% in FY23, with over 4,000 ATMs being added. While catering to the growing demand in the economy, higher ATM cash replenishments—to service higher cash withdrawals—can also be attributed to higher inflation during the year. A quarterly comparison revealed a much sharper average growth (25%) in monthly replenishment per ATM during the June-ended quarter of 2022 due to base effect, as average replenishments had dipped to just ₹97 lakh per ATM in May 2021 during the second wave of the pandemic.

Replenishments gradually picked up in the following months with growing signs of recovery and gathered further steam during festivities and the wedding season between October and December in both years.

"Culturally, there is a long-standing tradition of gifting cash during festivals and weddings, and the higher-than-usual ATM cash replenishments endorse the societal behaviour along with increased usage of cash for shopping during the festive and wedding seasons," said Rajiv Kaul, chief executive of CMS Info Systems.

Cash utilization levels across 23 states whose data was collated exhibited an interesting trend. Eleven states had a higher average cash replenishment per ATM than the national average in FY23. Karnataka led with ₹1.73 crore per month, followed by Chhattisgarh and Andhra Pradesh with average cash replenishment of ₹1.58 crore and ₹1.57 crore, respectively. By size, the top five state economies together accounted for 43.1% of the total ATM cash replenished by CMS Info Systems across the country.

Further, tracking the changes in replenishment in the last two years across these regions highlighted another noteworthy trend.

Delhi topped the charts with 23.8% growth in cash replenishments last fiscal, the only north Indian state in the top five list. Southern states Karnataka, Tamil Nadu and Kerala took the second, third and fourth spots, with 18.1%, 15.8% and 14.7% growth. Maharashtra came fifth with 13.7% growth in cash replenishments.

Bihar and Jharkhand also found berths in the top ten. Only three states—Madhya Pradesh, Chhattisgarh and Jammu and Kashmir—witnessed a decline in ATM cash replenishments last fiscal.

Overall, the cumulative cash replenishment by CMS Infosystems through the year increased by 16.6%, but the exact value was unavailable.

While digital payments have changed how the country transacts, factors such as an unbanked population, cultural influences, infrastructure challenges, and a slower pace of financial and digital literacy still keep cash relevant.

Scan this QR code to download your copy of the Report.

Passion. Performance. Pride.

We operate a critical service for the country and our teams display phenomenal dedication and commitment to deliver on-demand service which works 24x7, each day of the year. Our business is unique in many ways – in the risk that underlies daily activities and in the complete integrity and regularity that it demands. Every day must have zero downtime.

BUILDING HUMAN CAPITAL

We have a large base of over 25,000 employees and third-party personnel dispersed across India. We provide employment opportunities to people to earn respectable livelihoods across major cities and small towns and villages in the country. Our people solve customers' challenges and adapt to evolving market conditions by dedicatedly driving impact.

We actively work within three strategic areas of employer responsibility: building the right corporate culture with shared core values. As a responsible employer, we prioritize employee well-being and safety with a large, diversified, multicultural workforce.

PEOPLE STRATEGY

1. People-first culture focusing towards employees and their families
2. Driving local employment and focus on creating livelihoods at the community level
3. Continuously expanding the leadership and building for growth
4. Significant learning and development investments to be future-ready

PEOPLE HIGHLIGHTS

76%
Share of people employed in Tier-II and Tier-III cities in India

46%
Share of employees in field leadership and governance roles are from ex-armed and ex-civil forces

1,700+
Team members have been with us for over a decade

CULTURE ECOSYSTEM

Each day at CMS, we strive to do better. We understand that being successful requires us to serve our customers and stakeholders better continually.

We have formalized the pillars of our value system into the ACE framework, which lays out the behavioral qualities we inculcate in our people. ACE is a way of life for every CMS-ite, and our performance evaluation systems and reward programs evaluate how these values manifest through the work.

Accountability

At CMS, we have fostered a culture of accountability where our employees take pride in the organization's success and personal growth. They demonstrate integrity and ownership by actively seeking solutions and taking responsibility for their actions. Our employees also uphold a strong sense of respect and have zero tolerance for theft, bribery, or fraud. In addition to developing holistic capabilities, we prioritize safety by implementing rigorous measures to ensure a secure working environment.

Customer Centricity

A customer-centric approach drives our employees, always putting the customer first. They are committed to providing exceptional service and exceeding expectations. Building relationships of trust with our customers is a priority, and our employees actively work towards establishing and nurturing these relationships. They proactively approach problem resolution, seeking to address issues before they escalate. Our focus on delivering best-in-class service ensures our customers receive the highest quality and satisfaction. Timely responses to customer inquiries and concerns are fundamental to our service delivery, ensuring that we meet our customers' needs promptly and efficiently.

Excellence

Our employees dedicatedly improve the quality and efficiency of their work by adhering to established processes and continuously seeking opportunities for improvement. They actively engage in the pursuit of enhancing service quality and streamlining processes to ensure optimal outcomes. Compliance with standard operating procedures (SOP) and statements of work (SOW) is a key priority, ensuring consistency and reliability in our operations. Additionally, our employees are committed to continuously improving productivity, finding innovative ways to optimize resources, and minimizing costs while maintaining high-performance standards. Their constant endeavor to enhance productivity contributes to our organization's overall success and sustainability.

“Being part of this invisible heroism is truly an honor.”

I embarked on an extraordinary journey with CMS one and a half decades ago, fueled by my zeal to learn and grow. My experience has been nothing short of transformative, both personally and professionally. Currently overseeing 61 routes, managing a team of 300 talented individuals, and supervising 2,000 business points in Delhi and Uttar Pradesh, I take great pride in managing the ATM and RCM departments, ensuring seamless operations and exceptional service. Engaging with our customers is my top priority, and my mission is to eliminate inefficiencies and uphold the highest efficiency standards. Throughout my tenure, I have faced momentous events like demonetization and the COVID-19 pandemic, contributing to our country's progress. Being part of this invisible heroism is an honor, and I am immensely proud to be part of such an impactful organization. CMS's nurturing culture of employee recognition has honed my skills and empathy, and I am determined to deliver phenomenal results and create a brighter future together.

ASHUTOSH SRIVASTAVA
Branch Manager, Delhi

“I passionately strive to ensure seamless operations and achieve the pinnacles of customer delight.”

Rejoining CMS in 2015 has been a gift that has just kept on giving. As a supervisor for over eight years, I have adopted a farsighted strategy, taking charge of daily operations, and optimizing efficiency across three branches, 155 routes, and 4,500 business points, focusing on continuous improvement. I passionately strive to ensure seamless operations and achieve the pinnacles of customer delight. Thanks to strategic decision-making and route optimization, our Bengaluru branches displayed remarkable resilience during the demonetization and the COVID-19 pandemic. Bengaluru was selected as the pilot city for the innovative 'Cassette Swap' mode project in ATMs, reflecting our pioneering spirit. Employee satisfaction is a priority at CMS, and our nurturing work environment fosters growth and camaraderie. My journey here has deepened my understanding of workforce management, and I am determined to lead our team to new heights of success, driven by customer delight. The future is brimming with possibilities, and I eagerly embrace our pursuit of excellence.

NOORUL HAQ
Regional Operations Manager, Bengaluru

"I take pride in CMS due to its trust and credibility in the industry."

Associate Director - Business Operations, Rajasthan

"I have a dignified and respectful life today due to CMS."

Service Associate - Custodian, Jharkhand

"CMS as an employer is in a formidable position due to its professional approach and familiar atmosphere we built at work."

Assistant Manager - Fleet, Meerut

"At CMS, talent is recognized suitably and internal growth opportunities are provided."

Senior Manager - Operations, Madhya Pradesh and Chhattisgarh

"CMS nurtures and cares its employees, similar to the Indian Army."

Associate Director - Business Operations, Madhya Pradesh & Chhattisgarh

"I like working for CMS due the service it provides in the interest of public at large."

Senior Executive - Operations, Uttarakhand

"CMS helps explore different perspective to handle difficult situations and solutions."

Manager - Operations, Punjab & Haryana

"CMS' leadership is goal-oriented and the culture is growth-enabling."

Assistant Manager - Business Operations, Gujarat

TALENT ACQUISITION

We hire professionals from diverse backgrounds and have provided job opportunities to youth under the National Apprenticeship Promotion Scheme (NAPS). The objective of this government scheme under the Skill India mission is to offer the potential to develop the talent and skill to make the youth market-ready across sectors.

TALENT RETENTION

We focus on retaining the top talent across levels as the quality of our people differentiates us from the competition. We are creating the right capabilities internally to transition into a provider with a broader gamut of services. At the mid-management to senior level, the average tenure of our branch managers stands at seven to ten years.

TALENT DEVELOPMENT

Training and development are critical to our organization to develop the workforce we need to deliver our work perfectly every time. The banks, financial institutions, industries, and the public repose immense trust and responsibility in CMS. We focus on preparing our personnel across all levels so they can handle this trust to their fullest potential.

TRAINING AND DEVELOPMENT PROGRAMS

ASCENT Program

A three-tiered program aimed at identifying and developing key talent (high on potential and performance) across various parameters: influencing, self-empowerment, emotional intelligence, business and finance acumen, and accountability, among others.

Good To Great Program

The program aims to hone the leadership capabilities of high-performing employees to groom a pipeline of regional managers.

Navodaya Training

We developed the program for back-office employees to provide the crucial skill sets needed to perform their daily activities effectively.

New Hire Orientation (NHO) Program

Every new joiner undergoes training to gain insights into CMS' processes and functioning methods to catalyze assimilation.

CFP (Cash Foundation Program) and MS Foundation Program

These are business training programs exclusively catering to our on-field force.

Self-Regulatory Organization (SRO) Training

The Reserve Bank of India (RBI) has mandated our on-field staff's SRO certification training program.

NEW SKILL DEVELOPMENT

When we forayed into the AIoT Remote Monitoring Solution business, we decided to develop our existing engineers focused only on servicing ATMs to service IoT (Internet of Things) devices for remote monitoring solutions (RMS). The transition demanded utterly different skill sets from the personnel selected. Although skilling up was challenging, we trained them and seamlessly transitioned into RMS as an organization.

As part of our transformation journey, we keep building new capabilities, which is a prelude to the services we may launch.

EMPLOYEE WELL-BEING

We created a secure work environment by safeguarding our associates' well-being and health. We have implemented a health and safety policy for all personnel, including employees, third-party service providers, and those employed or overseen by us.

Health Check-up Camps

A regular and preventive check-up camp is conducted for all employees around the year to focus on their current health and aid future intervention planning.

Connect & Heal

CMS provides 24X7 access to multi-lingual MBBS physicians for audio and virtual consultations. CMS lends access to telemedicine specialists on a discounted basis, irrespective of the employee's geography and time of medical emergency, within a TAT of 20 minutes. CMS also offers discounts on investigative lab tests at partner centers or homes.

We also provide benefits, including the CMS Family Suraksha Plan, Group Mediclaim, and Group Personal Accident Insurance for our employees and certain third-party service providers.

Remembering Brig. Deepak Sharma

Zonal Head, North India

We deeply miss our colleague and dear friend Brig. Deepak, who passed away in August 2022 due to ill health. He joined us in October 2018, and in this brief period, he endeared himself to everyone he interacted with and created a lasting impression. He was among the foremost flag-bearers of CMS values, uplifting the Company's culture profoundly and powerfully. A 'leader' in the truest sense of the word, he left a lasting impression on every person he interacted with. He always stood first for his people and would go to any lengths to defend and develop them.

We shall always remember him fondly for his spirit, commitment, resilience, and, most notably, as a proud Indian. We miss his presence immensely. His family will be part of CMS forever.

REWARDS AND RECOGNITIONS

Simply Excellent

We have designed this program to honor employee achievements. We recognize eligible employees through spot, monthly, quarterly, and annual awards.

Culture-driven Excellence Awards

The program recognizes, rewards, and celebrates employee excellence in line with our culture and value system – ACE.

4,000

Employees and associates recognized

Udaan Program

We recognize our employees' children's academic excellence with Udaan, a national program that rewards children securing >75% in their tenth or twelfth standard examinations conducted by the various education boards. We strive to motivate them to continue excelling in educational efforts.

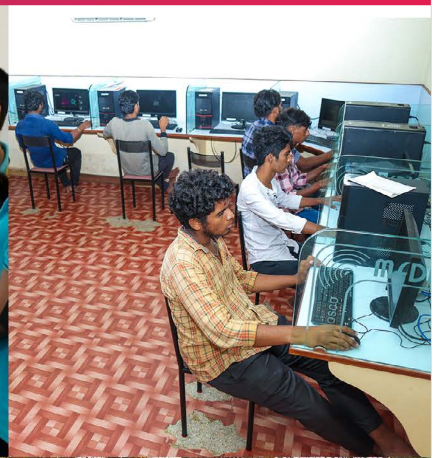
600+

Children benefited since program inception

Driving Meaningful Social Impact Amongst Underserved Communities

Our focus has been to enable social interventions in a concerted manner across the country's vast landmass for its diverse population. We take pride in programs and partners which geographically connect every corner with an opportunity. Our last-mile reach and efforts in uplifting underprivileged members help improve their livelihood and drive the prosperity of communities.

As a responsible corporate, we prioritize holistic value creation. Through our comprehensive CSR approach, we collaborate with NGOs to focus on four key areas that positively impact lives. Our initiatives encompass livelihood, education, healthcare, and elder care. Together, we strive to foster sustainable development and uplift communities.



LIVELIHOOD

"When a woman of the family gets livelihood, the impact on society gets amplified."

150

Women supported with 'Bee harvesting' technique and resources.

We strongly believe in the transformative power of empowering women in society. To support this, we have initiated various programs focusing on empowering women. One such program is our diploma program in Culinary. Through this program, we aim to provide young girls with valuable culinary skills, making them employable in the hospitality industry upon completing the program. Our goal is to achieve an 80% employment rate for successful female students, enabling them to contribute to their families and communities while fostering personal growth and independence.

In our commitment to creating sustainable livelihoods, we have revitalized lakes and water bodies in Uttara Kannada, Haveri, Dharwad, and Shivamogga districts of Karnataka over the past three years.

In FY23, we extended our support to women by providing training and resources for bee harvesting, enabling them to earn a livelihood through honey production.

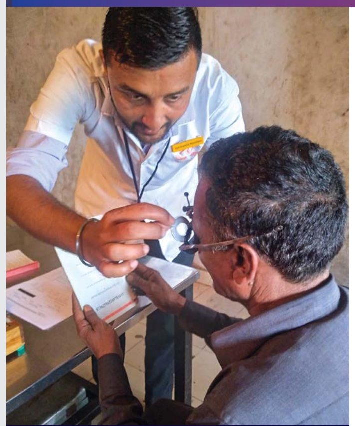
EDUCATION

100
Girls mentored through micro-projects for building future careers

We prioritize education through our CSR initiatives, especially for underprivileged students. In Uttarakhand, we have implemented a school-led program specifically targeting disadvantaged girls from families living below the poverty line. The program emphasizes English language training, equipping these girls with the necessary skills and confidence to pursue admission into esteemed colleges after completing their 12th-grade education. By providing them with the right resources and support, we aim to shape their future careers and empower them to achieve their goals.

We are committed to empowering girls from low-income areas by providing mentorship and guidance for their future career paths. Through live micro-projects, we enable them to gain practical experience and make informed career choices. We aim to support them in building a successful and brighter future, ensuring they have the necessary tools and knowledge to make the right choices.

HEALTHCARE



41,400
People impacted

Recognizing the fundamental importance of healthcare and the need for equitable access, we prioritize addressing the healthcare needs of marginalized communities. By repurposing our fleet vehicles into fully equipped ambulances, including specialized cardiac units, we bring medical services directly to inaccessible villages and towns. Additionally, we support a community of 900 elder and homeless individuals by funding their medical expenses, ensuring their right to healthcare and a healthy life. We have strived to ensure the well-being of our truck drivers by organizing eye camps to address eyesight-related medical issues, providing eyeglasses, and facilitating cataract surgeries if needed. Additionally, we raise awareness and assist low-income communities in enrolling for government health benefits such as life and medical insurance, relieving them of financial burdens. These initiatives contribute to our stakeholders' welfare and promote a healthier and more productive workforce.

ELDER CARE

900
Elder care provided for 900 people through trained nurses

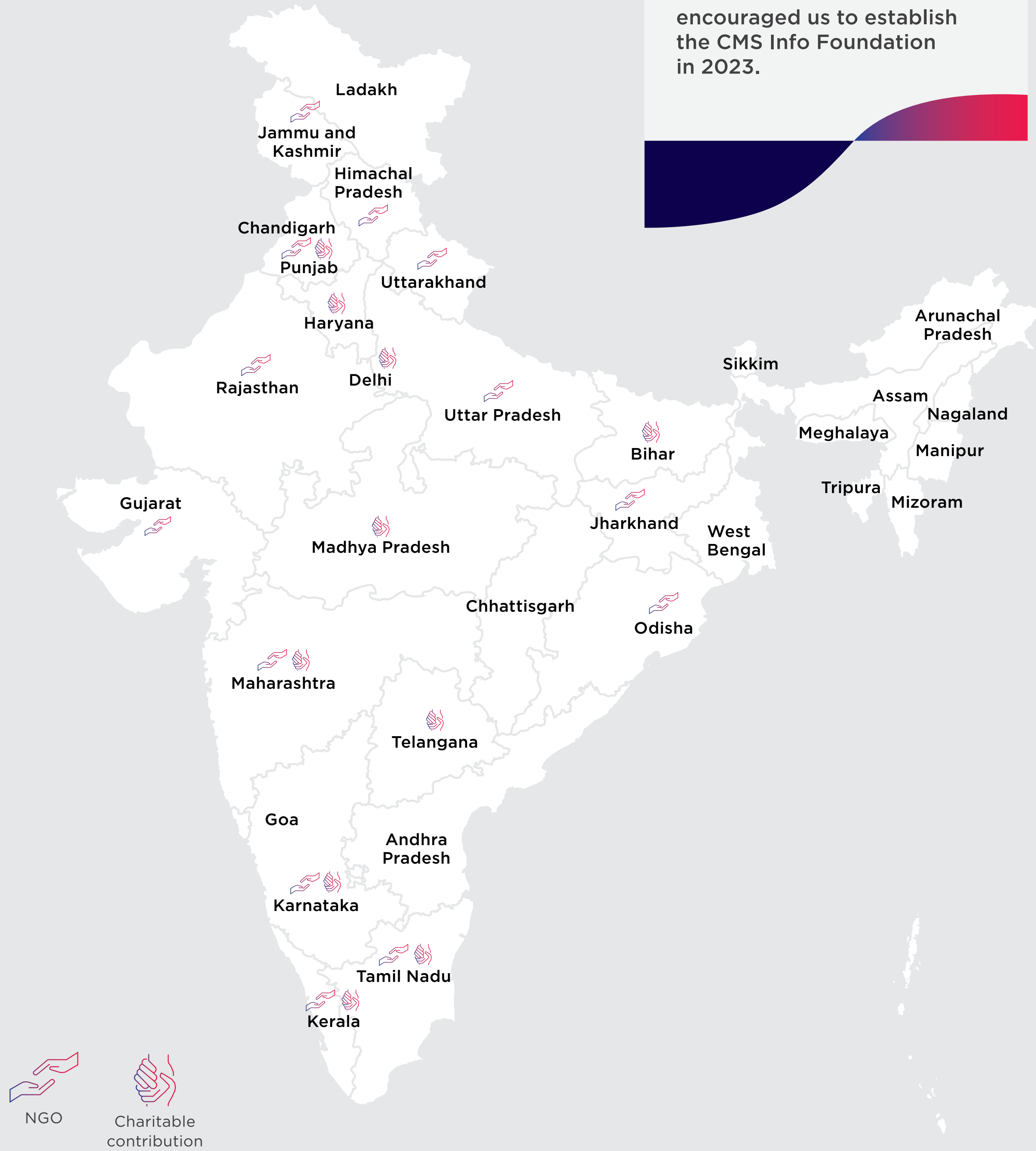
In India, the elder care sector remains largely neglected, with limited access to social security and affordable healthcare. Recognizing this, we have taken initiatives to support the lives of elder individuals, aiming to address the gaps and challenges in providing adequate care and support for them. Our efforts embody a commitment to improving the well-being and quality of life for older people in our communities.

In pursuing sustainable impact in elder care, we have implemented a training-led employment approach, providing specific caregiving training to women. Following the training, these women are placed in personal care homes to serve elder citizens, creating a self-sustaining community of caregivers for our underprivileged elders.

Our deep-rooted business network enables us to resolve developmental challenges across the vastness of India

CMS FOUNDATION

Adopting our distinct approach to drive societal impact work with our identified NGO partners under the Board's guidance has positively impacted many lives and communities and encouraged us to establish the CMS Info Foundation in 2023.



Note: Map not to scale

OUR KEY PARTNERS IN THE JOURNEY

The Hemkunt Foundation

CMS partnered with Hemkunt Foundation to deliver primary healthcare services to the doorsteps of the population living in remote regions of Punjab, through Hemkunt Foundation's HF Mobile 100 Mobile Medical Unit Program. CMS funded the operations of one Medical Mobile Unit, with an aim to cater to approximately 30 thousand people over the course of the year.

The unit is staffed with a doctor, a pharmacist, a supervisor, and a driver, and delivers first aid, pathology services, treatment of various diseases, and ECGs. More serious cases are referred to local or partner hospitals.

The MMU visits each location once a week, treating approximately 3000 people per month. They have distributed medicines to treat stomach disorders, allergies, body pain, fever and cough, wounds and injuries, and fungal infections. They have also done over 100 awareness sessions and distributed pamphlets on ailments specific to the location.

https://hemkuntfoundation.com/

Social Empowerment And Economic Development Society (SEEDS)

India's rapid economic growth has led to a huge demand for vocational skills across traditional as well as new and emerging sectors. The challenge is in developing skill sets relevant to local and global job markets. The partnership between CMS and SEEDS aims to empower the youth into sustainable livelihoods in their geographic locations. CMS gave a grant to SEEDS to run training for 50 youth in Warehouse Packing for the Logistics industry in Uluberia, West Bengal. SEEDS builds job linkages before the commencement of the training program and guarantees 75% of the cohort a job at the end of the training process.

https://www.seedsorg.in/

Borderless World Foundation

CMS has partnered with BORDERLESS WORLD Foundation located in Jammu to be able to provide for abandoned, orphaned, and needy girls impacted by the conflict in Kashmir. The sole aim of the project is to provide education to these girls so that they can join the mainstream and integrate into the community.

The Jammu residential hostel project can home 50 girl children. CMS has given a grant to provide shelter to these girls and help them attain their self-confidence, equalize their exposure to that of urban counterparts, and get access to the same opportunities as others.

https://www.borderlessworldfoundation.org/

Masoom

CMS partnered with Masoom to run an Evening Learning Center in Rudrapur, Jharkhand for one year. This program kicked off in April 2023. The goal is to help 60-90 people who are out of school for financial reasons to complete their class X studies and Board exams and be eligible for slightly better jobs.

https://masoomeducation.org/

The Banyan

The Banyan's Centre for Social Care Needs and Livelihood promotes the social well-being of people with psychosocial distress by educating them, engaging and empowering them to co-exist in their communities, and bridging gaps in their access to mental healthcare.

CMS has partnered with The Banyan in its CSNL initiative to provide comprehensive mental healthcare and support to those from marginalized and vulnerable communities. The CMS grant covered three main activities and impacted over 23,000 people:

- Clinical and Social Care, which includes social entitlement facilitation, socio-economic support facilitation, home visits, etc.
- Livelihood facilitation, which includes trainings, employment facilitation and skill development as also micro-enterprises and social cooperatives.
- Outreach, which includes activities that include stakeholder engagements, outings, and support group activities.

https://thebanyan.org/

Mother Teresa Foundation – Joy Home for the Aged

This is a residential old age facility in Thanjavur, Tamil Nadu, for men and women above 60 years of age who are alone or abandoned by their loved ones. It provides them with free accommodation and takes care of their basic needs, including their health.

Regular medical checkups are done twice a month and the Foundation covers the cost of their medicines, sanitary and health needs, and any necessary medical treatment. The home currently has 40 inmates. CMS has given them a grant to cover their medical expenses for 6 months.

https://motherteresafoundation.org/

Sangopita

Sangopita is a residential facility for people/ children with mental disabilities. The facility houses 60 inmates, including the founder's son. Inmates are taken from the age of 4 and they live here for the rest of their lives. Most of the children/inmates admitted in Sangopita due to their mental challenges need medicines to keep them under control. Medicines, treatments and therapies form the core component of their daily care and are necessary to manage their health and their behavior.

CMS has partnered with Sangopita in Maharashtra to cover their medical costs for the entire year.

http://www.sangopita.com/

Alohomora

Alohomora's mission is to build an ecosystem of support for youth to make career choices that align with their strengths, needs, and interests. Alohomora works in Delhi government schools where the students come from families with a monthly income of ₹ 10,000 to ₹ 20,000.

CMS partnered with Alohomora to work with a group of 100 female students from grades XI and XII in 2 government schools in Delhi to help them make more informed career choices. 70% of the participants came away with more confidence to make their own career choices, rather than listening to others who are mostly as unaware as they were. Over 50% of the students shifted away from traditional careers to more diverse career choices like Banking & Finance, Fashion, Education, Healthcare, Fitness, Media & Journalism, IT, Applied Arts, and Hospitality.

https://www.alohomora.org/

Jaljeevika

CMS partnered with Jaljeevika to provide 130 women farmers with training in fish farming. They will also receive enough fish seed for six months – to sustain them through the first fish-rearing cycle. The expectation is that each beneficiary will produce at least 300 kg of fish and their annual income will increase by ₹ 40,000.

https://www.jaljeevika.org/

Aaji Care Sevak Foundation

Aaji Care Sevak Foundation offers Geriatric Care Skills Training to marginal youth to help them live empowered and dignified lives through well-paid jobs. This training is NSDC accredited and certified. Aaji Care gives 100% placement assistance to participants and guarantees 80% placement. Graduates of the program are placed either in hospitals, elder care centers, or in jobs to take care of elders in their homes and have an earning capacity of ₹ 18,000 per month.

CMS has partnered with Aaji Care Sevak Foundation to offer this training to 40 young women and place them in jobs.

https://aajicare.in/

Arushi Disability School

This Learning Center was conceptualized with the Department of Special Education at SNDT WOMEN'S UNIVERSITY. The Center, based in Mumbai, caters to children ranging between 5 years to 18 years of age, with Intellectual Disabilities (ID), autism spectrum disorder (ASD), learning disability (LD), non-verbal learning disability (NVLD), slow learning capabilities (SL), attention-deficit/hyperactive disorder (ADHD) and cerebral palsy (CP).

The school currently has 25 children enrolled. CMS gave them a grant to set up their computer lab and therapy center.

https://dsesndtwu.in/arushi-the-learning-centre-2/

Aasraa Trust

Aasraa works with children and youth from the slums of Dehradun, whose parents are mostly daily wage earners. These children do not get the opportunity to complete their schooling because they need to work to help support their families. Equipping these youth with in-demand skills and relevant job training and placement is their best chance to improve the quality of their life.

CMS has partnered with Aasraa in its first Culinary Skills Training program at Aasraa's Skillability Centre in Dehradun. Aasraa has partnered with Servo Hospitality School in Dehradun to access course curriculum, accreditation and guaranteed 70-80% placement of trainees. With the CMS grant, this diploma course in Commis Chef 1 will be offered to 80 youth who have dropped out of school and are forced to beg or have completed some schooling but have not found employment due to a lack of any relevant skills.

https://aasraatrust.org/

Hope Foundation

CMS has given Hope Foundation 2 grants – one towards skilling 80 youth in Computer Hardware & Networking, and the other towards training 80 young women as Nursing Assistants. The Computer Hardware & Networking program is being conducted in Nagapattinam, Tamil Nadu, and the Nursing Assistant program is happening in Delhi – both trades and locations were chosen based on local demand. Hope Foundation will work with the trainees beyond the skilling to make sure they are placed in jobs and earning a livelihood.

https://www.hopefoundation.ie/

Om Foundation

Om Foundation runs a school based in Noida that works with underprivileged children to help give them a chance at a more hopeful future. The curriculum focuses on English, Maths, Science, and digital literacy. They also provide nutritional and healthcare benefits to their children and support them till they start working. All the students come from families whose monthly income is less than ₹ 15,000/-. CMS has joined hands with Om Foundation and sponsored a class of 30 students.

https://www.omfoundation.in/

Earth Saviours Foundation

Access to Healthcare and equitable distribution of health services is a fundamental requirement of each individual. Earth Saviours Foundation is providing shelter to abandoned senior citizens, the homeless, mentally disabled people, burn victims, people suffering from incurable diseases, etc. It provides the inmates with food and healthcare as well. CMS has partnered with Earth Saviours Foundation to provide health and medical aids to the 900 inmates of the organization across its two locations in Gurugram.

https://www.earthsaviours.in/

Mission for Vision

Visual impairment affects educational achievement, workforce participation, mobility, quality of life, and mental health. CMS has partnered with Mission for Vision in their Mission Disha program in Surat, Tapi, and adjoining districts in the state of Gujarat. This program runs eye camps for heavy vehicle drivers at truck stops so that they do not lose a day's wages when they get their eyes tested. Track record has shown that 40% of heavy vehicle drivers that get tested have vision problems. This has serious implications for road safety.

The scope of CMS's intervention covers running 35 camps over the year, providing free glasses to an estimated 1,200 drivers, referring those in need of more advanced treatments to the partner hospital, and increasing awareness about road safety and eye health.

https://www.missionforvision.org.in/

Him Jyoti School

Him Jyoti School is a residential facility for young girls, catering to bright and intelligent girls from underprivileged communities of remote areas of Uttarakhand. The endeavor is to provide quality education to girls from socio-economically deprived families, in a boarding school environment totally free of cost. It facilitates girls from backward rural areas to lead a purposeful life and become future decision-makers and nation-builders.

The school goes from class V all the way up to class XII. There is a process of testing before admission into the school and the first year is spent primarily on English Literacy and life skills. CMS gave a grant to fund 18 girls in grade VIII.

https://www.himjyotischool.org/

Manuvikasa

Manuvikasa has been a CMS partner since 2019. This year, CMS partnered with Manuvikasa once again, to work with 150 farm women in and around the lakes that we developed over the last 4 years. These 150 farm women will be trained in sustainable agriculture practices and bee cultivation. The grant covers the cost of the training and supplies like plants, seeds, manure, and honey boxes. The beneficiary women will spend their time and money planting the seedlings, watering them, and maintaining the honey boxes. They will develop vegetable gardens and cultivate honey. It is estimated that they will earn 30% more annually through these practices.

https://www.manuvikasa.org/

Haqdarshak

Despite high levels of spending by the government and a large number of schemes for social assistance, there seem to be many barriers that prevent citizens from availing of these benefits.

Haqdarshak in association with CMS is reaching out to 1,000 citizens in Dharavi, Mumbai with welfare schemes and document assistance. As per CMS's mandate, these schemes will center around insurance, health, and social security.

https://haqdarshak.com/

Bosconet

The rural youth in India is deprived of education and vocational opportunities accessible to their urban peers. Agriculture as a livelihood has become increasingly unprofitable due to fragmented landholdings and high input costs. The quality of education imparted in rural public schools has also disadvantaged the youth in accessing higher education opportunities.

CMS has partnered with Bosconet to train 50 youth to become multimedia professionals and help them get jobs or help set them up as entrepreneurs. This is a 6-month diploma course certified by Don Bosco Media and Bharathidasan University. The trainees will also learn life skills and English.

As part of the scope of the project with CMS, the trained students will be placed in businesses/centers for two-month internships. It is expected that at least 90% of the trained beneficiaries will be placed in jobs or start self-employment.

https://www.bosconet.in/

Board of Directors

SHYAMALA GOPINATH

Chairperson and Non-executive Director

She holds a Master's degree in Commerce from the University of Mysore. She is a certified associate member of the Indian Institute of Bankers and an honorary fellow of the Indian Institute of Banking and Finance. In the past, she has served as the Deputy Governor of the RBI, as Chairperson of the Advisory Board on Bank Commercial and Financial Frauds of the Central Vigilance Commission and Chairperson of HDFC Bank Limited.

TAPAN RAY

Non-executive Independent Director

He holds a Bachelor's degree in Engineering, with specialization in mechanical engineering from Indian Institute of Technology, Delhi; a Bachelor's degree in Law from Maharaja Sayajirao University of Baroda. He is a retired Indian Administrative officer wherein he served as the Secretary to the Ministry of Corporate Affairs, Government of India. Currently, he serves as the Managing Director and Group CEO of GIFT City, Gandhinagar, Gujarat.

SAYALI KARANJKAR

Non-executive Independent Director

Sayali Karanjkar is the Co-Founder of PaySense, a leading consumer lending company where she led the business, growth and operations functions and was the Chief Business Officer of PayU Credit India. Prior to PaySense, Ms. Karanjkar spent 15+ years in US and Singapore with AT&T in California and with AT Kearney in Chicago. She holds an MBA from the Kellogg School of Management, a Masters in Engineering Management from Northwestern University and a Bachelors degree from the National University of Singapore.

JIMMY LACHMANDAS MAHTANI

Non-executive Director

He has over 21 years of experience in private equity and investment banking. He has been associated with BPEA EQT since 2006 and currently serves as the Managing Director for private equity investment in India. Prior to BPEA EQT, he was associated with General Atlantic Partners (Mumbai) in the capacity of a Vice-president. He holds a Bachelor's degree in Science and in Business Administration, triple major in finance, marketing and international business from Georgetown University.

MANJU AGARWAL

Non-executive Independent Director

Mrs. Agarwal retired as the Deputy Managing Director, Digital Banking & New Businesses, SBI. She has more than 34 years of banking experience with the State Bank of India, in India and overseas, across its Retail banking, Digital banking, Customer Service and Financial inclusion at policy, Strategy and Operations functions. She is a Postgraduate from the University of Allahabad, an Associate of the Indian Institute of Bankers, and has Certification in Documentary Credits by Euro Money, UK.

KRZYSZTOF WIESLAW JAMROZ

Non-executive Director

He has over 19 years of experience in logistics, cash management and investment banking. He presently serves as Executive Chairman on the Board of Roadrunner Transportation Systems and Executive Chairman of Ascent Global Logistics. Previously, he was associated with GardaWorld Corporation as its Cash Services President & Chief Operating Officer. He serves as the Governor of the Royal Ontario Museum ('ROM'). He holds a Bachelor's degree in Business Studies from Birmingham City University and an MBA from Schulich School of Business, York University, Canada.

ASHISH AGRAWAL

Non-executive Director

He has over 24 years of experience in private equity and investment banking. He currently serves as the Partner of BPEA EQT, Mumbai. Prior to that, he was associated with Lehman Brothers in Mumbai as its Senior Vice-president and with Bank of America in Chicago as a Vice-president. He holds a Bachelor's degree in Engineering from the SGS Institute of Technology & Science, Indore, and a Postgraduate diploma in Management from Indian Institute of Management, Ahmedabad. He is a qualified CFA from the CFA Institute, USA.

RAJIV KAUL

Executive Vice Chairman, Whole-time Director and CEO

He has been associated with CMS since inception. Rajiv has over 29 years of experience across the technology, private equity and business services sectors. Prior to his association with CMS, he worked with Actis Capital LLP, London, as a Partner and with Microsoft Corporation (India) Private Limited as its Managing Director, India. He was formerly a member of RBI's Committee on Currency Movement. In the past, he has been associated with NASSCOM. He holds a Bachelors degree in Engineering from Birla Institute of Technology, Mesra and a Postgraduate Diploma in Business Management from XLRI, Jamshedpur.

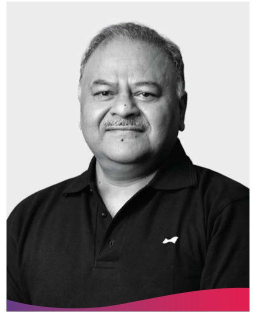
Management Team

RAJIV KAUL
Exec VC, WTD and CEO

PANKAJ KHANDELWAL
President & CFO

ANUSH RAGHAVAN
President - Cash Management

MANJUNATH RAO
President - Managed Services



SANJAY SINGH
CHRO

ROHIT KILAM
CTO

PANKAJ RAWAT
CMO

VIJAY IYER
SVP - Cash Management

DEEPAK BHAGCHANDANEY
SVP - Managed Services

MRYDUL VATS
VP - Sales

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Board's Report

Dear Members,

Your Directors have pleasure in presenting the Sixteenth Annual Report together with the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023.

FINANCIAL HIGHLIGHTS

Summary of the operations of the Company on standalone and consolidated basis for the financial year ended March 31, 2023 is as follows:

(₹ in million)

Particulars	Standalone		Consolidated	
	2023	2022	2023	2022
Revenue from Operations	17,038.04	14,076.69	19,147.30	15,896.71
Total Expenditure	13,655.00	11,362.40	15,284.31	12,961.36
Net Profit Before tax	3,650.81	2,849.20	4,010.17	3,014.45
Profit for the year	2,754.07	2,134.68	2,972.36	2,240.38
Equity Share Capital	1,544.00	1,531.53	1,544.00	1,531.53
Other Equity	13,423.11	10,587.57	14,080.55	11,029.77
Net Block	7,527.17	6,372.33	8,693.31	7,503.56
Net Current Assets	6,001.68	4,044.27	7,139.78	5,226.94
Cash and Cash Equivalents (including bank balances)	1,047.55	956.04	1,562.52	1,417.77
Earnings per Share				
(Basic) (in ₹)	17.90	14.35	19.31	15.07
(Diluted) (in ₹)	17.30	13.66	18.67	14.33

The Company has delivered a strong Operational and Financial performance for the financial year ended March 31, 2023. The Standalone revenue from operations at ₹ 17,038.04 million represents an increase of 21% over the previous year. During the year under review, your Company has reported a Profit before tax of ₹ 3,650.81 million on standalone basis as compared to ₹ 2,849.20 million in the previous year. Net profit grew to ₹ 2,754.07 million in 2022-23 from ₹ 2,134.68 million in FY22.

Further, your Company's consolidated revenue from operations is ₹ 19,147.30 million, representing an increase of 20% over the previous year. During the year under review, your Company has reported a consolidated Profit before tax of ₹ 4,010.17 million as compared to ₹ 3,014.45 million in the previous year. Consolidated Net profit for the year of ₹ 2,972.36 million, represents an increase of 33% over the previous year.

BUSINESS OVERVIEW/COMPANY'S PERFORMANCE:

Your Company is one of India's leading business services companies and India's largest Cash Management company based on number of ATM points and number of retail pick-up points as of March 31, 2023 and offers its customers a wide range of tailored Cash Management and Managed Services solutions, including ATM network management, Retail Management and Managed Services. The Company manages the entire flow and management of money for the 1,24,000 business points that it serves every day - from when the RBI initially deposits cash in the bank's currency chests, to when cash is deposited back in banks after going through the various stages of the cash cycle.

CASH MANAGEMENT BUSINESS

Your Company is the leading Cash logistics Company with market leadership across all segments of the industry. Your Company has seen strong volume growth across all businesses and total business points for Cash Management across ATM and Retail Cash Management have grown from 1,13,000 in March 2022 to 1,24,000 by March 2023, translating into an annual growth of 10%.

MANAGED SERVICES BUSINESS

Managed Services business of your Company continued its growth trajectory led by order book execution. The company further expanded its order book by wins of ₹ 9,500 million during the fiscal year. Brown Label ATMs (BLA) deployed by your Company continue to show very robust transaction trends driven by high uptime, given fully integrated nature of operations. Further, the total ATMs under BLA and Managed Services expanded from 12,000 ATMs in FY22 to 18,000 in FY23 led by large wins in Managed Services (Asset Light ATM Management) with Public sector and Private sector Banks.

NEW MANUFACTURING FACILITY

Your Company has set up a new manufacturing facility at Chennai for manufacturing of Banking Automation Products such as ATM and Kiosk. This facility will create new opportunities for growth and expansion of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of your Company for the FY23 are prepared in accordance with the provisions of the Companies Act, 2013 ("Act") and Ind AS 110-Consolidated Financial Statements and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Your Directors have pleasure in attaching the audited consolidated financial statements pursuant to Section 129(3) of the Act and Regulation 34 of Listing Regulations. The Audited Consolidated Financial Statements forms part of the Annual Report.

DEMATERIALIZATION OF SHARES

All the Shares of your Company are in Dematerialization mode except 5 Equity Shares which are held in physical mode as on March 31, 2023. The ISIN of the Equity Shares of your Company is INE925R01014.

DIVIDEND

Your Directors are pleased to recommend a final dividend of ₹ 4.75/- per equity share on face value of ₹10/- each i.e., 47.50% for the financial year ended March 31, 2023. The final dividend, if approved by the shareholders at the ensuing Annual General Meeting of the Company, shall be payable to those Shareholders whose names appear in the register of Members as on the Record Date.

DIVIDEND DISTRIBUTION POLICY

As per Regulation 43A of Listing Regulations the top 1,000 listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Accordingly, your Company had formulated and adopted its Dividend Distribution Policy, which is available on the Company's Website at www.cms.com.

TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserves for the financial year ended March 31, 2023.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

SUBSIDIARIES

As on March 31, 2023, the Company has following 6 subsidiaries:-

1. Securitrans India Private Limited
2. CMS Securitas Limited
3. CMS Marshall Limited
4. Quality Logistics Services Private Limited
5. Hemabh Technology Private Limited
6. CMS Info Foundation (non-profit organization) incorporated under section 8 of the Companies Act, 2013 on March 29, 2023

The Company does not have any joint venture/associate Company(ies) as on March 31, 2023. During the year under review, none of the Companies ceased to be a subsidiary of the Company.

Pursuant to the first proviso to Section 129(3) of the Act and Rule 5 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the salient features of financial statements, performance and financial position of each subsidiary is given in Form AOC-1 as **Annexure 1** to this Report.

The Audited Financial Statements of the Subsidiaries are available on the Company's website at www.cms.com.

MATERIAL SUBSIDIARY

The Company has formulated a Policy for determining Material Subsidiaries and the Policy is available on the website of the Company at www.cms.com. Accordingly, Securitrans India Private Limited is the material subsidiary of the Company.

SHARE CAPITAL

The paid-up share capital of the Company as on March 31, 2023 is ₹ 154,40,00,780/- divided into 15,44,00,078 equity shares of ₹ 10/- each.

During the year under review, the paid-up equity share capital of the Company has increased from ₹153,15,27,470/- to ₹154,40,00,780/- due to the issue of shares under Employee Stock Option Plans (ESOP) to the eligible employees. The details of allotment made during the FY23 is as under:

Sr. No.	Particulars of allotment of equity shares	Number of Shares	Date of Allotment	Cumulative number of Shares
1.	Equity share capital as on April 1, 2022	15,31,52,747	At the beginning of the FY23	15,31,52,747
2.	Pursuant to exercise of options	5,36,446	May 26, 2022	15,36,89,193
3.	Pursuant to exercise of options	3,74,635	August 30, 2022	15,40,63,828
4.	Pursuant to exercise of options	94,250	December 8, 2022	15,41,58,078
5.	Pursuant to exercise of options	1,15,500	December 27, 2022	15,42,73,578
6.	Pursuant to exercise of options	1,26,500	March 6, 2023	15,44,00,078

During the year under review, the Company has not issued any shares with differential voting rights. The Company does not have any scheme to fund its employees to purchase the equity shares of the Company.

EMPLOYEE STOCK OPTIONS

In order to align employee rewards with the Company's long-term growth and shareholder value creation and also to attract, retain and motivate the best available talent, the Board of Directors at their meeting held on October 19, 2016 and March 30, 2023 and the members of the Company at the General Meetings held on October 20, 2016 and May 20, 2023 had approved following employee stock option plans:

(i) CMS CEO Stock Option Plan, 2016 ("CEO ESOP 2016");

(ii) CMS Management Stock Option Plan 2016 ("Management ESOP 2016"); and

(iii) CMS Employees Stock Option Plan 2016 ("Employees ESOP 2016").

(iv) CMS Employees Stock Option Plan 2023 ("Employees ESOP 2023").

The Nomination & Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors Stock Option Plans of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. ("SEBI SBEBSE Regulations").

During the year, the shareholders through postal ballot on December 28, 2022 have amended CEO ESOP 2016, Management ESOP 2016 & Employees ESOP 2016 for change in exercise period and the Company has obtained certificates from the Secretarial Auditors of the Company stating that the Schemes have been implemented in accordance with the SEBI SBEBSE Regulations and the resolutions passed by the members. The certificates are available for inspection by members in electronic mode. Disclosures as required under SEBI SBEBSE Regulations, with respect to the Company's ESOP Schemes, as on March 31, 2023 are available on Company's website at www.cms.com.

FIXED DEPOSITS

During the year, your Company has not invited, accepted or renewed any fixed deposits from the Public within the meaning of Section 73 and 76 of the Companies Act, 2013 (the Act) read with Companies (Acceptance of Deposits) Rules, 2014. Accordingly, as on March 31, 2023, there were no principal or interest outstanding in respect thereof.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans given, guarantees given, investments made and securities provided by the Company during the year under review, are in compliance with the provisions of Section 186 of the Act and the Rules made thereunder and details of the same are given in the Notes to the Standalone Financial Statements forming part of the Annual Report. All the loans given by the Company to the other entities are towards their business purpose.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

All the transactions with related parties were in the ordinary course of the business and on the arm's length basis and are reported in the Notes to the Standalone Financial Statements. Prior Omnibus approval of the Audit Committee is obtained for Contracts which are repetitive in nature. There are no materially significant related party transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other related parties which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Act in Form AOC-2 is not applicable.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as approved by the Board is available on the Company's website and can be accessed at www.cms.com.

COMPOSITION OF AUDIT COMMITTEE

As required under section 177(8) read with section 134(3) of the Companies Act, 2013 and the rules framed thereunder the composition of Audit Committee is in line with the provisions of Companies Act, 2013 and SEBI Listing Regulations, the details of which are given in Corporate Governance report forming part of this Annual Report.

BOARD COMPOSITION

As on March 31, 2023, the Board of Directors of your Company comprises of Eight (8) Directors, consisting of an Executive Vice-chairman, Whole-time Director & CEO, four (4) Non-executive-Non Independent Directors (out of which 1 is a Woman Director), three (3) Independent Directors (out of which 2 are Woman Directors). The constitution of the Board of the Company is in accordance with Section 149 of the Act and Regulation 17 of Listing Regulations.

During the year under review, based on the recommendation of Nomination & Remuneration Committee and approval of the Board, Mr. Rajiv Kaul was re-appointed as Executive Vice-Chairman, Whole-time Director & CEO of the Company for a period of 4.4 years i.e. from April 1, 2023 to July 31, 2027. His re-appointment was approved by the members of the Company by way of postal ballot on May 20, 2023.

During the year under review, pursuant to the approval of shareholders through postal ballot on July 7, 2022, Mr. Tapan Ray (DIN: 00728682) was re-appointed as an Independent Director of the Company for a period of three years effective from April 9, 2022 to April 8, 2025. Other than the above, there were no change in the composition of Board of Directors.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise and experience including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder.

On the basis of the written representations received from the Directors, none of the Directors are disqualified under Section 164 (2) of the Act.

FINANCE & ACCOUNTS

The Company had NIL borrowings as at the end of FY23. Your Company continued to focus on managing cash efficiently and ensured that it had adequate non fund based limits (Bank guarantee) from Company's Bankers to facilitate smooth functioning and growth of the business.

CAPITAL EXPENDITURE

Capital Expenditure incurred during the year aggregated to ₹1,933.18 million.

CREDIT RATING

During the year, the outlook of credit rating has improved from stable to positive and subsequently ICRA upgraded the Credit Rating to AA+ (stable) from AA.

DIRECTORS RETIRING BY ROTATION

Pursuant to the provisions of Section 152 (6) of the Act, Mr. Ashish Agrawal (DIN: 00163344), Non-executive Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment. The Board of Directors recommend his re-appointment and the matter is being placed for seeking approval of the members at the ensuing Annual General Meeting of the Company. Pursuant to Regulation 36 of the Listing Regulations read with Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, brief details and expertise of the Director seeking reappointment are given in the Notice convening the AGM and the Corporate Governance Report.

DECLARATION OF INDEPENDENCE

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Act and the Regulation 16(1)(b) of Listing Regulations as amended. The Independent Directors have also confirmed that they have registered their names in the data bank maintained with the Indian Institute of Corporate Affairs.

During the year under review, the Independent Directors of the Company had no pecuniary relationship or transaction with the Company, other than receiving the sitting fees, commission and reimbursement of expenses, if any, incurred by them for the purpose of attending meetings of the Board/Committees of the Company.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, your Company has devised a policy containing criteria for evaluating the performances of the Executive, Non-Executive and Independent Directors, Key Managerial Personnel, Board and its Committees based on the recommendation of the Nomination & Remuneration Committee.

Feedback was sought by way of a Structured Questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Culture, execution and performances of Specific duties, obligations and governance.

The Board of Directors of your Company expressed satisfaction about the transparency in terms of disclosures and updating the Independent Directors on key topics impacting the Company.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2023 are as under:

- Mr. Rajiv Kaul, Executive Vice-chairman, Whole-time Director & CEO
- Mr. Pankaj Khandelwal, President & Chief Financial Officer
- Mr. Praveen Soni, Company Secretary & Compliance Officer.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

Five (5) meetings of the Board of Directors of the Company were held during the FY23 on the following dates.

1. May 9, 2022
2. July 28, 2022
3. November 1, 2022
4. January 27, 2023
5. March 30, 2023.

The intervening gap between two consecutive meetings was within the period prescribed under the Act, Secretarial Standards on Board Meetings and Listing Regulations as amended from time to time.

Details about constitution of various Committees required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are covered in Corporate Governance report which forms part of this report.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of the Directors and other matters provided under Section 178(3) of the Act forms part of the Nomination & Remuneration Policy of the Company. This Policy is available on the website of the Company and can be accessed at www.cms.com.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

During the year, the Company has duly complied with the applicable Secretarial Standards i.e., SS-1 relating to "Meetings of the Board of Directors" and SS-2 relating to "General Meetings" issued by the Institute of Company Secretaries of India (ICSI).

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

The Business Responsibility & Sustainability Report (BRSR) as per Regulation 34 of SEBI Listing Regulations is applicable to the Company. The BRSR for the financial year ended March 31, 2023 describing the initiatives taken by the Company from an environmental, social and governance perspective is given in a separate annexure and forms part of the Annual Report of the Company. The said Report is also available on the Company's website and can be accessed at www.cms.com.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 of SEBI Listing Regulations, a separate section on Management Discussion and Analysis Report for the FY23, is appended to this Annual Report.

CORPORATE GOVERNANCE

Your Company is fully committed to follow good Corporate Governance practices and maintain the highest business standards in conducting business and has complied with the Corporate Governance requirements as per SEBI Listing Regulations. Your Company has adopted high standards of Corporate Governance with very competent Board having diverse experience.

A separate section on Corporate Governance stipulated under Regulation 34 of SEBI Listing Regulations forms part of this Annual Report.

A Certificate from M/s. M. Siroya and Company, Secretarial Auditors of the Company confirming compliance to the conditions of Corporate Governance as stipulated under SEBI Listing Regulations, is appended as an Annexure to the Corporate Governance Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

COST AUDIT

The Board of Directors in pursuance of Section 148 of the Companies Act, 2013, have appointed M/s. S K Agarwal & Associates, Cost Accountants, Mumbai having Firm Registration No. 100322 for conducting the audit of Cost Accounting records maintained by the Company for FY24. The Cost Auditors have confirmed that their appointment is within limits of Section 141(3) (g) of Companies Act, 2013 and that they are not disqualified from acting as Cost Auditors.

STATUTORY AUDITORS AND AUDITOR'S REPORT

Pursuant to the provisions of Section 139 of the Act and the Rules made thereunder M/s. B S R & Co. LLP, Chartered Accountants were appointed as the Statutory Auditors of the Company from the conclusion of 11th Annual General Meeting ("AGM") of the Company held on September 29, 2018 till the conclusion of the 16th AGM of the Company to be held for the FY23.

Based on the recommendation of Audit Committee, Board of Directors of your Company at their meeting held on May 23, 2023, have recommended to the members of the Company, re-appointment of M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company for a second term of 5 consecutive years from the conclusion of 16th Annual General Meeting upto the conclusion of the Annual General Meeting to be held for the FY28. The Statutory Auditors have given their consent and have confirmed to the Company that their appointment, if made, the same would be within the limits prescribed under section 141 of the Companies Act, 2013 and they are not disqualified from re-appointment within the meaning of the said Act. The Board recommends the re-appointment of Statutory Auditors of the Company for the approval of the shareholders.

SECRETARIAL AUDITOR AND THEIR REPORT

In terms of the provisions of the Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s M. Siroya and Company, Practicing Company Secretaries (CP No. 4157), as the Secretarial Auditor for conducting the Secretarial Audit of your Company for the financial year ended March 31, 2023 and to furnish the report to the Board.

The report of the Secretarial Auditor for the FY23, in prescribed Form No. MR-3 carrying no qualification/ adverse remarks is annexed herewith as **Annexure 2**.

Securitrans India Private Limited is the material unlisted subsidiary of the Company for the financial year ended March 31, 2023. In terms of Regulation 24A SEBI Listing regulations read with Section 204 of the Companies Act, 2013, Secretarial Audit of the material unlisted subsidiary has been conducted by Practicing Company Secretary and the said report has also been annexed as **Annexure 3**.

QUALIFICATIONS/RESERVATIONS IN THE AUDIT REPORT & SECRETERIAL AUDIT REPORT

None of the said Audit Reports contain any qualification, reservation or adverse remarks for the financial year ended March 31, 2023. Notes to Accounts are self explanatory and do not call for any further comments.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, there have been no instances of fraud committed by the officers and employees against your Company. However, looking at the nature of business of the Company, certain cash embezzlements have been committed by few employees who were involved in business operations of the Company, as detailed below:

There were Eleven instances (FY22: Eleven) aggregating to ₹ 124.78 million (FY22: ₹ 159.59 million) of cash embezzlements have been done by employees of the Company and were reported by the Statutory Auditors.

Out of the above, the Company has recovered ₹ 56.21 million (FY22: ₹ 50.13 million), ₹ 17.89 million written off (FY22: ₹ 31.30 million) and recovery of balance ₹ 50.68 million (FY22: ₹ 78.16 million) is in progress. Except above, no other embezzlements have been reported by Statutory Auditors or Secretarial Auditors to the Audit Committee of the Company.

ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return in Form MGT-7 is placed on the website of the Company and can be accessed at www.cms.com.

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee at their meeting held on May 9, 2022, M/s. Grant Thornton Bharat LLP, were appointed by the Board of Directors to conduct internal audit of the Company for the FY23.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has put in place a Whistle Blower Policy and has established the necessary vigil mechanism for Directors and employees in terms of Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report their genuine concerns about unethical behavior.

This policy is available on the Company's website and can be accessed at www.cms.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As required under the provisions of the Companies Act, 2013, the Company constituted a Corporate Social Responsibility (CSR) Committee on January 28, 2015. Mr. Rajiv Kaul, Executive Vice-Chairman, Whole-time Director & CEO is the Chairman of CSR Committee and Mrs. Shyamala Gopinath, Ms. Sayali Karanjkar and Mr. Krzysztof Wieslaw Jamroz are presently the members of the CSR Committee.

The CSR Committee has formulated the CSR policy and has recommended the activities to be undertaken by the Company as specified under Schedule VII of the Companies Act, 2013.

During the year under review, the Company was required to spend an amount of ₹ 4,77,65,813/- (2% of the average net profit of last three financial years) on CSR activities and the Company has spent ₹ 3,74,10,696/- on the identified CSR activities during the year. The Company has ₹ 87,13,149/- as unspent amount for the CSR activities which are identified as ongoing projects and the unspent amount is arrived after adjusting the excess amount of ₹ 16,41,968/- during the last 2 financial years and after considering admin expenses. The Company has also opened and deposited the unspent amount in a separate bank account within the specified time limit as required.

For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is forming part of this Annual Report.

The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year as detailed in CSR Report are set out in **Annexure 4** in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company gives prime importance to the dignity and respect of its employees irrespective of their gender/hierarchy and expect responsible conduct and behavior on the part of employees at all levels.

Providing a safe and congenial work environment for all employees is an integral part of the Company's Code of Conduct.

As per the requirements of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder, your Company has adopted a policy for the prevention of Sexual Harassment at workplace and has constituted an Internal Committee (IC). All employees as well as contractual staff, temporary, trainees are covered by this policy.

Allegations of Sexual harassment reported are expeditiously and discretely investigated and disciplinary action, if required, is taken in accordance with the policy.

There is no complaint of Sexual harassment received during the FY23.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Information pursuant to clause (m) of sub-section (3) of Section 134 of the Act, read with rule 8 (3) of The Companies (Accounts) Rules, 2014 is not given as conservation of energy and technology absorption are not applicable to the Company.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Company had earnings and Expenditures in foreign currency and details are given hereunder:

Foreign Exchange Earnings – Nil

Foreign Exchange Outgo – Imports – ₹ 58.10 million

PARTICULARS OF EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197 (12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Annual Report as **Annexure 5**.

The statement containing names of Directors, Key Managerial Personnel and top ten employees, others in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. However as per the provisions of the Section 136 of the Act read with sub-rules 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Annual Report is being sent to the Members excluding the aforesaid Statement of particulars of employees of the Company. Any Shareholder interested in obtaining the copy of said statement may write to the Company Secretary at the Registered Office of the Company at T-151, 5th Floor, Tower No. 10, Sector-11, Railway station complex, CBD Belapur, Navi Mumbai - 400 614, e-mail ID: investors@cms.com.

INVESTOR EDUCATION AND PROTECTION FUND

The Company was not required to transfer any amount to Investor Education and Protection Fund under Section 125 of the Act.

RISK MANAGEMENT

The Company has devised and adopted a Risk Management Policy and implemented a mechanism for risk assessment and management. The policy provides for identification of possible risks associated with the business of the Company, assessment of the same at regular intervals and taking appropriate measures and controls to manage, mitigate and handle them. The key categories of risk covered in the policy are strategic risks, financial risks, operational risks and such other risk that may potentially affect the working of the Company. A copy of the risk management policy is placed on the website of the Company. As provided in the SEBI Listing Regulations, the Company also has put in place Risk Management Committee. For other details regarding the Risk Management Committee, please refer to the Corporate Governance Report, which is forming part of this Annual Report.

In Board's view, there are no material risks which might threaten the existence of the Company.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has put in place adequate internal financial control system commensurate with the size of its operations. Internal control systems comprising of policies and procedures which are designed to ensure sound management of your Company's operations, safe keeping of its assets, prevention and detection of frauds and errors, optimal utilization of resources, reliability of its financial information and compliance. Systems and procedures are periodically reviewed by the Audit Committee to maintain the highest standards of Internal Control. An extensive internal audit is carried out by internal audit firm and management internal audit team.

Additional details on Internal Financial control and their adequacy are provided in the MD&A Report forming part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Act, the Directors hereby confirm and state that:

a) in the preparation of the annual financial statements for the financial year ended March 31, 2023, the applicable accounting standards had been followed and no material departures have been made for 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 at the end of the financial year ended on March 31, 2023 and of the profit and cash flow of the Company for the period ended March 31, 2023;

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they have prepared the annual accounts for the year ended March 31, 2023 on a going concern basis;

e) they have laid down internal financial controls and the same have been followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING IS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (“IBC”) DURING THE YEAR ALONG WITH ITS STATUS AS AT THE END OF FINANCIAL YEAR

There was no application made or any proceeding pending under IBC during the FY23.

THE DETAILS OF 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

There was no one-time settlement during the period under review.

CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in a separate Section in this Report, describing the Company’s objectives, projections, estimates and expectations may constitute ‘forward-looking statements’ within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

ACKNOWLEDGMENT

The Board of Directors take this opportunity to thank and express sincere gratitude to all the stakeholders of the Company viz., shareholders, customers, vendors, bankers, business associates, regulatory authorities, Central and State Government departments, local authorities and the society at large for their consistent support and co-operation to the company during the financial year.

Your Board of Directors thank the Shareholders and investors for their confidence in the Company.

The Board of Directors also place on record their sincere appreciation of the valuable contribution made by the employees at all levels to the growth of the Company.

On Behalf of the Board of Directors of
CMS Info Systems Limited

Ashish Agrawal
Director
DIN: 00163344

Rajiv Kaul
Executive Vice-Chairman, Whole-time Director & CEO
DIN: 02581313

Place: Mumbai
Date: May 23, 2023

ANNEXURE – 1

FORM AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/Joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with ₹ in million)

Sr. No.	Particulars	1	2	3	4	5
1	Name of the subsidiary	CMS Securitas Limited	Securitrans India Private Limited	CMS Marshall Limited - Subsidiary of CMS Securitas Ltd.	Hemabh Technology Private Limited	Quality Logistics Services Private Limited
2	The date since when subsidiary was acquired	April 1, 2009	May 23, 2011	April 1, 2009	March 30, 2022	July 29, 2015
3	Reporting period for the subsidiary concerned, if different from the holding Company’s reporting period	April 1, 2022 to March 31, 2023	April 1, 2022 to March 31, 2023	April 1, 2022 to March 31, 2023	April 1, 2022 to March 31, 2023	April 1, 2022 to March 31, 2023
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA	NA
5	Share capital	9.50	13.25	0.50	43.86	0.10
6	Reserves & surplus	30.45	1557.25	16.51	12.28	-5.39
7	Total assets	148.23	2110.81	245.57	173.22	2.54
8	Total Liabilities	108.27	540.31	228.56	117.08	7.83
9	Investments (current)	Nil	147.24	Nil	0.50	Nil
10	Turnover	268.45	2217.20	866.97	244.42	Nil
11	Profit before taxation	5.13	413.71	13.31	83.32	-7.20
12	Provision for taxation	1.55	118.60	4.10	18.63	-1.81
13	Profit after taxation	3.58	295.11	9.21	64.69	-5.39
14	Proposed Dividend	Nil	Nil	Nil	Nil	Nil
15	% of shareholding	100	100	wholly owned step down subsidiary	100	100

Notes:

1. Names of subsidiaries which are yet to commence operations – Nil
2. Names of subsidiaries which have been liquidated or sold during the year: Nil
3. CMS Info Foundation a section 8 Company and a wholly owned subsidiary of CMS Info Systems Limited was incorporated on March 29, 2023. Accordingly, its first financial year is not complete hence the financial information is not included in the above table.

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: NIL

On Behalf of the Board of Directors of
CMS Info Systems Limited

Ashish Agrawal
Director
DIN: 00163344

Rajiv Kaul
Executive Vice-chairman,
Whole-time Director & CEO
DIN: 02581313

Pankaj Khandelwal
Chief Financial Officer

Praveen Soni
Company Secretary
Memb. No. FCS 6495

Place: Mumbai
Date: May 23, 2023

ANNEXURE – 2

SECRETARIAL AUDIT REPORT OF CMS INFO SYSTEMS LIMITED

Form No. MR-3

Secretarial Audit Report

For the financial year ended March 31, 2023
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
CMS Info Systems Limited,
T-151, 5th Floor, Tower No.10,
Sector-11, Railway Station Complex, CBD Belapur,
Navi Mumbai – 400614.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence of good corporate practices by CMS Info Systems Limited (hereinafter called the "Company"/"CMS"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company 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 authorized 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, 2023, 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 31st March, 2023 according to the relevant and applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder, as may be applicable;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment in India; The provisions of Overseas Direct Investment and External Commercial Borrowings are not applicable to the Company during the Financial Year; and

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;

c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');

e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the Financial Year);

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the Financial Year);

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the Financial Year).

i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the Financial Year).

(vi) Based on the representations and confirmations made by the Company we state that the Company is operating in the business of providing ATM and Cash Management Services and there are no laws specifically applicable in relation to the business of the Company.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India ("ICSI"), as amended from time to time; and

2. The Equity Listing Agreements entered by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Circulars, Notifications, Directions, Guidelines, Standards, etc. mentioned above. However, there was a delay in filing of certain forms with the Ministry of Corporate Affairs.

Other statutes, Acts, Laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

(i) Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;

(ii) Acts as prescribed under Direct Tax and Indirect Tax;

(iii) Stamp Acts and Registration Acts of respective States;

(iv) Labour Welfare Act of respective States; and

(v) Such other Local laws as may be applicable in respect of various offices of the Company.

We further report that the Board of the Company and Committees thereof are duly constituted with a proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. The following changes in the composition of the Board that took place during the year under review were carried out in compliance with the provisions of the Act. During the year, Mr. Tapan Ray (DIN: 00728682) was re-appointed as an Independent Director of the Company for a second term of 3 (three) years effective from April 9, 2022 till April 8, 2025 and the same was approved by the Members through Postal Ballot on July 8, 2022.

Adequate notice was 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 & deliberations at these meeting.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing 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 and ensure compliance with the applicable Laws, Acts, Rules, Regulations, Circulars, Notifications, Directions and Guidelines.

We further report that during the audit period has undertaken following events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, acts, rules, regulations, circulars, notifications, directions, guidelines, standards, etc. referred to above:

(i) The Company initially maintained soft copies in electronic form for sharing UPSI and thereafter, developed an in-house software for maintaining the Structured Digital Database (SDD) in the month of December 2022 and made it fully functional and effective from the last week of December 2022 and accordingly the Company ensured compliance with the requirement of maintenance of SDD in accordance with Regulation 3(5) and 3(6) of the SEBI (PIT) Regulations, 2015.

(ii) The Board of Directors at their meeting held on March 30, 2023, approved the following resolutions subject to the approval of members by postal ballot:

(a) To re-appoint Mr. Rajiv Kaul as Executive Vice Chairman, Whole-time Director and CEO of the Company and approve his terms of appointment including remuneration;

(b) To approve CMS Employees Stock Option Plan 2023 ("CMS INFO ESOP 2023");

(c) To approve CMS Employees Stock Option Plan 2023 ("CMS INFO ESOP 2023") for Holding Company and/or Subsidiary Company (ies); and

(d) Grant of Stock Options to Mr. Rajiv Kaul, Executive Vice Chairman, Whole-time Director & CEO, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the company at the time of grant of Option.

Subsequently, the members have approved the aforesaid businesses with requisite majority on May 20, 2023 through postal ballot resolutions.

For M Siroya and Company
Company Secretaries

Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157
UDIN: F005682E000360894

Date: May 23, 2023
Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members,
CMS Info Systems Limited
Mumbai

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. Our responsibility 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. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the Corporate and other applicable laws, acts, rules, circulars, notifications, directions, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the 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.

For M Siroya and Company
Company Secretaries

Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157
UDIN: F005682E000360894

Date: May 23, 2023
Place: Mumbai

ANNEXURE – 3

SECRETARIAL AUDIT REPORT OF SECURITRANS INDIA PRIVATE LIMITED

Form No. MR-3

Secretarial Audit Report

For the financial year ended March 31, 2023
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Securitrans India Private Limited
Delhi

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Securitrans India Private Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us 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 authorized 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, 2023 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, 2023 according to the relevant and applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) As confirmed by the management, there are no other laws specifically applicable in relation to the business of the Company.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India, and

2. Listing Agreement/Regulations: The Company is an unlisted Company and therefore compliance with listing agreement/regulations is not applicable.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable. However, there was a delay in filing of certain forms with the Ministry of Corporate Affairs.

Other statutes, Acts, laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

1. Labour Laws, Labour Welfare Act and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.

2. Acts as prescribed under Direct Tax and Indirect Tax.

3. Stamp Acts and Registration Acts.

4. Such other Local laws etc. as may be applicable.

We further report that the Board of the Company is duly constituted with proper balance of Executive Director and Non-Executive Directors. There were no changes in the composition of Board of Directors of the Company.

Adequate notice was 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 in certain cases where meetings were held through shorter notice after due compliance of the applicable provisions and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation & deliberations at these meeting.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company in order to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has not undertaken any specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For Siroya and BA Associates
Company Secretaries

Bhavyata Raval
Partner
ACS No.: 25734
CP No.: 21758
UDIN: A025734E000360631

Date: May 23, 2023
Place: Mumbai

Note: This Report is to be read with our letter of even date which is annexed as **'Annexure A'** herewith and forms an integral part of this report.

'Annexure A'

To,
The Members,
Securitrans India Private Limited

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. Our 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. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the 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.

For Siroya and BA Associates
Company Secretaries

Bhavyata Raval
Partner
ACS No.: 25734
CP No.: 21758
UDIN: A025734E000360631

Date: May 23, 2023
Place: Mumbai

ANNEXURE – 4

CSR REPORT

Annual Report on CSR Activities

[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') and Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

The CMS Info Systems network weaves across the country, from the various tiers of cities to the more rural and remote small towns, connecting commerce and communities. We have focused our CSR efforts on directly or indirectly improving the livelihood of the underprivileged and poor communities through a variety of approaches, across different geographical locations. Post Covid, we expanded our focus area into healthcare as well. We also introduced a category called Charitable Contributions, where we contribute small grants to NGOs. The beneficiaries of these Charitable Contribution grants have ranged from old age and disability care to education and childcare, medical camps and elder care. During the year, we have piloted an initiative to convert unusable cash vans into ambulances or other utility vehicles. NGOs working in healthcare are the beneficiaries of these repurposed vehicles, old age homes, hospitals.

The main objective of our CSR policy is:

1. Connected with the principles of sustainability
2. Company endeavors to make CSR a key process for sustainable development of the society.

The scope of the CSR activities of the Company will inter-alia cover the following areas and may extend to other projects/programs as permitted under the law from time to time:

1. Promotion of education, including special education and employment, enhancing vocation skills especially among youth, women, elder, physically handicapped and livelihood enhancement projects;

2. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;

3. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;

4. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;

5. Measures for the benefit of armed forces veterans, war widows and their dependents;

6. Training to promote rural sports, nationally recognized sports, Para Olympics sports and Olympic sports;

7. Contribution to the Prime Minister National Relief Fund or PM Cares Fund any other fund set up by the Central Government for socio-economic development and relief and welfare of the scheduled castes, scheduled tribes, other backward classes, minorities and women;

8. Rural development projects.

Such other tasks and projects as it may deem fit to fulfil the need of the society, including any other projects as may be approved by the Government of India or the State and the Act.

During the year, the Company has incorporated CMS Info Foundation under section 8 of the Companies Act, 2013 i.e. Non-Profit Organization to carry out its CSR activities.

Going forward, CMS Info Foundation will be engaged for undertaking all CSR activities of CMS Group.

2. COMPOSITION OF THE CSR COMMITTEE AS ON MARCH 31, 2023:

Sr. No.	Name of Director	Designation/Nature of Membership	Number of Meetings of CSR Committee held during FY 2022-23	Number of meetings of CSR Committee attended during FY 2022-23
1.	Mr. Rajiv Kaul	Chairman	4	4
2.	Mrs. Shyamala Gopinath	Member	4	3
3.	Ms. Sayali Karanjkar	Member	4	4
4.	Mr. Krzysztof Wieslaw Jamroz	Member	4	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.cms.com/company-information.php

4. PROVIDE THE DETAILS OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE (ATTACH THE REPORT).

Rule 8 (3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is not applicable to the Company. The Company constantly monitors its CSR activities through NGO/CSR partners.

5. DETAILS OF THE AMOUNT AVAILABLE FOR SET-OFF IN PURSUANCE OF SUB-RULE (3) OF RULE 7 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014 AND AMOUNT REQUIRED FOR SET OFF FOR THE FINANCIAL YEAR, IF ANY.

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1.	2020-21	200,000	Nil
2.	2021-22	1,441,968	Nil

6. AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5):

₹ 2,38,82,90,651/-

7. (A) TWO PERCENT OF AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5):

₹ 4,77,65,813/-

(B) SURPLUS ARISING OUT OF THE CSR PROJECTS OR PROGRAMS OR ACTIVITIES OF THE PREVIOUS FINANCIAL YEARS:

Not Applicable

(C) AMOUNT REQUIRED TO BE SET OFF FOR THE FINANCIAL YEAR, IF ANY: Not Applicable

(D) TOTAL CSR OBLIGATION FOR THE FINANCIAL YEAR (7A+7B+7C): ₹ 4,77,65,813. In addition, total previous years obligations amounts to Nil.

8. (A) 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 Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of Fund	Amount	Date of transfer
3,74,10,696	8,713,149	27 April 2023	Nil	Nil	Nil

(B) DETAILS OF CSR AMOUNT SPENT AGAINST ONGOING PROJECTS FOR THE FINANCIAL YEAR:

Sr. No.	Name of the Project	Item from the List of activities in Schedule VII to the Act.	Local area (Yes/No) State	Local area (Yes/No) District	Location of the project	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to Un- spent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency: Name	Mode of Implementation - Through Implementing Agency: CSR Registration number
1.	Masoom	Education	Jharkhand		Rudrapur	2 Years	800,000	100,000	700,000	No	Masoom	E-24715
2.	Aasraa Trust	Skilling	Uttarakhand		Dehradun	2 Years	1,600,000	-	1,600,000	No	Aasraa	4/281/242
3.	Hope Foundation	Skilling	Tamil Nadu		Nagapattinam	2 Years	1,200,000	600,000	600,000	No	Hope	S/22367
4.	Hope Foundation	Skilling	Delhi		Delhi	2 Years	1,200,000	600,000	600,000	No	Hope	S/22367
5.	Mission For Vision	Eye-Health	Gujarat		Various	2 Years	980,000	490,000	490,000	No	Mission	E-18696
6.	Mission For Vision	Eye-Health	Various		Various	2 Years	300,000	150,000	150,000	No	Mission For Vision	E-18696
7.	Manuvikasa	Skilling	Karnataka		Various	2 Years	1,200,000	400,000	800,000	No	Manuvikasa	171/03-04
8.	Bosconet	Skilling	Tamilnadu			2 Years	1,200,000	304,500	895,500	No	Bosconet	S/Rs/Sw/ 0235/2011
9.	*Haqdarshak	Healthcare	Maharashtra		Mumbai	2 Years	1,100,000	636,283	463,717	Yes	-	-
10.	The Hemkunt Foundation	Healthcare	Various		Various	2 Years	230,000	0	230,000	No	Hemkut	CSR00004662
11.	Cash Van Conversions	Healthcare	Various		Various	2 Years	33,32,845	11,48,913	21,83,932	Yes	-	-

*Facilitators

(C) DETAILS OF CSR AMOUNT SPENT AGAINST OTHER THAN ONGOING PROJECTS FOR THE FINANCIAL YEAR:

Sr. No.	Name of the Project	Item from the List of activities in Schedule VII to the Act.	Local area (Yes/No) State	Local area (Yes/No) District	Location of the project	Amount spent for the project (in ₹)	Mode Of Impleme-n-tation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency: Name	Mode of Implementation - Through Implementing Agency: CSR Registration number
1.	The Hemkunt Foundation	Healthcare	Punjab	Ferozpur	Punjab	3,000,000	N	The Hemkunt Foundation	
2.	The Banyan	Old age & disability care	Tamil Nadu/ Kerela	Tamil Nadu/ Kerela	Tamil Nadu/ Kerela	3,000,000	N	The Banyan	
3.	Him Jyoti	Education Child Care	Uttarakhand	Dehradun,	Dehradun,	1,800,000	N	Him Jyoti	
4.	The Tiger Centre	Healthcare	Madhya Pradesh	Kanha	Kanha	500,000	N	The Tiger Centre	
5.	The Om Foundation	Education Child Care	Uttar Pradesh	Noida	Noida	550,000	N		

Sr. 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 Impleme n-tation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
			State	District				Name	CSR Registration number
6.	Arushi Disability School	Education Child Care	Maharashtra	Mumbai	Mumbai	1,000,000	N	Department of Special Education, SNDT Women's University	
7.	SEED	Skilling & Livelihood	West Bengal	Ulberia	Ulberia	700,000	N	SEED	
8.	Alohomora	Education Child Care	Delhi	Delhi	Delhi	4.50.000	N	Alohomora	
9.	Arunima	Old age &disability care	Uttarakhand	Dehradun	Dehradun	500,000	N	The Gateway Trust	
10.	Sahyog Sangharsh	Old age & disability care	Maharashtraa	Mumbai	Mumbai	500,000	N	Chehak Trust	
11.	System Research Society (SRS) –	Medical	Delhi	Delhi	Delhi	500,000	N	SRS	
12.	Knowledge on Wheels	Education & Childcare	Maharashtra	Palghar	Palghar	500,000	N	Keshav Srushti	
13.	Stone Soup Trust	Education & Childcare				500,000			
14.	System Research Society (SRS)	Education & Childcare	Telangana	Hyderabad	Hyderabad	500,000	N	SRS	
15.	Ugam Education Foundation	Education & Childcare	Jharkhand	Jharkhand	Jharkhand	500,000	N	Ugam Education Foundation	
16.	Har Mandir School	Education & Childcare	Karnataka	Kodagu	Kodagu	500,000	N	Har Mandir School	
17.	Tribal Schools & Welfare Initiative	Skilling & Livelihood	Jharkhand	Jharkhand	Jharkhand	500,000	N	Vyakti Vikas Kendra India	
18.	Aaji Care	Skilling & Livelihood	Maharashtra	Mumbai		840,000	N	Aaji Care Foundation	
19.	Sangopita	Healthcare	Maharashtra	Thane	Maharashtra	1,900,000	N	Sangopita	
20.	Mother Teresa Foundation	Elder Care	Tamil Nadu	Thanjavur	Tamil Nadu	1,000,000	N	Mother Teresa Charitable Trust	
21.	Earth Saviour's Foundation	Elder Care	Haryana	Gurugram	Haryana	2,000,000	N	Earth Saviours Foundation	
22.	Borderless world Foundation	Child Care	Jammu	Jammu	Jammu	1,000,000	N	Borderless World Foundation	
23.	Giftabled	Health Care	West Bengal		West Bengal	500,000	N	GiftAbled	
24.	Anjeze	Health Care	Maharashtra		Maharashtra	500,000	N	Anjeze	
25.	The Tiger Centre	Health Care	Madhya Pradesh	Kanha	Madhy Pradesh	200,000	N	The Tiger Centre	
26.	Har Ghar Tiranga		Pan India	Pan India	Pan Indiia	1,800,000	Y		
27.	Jaljeevika	Skilling	Madhya Pradesh	Alirajpur	Madhya Pradesh	1,850,000	N	Jaljeevika	
28.	PM Cares Fund	Health Care	Pan India	Pan India	Pan India	35,50,000	Y	PM Cares Fund	

(B) AMOUNT SPENT IN ADMINISTRATIVE OVERHEADS: ₹ 2,341,000/-

(C) AMOUNT SPENT ON IMPACT ASSESSMENT, IF APPLICABLE: Not Applicable

(D) TOTAL AMOUNT SPENT FOR THE FINANCIAL YEAR (8B+8C+8D+8E): ₹ 374,10,696/-

(E) EXCESS AMOUNT FOR SET OFF, IF ANY: ₹ 1,641,968/-

(F) [During the year, the Company has actually spent ₹ 37,410,696/-, out of which Nil was spent towards its CSR obligations for the FY22; Nil was spent towards its previous years' obligations; and ₹ 1,641,968 was excess spend during past financial year and was set off in Financial year 2022-23.

Sr. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	47,765,813
(ii)	Total amount spent for the Financial Year	37,410,696
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (A) DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:

Not Applicable

Sr. No.	Preceding Financial Year	Item from the List of activities in Schedule VII to the Act	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount spent for the project (in ₹)
					Name of the Fund	Amount (in ₹)	Date of transfer	

(B) DETAILS OF CSR AMOUNT SPENT IN THE FINANCIAL YEAR FOR ONGOING PROJECTS OF THE PRECEDING FINANCIAL YEAR(S):

Not Applicable

Sr. No.	Preceding Financial Year	Item from the List of activities in Schedule VII to the Act	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount spent for the project (in ₹)
					Name of the Fund	Amount (in ₹)	Date of transfer	

10. 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 – (ASSET-WISE DETAILS): Not Applicable

On Behalf of the Board of Directors of
CMS Info Systems Limited

Ashish Agrawal
Director
DIN: 00163344

Rajiv Kaul
Executive Vice-Chairman, Whole-time Director & CEO/Chairman of CSR Committee
DIN: 02581313

Place: Mumbai
Date: May 23, 2023

ANNEXURE – 5

DETAILS OF REMUNERATION AS PER SECTION 197 (12) OF THE ACT,

Particulars of Remuneration

[Pursuant to Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

INFORMATION PURSUANT TO RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year.

Name	Ratio of remuneration of each director to median remuneration of the employees of the Company	% Increase in remuneration in FY23
Executive Director		
Mr. Rajiv Kaul[1]	171.82	13%
Independent Directors		
Mr. Tapan Ray	3.78	Nil
Mrs. Manju Agarwal	3.78	Nil
Ms. Sayali Karanjkar	3.78	Nil
Non-executive Non-independent Directors		
Mrs. Shyamala Gopinath	3.78	Nil
Mr. Jimmy Lachmandas Mahtani	NA	NA
Mr. Ashish Agrawal	NA	NA
Mr. Krzysztof Wieslaw Jamroz	3.78	Nil
Chief Financial Officer		
Mr. Pankaj Khandelwal[1]	NA	15%
Company Secretary		
Mr. Praveen Soni	NA	2%

Notes:

1. Remuneration for FY 2022-23 excludes notional amortisation value of stock options.

2. **The percentage increase in the median remuneration of the employees in the financial year**

   There was an increase of 4% in the median remuneration of employees in FY23.

3. **The number of permanent employees on the rolls of the Company**

   There were 531 permanent employees on the rolls of the Company as on March 31, 2023.

4. **Average percentage increase already made in the salaries of employees other than the managerial personnel (KMPs) in FY 2022-23 and its comparison with the percentage increase in the managerial remuneration and justification thereof**

   The average annual percentage increase in the salaries of employees other than key managerial personnel (KMPs) was 11% as against an average annual percentage increase of 13% to KMPs.

   The calculation of percentage increase is done considering salary of employees eligible for increment in FY 2022-23.

   The increase in salaries reflects the Company's performance, individual performance and is in line with the market trends.

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

   The Company affirms that the remuneration of directors is as per the Nomination & Remuneration policy of the Company.

For and on behalf of the Board
CMS Info Systems Limited

Ashish Agrawal
Director
DIN: 00163344

Rajiv Kaul
Executive Vice-Chairman
Whole-time Director & CEO
DIN: 02581313

Date: May 23, 2023
Place: Mumbai

Corporate Governance Report

I. CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance framework enjoins the highest standards of ethical and responsible conduct of business to create value for all stakeholders. Effective Corporate Governance practice is about commitment to values, ethical business conduct and constitutes strong fundamentals on which a successful commercial enterprise is built to last. The Company is managed by a distinguished Board, which also includes Independent Directors. The Company has established systems and procedures based on the overview and strategic counsel of the Board and it is fully equipped to discharge its responsibilities and to provide management with the strategic direction it needs.

The Company has complied with the requirements of corporate governance specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended.

Board of Directors

The Company is compliant with the corporate governance norms with respect to the constitution of the Board of Directors.

The Company has a diversified Board which represents an optimum mix of independence, professionalism, knowledge, gender and experience.

i. The main role of the Board is that of trusteeship in order to protect and enhance the shareholder value. Your Board has an appropriate mix of Executive, Non-executive and Independent Directors to maintain its Independence and separate its functions of governance and management. Your Board represents a confluence of varied skills, experience and expertise from diverse background. The Directors possess requisite qualification, experience and expertise in their respective functional areas, which enable them to discharge their responsibilities and provide effective leadership to the management. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils and boost the morale of the stakeholders, strategic investors and public. The Board also annually reviews its role, evaluates its performance and also that of the Committees of the Board and the Directors.

ii. As on March 31, 2023, the Board of Directors of your Company comprises of Eight Directors consisting of an Executive Vice-Chairman, Whole-time Director & CEO, four Non-Executive Non-Independent Directors (out of which 1 is a Woman Director), and three Independent Directors (out of which 2 are Women Directors).

SEBI Listing Regulations also mandate that the Board of Directors of the top 500 listed entities shall have at least one Independent Woman Director. The Company has two Woman Independent Directors. The Chairperson of the Board is Non-Executive and Non-Independent Director. The profile of Directors can be found at www.cms.com.

iii. The composition of the Board as on March 31, 2023 is in conformity with Regulation 17 of the SEBI Listing Regulations, which stipulates that (i) the Board should have at least an Independent Woman Director; (ii) not less than 50% of the Directors should be Non-executive Directors; and (iii) where the Chairman of the Board is a Non-executive Director not related to the promoter group, at least one-third of the Board should comprise of Independent Directors.

iv. None of the Directors on the Board holds Directorships in more than twenty (20) Indian Companies including ten (10) public limited companies. Further, none of the Directors on the Board is a member of more than ten (10) Board Committees and Chairperson of more than five (5) Board Committees across all public companies in which he/she is a Director. None of the Independent Directors of the Company serves as Independent Directors in more than seven (7) listed companies and none of the Whole-time Directors of the Company serve as Independent Director in more than three (3) listed companies. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors.

v. Independent Directors are Non-executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013 ('the Act') along with rules framed thereunder. Based on the declarations received from the Independent Directors, the Board of Directors have confirmed that they meet the criteria of Independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are Independent of the management. Further, the Independent Directors have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs. The Company has issued formal letters of appointment to the Independent Directors. As required under Regulation 46 of the SEBI Listing Regulations, as amended, the terms and conditions of appointment of Independent Directors are available on the Company's website at www.cms.com.

vi. 5 (Five) Board Meetings were held during the financial year under review on the following dates and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.

No.	Date of Board Meeting	Mode of Board Meeting
1	May 9, 2022	Video Conferencing
2	July 28, 2022	Video Conferencing
3	November 1, 2022	Video Conferencing
4	January 27, 2023	Video Conferencing
5	March 30, 2023	Video Conferencing

vii. The notes and the agenda of the Board Meeting along with all the information that is required to be made available to the Directors in terms of provisions of the SEBI Listing Regulations and the Act, so far as applicable to the Company, is submitted to the Board. Relevant documents and explanatory notes whenever required are provided well in advance to all the Directors to enable them to discharge their responsibilities effectively and take informed decision. Actions taken/status reports on decisions of the previous meeting(s) are placed at the next meeting(s) for information and further recommended actions, if any.

viii. The names and categories of the Directors on the Board, their attendance at Board meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a Director and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2023 are given herein below:

Name of Director	Category/ status of Directorship	Number of Board Meetings attended during the FY 2022-23	No. of Directorship (s) in other Public Companies	Whether attended last AGM held on September 21, 2022	**No. of Committee Positions in other Public Companies		*Directorship in other listed entities		No. of shares and convertible instruments held by Directors in the Company as on March 31, 2023
					Chairperson	Member	Name of the entity	Category of Directorship	
Mrs. Shyamala Gopinath (Chairperson) DIN: 02362921	Non-Independent, Non-executive Director	4	6	Yes	4	5	1. Colgate Palmolive India Ltd. 2. BASF India Limited 3. TATA Elxsi Limited 4. CRISIL Limited	1. Independent Director 2. Independent Director 3. Independent Director 4. Independent Director	Nil
Mr. Rajiv Kaul DIN: 02581313	Executive Vice Chairman, Whole-time Director & CEO	5	Nil	Yes	Nil	Nil	Nil	Nil	33,95,000
Mr. Tapan Ray DIN: 00728682	Independent Director	4	7	Yes	1	3	1. Gujarat State Fertilizers & Chemicals Ltd. 2. Gujarat State Petronet Limited	1. Independent Director 2. Independent Director	Nil
Mr. Ashish Agrawal DIN: 00163344	Non-executive Director	5	Nil	No	Nil	Nil	Nil	Nil	Nil
Mr. Jimmy Lachmandas Mahtani DIN: 00996110	Non-executive Director	5	Nil	No	Nil	Nil	Nil	Nil	Nil
Mr. Krzysztof Wieslaw Jamroz DIN: 07462321	Non-executive Director	3	Nil	Yes	Nil	Nil	Nil	Nil	Nil

Name of Director	Category/ status of Directorship	Number of Board Meetings attended during the FY 2022-23	No. of Directorship (s) in other Public Companies	Whether attended last AGM held on September 21, 2022	**No. of Committee Positions in other Public Companies		*Directorship in other listed entities		No. of shares and convertible instruments held by Directors in the Company as on March 31, 2023
					Chairperson	Member	Name of the entity	Category of Directorship	
Mrs. Manju Agarwal DIN: 06921105	Independent Director	5	8	Yes	5	8	1. Gulf Oil Lubricants India Limited 2. Glenmark Life Sciences Limited 3. Polycab India Limited	1. Independent Director 2. Independent Director 3. Independent Director	Nil
Ms. Sayali Karanjkar DIN: 07312305	Independent Director	5	1	Yes	Nil	Nil	Nil	Nil	Nil

*Other Directorships do not include Directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or Chairman of more than five committees across all the public companies in which he/she is a Director.

**For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee have been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

ix. For FY23, one meeting of the Independent Directors was held on March 30, 2023. The Independent Directors, inter alia, reviewed the performance of Non-independent Directors, the Board as a whole and the Chairperson of the Company, as well as the quality and timelines of flow of information between the management and the Board of Directors.

x. The Company does not have any pecuniary relationship with any of the non-executive and Independent Directors of the Company and has not entered into any transaction, material or otherwise, with them except for the payment of sitting fees and commission to them.

Details of sitting fees and commission paid/ payable are given in note 31 (b) of the Standalone Financial Statements.

None of the Directors of the Company are in any way related to each other.

xi. The table below summarizes the key skills, expertise, competencies of the Board of Directors of the Company along with the names of the Directors who has such skills, expertise and competences.

The Board of Director of the Company has following skills, expertise and competencies in the context of business in which it operates.

Nature of Expertise	Particulars	Name of Director
Business expertise	Experience in the core business in which the Company operates, global business dynamics, understanding of various markets, cultures, people and regulatory frameworks.	• Mr. Rajiv Kaul • Mrs. Shyamala Gopinath • Mr. Jimmy Lachmandas Mahatani • Mrs. Manju Agarwal • Mr. Krzysztof Wieslaw Jamroz
Corporate Strategy & planning	Developing corporate strategy and planning for expansion of business operations of the Company. Analytical power to understand the business trends, experience to guide and provide strategic directions to the management team to implement the strategy and adapting planning and execution with the objective of growth.	• Mr. Rajiv Kaul • Mr. Jimmy Lachmandas Mahtani • Mrs. Shyamala Gopinath • Mrs. Manju Agarwal • Mr. Ashish Agrawal • Ms. Sayali Karanjkar • Mr. Tapan Ray
Expertise/Experience in Finance & Accounts/ Audit	Experience in leading finance function of the Company and its subsidiaries, thorough knowledge of Audit practices and Accounting Standards and ability to drive the Company to benchmark with best practices in various procedural areas of finance function.	• Mr Rajiv Kaul • Mrs. Shyamala Gopinath • Mr Ashish Agrawal • Mr. Tapan Ray • Mrs. Manju Agarwal
Corporate Governance, law and Compliances	Experience in developing good Corporate Governance Practices, statutory compliances, business ethics and values so as to protect interests of stakeholders.	• Mr. Rajiv Kaul • Mrs. Shyamala Gopinath • Mrs. Manju Agarwal • Ms. Sayali Karanjkar • Mr. Tapan Ray

Familiarization Programme

At the time of appointment, Independent Directors are made aware of their roles, rights and responsibilities through a formal letter of appointment which also stipulates the various terms and conditions of their engagement. The terms and conditions of the appointment of Independent Directors are posted, on the Company's website and can be accessed at www.cms.com. Further, at Board and Committee Meetings, the Independent Directors are on a regular basis familiarized with the business model, regulatory environment in which the Company operates, strategy, operations, functions, policies and procedures of the Company and its subsidiaries so that they are able to play a meaningful role in the overall governance processes of the Company. During the FY23, Independent Directors were briefed about the events including but not limited to regulatory issues, employee's development, contribution to society through CSR activity. The details of the Familiarization program of the Independent Directors are available on the Company's website and can be accessed at www.cms.com.

II. COMMITTEES OF THE BOARD:

(i) The Board has constituted various Committees with an optimum representation of its members and with specific terms of reference in accordance with the Act and the SEBI Listing Regulations. The objective is to focus effectively on the issues and ensure expedient resolution of the diverse matters. The committees operate as the Board's empowered body according to its terms of reference. The Board has constituted the below mentioned mandatory committees:

a) Audit Committee;

b) Nomination & Remuneration Committee;

c) Risk Management Committee;

d) Stakeholders Relationship Committee; and

e) Corporate Social Responsibility Committee.

The Committees are represented by a combination of Independent Directors and Key Managerial Personnel of the Company. These Committees play an important role in the overall Management of day-to-day affairs and governance of your Company. The Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The recommendations of the Committee(s) are submitted to the Board for its approval.

During the year, all recommendations of the Committee(s) were duly considered and approved by the Board. Minutes of proceedings of Committee meetings are circulated to the respective committee members and placed before Board meetings for noting.

a) Audit Committee:

Pursuant to Section 177 and other applicable provisions of the Act read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 18 and other applicable regulations of the SEBI Listing Regulations, the Board of Directors had duly constituted the Audit Committee on July 31, 2009.

Further, the Board of Directors again at its meeting held on December 31, 2021 has reconstituted the Audit Committee w.e.f. January 1, 2022 as under:

Composition, attendance and details of Audit Committee meetings:

Name of the Director	Position	Category	Date of appointment	No. of meetings during the FY23 held	No. of meetings during the FY23 attended
Mr. Tapan Ray	Chairman	Independent Director	10/08/2021	4	4
Ms. Manju Agarwal	Member	Independent Director	01/01/2022	4	4
Mr. Ashish Agrawal	Member	Non-executive Director	27/08/2015	4	4

All the members of the Audit Committee are professionals and financially literate within the meaning of Regulation 18 of the SEBI Listing Regulations as amended.

During the year under review, the Audit Committee met four (4) times i.e., May 9, 2022, July 28, 2022, November 1, 2022 and January 27, 2023. The necessary quorum was present for all the Meetings. The Chairman of the Audit Committee, Mr. Tapan Ray attended the 15th Annual General Meeting held on September 21, 2022. During the year under review, all meetings were held through video conferencing due to the COVID-19 pandemic in accordance with the various circulars/ notifications issued by the Ministry of Corporate Affairs and SEBI from time to time.

Mr. Rajiv Kaul, is a invitee to the Audit Committee Meeting. Mr. Pankaj Khandelwal, CFO of the company was present at all the meetings of the Audit Committee. Further, the Company invites such Executives as it considers appropriate and also representatives of the Statutory Auditors and Internal Auditors, to be present at its meetings, as required. The Company Secretary acts as the Secretary to the Audit Committee.

(i) The Key terms of references of the Audit Committee are as under:

(a) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(b) Recommendation for appointment, re-appointment and if required replacement, or removal of Statutory auditors including the internal auditor, cost auditor and the fixation of audit fees and approving payments for any other services;

(c) Review, with the management, the annual and quarterly financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement forming part of the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements concerning financial statements;
- Disclosure of any related party transactions; and
- Qualifications and modified opinion(s) in the draft audit report.

(d) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(e) Examination of the financial statement and auditor's report thereon;

(f) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

(g) Approval or any subsequent modification of transactions of the Company with related parties.

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

Explanation: The term 'related party transactions shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

(i) Scrutiny of inter-corporate loans and investments;

(j) Valuation of undertakings or assets of the Company, wherever it is necessary;

(k) Evaluation of internal financial controls and risk management systems/policies;

(l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;

(n) Discussion with internal auditors of any significant findings and follow up thereon;

(o) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(p) Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(r) To monitor the end use of funds raised through public offers and related matters;

(s) To review the functioning of the whistle blower mechanism;

(t) Approval of the appointment of the chief financial officer of the Company or any other person heading the finance function after assessing the qualifications, experience and background, etc. of the candidate;

(u) Carrying out any other function as may be required/mandated as per the provisions of the Companies Act, 2013, listing agreements and/ or any other applicable laws and Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Audit Committee.

(v) Reviewing the annual cost audit report submitted by the Cost Auditors.

(w) The Audit Committee shall mandatorily review the following information:

(a) Management discussion and analysis of financial condition and results of operations;

(b) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;

(c) Internal audit reports relating to internal control weaknesses;

(d) The appointment, removal and terms of remuneration of the internal auditor;

(e) Details of related party transactions entered into by the Company;

(f) The financial statements, in particular, the investments made by any unlisted subsidiary;

(g) The Audit Committee is vested with the necessary powers, as defined in its charter, to achieve its objectives.

b) Nomination & Remuneration Committee (NRC):

Pursuant to Section 178 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 19 and other applicable regulations of the SEBI Listing Regulations, the Nomination & Remuneration Committee was constituted on April 1, 2015 and re-constituted on August 10, 2021. Further, the Board of Directors again at its meeting held on December 31, 2021 has reconstituted the Nomination and Remuneration Committee w.e.f. January 1, 2022.

The present Composition, of the Nomination and Remuneration Committee is as follows:

Name of the Director	Position	Category	Date of appointment	No. of meetings held	No. of meetings attended
Mr. Tapan Ray	Chairman	Independent Director	10/08/2021	2	2
Mrs. Manju Agarwal	Member	Independent Director	01/01/2022	2	2
Mr. Jimmy Lachmandas Mahtani	Member	Non-executive Director	27/08/2015	2	2

During the year under review, the Nomination & Remuneration Committee met two (2) times i.e., May 9, 2022 and March 30, 2023. The minutes of the Nomination & Remuneration Committee (NRC) are noted at each Board meeting. The chairman of the Nomination & Remuneration Committee, Mr. Tapan Ray was present at the 15th Annual General meeting held on September 21, 2022.

The Key terms of Reference of the Nomination & Remuneration Committee are as under:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

(b) Identify persons who are qualified to become Directors and who may be appointed in Senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;

(c) Formulation of criteria for evaluation of performance of Independent Directors and the Board;

(d) Devising a policy on diversity of the Board;

(e) Analyzing, monitoring and reviewing various human resource and compensation matters;

(f) Recommend to the Board the remuneration payable to senior management;

(g) To consider succession and emergency planning and taking into account the challenges and opportunities facing the Company and the skills and expertise needed on the Board;

(h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(i) Extending or continuing the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;

(j) Administering, monitoring and formulating detailed terms and conditions of the Company's ESOP Schemes, including any amendments made thereto, and any other employee stock option plan that the Company adopts in the future;

(k) Perform such functions as are required to be performed by the Compensation Committee under the SEBI (Share Based Employee Benefits) Regulations, 2014;

(l) Carrying out any other function as is mandated by the Board from time to time and/or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;

(m) Annual performance evaluation of the Chairperson and all Directors including managing and other Executive & Non-executive Directors with respect to their roles as Directors;

(n) To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to provision of the law and their service contract;

(o) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time;

(p) Performing such other activities as may be delegated by the Board of Directors and/ or are statutorily prescribed under any law to be attended to by the Nomination & Remuneration Committee.

Performance evaluation criteria for Independent Directors

The Nomination Remuneration Committee has formulated the criteria of evaluation of Independent Directors and the performance of the Independent Directors was evaluated during the year based on the said criteria.

Performance evaluation of the Board

The Board carries out the evaluation of the performance of Directors and Committees of the Board. The purpose of evaluation is to assess the performance of the Directors in discharging their responsibilities and to evaluate how effectively the Board, the Directors and Committees were fulfilling their role and duties.

An annual evaluation of the Board is conducted to assess the performance of the Board as a whole and that of individual Board members. Performance is assessed based on clearly defined objective criteria which are in line with company's policies. Performance is measured against commitments and best-in-class benchmarks.

As required under Regulation 25 of the SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was also held on March 30, 2023 to evaluate the performance of the Chairperson, Non-independent Directors and the Board as a whole and also to assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board.

Remuneration of Independent Directors

Based on the recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, the shareholders vide Postal Ballot have approved remuneration to be paid to the Independent Directors of the Company. Pursuant to the approval, the commission/remuneration paid to each of the Independent Director shall not exceed 0.50% of the Net profit of the Company for each financial year calculated as per the provisions of the Act, subject to maximum of ₹ 21,00,000/- (Rupees Twenty One Lakhs only) per annum. In addition, sitting fees of ₹ 1,00,000/- (Rupees One Lakh only) for attending each meetings of the Board or Committee thereof (for maximum 4 Board/Committee meetings in a year) was paid to Independent Directors for the FY23. Reference may be made to table below for details of Sitting fees and commission paid/payable to Independent Directors for the financial year ended March 31, 2023.

Criteria for payment of sitting fees and commission to Independent Directors

The Criteria for payment of sitting fees and commission to Independent Directors is based on:

(a) Company's operations.

(b) Number of Board and Committee meetings attended during the financial year.

(c) Time devoted towards the affairs of the Company.

Performance of the Company during the financial year.

Directors and Officer's Insurance (D & O) Insurance

In line with the requirements of Regulation 25(10) of the SEBI Listing Regulations, 2015 the Company has taken Director's & Officers' Management Liability & Company Reimbursement Insurance Policy.

Policy on remuneration to the Vice-chairman, Whole-time Director and CEO and Key Managerial Personnel (KMP)

Remuneration to the Vice-chairman, Whole-time Director and CEO shall be in accordance with the provisions of the Act. Increments to the existing remuneration/compensation structure shall be recommended by the Nomination and Remuneration Committee to the Board which shall be within the overall maximum limits of managerial remuneration approved by the Shareholders for the Managing Director and Whole-time Director of the Company and as per the agreement entered into with him. The overall managerial remuneration in respect of any financial year shall be in accordance with the limits laid down under Section 197 and schedule V of the Act. Remuneration to KMPs is recommended by the Nomination and Remuneration Committee and approved by the Board and the same is line with the policies of the Company. The Company has also granted Employee Stock Options to its Executive Vice

Chairman, Whole-time Director & CEO and KMPs details of the same are available on Company's website at www.cms.com.

Details of the remuneration payable to all the Directors for the year ended March 31, 2023 are as under

Based on the recommendation of Nomination & Remuneration Committee, all decisions relating to the remuneration of the Directors are taken by the Board in accordance with the Shareholders' approval. The details of remuneration paid to Non-executive Directors and Independent Directors, and to Vice-Chairman, Whole-time Director & CEO for the Financial Year ended March 31, 2023 is provided herein below:

i. **Non-executive Directors & Independent Directors:**

(₹ In million)

Names	Commission/ Remuneration	Sitting Fees
Mrs. Shyamala Gopinath	2.10	0.4
Mr. Jimmy Lachmandas Mahtani	Nil	Nil
Mr. Ashish Agrawal	Nil	Nil
Mr. Krzysztof Wieslaw Jamroz	2.10	0.2
Mr. Tapan Ray	2.10	0.4
Ms. Sayali Karanjkar	2.10	0.4
Mrs. Manju Agarwal	2.10	0.4

ii. **Remuneration to Vice-chairman, Whole-time Director and CEO and Key Managerial Personnel**

*Remuneration (₹ In million)

Names	Salary- Cost to Company excluding ESOP	Perquisite Cost on Exercise
Mr. Rajiv Kaul	113.59	-
Mr. Pankaj Khandelwal	18.75	11.76
Mr. Praveen Soni	2.73	1.12

*Mr. Rajiv Kaul is re-appointed as Vice-chairman, Whole time Director and CEO of the company for a period of 4.4 year w.e.f 1st April, 2023.

*Remuneration includes the perquisite value of stock options granted in previous years but exercised during the year.

The Company has a Nomination & Remuneration Policy for remuneration of Directors, Key Managerial Personnel and Senior Management of the Company, which is placed on the website of the Company i.e. www.cms.com.

c) Stakeholders' Relationship Committee:

Pursuant to Section 178 and other applicable provisions of the Act, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules 2014 and Regulation 20 of SEBI Listing Regulations, the Stakeholders' Relationship Committee was constituted on August 19, 2017 and re-constituted on August 10, 2021. Further, Board of Directors again at it's meeting held on December 31, 2021 reconstituted Stakeholders' Relationship Committee w.e.f. January 1, 2022.

The present composition, of Stakeholders' Relationship Committee is as follows:

Name of the Director	Position	Category	Date of appointment	No. of meetings held	No. of meetings attended
Mr. Tapan Ray	Chairman	Independent Director	10/08/2021	2	2
Mrs. Shyamala Gopinath	Member	Non-Executive, Non Independent Director	01/01/2022	2	2
Mr. Rajiv Kaul	Member	Vice-chairman, Whole-time Director, CEO	19/08/2017	2	2
Mr. Krzysztof Wieslaw Jamroz	Member	Non-Executive Director	01/01/2022	2	2

During the year under review, the Stakeholders' Relationship Committee met two (2) times i.e., May 6, 2022 and January 13, 2023.

The minutes of the Stakeholders Relationship Committee were noted at the Board meeting. The Chairman of the Stakeholders Relationship Committee, Mr. Tapan Ray was present at the 15th Annual General Meeting held on September 21, 2022.

Terms of Reference:

a) Redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of declared dividends, non-receipt of Annual Reports, general meetings etc. and assisting with quarterly reporting of such complaints;

b) Review of measures taken for effective exercise of voting rights by shareholders;

c) To oversee the performance of the Registrar & Share Transfer Agent and recommend measures for overall improvement in the quality of investor services;

d) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/Annual Reports/statutory notices by the shareholders of the Company;

e) Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

f) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or the SEBI Listing Regulations or by any other regulatory authority;

All matters related to vis-a-vis transfer/ deletions, transactional, dematerialization and rematerialization of shares etc., have been duly attended to by the company within the prescribed timeline, during the FY23.

Name, Designation and Address of Compliance Officer:

Mr. Praveen Soni, Company Secretary & Compliance Officer, CMS Info Systems Limited, Registered Office: T-151, 5th Floor, Sector 11, Tower No 10, Railway Station Complex, CBD Belapur, Navi Mumbai, Thane - 400 614, Maharashtra, Telephone: 022-4889 7400, E-mail ID: company.secretary@cms.com

- **Details of investor complaints received and redressed during FY23 are given below:**

No. of Complaints

Particulars	From 1st April 2022	Received during the financial year	Cleared/ attended during the financial year	Pending as on 31st March 2023
Services of documents by speed post, Non-receipt of application money	0	2	2	0
Total	0	2	2	0

There were no investor grievances which remained unattended/pending for resolution for more than 30 days.

Request for share transfer & dematerialization issued during Financial Year have been processed within the time limit prescribed under SEBI Listing Regulations.

d) Corporate Social Responsibility Committee:

As required under the provisions of Section 135 of the Act, the Board of Directors of the company have constituted a Corporate Social Responsibility (CSR) committee on January 28, 2015.

Composition of Corporate Social Responsibility Committee is as under:

Name of the Director	Position	Category	Date of appointment	No. of meetings held	No. of meetings attended
Mr. Rajiv Kaul	Chairman	Executive Vice-chairman, Whole Time Director & CEO	28/01/2015	4	4
Mrs. Shyamala Gopinath	Member	Non-Executive Director	16/07/2020	4	3
Ms. Sayali Karanjkar	Member	Independent Director	01/01/2022	4	4
Mr. Krzysztof Wieslaw Jamroz	Member	Non-Executive Director	10/08/2021	4	3

During the year under review, the Corporate Social Responsibility Committee met four (4) times i.e., May 6, 2022, November 1, 2022, January 13, 2023 and February 24, 2023.

Mr. Rajiv Kaul is Chairman of the Corporate Social Responsibility (CSR) Committee was present at the Annual General Meeting held on September 21, 2022. The minutes of the CSR Committee is noted at the Board Meeting.

Terms of Reference:

a) To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and make any revisions therein as and when decided by the Board;

b) To recommend the amount of CSR expenditure to be incurred on the activities;

c) To monitor the CSR Policy of the Company from time to time and issuing necessary directions for proper implementation and timely completion of corporate social responsibility programs/projects;

d) Identifying corporate social responsibility policy partners and corporate social responsibility policy programs;

e) Identifying and appointing the corporate social responsibility team of the Company;

f) To do such other acts, deeds, matters and things as may be directed by the Board and required to comply with the applicable laws; and

g) To perform such other activities as may be delegated by the Board or provided under the Companies Act, 2013 or statutorily prescribed under any other law or by any other regulatory authority.

e) Risk Management Committee

In line with Regulation 21 and other applicable provisions of the SEBI Listing Regulations, the Board has constituted the Risk Management Committee at their meeting held on August 10, 2021. The Board of Directors again at it's meeting held on December 31, 2021 reconstituted Risk Management Committee w.e.f January 1, 2022.

The present composition, of Risk Management Committee is as under:

Name of the Director	Position	Category	Date of appointment	No. of meetings held	No. of meetings attended
Mrs. Shyamala Gopinath	Chairperson	Non-Executive Director	01/01/2022	2	1
Mr. Tapan Ray	Member	Independent Director	01/01/2022	2	2
Mr. Krzysztof Wieslaw Jamroz	Member	Non-Executive Director	10/08/2021	2	1
Mr. Ashish Agrawal	Member	Non-Executive Director	10/08/2021	2	2
Mr. Pankaj Khandelwal	Member	Chief Financial Officer	01/01/2022	2	2

During the year under review, the Risk Management Committee met two (2) times i.e., May 6, 2022 and November 1, 2022.

The minutes of the Risk Management Committee were noted at the Board Meeting. The Chairman of the Risk Management Committee Mrs. Shyamala Gopinath was present at the 15th Annual General Meeting of the Company held on September 21, 2022.

Terms of Reference:

a) To formulate and ensure that appropriate risk management policy is in place which shall include:

i. a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined by the Committee;

ii. measures for risk mitigation including systems and processes for internal control of identified risks; and

iii. business continuity plan.

b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

d) To periodically review the risk management policy, considering the changing industry dynamics and evolving complexity;

e) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

f) To monitor and review the risk management plan and perform such other functions including specifically cyber security, as may be delegated by the Board;

g) To carry out such responsibilities as may be assigned by the Board from time to time.

GENERAL BODY MEETINGS:

I. General Meeting:

a) The location and time of the last three Annual General Meeting ("AGM") held are as follows:-

Particular	Financial Year 2019-20	FY21	FY22
Date	September 22, 2020	June 30, 2021	September 21, 2022
Time	12:00 noon	05.00 p.m.	03:00 p.m.
Venue	Video Conferencing	Video Conferencing	Video Conferencing/Other Audio-Visual Means
Special Resolution	No special resolution was passed	No special resolution was passed	No special resolution was passed

II. Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:

During the FY3, the following Special Resolutions were passed by way of Postal Ballot on July 7, 2022, December 28, 2022 and May 20, 2023 respectively.

a) Re-appointment of Mr. Tapan Ray (DIN: 00728682) as Non-Executive Independent Director of the Company.

b) Amendment to the CMS Employees Stock Option Plan 2016, the CMS Management Stock Option Plan 2016, and the CMS CEO Stock Option Plan, 2016 of the Company.

c) i. To re-appoint Mr. Rajiv Kaul as Executive Vice Chairman, Whole-time Director and CEO of the Company and approve his terms of appointment including remuneration;

ii. To approve CMS Employees Stock Option Plan 2023 ("CMS INFO ESOP 2023");

iii. To approve CMS Employees Stock Option Plan 2023 ("CMS INFO ESOP 2023") for Holding Company and/or Subsidiary Company (ies); and

iv. Grant of Stock Options to Mr. Rajiv Kaul, Executive Vice Chairman, Whole-time Director & CEO, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the company at the time of grant of Option.

Person conducting the Postal Ballot Exercise

Mr. Mukesh Siroya, M/s. M. Siroya & Company, Practicing Company Secretary was appointed as person responsible for the entire Postal Ballot process. Mr. Siroya, Practicing Company Secretary conducted both the Postal Ballot process and submitted his reports to the Company.

Procedure followed for Postal Ballot

1. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with the rules made thereunder, the Company provided electronic voting facility to all its Members to enable them to cast their votes electronically. The Company engaged the Services of National Securities Depository

Limited (NSDL) for the purpose of providing remote e-voting facility to the members for voting on the special resolution(s) as stated in Postal Ballot Notice dated May 30, 2022, November 28, 2022 and April 20, 2023.

2. The Company dispatched the Postal Ballot Notice dated May 30, 2022, November 28, 2022 and April 20, 2023 containing the resolutions together with the explanatory statements only through electronic mode in compliance with the relevant Circulars issued by Ministry of Corporate Affairs, to those Members whose e-mail addresses were registered with the Company/Depository Participant and whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., May 27, 2022, November 25, 2022 and April 14, 2023 respectively. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable rules.

3. The remote e-voting facility was open for Members to vote as under

   a Postal Ballot Notice dated May 30, 2022 from 9:00 A.M. (IST) on Wednesday, June 8, 2022 and ends at 5:00 P.M. (IST) on Thursday, July 7, 2022 and

   b Postal Ballot Notice dated November 28, 2022 from 9.00 A.M (IST) on Tuesday, November 29, 2022 and ended at 5.00 P.M. onWednesday, December 28, 2022

   c Postal Ballot Notice dated April 20, 2023 from 9:00 A.M. (IST) on Friday, April 21, 2023 and ended at 5:00 P.M. (IST) on Saturday, May 20, 2023

4. The Scrutinizer submitted his reports on July 8, 2022, December 28, 2022 and May 20, 2023 after the completion of scrutiny.

5. The result of the Postal Ballot was declared on July 8, 2022, December 28, 2022 and May 20, 2023. The Resolutions passed by requisite majority were deemed to have been passed on the last date of remote e-voting i.e., July 7, 2022, December 28, 2022 and May 20, 2023

6. The result of the Postal Ballot is available on the website of the Company at www.cms.com besides being communicated to the Stock Exchanges, Depository and Registrar and Share Transfer Agent.

7. Details of voting results of the Postal Ballot resolutions:-

Postal Ballot Notice dated	Special Resolution	No. of Votes	Votes cast in favour of the Resolution (No. & %)	Votes cast against the Resolution (No. & %)
May 30, 2022	Re-appointment of Mr. Tapan Ray (DIN: 00728682) as Non-Executive Independent Director of the Company	13,28,61,312	13,25,35,589 (99.75%)	3,25,723 (0.24%)
November 28, 2022	Amendment to the CMS Employees Stock Option Plan 2016, the CMS Management Stock Option Plan 2016, and the CMS CEO Stock Option Plan, 2016 of the Company	13,32,71,654	12,75,41,343 (95.70%)	57,30,311 (4.30%)
April 20, 2023	1. Re-appointment of Mr. Rajiv Kaul as Executive Vice Chairman, Whole-time Director & CEO	135831899	125548000 (92.43%)	10283899 (7.57%)
	2. To approve CMS Employees Stock Option Plan 2023 (“CMS INFO ESOP 2023”)	135829801	125542056 (92.43%)	10287745 (7.57%)
	3. To approve CMS Employees Stock Option Plan 2023 (“CMS INFO ESOP 2023”) for Holding Company and/or Subsidiary Company (ies)	135829461	125541391 (92.43%)	10288070 (7.57%)
	4. Grant of Stock Options to Mr. Rajiv Kaul, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the company at the time of grant of Option	135829460	121477349 (89.43%)	14352111 (10.57%)

Other Disclosures:

Particulars	Regulations	Details	Website link for details/policy
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act.	During the year under review, there were no materially significant related party transactions. All Related Party Transactions as defined under the Companies Act, 2013 were in the ordinary course of business and on at Arm’s Length basis. The Board has formulated a policy for Related Party Transactions and the same has been uploaded on the Company’s website. The Register of contracts containing the transactions in which Directors are interested is placed before the Board for its approval at every Board Meeting.	www.cms.com
Details of non – compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India (‘SEBI’) or any statutory authority on any matter related to capital markets during the last three years.	Schedule V (C) 10(b) to the SEBI Listing Regulations	The Company has complied with all the requirements of the SEBI Listing Regulations. No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority in connection with violation of capital market norms, rules, regulations etc., during the FY23.	NA
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has formulated a Whistle Blower Policy and has established the necessary vigil mechanism to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company’s Code of Ethics. No person has been denied access to the Audit Committee. The said policy has been uploaded on the Company’s website.	www.cms.com
Details of compliance with mandatory requirements and adoption of the nonmandatory requirements	SEBI Listing Regulations	The Company has complied with all the mandatory requirements of Regulation 34(3) and Schedule V of SEBI Listing Regulations.	-
Material Subsidiary companies	Regulation 24 of the SEBI Listing Regulations	The Company has Securitrans India Private Limited, material unlisted Indian Subsidiary. The Company’s Audit Committee reviews the Consolidated Financial Statements of the Company as well as the Financial Statements of the Subsidiaries, including the investments made by the Subsidiaries, if any. The Company has formulated a policy for determining Material Subsidiaries and the policy is disclosed on the website of the Company	www.cms.com
Policy on Determination of Materiality for Disclosures	Regulation 30 of SEBI Listing Regulations	The Company has adopted a Policy for Determining materiality of Events/Information. The said policy has been put on the Company’s website	www.cms.com
Policy on Archival and Preservation of Documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a Preservation of Documents and Archival Policy for preservation of documents. The said policy has been put on the Company’s website	www.cms.com
Dividend Distribution Policy	Regulation 43A of the SEBI Listing Regulations	The Company has adopted Dividend Distribution Policy for distributing the profits of the Company to the shareholders. The said policy has been put on the Company’s website	www.cms.com

Particulars	Regulations	Details	Website link for details/policy
Reconciliation of Share Capital Audit Report	Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No. D&CC/FITTC/Cir-16/2002 dated December 31, 2002.	A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The said audit is applicable to the Company as on the date of this report.	www.cms.com
Details of utilization of funds raised through preferential allotment or qualified institutions placement	Regulation 32 (7A) of the SEBI Regulations	During the FY23 the Company did not raise any funds through preferential allotment.	www.cms.com
Certificate from a company secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.	Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)	The Company has obtained the certificate from M/s. M. Siroya and Company, Practicing Company Secretaries for the financial year ended March 31, 2023, copy of which is appended to this report.	www.cms.com
CEO and CFO Certification	Regulation 17(8) read with Schedule II Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Executive Vice-Chairman Whole-time Director & Chief Executive Officer & Chief Financial Officer have given appropriate certifications to the Board of Directors and annexed as Annexure A to this Report.	
Practicing Company Secretary Certificate on Corporate Governance	In terms of Para E of Schedule V of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	A certificate of compliance from independent practicing company secretary as stipulated under the Regulations, is also obtained and annexed to this report.	
Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.	-	Particulars of total fees paid to Auditor are provided in Note No. 26 to the standalone financial statements.	
Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018	-	The Company is compliant with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013, which aims to protect women at work place against any form of sexual harassment and prompt redressal of any compliant. During FY 2022-23, no complaint was received by the Company in this regard.	
Recommendation made to the Board of Directors by its Committees.		There was no instance during the FY23, wherein the Board of Directors of the Company did not accept recommendations made to it by any of its Committees.	
Code of Conduct for Board Members and Senior Management Personnel.		The Company has formulated and adopted Code of Conduct ('CoC') for members of the Board of Directors and senior management personnel of the Company which also incorporates the duties of Independent Directors provided in the Companies Act, 2013. The Code has been displayed on the Company's website www.cms.com. The Company has received confirmation from all members of the Board of Directors and Senior Management Personnel regarding compliance of the Code for the year under review.	
Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.		N.A.	

The Status of adoption of the Non-Mandatory requirements as specified in sub-regulation 1 of regulation 27 of the SEBI Listing Regulations is as under:

a) The Board: Mrs. Shyamala Gopinath, Non-executive Director is Chairperson of the Company w.e.f. January 1, 2022.

b) Shareholders Rights: The Half yearly and quarterly results for the FY23 are published in newspapers and also uploaded on company's website.

c) Modified opinion(s) in audit report: The Auditor's Report is with unmodified opinion.

d) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: The Chairperson is Non-executive and not related to the Chief Executive Officer as per the definition of the term "relative" defined under the Companies Act, 2013.

e) Reporting of Internal Auditor: Internal Auditors of the Company reports to the Audit Committee.

III. MEANS OF COMMUNICATION

Financial Results	The Yearly results for F.Y. 2022-23 were intimated to the Stock Exchanges after the Board.
Annual Report	Statements, Board's Report, Auditor's Report, and other important information will be circulated to the shareholders and others entitled thereto. The Management's Discussion and Analysis Report forms a part of the Annual Report. The Annual Report is displayed on the Company's website at www.cms.com
Communication to shareholders on Email	As mandated by the Ministry of Corporate Affairs (MCA) documents like Notices, Annual Report, ECS advices for dividends, etc. are sent to the shareholders at their email address, as registered with their Depository Participants/Company/Registrar and Transfer Agents (RTA), which help in prompt delivery of document, reduce paper consumption, save trees and avoid loss of documents in transit.
Website	All the information and disclosures required to be disseminated as per Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Companies Act, 2013 are being posted at Company's website: www.cms.com. The official news releases and presentations to the institutional investors or analysts, if made any are disseminated to the Stock Exchanges at www.bseindia.com and www.nseindia.com and the same is also uploaded on the website of the Company www.cms.com. The Company has organized investor conferences calls to discuss its financial results, where investor queries were answered by CEO and CFO of the Company. The transcript of the conference calls are submitted to the stock exchanges and also posted on the website of the Company viz. www.cms.com

Financial Results	The Yearly results for F.Y. 2022-23 were intimated to the Stock Exchanges after the Board.
Designated E-mail address for investor services	To serve the investors better and as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated e-mail address for investors complaints is investors@cms.com. This e-mail address for grievance redressal is continuously monitored by the Company's Compliance Officer.
SEBI Complaints Redress System (SCORES)	The investor complaints are processed in a Centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

IV. GENERAL SHAREHOLDER INFORMATION:

The Company is registered with the Registrar of Companies, Mumbai, Maharashtra. The Corporate Identity Number (CIN) is L45200MH2008PLC180479.

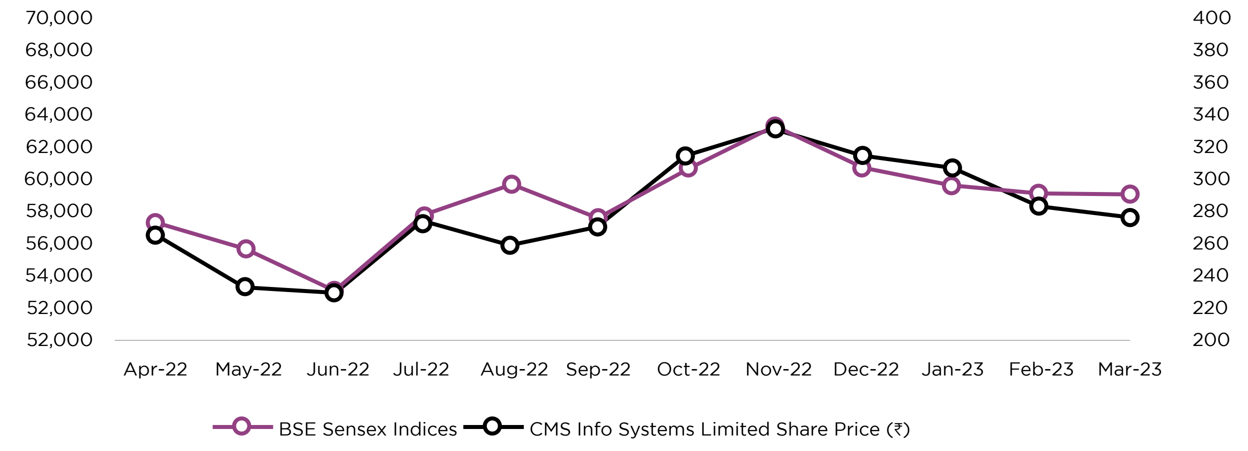
a) Annual General Meeting for FY 2022-23:

AGM date, time and venue	The AGM of the Company will be held on Wednesday, September 6, 2023 at 03.00 p.m. (IST) through Video Conference or other audio-visual means. For details, please refer to the Notice of this AGM. As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Directors seeking re-appointment at this AGM are given in the Annexure to the Notice of this AGM
Financial Year	April 1, 2022 to March 31, 2023
Cut-off Date/Record Date	The cut-off date/record date for determining the eligibility to vote by electronic means and for the purpose of ascertaining the eligibility of members entitled to dividend be fixed as Wednesday, August 30, 2023.
Registered Office and address for correspondence	T-151, 5th Floor, Sector 11, Tower No 10, Railway Station Complex, CBD Belapur, Navi Mumbai, Thane - 400 614, Maharashtra Telephone: 022-4889 7400 Designated e-mail address for Investor Services: investors@cms.com Website: www.cms.com
Corporate Office	**CMS Info Systems Limited** Grand Hyatt Mumbai, Lobby Level, Off Western Express Highway, Santacruz East, Mumbai - 400 055 Phone: -022-48897400 E-mail: investors@cms.com
Name and Address of Stock Exchanges where Company's securities are listed	**BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 543441 ISIN: INE925R01014 **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. Trading Symbol CMSINFO
Listing fees	The necessary annual listing fees have been duly paid to both the Stock Exchanges i.e., BSE and NSE.
Share Registrar and Transfer Agents	Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India Tel.: +91-22-4918 6200 Investor query registration: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in Details of the Contact person of the Linkintime. Name Monali Nagwekar, Phone+91 22 49186000, Extension 2331 Depository services: National Securities Depository Limited
	Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013. Tel.: +91 22 2499 4200; Fax: +91 22 2497 6351 E-mail: info@nsdl.co.in Investor Grievance: relations@nsdl.co.in Website: www.nsdl.co.in Central Depository Services (India) Limited Marathon Futurex, A-Wing, 25th Floor, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400 013. Tel.: +91 22 2305 8640/8642/8639/8663 E-mail: helpdesk@cdslindia.com Investor Grievance: complaints@cdslindia.com Website: www.cdslindia.com
Company Secretary & Compliance officer	Mr. Praveen Soni Contact Number: 08976781368

b) Market Price Data:

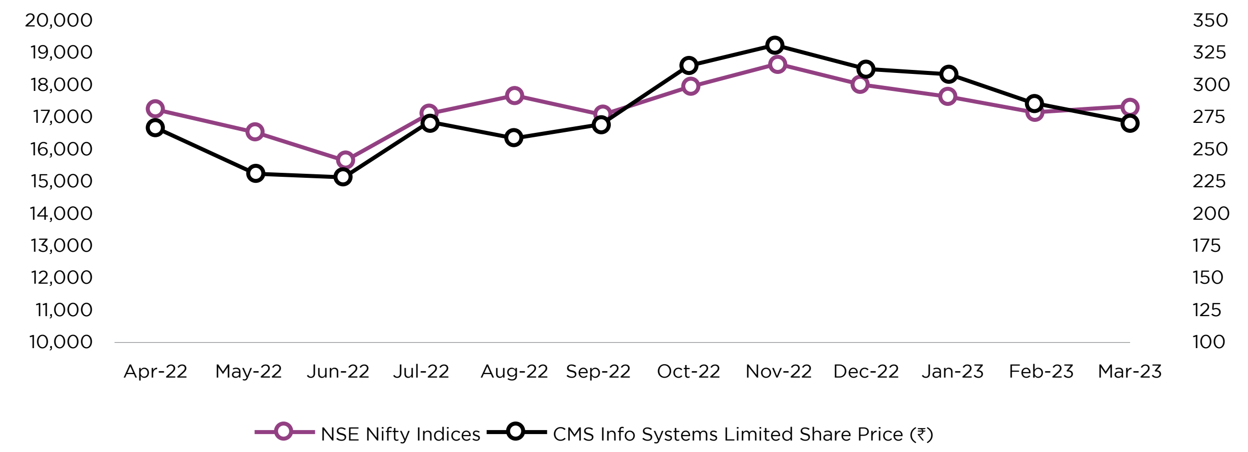
Performance of Company's stock vis a vis BSE SENSEX:

Relative performance of the Company's Shares Price with BSE Sensex



Performance of Company's stock vis a vis NSE Nifty:

Relative performance of the Company's Shares Price with NSE Nifty



Share Transfer System:

Nomination Facility for shares held in physical form

Shareholders who hold shares in physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Act, may submit request to Registrar and Transfer Agent (RTA) in the prescribed Forms SH-13/SH-14.

For Shares held in Electronic Form

Shareholders holding shares in electronic form may please note that instructions regarding change of address, bank details, e-mail address, nomination and power of attorney should be given directly to the Depository Participant (DP).

Number of Shares held in Physical Form

As on March 31, 2023, a total of five (5) Equity Shares were held in physical form.

c) Shareholding as on March 31, 2023:

i. Distribution of equity shareholding as on March 31, 2023:

Sr. No.	Shareholding of Shares	Shareholder	Percentage of Total	Total shares	Percentage of Total.
1	1 to 500	109,699	95.42%	7,600,283	4.92%
2	501 to 1000	3,110	2.71%	2,212,601	1.43%
3	1001 to 2000	1,192	1.04%	1,680,339	1.09%
4	2001 to 3000	330	0.29%	821,082	0.53%
5	3001 to 4000	162	0.14%	567,358	0.37%
6	4001 to 5000	96	0.08%	445,955	0.29%
7	5001 to 10000	205	0.18%	1,450,876	0.94%
8	10000 and above	173	0.15%	139,621,584	90.43%
	Total	**114,967**	**100.00%**	**154,400,078**	**100.00%**

ii. Categories of equity shareholding as on March 31, 2023:

Category	Number of Equity Shares held	Percentage of holding
Promoter and Promoter Group	93,011,975	60.24%
Clearing Members	22,669	0.02%
Other Bodies Corporate	1,084,447	0.70%
Hindu Undivided Family	653,470	0.42%
Mutual Funds	15,354,604	9.94%
Non Resident Indians	408,943	0.26%
Non Resident (Non Repatriable)	263,903	0.17%
Public	19,213,675	12.44%
Trusts	10,259	0.01%
Insurance Companies	408,228	0.26%
Body Corporate - Ltd. Liability Partnership	42,643	0.03%
Foreign Portfolio Investors (Corporate) - I	19,981,048	12.94%
NBFCs registered with RBI	4,300	0.01%
Alternate Invst Funds - III	3,659,379	2.37%
Foreign Portfolio Investors (Corporate) - II	280,535	0.18%
TOTAL:	**154,400,078**	**100.00%**

iii. Top ten equity shareholders of the Company as on March 31, 2023:

Sr. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of holding
1	Sion Investment Holdings Pte. Limited	93,011,975	60.24%
2	Wf Asian Reconnaissance Fund Limited	8,843,973	5.73%
3	SBI Small Cap Fund	8,286,487	5.37%
4	Smallcap World Fund, Inc	4,060,227	2.62%
5	ICICI Prudential Smallcap Fund	2,496,401	1.62%
6	Nomura India Investment Fund Mother Fund	2,262,791	1.47%
7	Goldman Sachs Funds - Goldman Sachs India Equity Portfolio	2,064,226	1.34%
8	Rajiv Kaul	3,395,000	1.29%
9	ICICI Prudential Multicap Fund	1,633,985	1.06%
10	Abakkus Growth Fund-2	1,611,678	1.05%

VII. DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company's shares are compulsorily traded in dematerialized form on BSE and NSE. The ISIN of the Equity Shares of your Company is INE925RO1014 and only 5 Equity Shares were held in physical mode as on March 31, 2023.

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

The Company has not issued any GDRs/ADRs/ Warrants or any convertible instruments and hence, as on March 31, 2023, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

e) Commodity price risk or foreign exchange risk and hedging activities:

As the Company has limited exposure to foreign exchange, hedging is not required to cover the risk and commodity price risk is not applicable to the Company.

f) Equity shares in the suspense account:

The Company was not required to have any equity shares in the suspense account.

g) Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund:

During the year under review, the Company does not have any unclaimed/unpaid amounts to transfer to the Investor Education and Protection Fund.

h) Plant Location:

During the year under review, the Company did not have any manufacturing plant. It operates from Registered & Corporate Office and branches located at different places throughout India.

i) Secretarial Audit:

The Board of Directors at their meeting held on May 9, 2022 has appointed Mr. Mukesh Siroya, Practicing Company Secretary as Secretarial Auditor of the Company to conduct secretarial audit of its records and documents for the FY23. The secretarial audit report confirms that the Company has complied with all applicable provisions of the Act, Secretarial Standards, Securities and Exchange Board of India Depositories and Participants) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, each as amended and all other regulations and guidelines of SEBI as applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

j) Credit Rating

The Company has received the following credit ratings for its long-term and short-term Bank Loan facilities from ICRA:

Rating	Facility
[ICRA] AA+ (Stable)	Long term credit Facilities
[ICRA] A1+	Short term credit Facilities

k) Share Price:

Share Price: ₹ 312.25 per share on BSE Limited as on May 23, 2023.

On Behalf of the Board of Directors
For CMS Info Systems Limited

Ashish Agrawal
Director
DIN: 00163344

Rajiv Kaul
Executive Vice Chairman, Whole-time Director &CEO
DIN: 02581313

Place: Mumbai
Date: May 23, 2023

ANNEXURE A

DECLARATION

I hereby confirm that the Company has received confirmations from all members of the Board and Senior Management that they are in compliance with the Company's code of conduct for the financial year ended March 31, 2023.

For CMS Info Systems Limited

Rajiv Kaul
Executive Vice-chairman, Whole-time Director & CEO
DIN: 02581313

Date: May 23, 2023
Place: Mumbai

ANNEXURE B

CERTIFICATE ON CORPORATE GOVERNANCE BY PRACTICING COMPANY SECRETARY

To,
The Members,
CMS Info Systems Limited

We have examined the compliance of conditions of Corporate Governance by M/s. CMS Info Systems Limited ('the Company') for the financial year ended March 31, 2023, as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

We have been requested by the management of the Company to provide a certificate on compliance of corporate governance under the relevant provisions of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations as amended from time to time.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For M Siroya and Company
Company Secretaries

Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157
UDIN: F005682E000360949

Date: May 23, 2023
Place: Mumbai

ANNEXURE C

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and clause (10)(i) of Para C of Schedule V to the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
CMS INFO SYSTEMS LIMITED
T-151, 5th Floor, Tower No.10, Sector-11,
Railway Station Complex, CBD Belapur,
Navi Mumbai, Thane 400614.

We have examined the relevant register, records, forms, returns and disclosures received from the Directors of CMS INFO Systems Limited bearing CIN L45200MH2008PLC180479 and having registered office at T-151, 5th Floor, Tower No.10, Sector-11, Railway Station Complex, CBD Belapur, Navi Mumbai, Thane 400614. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal of the Ministry of Corporate Affairs at "www.mca.gov.in") as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of appointment in Company
1	RAJIV KAUL	02581313	01/07/2009
2	ASHISH AGRAWAL	00163344	27/08/2015
3	JIMMY LACHMANDAS MAHTANI	00996110	27/08/2015
4	SHYAMALA GOPINATH	02362921	11/11/2017
5	TAPAN RAY	00728682	09/04/2021
6	KRZYSZTOF WIESLAW JAMROZ	07462321	11/03/2016
7	MANJU AGARWAL	06921105	01/01/2022
8	SAYALI KARANJKAR	07312305	01/01/2022

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

For M Siroya and Company
Company Secretaries

Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157
UDIN: F005682E000360916

Date: May 23, 2023
Place: Mumbai

ANNEXURE D

CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

1. We have reviewed the Financial Statements and the cash flow statement of CMS Info Systems Limited for the FY23 and to the best of our knowledge and belief we certify that:
   a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   b. these statements together present a true and fair view of the affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
4. We confirm that there are no:
   a. significant changes in internal control over financial reporting during the year;
   b. significant changes in accounting policies during the year;
   c. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For CMS Info Systems Limited

Rajiv Kaul
Executive Vice Chairman,
Whole-time Director & CEO
DIN: 02581313

Pankaj Khandelwal
Chief Financial Officer

Date: May 23, 2023
Place: Mumbai

Management Discussion and Analysis Report

INDUSTRY OVERVIEW AND OPPORTUNITY

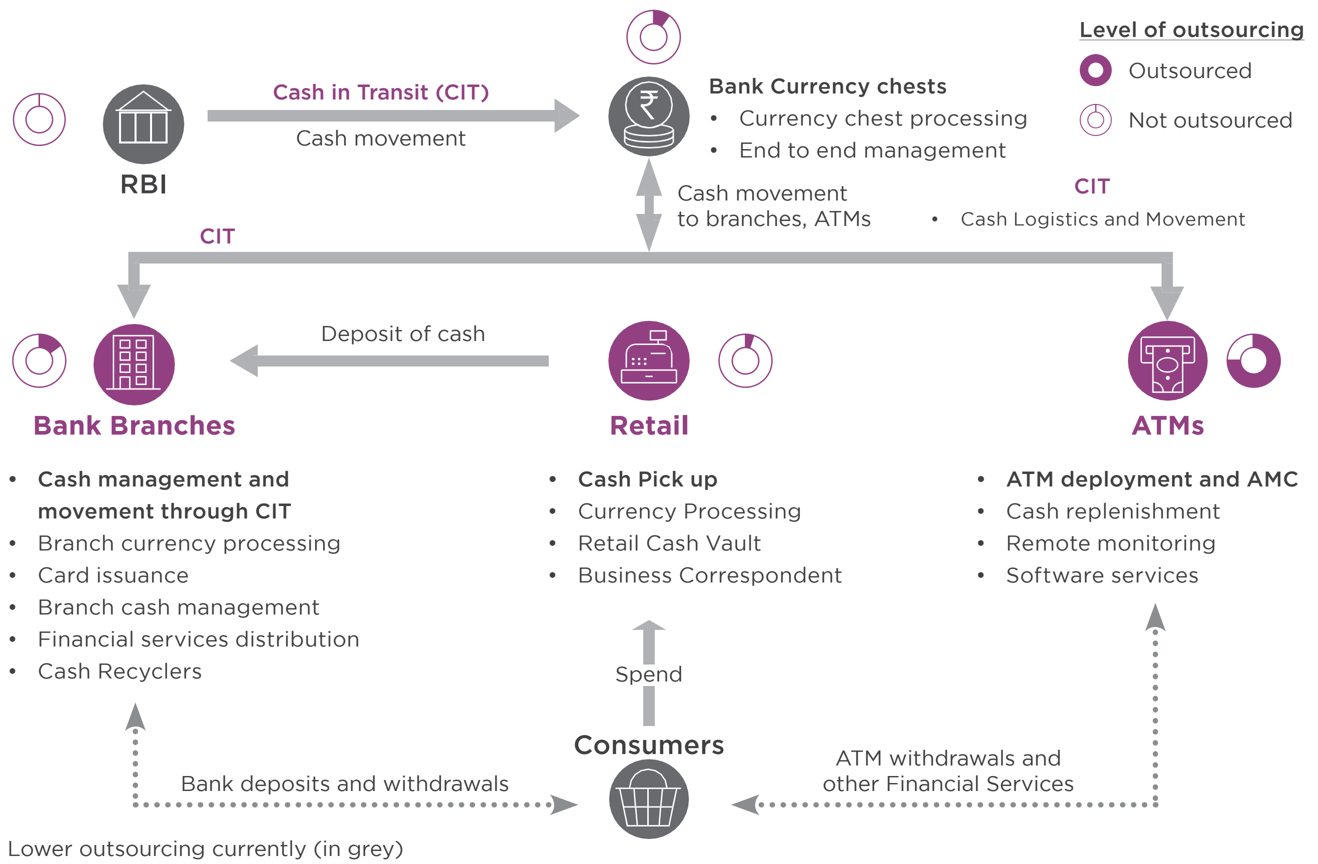
At the beginning of this year, the Economic Survey for 2022-23 projected the Indian economy to grow at 6.5% in 2023-24. Combine this with CRISIL Research forecast of over 6% average growth for the next five years and a steep growth in domestic consumption driving two-thirds of the GDP.

Banks have played a key role in India's economic growth. With the growth in credit, low NPAs, and adequate capital adequacy ratio, the Indian banking sector today is significantly stronger than five years ago. Over the last five years banks have invested significantly in building digital capabilities. As they look at the next phase of growth, it has become imperative for banks to invest in expanding physical infrastructure.

With India poised for a period of robust growth, our banking physical infrastructure is well placed for expansion with most private sector banks announcing their network expansion plans for customer acquisition and public sector banks entering a refresh cycle of smart ATMs. With each new branch adding two new ATMs in India, banks are well placed to broaden their presence, get closer to the consumer and capitalise on the credit growth. In the coming period, banks will increasingly focus on outsourcing their ATM networks to a high-quality service provider.

As India continues to witness rapid growth in its formal economy, it will act as a powerful tide lifting all payment mechanisms, including cash. Our recent 'India Cash Vibrancy Report 2023' illustrates the strong demand for cash transactions in India - from ATM cash withdrawal patterns across metropolitan, semi-metropolitan, semi-urban, and rural centres to sector-level analysis of business activity through retail cash management data. With a 10.1% growth in monthly average cash replenishment at ATMs and a strong 1.3X increase in average cash collection per point with e-commerce companies in FY23, Indian consumers have demonstrated the relevance and importance of cash in the Indian economy. The formal retail cash collection in the country by cash logistics and BC networks is today only about 15% of the cash dispensation through ATMs, micro-ATMs and bank branches, thereby providing massive untapped opportunity from outsourcing across the Cash value chain. An integrated end-to-end outsourcing player is best placed to capture this growing addressable market opportunity.

UNTAPPED OPPORTUNITY



FINANCIAL OVERVIEW

₹ million	FY22	FY23	Inc/(Dec)	Inc/(Dec)
Revenue from Operations	15,896.71	19,147.30	3,250.59	20%
Other operating income	19.56	35.64	16.08	82%
Purchase cost	1,537.96	1,161.73	-376.22	-24%
Employee benefits expenses	2,315.45	2,648.89	333.44	14%
Service and security charges	3,207.18	3,815.65	608.47	19%
Vehicle maintenance, hire & fuel cost	1,508.78	1,584.29	75.51	5%
Other expenses	3,329.66	4,559.41	1,229.75	37%
EBITDA	**4,017.24**	**5,412.96**	**1,395.72**	**35%**
Other income	24.70	41.94	17.24	70%
Finance income	34.85	69.59	34.75	100%
Finance cost	143.90	196.15	52.25	36%
Depreciation	918.43	1,318.18	399.75	44%
PBT	3,014.45	4,010.17	995.72	33%
Tax	774.07	1,037.81	263.74	34%
PAT	**2,240.38**	**2,972.36**	**731.98**	**33%**
EBIDTA %	28.27%	25.27%	3.00%	
PAT %	15.52%	14.09%	1.43%	

Revenue

Consolidated Revenue from Operations for the company grew at 20% from ₹ 15,896.7 million in FY22 to ₹ 19,147.3 million in FY23, driven by growth across Cash Logistics and Managed Services business segments.

₹ million	FY22	% of Revenue	FY23	% of Revenue	YOY Growth
Cash Management	11,108.07	69.88%	13,262.80	69.27%	19.4%
Managed Service	4,896.29	30.80%	6,111.27	31.92%	24.8%
Cards	412.70	2.60%	469.24	2.45%	13.7%
Inter BU	-520.35	-3.27%	-696.03	-3.64%	33.8%
Total Revenue	**15,896.71**	**100.00%**	**19,147.28**	**100.00%**	**20.4%**

Cash Management revenue grew by 19.4% from ₹ 11,108.07 million to ₹ 13,262.80 million driven by strong volume growth and realization improvement led by compliance implementation.

Managed Services revenue grew by of 24.8% from ₹ 4,896.29 million to ₹ 6,111.27 million driven of a ramp-up in ATM-as-a-Service business and execution of the Remote Monitoring orderbook.

Purchase Cost

Purchase cost primarily includes purchasing ATMs, Recyclers, Kiosks, and Spare Parts for subsequent sale to Banks. Purchase cost dipped by 24% from ₹ 1,537.96 million in FY22 to ₹ 1,161.74 million in FY23 due to a dip in Product revenue.

Employee Benefit Expenses

Employee benefit expenses primarily include salaries, wages, bonuses, and employee welfare expenses. Employee benefits expenses grew by 14% from ₹ 2,315.45 million in FY22 to ₹ 2,648.89 million in FY23 on account of headcount addition due to business growth and an increase in per unit cost. However, employee benefit expenses grew slower than revenue growth on account of improvement in productivity and change in the business mix.

Service and Security Charges

Service and security charges include costs incurred for hiring (non-own payroll) employees. Service security expenses grew by 19% from ₹ 3,207.18 million in FY22 to ₹ 3,815.65 million in FY23 on account of headcount addition due to business growth, compliance implementation, and an increase in per unit cost.

Vehicle Maintenance, Hire, and Fuel Cost

Vehicle maintenance, hire, and fuel cost include costs incurred for maintenance and fuel for running owned vehicles and vehicles hired for owned vehicles. Vehicle maintenance, hire, and fuel cost expenses grew by 5% from ₹ 1,508.78 million in FY22 to ₹ 1,584.29 million in FY23 on business growth and fuel/vehicle rate increase. However, it grew slower than revenue growth because of productivity improvement, business mix changes, and an increased proportion of owned vehicles.

EBITDA and PAT

Both EBITDA and PAT growth outpaced revenue growth growing at 35% and 33%, respectively, resulting in margin expansion. EBITDA and PAT margin expanded by 300 basis points (bps) and 140 bps, respectively, between FY22 and FY23, aided by multiple factors including productivity improvement in Cash Logistics business segment, changing business mix and increasing share of value-added services.

Key Financial Ratios

₹ million	FY21	FY22	FY23
Ratios - Financial Performance			
EBITDA/Revenue	23.1%	25.3%	28.3%
Profit after tax/Revenue	12.9%	14.1%	15.5%
Ratios – Growth			
Revenue	-5.6%	21.7%	20.4%
EBITDA	18.9%	32.9%	34.7%
PAT	25.1%	32.9%	32.7%
Ratio – Balance Sheet			
Debt-Equity Ratio	-	-	-
Day Sales Outstanding (DSO)	140	115	100
Current Ratio	1.9x	2.2x	2.9x
Return on Net Worth (%)	18.4%	20.0%	21.1%
Net Operating Cash Flow/EBITDA	61.3%	63.9%	75.2%

- The Company has been zero net debt during the last five years resulting in a nil debt-equity ratio.
- We have delivered improvement across all key financial metrics/ratios driven by further strengthening of our market leadership position, continuous operational efficiency improvement and a higher share of value-added services.

SEGMENT WISE PERFORMANCE

Cash Logistics

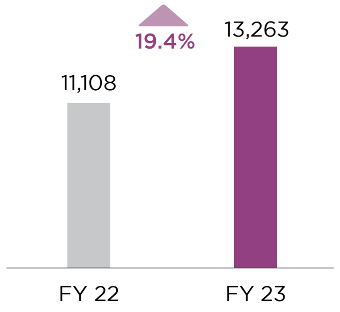
Our Cash logistics business is the market leader in India with a 40% revenue share of the industry with market leadership across ATM, retail cash management (RCM), and cash-in-transit (CIT) segments. We have seen strong volume growth across all segments. Our total business points for cash logistics across ATM and RCM have grown from 113,000 in March 2022 to 124,000 by March 2023, translating into an annual growth of 10%.

We are making significant investments in upgrading our network and have achieved two-thirds compliance on our network. This offers strategic advantage to a player like CMS with the RBI and banking sector's focus on quality and compliance.

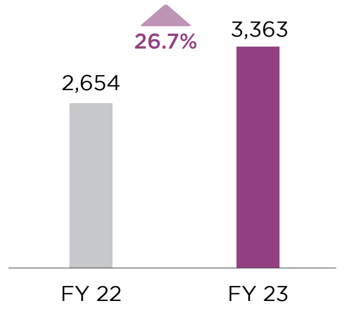
With focus on continuous operational efficiency, we have invested in technology for driving automation. We have improved our efficiency by more than 20% over the last four years because of all automation-related initiatives resulting in non-linear growth.

FINANCIAL PERFORMANCE - CASH LOGISITICS

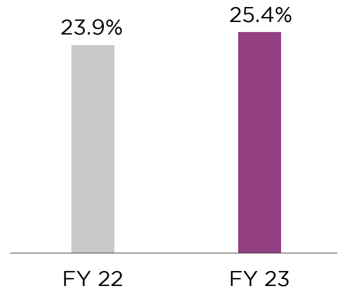
Revenue
(₹ in million)



EBIT
(₹ in million)



EBIT
%



Managed Services

Our Managed Services business with capabilities across software, banking automation and integrated ATM-as-a-service offering has continued to grow strongly in FY23. The execution of the orderbook won in FY21 and FY22 and further wins of ₹ 9,500 Million in FY23 have driven growth in revenues as well as margin expansion in the fiscal year.

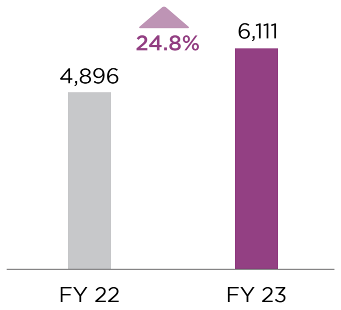
We have further enhanced offerings and competitiveness across the value chain by establishing an ATM manufacturing facility in Chennai, which has received ISO 9001: 2015 and ISO 14001: 2015 certifications.

We have successfully scaled up to 21,000 sites as of Mar'23 to become the market leader in the Banking segment. We have expanded our AIoT Remote Monitoring solution to non-banking financial companies (NBFCs) and are also carrying out pilots in other industry segments.

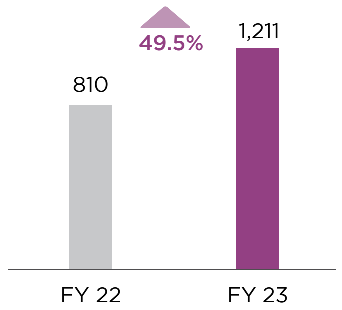
Our market-leading position in the ATM software solutions suite continues to deliver wins with leading banks nationwide. ALGO MVS is deployed on 25% of ATMs, and ALGO OTC covers 30% of the ATMs in India.

FINANCIAL PERFORMANCE - MANAGED SERVICES

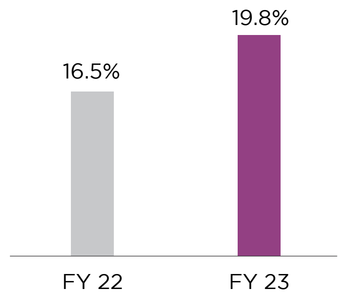
Revenue
(₹ in million)



EBIT
(₹ in million)



EBIT
%



RISK MANAGEMENT

KEY RISKS

Industry & Macro	Operational	Regulatory & Compliance	Cyber-Security & Information	Financial
• Decline in cash usage • Slowdown ATM deployment	• Thefts, robberies, frauds and embezzlement	• Wage code	• Infrastructure failures • Cyber-attacks • Disaster recovery failure	• Multi-year warranties to customers • Penalties and chargebacks

Industry and Macro:

- Our Cash Logistics business model is linked to the number of touchpoints (ATM and retail cash management points) and activities and, hence not directly impacted by change in currency volume/ currency in circulation.
- Strong focus on diversification of revenue streams.
- Selective bidding and participation in BLA business (only business with a direct linkage to transaction activity at ATM).
- Contracting structures to mitigate inflation impact.

Operational and compliance:

- Daily three-way reconciliation with banks and managed services providers.
- Comprehensive audit framework-ATM audit, route audit, cash vault audit, and branch process audit to highlight potential shortages.
- Team of ~200 auditors and former senior police and army personnel across the country.
- Use of ML-based behavioural tools for identifying high-risk custodians.
- Comprehensive insurance coverage across on-premise and in-transit incidents.
- Safety in transit: regular awareness campaigns, training through original equipment manufacturer (OEM) partners, and reward program.

Cyber-security and Information Risk

- Multiple best practices have been adopted to ringfence our business from any potential cyber security/infrastructure failure.
- Security Operations Centre runs 24*7 with real-time threat detection and monitoring.
- Constant updates with threat intelligence on the global MITRE attack framework.
- Advanced Veeam solution implemented for Data Backup and Recovery Software for ransomware mitigation on-prem infra.
- Multi-Cloud Environment extended to Azure and AWS.
- PCI-DSS compliance in place for Managed Services BU.
- Implementation of multifactor authentication (MFA) for all critical applications under progress.

Financial Risks

- Testing of internal financial controls by the finance team and auditors.
- Comprehensive internal audit.
- Direct bank confirmations/third-party confirmations.

INTERNAL FINANCIAL CONTROLS AND ADEQUACY

We have a well-covered risk management framework (mentioned above) that works at different levels across the institution. Our internal control systems are regularly tested for design, implementation, and operating effectiveness. We have established adequate internal financial control systems to ensure reliable financial reporting and compliance with applicable laws and regulations.

All resources are put to optimal use and adequately protected against any loss. All transactions are authorized, recorded, and reported correctly. The principles of risk avoidance, such as the segregation of duties and approval-based authorization matrix, form the core of the internal control system.

An extensive internal audit team and external consultants supplement our internal control systems.

Internal audits are conducted regularly by M/s. Grant Thorton Bharat LLP and their summary, as well as recommendations, are placed before the Audit Committee of the Board of the Company. The Audit

The audit committee reviews the Internal audit report and Internal Financial Control systems continuously.

BUSINESS SUSTAINABILITY

We are committed to the execution of all activities in a sustainable manner. Environmental, Social, and Governance (ESG) principles are embedded in our day to day operations with all applicable standards.

We continuously strive to reduce our environmental footprint and comply with regulatory requirements. We have taken many initiatives in this direction, with 100% of the company's new fleet addition in FY23 conforming to BS-VI norms and in compliance with the MHA and the RBI guidelines. In the mid-term, we focus on working with regulatory authorities to introduce a green fleet, with vehicles in more than 10 cities currently running on compressed natural gas (CNG) after shifting from diesel and continuously increasing the proportion of CNG vehicles. We have made investments in improving energy efficiency through AIoT remote monitoring to reduce the energy consumption of air conditioners (AC) and other electrical equipment, subsequently addressing GHG emissions reduction. We improved our fleet fuel efficiency by more than 10%, installed sensor-based light switches in workstations and washrooms, and replaced all CFL lighting with LEDs in offices. We are strategically committed to extending the life and usage of our IT and electronic devices.

Community engagement and impact assessment of our business activities on the surrounding community is critical to our approach to promoting inclusive growth. We are an enabler of financial inclusion, with 64% of networks in semi-urban and rural areas. In FY23, we made available ₹ 12.7 Lakh Crores cash across India, contributing positively to inclusive growth and development. We go above and beyond in promoting diversity in our Board, currently having 3 Female Directors, which is 37.5% of the Board. Our comprehensive inclusivity framework on diversity and inclusion is reflected in our human resource (HR) Policy. We prioritize fair labor practices, value our employees by providing insurance covers ahead of other industry players, engage with families of high-performing employees, and encourage engineers to take up higher positions through our Engineers Achievers Club. We also provide access to scholarships for the children of employees. We offer various courses with access to technical information and skill-based training through our dedicated portal for Learning and Development. We are immensely proud of our Good-to-Great Ascent Development Program for mid and senior-level managers.

We ensure the highest standards of ethical conduct and compliance with all laws and industry standards through certifications like ISO 27001:2013 Information Security Management System (ISMS), ISO 9001:2015 Quality Management System (QMS), BS-VI Certification in compliance with MHA and RBI Guidelines, Restriction of Hazardous Substances Directive (ROHS) certification compliant procurement, CERT-IN Certification for

Remote Monitoring system, Payment Card Industry Data Security Standard (PCI DSS) certification, MasterCard and VISA certification, National Payment Corporation of India (NPCI): RuPay certification, etc. We engage with all stakeholders, including vendors and suppliers, to adopt high standards of responsible business conduct, environment, health and safety, and socially sustainable practices, adhering to our Code of Conduct. We engage with multiple suppliers and service providers and is strategically cognizant of the importance of its multiple suppliers and outsourcing service providers to adhere to environmental and social standards, regulations, and compliances. Our robust stakeholder engagement framework ensures the redressal of all stakeholder grievances reasonably, equitably and equitably.

To know more about our people-centric initiatives, refer the section 'Passion. Performance. Pride.'

To know more about our CSR initiatives, refer the section 'Driving Meaningful Social Impact Amongst Under-served Communities'.

For more information on our business responsibility approach, refer to the next section.

Cautionary Statement

Some statements in this management discussion and analysis describing the company's objectives, projections, estimates and expectations may contain certain 'forward-looking' statements within the applicable laws and regulations. Actual results could differ from those expressed or implied. Various factors may cause events or trends to vary significantly from those reflected or implied by these forward-looking statements and predictions. The company assumes no responsibility to publicly amend, modify, or revise any such statements. The company disclaims any obligation to update these forward-looking statements except as may be required by law.

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURE

I. Details of the Listed Entity

Sr.	Particulars	Details
1	Corporate Identity Number (CIN) of the Listed Entity	L45200MH2008PLC180479
2	Name of the Listed Entity	CMS Info Systems Limited
3	Year of incorporation	2008
4	Registered office address	T-151, 5TH Floor, Tower No. 10, Railway Station Complex, Sector -11, CBD Belapur, Navi Mumbai – 400614
5	Corporate address	Grand Hyatt Mumbai, Lobby level, Off Western Express Highway, Santacruz East, Mumbai – 400055
6	E-mail	company.secretary@cms.com
7	Telephone	022 – 48897400
8	Website	www.cms.com
9	Financial year for which reporting is being done	April 1, 2022 to March 31, 2023
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) The National Stock Exchange Limited (NSE)
11	Paid-up Capital	₹1,544,000,780
12	Contact Person	
	Name of the Person	Praveen Soni
	Telephone	022 – 48897400
	Email address	company.secretary@cms.com
13	Reporting Boundary	
	Type of Reporting- Select from the Drop-Down List	Consolidated
	If selected consolidated:	

Sr.	Name of the Subsidiaries/JVs/Associate Companies	CIN Number
1.	Securitrans India Private Limited	U74999DL1998PTC095012
2.	CMS Securitas Limited	U67190DL1999PLC098107
3.	Quality Logistics Services Private Limited	U60231MH2015PTC266933
4.	Hemabh Technology Private Limited	U72200MH2021PTC373699
5.	CMS Marshall Limited	U46711MH2006PLC158878

II. Product/Services

14 Details of business activities

Sr.	Description of Main Activity	Description of Business Activity	% Turnover of the Entity
1.	Cash Management Services	Cash Management Services includes ATM cash management services; Retail cash management solutions, Cash in transit services for banks and other related services.	66%
2.	Managed Services	Managed Services include banking automation product deployment and AMC; Brown Label ATMs and managed services for banks; Software solutions including multi-vendor software and automation solutions and Remote monitoring Technology solutions.	32%
3.	Card Services	Card Services include revenue from trading in card and card personalization services	2%

15 Products/Services sold by the entity	Sr.	Product/Service	NIC Code	% of Total Turnover contributed
	1.	Provision of ATM and Cash Management Services along with Card services	82990	100%
	2.	Banking Automation, Product Deployment, Software solutions including multi-vendor software and automation solutions and Remote Monitoring Technology solutions		
	3.	Card Services		

III. Operations

16 Number of locations where plants and/or operations/offices of the entity are situated:	Location	Number of plants	No. of Offices	Total
	National	Nil	238	238
	International	Nil	Nil	Nil

Market served by the entity	Locations	Numbers
a. No. of Locations	National (No. of States)	PAN India (all of India's states and union territories, except the Union Territory of Lakshadweep)
	International (No. of Countries)	Nil
b. What is the contribution of exports as a percentage of the total turnover of the entity?	NA. There is no contribution of exports to total turnover of the entity.	
c. A brief on types of customers	The Company's customers across its three business verticals of Cash Management, Managed Services and Card Personalization cover a wide segment of India's financial sector, including the country 's largest banks and BFSIs (NBFCs and insurance), and more than two thousand brands across retail, e-commerce, public utilities, transportation, hospitality and governments.	

IV. Employees

18. Details as at the end of Financial Year:

Sr.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
a.	Employees and workers (including differently abled)					
		Employees				
1	Permanent Employees (A)	7,914	7,525	95%	389	5%
2	Other than Permanent Employees (B)*	Nil	Nil	Nil	Nil	Nil
3	Total Employees (A+B)	7,914	7,525	95%	389	5%
		Workers				
4	Permanent (C)	Nil	Nil	Nil	Nil	Nil
5	Other than Permanent (D)*	Nil	Nil	Nil	Nil	Nil
6	Total Workers (C+D)	Nil	Nil	Nil	Nil	Nil
b.	Differently abled employees and workers					
		Employees				
7	Permanent Employees (E)	10	10	100%	Nil	Nil
8	Other than Permanent Employees (F)	Nil	Nil	Nil	Nil	Nil
9	Total Employees (E+F)	10	10	100%	Nil	Nil
		Workers				
10	Permanent (G)	Nil	Nil	Nil	Nil	Nil
11	Other than Permanent (H)	Nil	Nil	Nil	Nil	Nil
12	Total Differently Abled Employees (G+H)	Nil	Nil	Nil	Nil	Nil

*The Company engages in the service industry accordingly employees/workers hired on temporary/contractual/casual basis have not been considered for the reporting year.

19 Participation/Inclusion/Representation of women

Sr.	Category	Total (A)	No. and % of females	
			No. (B)	% (B/A)
1.	Board of Directors	8	3	37.5%
2.	Key Management Personnel (KMP)	2	Nil	Nil

Mr. Rajiv Kaul, Executive Vice-Chairman, Whole-time Director and Chief Executive Officer (KMP) is also a member of the Board of Directors and hence included in Board of Directors category. Mr. Pankaj Khandelwal, President & Chief Financial Officer (CFO) and Mr. Praveen Soni, Company Secretary and Compliance Officer are considered under KMP.

20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Category	FY 2022-2023 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)			FY 2020-21 (Turnover rate in the year prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	39.3%	36.7%	39.2%	32.8%	34.3%	32.9%	43.1%	41.6%	43%
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21 (a) Names of holding/subsidiary/associate companies/joint ventures

Sr.	Name of the holding/subsidiary/associate companies/joint ventures	Indicate whether it is a holding/ Subsidiary/Associate/or Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Sion Investment Holdings Pte. Limited	Holding Company	NA	Yes
2	Securitrans India Private Limited	Wholly owned subsidiary	100%	Yes
3	CMS Securitas Limited	Wholly owned subsidiary	100%	Yes
4	Quality Logistics Services Private Limited	Wholly owned subsidiary	100%	Yes
5	Hemabh Technology Private Limited	Wholly owned subsidiary	100%	Yes
6	CMS Marshall Limited	Step down Wholly owned subsidiary	100%	Yes
7.	*CMS Info Foundation	Wholly owned subsidiary	100%*	Yes

*Incorporated on 29th March 2023 as Section 8 Company and shares are yet to be allotted.

VI. CSR Details

a. Whether CSR is applicable as per section 135 of Companies Act, 2013:*	Yes
Turnover (in ₹)	14,96,71,10,345
Net worth (in ₹)	14,96,71,10,345

*Standalone numbers

VII. Transparency and Disclosures Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
		Number of complaints/grievances filed during the year	Number of complaints/grievances pending resolution at close of the year	Remarks	Number of complaints/grievances filed during the year	Number of complaints/grievances pending resolution at close of the year	Remarks
Communities	Yes. The Company has established a hotline to facilitate clarification of any queries or reporting of any non-compliances, has dedicated personnel to address queries received through emails and has implemented Human Resource Management System (HRMS) as an internal employee helpdesk. The Company's Stakeholder Engagement Policy: Stakeholder engagement policy.pdf (cms.com) incorporates a Grievance Redressal Mechanism to redress stakeholder grievances and has established a Stakeholders' Relationship Committee to redress investor grievances received from the following dedicated email ID: investors@cms.com. The Company's Vigil Mechanism/ Whistle Blower Policy: Vigil-Mechanism-Policy- CMS-Info-Systems-Limited.pdf and CMS Code of Conduct: CMS_Code of Conduct.pdf address incidents of sexual harassment and its POSH Policy accommodates an Internal Complaints Committee (ICC) at each establishment of the Company to investigate complaints of Sexual Harassment of members of staff, clients and its service providers, if any. Additionally, as stated in its Equal Opportunity Policy, if an employee feels that he or she is being subjected to discrimination, harassment, bullying or victimization, he or she can raise grievances with the local HR representative.	Nil	Nil	NA	Nil	Nil	NA
Investors (other than shareholders)		Nil	Nil	NA	Nil	Nil	NA
Shareholders		2	Nil	NA	139	Nil	The shareholders complaints in FY 2021-22 pertain to IPO payment related complaints
Employees and workers		22	Nil	NA	20	15#	NA
Customers*		Nil	Nil	NA	Nil	Nil	NA
Value Chain Partners		Nil	Nil	NA	Nil	Nil	NA

These Complaints were lodged during FY 2021-22 with the authorities and the matters are subjudice and pending for closure.
*Customers raise different service-related queries, which are part of SLA (Service Level Agreement) have not been considered.

Note: The following policies are available on the intranet portal and is accessible by all employees to raise any grievances:
1. POSH Policy
2. Equal Opportunity Policy

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

Material Issue Identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Climate Strategy and Emissions Management	Risk	• Climate strategy and emissions management are essential components of addressing climate change and transitioning to a low-carbon economy. • Being a responsible corporate citizen, emissions management is critical for measuring, tracking, reporting, and reducing GHG emissions associated with Company's activities.	The Company has the following risk mitigation approach: • Security "cash carry" vans are BS-VI certified. • Increasing proportion of CNG vehicles in fleet. • AIoT Remote Monitoring and Sensor-based light switches to reduce energy consumption.	Negative implications
Occupational Health and Safety	Risk	• Prioritization of occupational health and safety encourages the Company to create a safe and healthy work environment that protects employees, enhances productivity, and demonstrates a commitment to their well-being.	The Company has the following risk mitigation approach: • Internal audits to assess health & safety practices and working conditions. • Periodic training on fire safety, drills, earthquake preparedness etc. • Implementation of Health, Safety and Environment (HSE) Policy and Fire Safety Policy.	Negative implications
Human Capital Development	Opportunity	• Investing in the knowledge, skills, abilities, and overall potential of individuals within an organization provides better asset integrity. • It involves strategies and initiatives aimed at maximizing the value and productivity of human resources.	NA	Positive implications
Business Ethics	Opportunity	• Business ethics encompasses a range of principles and standards that promote fairness, honesty, integrity, and responsibility throughout the operations. • Adhering to business ethics is not only a matter of moral responsibility but also contributes to long-term success and sustainability. • Ethical behavior fosters trust, enhances reputation, attracts and retains customers and employees, minimizes legal and reputational risks, and creates a positive impact on community.	NA	Positive implications
Corporate Governance	Opportunity	• Strong corporate governance is essential for fostering trust, accountability, and sustainable business practices. • It supports long-term value creation, protects the interests of stakeholders, and contributes to the overall stability and success of the organization.	NA	Positive implications

Material Issue Identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Cyber Security and Data Privacy	Risk	• Cybersecurity and data privacy is significant to the Company due to potential threats and vulnerabilities that can compromise the confidentiality, integrity, and availability of data and information systems.	The Company has the following risk mitigation approach: • Strict adherence to Information Security policy along with 27 additional policies. • ISO 27001:2013 Information Security Management System (ISMS) certified • Certified with CERTIN for Remote Monitoring system • Affiliated with Payment Card Industry Data Security Standard (PCI DSS).	Negative implications
Supply Chain Risk Management	Risk	• Due to the nature of business of the Company with regards to cash management and logistics services, a resilient supply chain ensures continuous functionality.	The Company has the following risk mitigation approach: • Adherence to Suppliers' Code of Conduct. • Conduction of Value Chain assessment on the grounds of human rights. • Prioritization of ethical procurement practices and sustainable sourcing. • Certified by Restriction of Hazardous Substances Directive (ROHS) for compliant procurement.	Negative implications
Accountability and Transparency	Opportunity	• Due to the nature of operations, accountability and transparency are vital for maintaining trust ethical conduct, effective governance, and sustainable relationships. • Better decisions are inculcated which aligns with organization's goals and stakeholders' priorities.	NA	Positive implications

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and Management Processes									
1 a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	The policies formulated and implemented by the Company are in line with the local laws and corporate guidelines which are approved by the Board.								
c. Web Link of the Policies, if available	Investor Relations | CMS Info Systems								
2 Whether the entity has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Yes. The Company has translated the policies into procedures wherever required.								

Disclosure Questions	P1 P2 P3 P4 P5 P6 P7 P8 P9
3 Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, the Company has adopted Stakeholder Engagement Policy: Stakeholder engagement policy.pdf (cms.com) and Vendor & Supplier Code of Conduct: Vendor and Supplier code of Conduct.pdf (cms.com) that extend to its value chain partners.
4 Name of the national and international codes/certifications/labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The national and international codes/certifications/labels/standards, adopted by the Company are mapped across all NGRBC Principles and are as follows: • ISO 27001:2013 Information Security Management System (ISMS) • ISO 9001:2015 Quality Management System (QMS) • BS-VI Certification in compliance with Ministry of Home Affairs (MHA) and RBI Guidelines • Restriction of Hazardous Substances Directive (ROHS) certification compliant procurement • CERTIN Certification for Remote Monitoring system • Payment Card Industry Data Security Standard (PCI DSS) certification • MasterCard and VISA certification • National Payment Corporation of India (NPCI): RuPay certification
5 Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company has adopted Stakeholder Engagement Policy: Stakeholder engagement policy.pdf (cms.com) that highlight the following commitments: • Have a robust stakeholder engagement framework which entails the purpose, scope and frequency of the engagement • Assign responsibilities and resources for effective stakeholder engagement • Provide feedback and positive engagement with all stakeholders in business operations • Redress all stakeholder grievances in a fair, equitable and timely manner The Company prioritizes the following: • Reducing carbon footprint • Reducing wastage • Diversity & Inclusion • Stakeholder Management • Customer Engagement • IT and office infrastructure • Supply Chain Management
6 Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The Company has the following initiatives to showcase its priorities: • Cash vans are BS-VI certified in compliance with Ministry of Home Affairs (MHA) and RBI to reduce ecological footprint. • The Company strategically intends to reuse and extend the life of its IT and electronic devices to best utilize IT and office infrastructure and reduce wastage. • Strategically, the Company prioritizes ethical sourcing from suppliers and outsourcing services providers that adhere to environmental and social laws, standards, regulations, and compliances. • The Company's Inclusive Framework is reflected in their HR Policy to address Diversity & Inclusion. • The Company has adopted Stakeholder Engagement Policy and Vendor & Supplier Code of Conduct. • Customer feedback mechanisms are in place to improve customer experience. Net Promoter Score (NPS) is utilized to monitor the same.
Governance, Leadership and Oversight	
7 Statement by Director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements: At CMS, Environmental, Social and Governance (ESG) principles are embedded through our endeavors of adopting climate mitigation measures, social responsibility and compliance with all applicable standards.	

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9

We continuously strive to reduce our environmental footprint and adhere to comply to regulatory requirements. In this direction we have taken multitude of initiatives like, 100% of company's fleet conforming to BS-VI norms and in compliance with the Ministry of Home Affairs (MHA) and the Reserve Bank of India (RBI) guidelines. In the mid- term, our focus is to work with regulatory authorities to introduce a green fleet, with vehicles in 10-15 cities currently running on CNG after shifting from diesel and continuously increasing proportion of CNG vehicles. We have made investments in improving energy efficiency through AIoT Remote Monitoring to reduce the energy consumption of AC and other electrical equipment, subsequently addressing GHG emissions reduction. We monitor our fuel consumption resulting in a 10-15% efficiency gain, installed sensor-based light switches in workstations and washroom areas and replaced all CFL lighting with LEDs in offices. We are strategically committed to extend the life and reusage of our IT and electronic devices.

Community engagement and impact assessment of our business activities on the surrounding community is key to our approach of promoting inclusive growth. CMS acts as an enabler of financial inclusion with 62% of networks in Semi Urban Rural Areas. In FY 2022-23 CMS made available ₹ 13 Lakhs Crores cash PAN India, contributing positively to inclusive growth and development. We go above and beyond in promoting diversity in our Board, currently having 3 Female Directors, which is 37.5%. Our comprehensive inclusivity framework on diversity and inclusion is reflected in our HR Policy. We prioritize fair labour practices, value our employees by providing insurance covers that are ahead of other industry players, engage with families of high performing employees and encourages engineer to take up higher positions through our Engineers Achievers Club. CMS also provides access to scholarships for children of employees. We offer a wide variety of courses with access to technical information and skill-based trainings through our dedicated portal for Learning & Development. We are immensely proud of our Good-to-Great Ascent Development Program for mid- and senior-level managers.

CMS ensures highest standards of ethical conduct and compliance with all laws and industry standards through certifications like ISO 27001:2013 Information Security Management System (ISMS), ISO 9001:2015 Quality Management System (QMS), BS-VI Certification in compliance with Ministry of Home Affairs (MHA) and RBI Guidelines, Restriction of Hazardous Substances Directive (ROHS) certification compliant procurement, CERTIN Certification for Remote Monitoring system, Payment Card Industry Data Security Standard (PCI DSS) certification, MasterCard and VISA certification, National Payment Corporation of India (NPCI): RuPay certification etc. We engage with all stakeholders including vendors and suppliers to adopt high standards of responsible business conduct, environment, health and safety and socially sustainable practices, adhering to our Code of Conduct. CMS engages with multiple suppliers and service providers and is strategically cognizant of the importance of its multiple suppliers and outsourcing service providers to adhere to environmental and social standards, regulations, and compliances. Our robust stakeholder engagement framework ensures redressal of all stakeholder grievances in a fair, equitable and timely manner.

8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Mr. Rajiv Kaul Designation: Executive Vice Chairman, Whole-time Director & CEO Telephone Number: 022-48897400 E-mail ID: investors@cms.com
9	Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	Yes. The Company has a committee for Corporate Social Responsibility (CSR). The Company proposes to expand the scope of the CSR Committee to include ESG and sustainability matters.

10. Details of Review of NGRBCs by the company:	P1	P2	P3	P4	P5	P6	P7	P8	P9
Indicate whether review was undertaken by Director/ Committee of the Board/Any other Committee									
Performance against above policies and follow up action	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Frequency (Annually/Half yearly/Quarterly/Any other – please specify)									
Performance against above policies and follow up action	Performance is reviewed annually by the Board of Directors								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company has been complying with the statutory requirements and there have been no instances of non-compliance of NGRBC Principles.								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No, the Company's policies are evaluated internally from time-to time, updated as and when required and reviewed by the Company's statutory auditors.								

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

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

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

Essential Indicators

1. **Percentage coverage b/y training and awareness programs on any of the NGRBC Principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes
Board of Directors	3	Board awareness programs covering topics as mentioned in the NGRBC principles	100%
Key Management Personnel	3		100%
Employees other than BODs & KMPs	17	Soft Skills, Trainings accredited by CCA, Technical, Behavioural, Operation/Job-related, Health & Safety, POSH, Fire Mock Drills etc.	100%
Workers	NA	NA	NA

The Company conducts awareness programmes on its Code of Conduct which covers various topics i.e Anti-Money Laundering, Conflict-of-Interest, Confidentiality, Human Rights, Labour and social standards, Sexual Harassment, Environment Protection, Occupational Health and Safety (OHS), Information Security etc.

2. **Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format.**

The Company has not been levied a Monetary or Non-Monetary penalty/fine/settlement amount/ compounding fee/imprisonment/punishment that is material in nature on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the Company's website.

a. *Monetary*

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

b. *Non-Monetary*

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

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

   The Company has not been levied a Monetary or Non-Monetary penalty/fine/settlement amount/compounding fee/imprisonment/punishment that is material in nature on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the Company's website, there are no cases where monetary or non-monetary action has been appealed.

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

   Yes. The Company has Anti-Corruption/Anti-Bribery as part of its Code of Conduct which is applicable to all stakeholders and is publicly available: CMS_Code of Conduct.pdf along with the Code of Conduct for Board of Directors and Key Management Personnel which can be accessed here: Code of conduct of Board of Directors and Senior Management Personnel.pdf (cms.com)

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

Category	FY 2022-23 Current Financial Year	FY 2021-22 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	NA	NA

   NA. There have been no charges of bribery/corruption filed against Directors, KMPs and employees. The nature of business of the Company, is such that cash embezzlements is cost of running the business operations.

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

Topic	FY 2022-23 Current Financial Year		FY 2021-22 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	The Company's Code of Conduct: CMS_Code of Conduct.pdf addresses situations involving conflict-of-interest.	Nil	The Company's Code of Conduct: CMS_Code of Conduct.pdf addresses situations involving conflict-of-interest.
Number of complaints received in relation to issues of Conflict of Interest of KMPs	Nil		Nil	

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

   NA. There were no cases where any corrective action was required.

Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the NGRBC Principles during the financial year:**

Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in value chain covered by the awareness programmes
	Not Available*	

*The Company is in the process of conducting awareness programmes on its Code of Conduct: CMS_Code of Conduct.pdf for all value chain partners which cover various topics i.e Anti-Money Laundering, Conflict-of-Interest, Confidentiality, Human Rights, Labour and social standards, Sexual Harassment, Environment Protection, Occupational Health and Safety (OHS), Information Security.

2. **Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.**

   Yes. The Company's Code of Conduct: CMS_Code of Conduct.pdf addresses Conflict of Interest which is also applicable to Board of Directors. The said policy inter alia clearly states that "Directors must avoid situations that they know or should know, that could create actual or potential conflict of interest and must immediately disclose any issues arising thereto the Company".

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

Essential Indicators

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

Type	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)	Details of improvement in social and environmental aspects
Research & Development (R&D)			Not Available*
Capital Expenditure (CAPEX)	18%	35%	**Purchase of new vehicles** 1) Engines compliant with BS-VI norms reduce nearly 25% of Nitrogen Oxide (NOx) in petrol vehicles and a substantial 70% in diesel vehicles 2) Technological upgrades have been made with extensive field tests in Indian driving conditions 3) This engine has an advanced exhaust, and it ensures increased durability 4) These norms enforce strict limits on Non-Methane Hydrocarbon (NMHC) emissions 5) On-Board Diagnostics (OBD) is mandatory now and it is essential in monitoring pollution levels 6) Real Driving Emission (RDE) aids in checking emission in real-world conditions and not just testing conditions **Deployment of Remote monitoring sites** Installation of sensor devices for energy/power management

*The Company is engaged in the service industry and hence is not associated with specific infrastructure related with Research and Development (R&D).The Company is in the process of utilizing innovating techniques and ways to improve its environmental and social impacts of processes on an ongoing basis.

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

   Yes. The Company has put in place necessary procedures including Vendor & Supplier Code of Conduct.

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

   Not Available. The Company prioritizes ethical sourcing from suppliers and outsourcing services providers that adhere to environmental and social laws, standards, regulations, and compliances.

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

Product	Process to safely reclaim the product
a. Plastics (including packaging)	NA. The Company does not engage in manufacturing and hence safe reclamation of manufactured products for reusing, recycling and disposing at the end of life for plastics (including packaging), hazardous waste and other non-hazardous waste is not applicable.
b. E-Waste	As stated through its E-Waste Management Guidelines: new-E-Waste-Management.pdf (cms.com) and E-Waste Disposal Policy (that is available on the intranet portal), the Company has tied -up with a registered e-waste recycler for collection of all the e-waste across PAN India and the e-waste recycler disposes the same at their plant. Customers are explained about the process of disposal and awareness is provided about nearest drop point available to drop the e-waste and also about the incentive that are being offered to them against their end-of-life product. If any customer wants to handover the material from their doorsteps, the Company either uses its logistics team or the e-waste recycler is instructed to collect items and channelize the same to his e-waste plant for final processing. • Users submit non-working/non-repairable IT/electronic items to IT/Admin department at branch locations. • The IT team inspects the IT items and Admin team inspects non-IT electronic items for confirmation of non-repairability/non-usability of material. • Post inspection, the team prepares a list of disposable items and gets necessary approvals from IT Manager/Admin Head for initiating the disposal process. • Post approvals, the list is shared with E-Waste partner for inviting proposal. • The proposal received is shared with the Finance Head for commercial approval. • Post approval, the disposable material is handed over to the e-waste recycler and E-Waste Disposal certificate is received.
c. Hazardous Waste	
d. Other Waste	

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

   Extended Producer Responsibility (EPR) is not applicable to the Company's business activities.

Leadership Indicators

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

   NA. Most of the products procured by the Company are being sold to its end customers, hence post sale of products, the responsibility of Life Cycle Perspective/Assessments (LCAs) lies with these customers.

Name of Product/Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes provide web-link
NA				

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

   NA. Since most of the products procured are sold to end customers Life Cycle Perspective/Assessments (LCAs) is not applicable to the Company and accordingly there is no significant social or environmental concerns and/or risks.

Sr.	Name of the product	Description of the risk	Action Taken
NA			

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

   NA. The Company does not utilize any recycled or reused input material for the provision of its services.

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

Product	FY 2022-23 (Current FY)			FY 2021-22 (Previous FY)		
	Reused	Recycled	Safely Disposed	Reused	Recycled	Safely Disposed
Plastics (including packaging)	NA. The Company does not engage in manufacturing and hence safe reclamation of manufactured products for reusing, recycling and disposing at the end of life for plastics (including packaging), hazardous waste and other non-hazardous waste is not applicable.					
E-waste	As stated through its E-Waste Management Guidelines: new-E-Waste-Management.pdf (cms.com) and E-Waste Disposal Policy (that is available on the intranet portal), the Company has tied -up with a registered e-waste recycler for collection of all the e-waste across PAN India and the e-waste recycler disposes the same at their plant.					
Hazardous waste						
Other waste						

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

   NA. The Company does not engage in manufacturing and hence reclaiming, recycling and disposing of packaging material is not applicable.

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

Essential Indicators

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

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B/A)	No. (C)	%(C/A)	No.(D)	%(D/A)	No. (E)	%(E/A)	No. (F)	%(F/A)
Permanent Employees											
Male	7,525	7,525	100%	7,525	100%	NA	NA	7,525	100%	*Nil	Nil
Female	389	389	100%	389	100%	389	100%	NA	NA	Nil	Nil
Total	**7,914**	**7,914**	**100%**	**7,914**	**100%**	**389**	**5%**	**7,525**	**95%**	**Nil**	**Nil**
Other than Permanent Employees											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

**The Company engages in the service industry accordingly employees/workers hired on temporary/contractual/casual basis have not been considered.

b. **Details of measures for the well-being of workers:**

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B/A)	No. (C)	%(C/A)	No.(D)	%(D/A)	No. (E)	%(E/A)	No. (F)	%(F/A)
Permanent Employees											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**
Other than Permanent Employees											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

2. **Details of retirement benefits, for Current FY and Previous Financial Year:**

Sr.	Benefits	FY 2022-23 (Current FY) No. of employees covered as a % of total employees	FY 2022-23 No. of workers covered as a % of total worker	FY 2022-23 Deducted and deposited with the authority (Y/N/N.A.)	FY 2021-22 (Previous FY) No. of employees covered as a % of total employees	FY 2021-22 No. of workers covered as a % of total worker	FY 2021-22 Deducted and deposited with the authority (Y/N/N.A.)
1.	PF	100%	NA	Y	100%	NA	Y
2.	Gratuity	100%	NA	Y	100%	NA	Y
3.	ESI	100%	NA	Y	100%	NA	Y

The above represents benefits provided to all the employees who are eligible/have opted for the said retirement benefit.

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

In lieu of the Rights of Persons with Disabilities Act 2016 and Rules, the Company ensures that proper infrastructure and reasonable accommodation is provided to Persons with Disabilities to enable them to effectively discharge their duties at the establishment.

Since the Company has differently abled employees steps are taken towards accessibility, such as ensuring a lift man is always available in the offices. Further steps to improve accessibility of the offices of the Company are underway.

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

The Company has an Equal Opportunity Policy, that is available on the intranet portal and is accessible by all employees. Equal and fair treatment is ensured for all employees of the Company. In lieu of the Rights of Persons with Disabilities Act 2016 and Rules, The Company ensures that proper infrastructure and reasonable accommodation is provided to Persons with Disabilities to enable them to effectively discharge their duties at the establishment.

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

Gender	Permanent Employees Return to work rate	Permanent Employees Retention Rate	Permanent Workers Return to work rate	Permanent Workers Retention Rate
Male	100%	97%	NA	NA
Female	100%	67%	NA	NA
Total	**100%**	**85%**	**NA**	**NA**

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

Category	Yes/No	Details of the mechanism in brief
Permanent Workers	NA	NA
Other than Permanent Workers	NA	NA
Permanent Employees	Yes	Yes. The Company has established a hotline to facilitate clarification of any queries or reporting of any non-compliances, has dedicated personnel as well to address queries received through emails along with implementing Human Resource Management System (HRMS) as an internal employee helpdesk. The Company's Stakeholder Engagement Policy: Stakeholder engagement policy. pdf (cms.com) incorporates a Grievance Redressal Mechanism to redress stakeholder grievances and has established a Stakeholders Relationship Committee to redress investor grievances received from the following dedicated email ID: investors@cms.com. The Company's Vigil Mechanism/ Whistle Blower Policy: Vigil-Mechanism-Policy- CMS-Info-Systems-Limited. pdf and CMS Code of Conduct: CMS_Code of Conduct.pdf address incidents of sexual harassment and its POSH Policy accommodates an Internal Complaints Committee (ICC) at each establishment of the Company to investigate complaints of Sexual Harassment of members of staff, clients and its service providers, if any. Additionally, as stated in its Equal Opportunity Policy, if an employee feels that he or she is being subjected to discrimination, harassment, bullying or victimization, he or she can raise grievances with the local HR representative.
Other than Permanent Employees	NA	NA

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

Category	FY 2022-23 (Current FY) Total employees/ workers in respective category (A)	FY 2022-23 No. of employees/ workers in respective category, who are part of association(s) or Union (B)	FY 2022-23 % (B/A)	FY 2021-22 (Previous FY) Total employees/ workers in respective category (C)	FY 2021-22 No. of employees/ workers in respective category, who are part of association(s) or Union (D)	FY 2021-22 %(D/C)
Permanent Employees						
Male	7,525	1,673	22%	7,155	1,632	23%
Female	389	14	4%	326	13	4%
Total	**7,914**	**1,687**	**21%**	**7,481**	**1,645**	**22%**
Permanent Workers						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	**NA**	**NA**	**NA**

8. **Details of training given to employees and workers:**

Category	FY 2022-23 (Current FY) Total (A)	On Health and safety measures No. (B)	On Health and safety measures % (B/A)	On Skill upgradation No. (C)	On Skill upgradation % (C/A)	FY 2021-22 (Previous FY) Total (A)	On Health and safety measures No. (B)	On Health and safety measures % (B/A)	On Skill upgradation No. (C)	On Skill upgradation % (C/A)
Employees										
Male	7,525	7,525	100%	1,976	26%	7,155	7,155	100%	1,890	26%
Female	389	389	100%	83	21%	326	326	100%	83	25%
Total	**7,914**	**7,914**	**100%**	**2,059**	**26%**	**7,481**	**7,481**	**100%**	**1,973**	**26%**
Workers										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

The Company engages with employees on a regular basis to educate them on the Health and Safety measures and create awareness amongst them of the prevalent health hazards. Health briefing and safety measures are identified based on the nature of jobs, which may have a significant impact on the environment or may pose occupational health and safety risks.

The Company also identifies employees as per the business requirements for upgradation of skills to cater to their updated job requirements.

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-23 (Current FY)			FY 2021-22 (Previous FY)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	7,525	4,257	57%	7,155	3,936	55%
Female	389	209	54%	326	208	64%
Total	**7,914**	**4,466**	**57%**	**7,481**	**4,144**	**55%**
Workers						
Male	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil
Total	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

The Company carries out performance and career development reviews on a yearly basis during the performance appraisal cycle in the month of July every year. The employees are evaluated as per their eligibility criteria based on their joining date and job position and thereafter as per the ratings and comments by the reporting manger a development arch is formulated for each employee.

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No)	Yes. As per Health, Safety and Environment (HSE) Policy the Company integrates environmental, health and safety program into its business.
What is the coverage of such system?	Through its Health, Safety and Environment (HSE) Policy, the Company ensures Health, Safety and Environmental protection of all employees, clients, contractors and communities. The Policy is available on the intranet portal and is accessible by all employees.
b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	Through its Health, Safety and Environment (HSE) Policy, the Company identifies work-related hazards, assesses risks and implements appropriates controls. Through its Fire Safety Policy, the Company conducts awareness sessions to identify and addresses work-related hazards with respect to fire safety acknowledging common workplace fire hazards like flammable liquids, mismanaged stores, smoking buds, cords, wires and tripping hazards alongside earthquake safety and preparedness. The Company's business is such that the employees or workers are not exposed to any type of hazardous substance.
c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)	Yes. The Company ensures that all employees and workers can report any work-related hazards to their respective site HR representatives.
d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)	Yes. The Company has CMS Connect & Heal app that offers 24/7 online consultation through which employees can raise their health concerns which is then attended to by an expert medical professional.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23 (Current FY)	FY 2021-2022 (Previous FY)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.49	NA*
	Workers	NA	NA
Total recordable work-related injuries	Employees	11	NA*
	Workers	NA	NA
No. of fatalities	Employees	1	3
	Workers	NA	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	NA	NA

*NA: Not Available

The Company takes abundant precautions to avoid any safety related incidents and is continuously evaluating possible technical and logistical solutions to reduce work relates injuries and fatalities. The Company routinely conducts health & safety audits to comprehensively assess health & safety practices and working conditions.

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

Yes. The Company has a robust framework for ensuring a safe & healthy environment for the workforce.

Through its Fire Safety Policy, which is available on the intranet portal and is accessible by all employees, the following measures are taken:

- Conduct regular fire safety awareness sessions to address the following:
  - Disseminate facts and understanding with regards to fire and its associated safety.
  - Identify, address, and reduce fire-related risks in the workplace.
  - Disseminate fire emergency procedures, building evacuation plan, plan and conduct fire drills for facilities.
  - Disseminate medical emergency procedures for both ambulance and non-ambulance emergencies.
  - Correct and safe selection and usage of fire extinguishers.
  - Identify special situations or individuals in the workplace that may require an emergency response rather than a standard response.
- Ensure earthquake preparedness that includes the following:
  - Disseminate earthquake emergency procedures, building evacuation plan and procedures and earthquake safety drills
  - Disseminate medical emergency procedures
- Disseminate guidelines incidents of theft of personal property, harassment, or personal assault.

Through its Health, Safety and Environment (HSE) Policy, which is available on the intranet portal and is accessible by all employees, the Company takes the following measures to ensure a safe and healthy workplace:

- Comply with all pertinent environment and safety laws, rules, and regulations as responsible business conduct.
- Set HSE targets and goals annually to measure HSE performance, achieve superior results and continually improve.
- Identify work-related hazards, assess risks, and implement appropriates controls.
- Provide education and training to Company employees for them to have the knowledge, skills, and understanding to perform their responsibilities and duties at the highest level
- Routinely review and verify performance with audits, evaluations and other quality assurance and quality control methods
- Empower and expect employees and contractors to promptly report noncompliance or unsafe conditions and to take immediate action to prevent injuries or environmental accidents
- Provide relevant safety and health information to contractors and require them to provide proper training for the safe, environmentally sound performance of their work

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

Topic	FY 2022-23 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	The Company conducts internal audits to assess and address complaints.	Nil	Nil	The Company conducts internal audits to assess and address complaints.
Health & Safety	Nil	Nil		Nil	Nil	

14. **Assessments for the year:**

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

The Company conducts internal audits to assess health & safety practices and working conditions.

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

Yes. The Company encourages active involvement of its employees on reporting any non-compliances or unsafe conditions, ensuring that immediate action is taken to prevent injuries or environmental accidents and implementing mitigation plans to avoid future recurrences.

Leadership Indicators

1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).**

   a. **Employees (Yes/No):** Yes. The Company has extended Group Term Life (GTL) benefits to nominees.

   b. **Workers (Yes/No):** Yes

   The Company has launched CMS Family Suraksha Plan as a progressive participative employee and worker welfare initiative offering a term life coverage of ₹ 10 Lakhs OR 1.5 times the CTC whichever is higher per employee and worker in case of any sort of death excluding suicide. Additionally, the Company has extended Group Term Life (GTL) benefits to nominees.

   Other than statutory benefits, Worker compensation is provided in case of death wherein 2-3 months salary is provided based on category.

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

   The Company has put in place requisite processes to monitor that the statutory dues have been appropriately deducted and deposited by its value chain partners.

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

Category	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	Current FY 2022-23	Previous FY 2021-22	Current FY 2022-23	Previous FY 2021-22
Employees	1	3	Nil	Nil
Workers	NA	NA	NA	NA

The Company ensures the affected employees/workers who have suffered high consequence work related injury/ill-health/fatalities are duly compensated.

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

   Yes. The Company ensures that on a case-to-case basis as per business requirements, employees are hired as consultants after retirement.

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

Topic	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	28.68%
Working Conditions	28.68%

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

   Nil. There are no significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners for the reporting year.

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

Essential Indicators

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

   The Company identifies and categorizes its valued stakeholders as internal or external on the basis of the nature of their association with the Company.

   The Company has identified internal stakeholder groups or individuals as those who work directly with the Company that includes employees and contractual support staff

   The Company has identified external stakeholder groups or individuals as those who are outside the Company and are affected in some way by the business decisions, that includes investors, regulators, value chain partners, customers, community & public at large, service providers, suppliers, vendors, media and government agencies & local authorities.

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

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees and contractual support staff	No	• Regular, direct communication between managers, teams and individuals. • Face-to-face, written, digital and broadcast communications, culture and engagement surveys that include emails and intra-departmental communications. • Group recognition functions organized by Human Resource Department	• Ongoing and daily engagement at all levels as required by staff.	• Proper coordination
Investors (Shareholders)	No	• Annual General Meetings • Extraordinary General Meetings as and when called for. • Investor/Analyst Meet/briefings for year end and/or quarterly results, announcements. • Investor group meetings • Individual meetings with financial media, shareholders and analysts.	• On a formal basis, after publishing Quarterly, half-yearly and yearly results. • On an ad hoc basis and as requested by the financial media, investment analysts, and investors during window open periods.	• To brief on business operations of the Company • Timely intimation of financial results/material information to stock exchanges
Regulators	No	• Interaction with various regulatory forums, meetings between regulators and management team including one-on-one discussions with various executive officials at prudential meetings as well as onsite meetings.	• To be complied as per the applicable Compliance timelines provided by the Regulators.	• To facilitate effective and necessary compliance
Value chain partners	No	• One-on-one interaction and meetings for finalization of commercials and other ancillary requirements.	• Regular interaction with value chain partners on need basis	• To ensure sourcing of materials at competitive pricing
Customers	No	• Interactions through sales agents, customer relationship managers, regional heads, senior management, and other alternate channels. • Formal written correspondence, emails and telephonic conversation.	• Ongoing interaction which is dependent on customer needs and identified sales, service or guidance opportunities.	• Collaboration and better engagement
Community & public at large	Yes (Disadvantaged, Vulnerable and Marginalized communities as beneficiaries of CSR initiatives)	• Community building and engagement exercises through CSR channel partners and public engagement activities conducted by the Company.	• Ongoing – to create partnerships that serve to facilitate our sustainability activities and with channel partners including CSR activities.	• Positive impact assessment through beneficiaries
Service Providers, Suppliers and Vendors	No (Suppliers and vendors are selected as per MHA and RBI guidelines for compliance of provision of cash vans)	• One-on-one negotiations and meetings for finalization follow up, and after sales service.	• Ongoing or as and when required or dictated by performance contracts and/or agreements.	• To ensure that materials and services are procured at competitive pricing
Media	No	• Interviews with key business Heads on relevant matters • Ongoing telephone and email interaction regarding media enquiries.	• Ongoing interactions in response to business related media enquiries as and when required. • Regular interactions to share information and respond to media queries	• Better brand and reputation management
Government Agencies & Local Authorities	No	• Various engagements with national, state and local level and participation in industry and sector forums	• As per the applicable timelines or as an when deemed necessary	• To facilitate public advocacy/ representation

Leadership Indicators

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

The Company's processes for consultation between stakeholders and the Board on economic, environmental, and social topics are based on potential channels of communication between the business and the stakeholders include:

- Digital platform of engagement which is available for all stakeholders.
- Stakeholders can also connect through physical channels and on-ground interactions with the senior management.

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

Yes, stakeholder consultation is used to support the identification and management of environmental, and social topics.

The Company's Stakeholder Engagement Policy provides a structured approach for engagement with its stakeholders and the coordination with them, enables the organization to seek their insights, listen to their concerns/queries and use their suggestions/comments to identify risks ahead of time to protect and grow the Company's business.

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

The Company identifies organizations that are doing good work to help the underprivileged and marginalized within the Company's primary focus areas (education, skilling & livelihood, healthcare, and elder care). Through a process of conversations and site visits, the NGO partners and scope of projects were identified to address grievances of the community. In this way the Company has deployed initiatives to create impact with regards to specific grievances of the communities across the country.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2022-23 Current FY			FY 2021-22 Previous FY		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	7,914	7,914	100%	7,481	7,481	100%
Other than permanent	Nil	Nil	Nil	Nil	Nil	Nil
Total	**7,914**	**7,914**	**100%**	**7,481**	**7,481**	**100%**
Workers						
Permanent	Nil	Nil	Nil	Nil	Nil	Nil
Other than permanent	Nil	Nil	Nil	Nil	Nil	Nil
Total	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

The Company engages on a regular basis with employees to educate them on the Health and Safety measures and create awareness amongst them of the applicable human rights law. The Company also sends regular updates through emailers on the applicable laws and the amendments thereto.

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2022-23 Current FY					FY 2021-22 Previous FY				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	7,525	938	12%	6,587	88%	7,155	1,176	16%	5,979	84%
Female	389	35	9%	354	91%	326	11	3%	315	97%
Other than Permanent										
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Workers										
Permanent										
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Other than Permanent										
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

3. **Details of remuneration/salary/wages, in the following format:**

Category	Male		Female	
	Number	Median remuneration/ salary/wages of respective category (₹ in million)	Number	Median remuneration/ salary/wages of respective category (₹ in million)
Board of Directors (BoD)	5	2.5	3	2.5
Key Managerial Personnel	2	10.74	Nil	Nil
Employees other than BoD and KMP	7,522	0.19	389	0.24
Workers	Nil	NA	Nil	NA

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

Yes, as per the Company's Vigil Mechanism, protected disclosures should be addressed to the Vigilance Officer of the Company and in exceptional cases, to the Chairman of the Audit Committee. The contact details of the relevant individuals are mentioned in the Company's policy, which can be accessed here: Vigil-Mechanism-Policy- CMS-Info-Systems-Limited.pdf.

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

The Company's Vigil Mechanism and Whistle Blower Policy incorporates a mechanism to adequately safeguard employees and Directors from any victimization on raising of concerns of any violations of human rights issues. The employees of the Company have the right/option to report their concerns/grievances to the Chairperson of the Audit Committee. The Company ensures confidentiality of such reporting violations, and protection against any discriminatory practices.

As per the Company's Equal Opportunity Policy, if an employee feels that he or she is being subjected to discrimination, harassment, bullying or victimization, he or she can raise the same with the local HR representative.

As per the Company's POSH Policy, an aggrieved person may make a written complaint to the Chairperson of the Internal Committee (IC).

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

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	1	Nil	*	Nil	Nil	NA
Discrimination at workplace	Nil	Nil	NA	Nil	Nil	NA
Child Labour	Nil	Nil	NA	Nil	Nil	NA
Forced Labour/Involuntary Labour	Nil	Nil	NA	Nil	Nil	NA
Wages	Nil	Nil	NA	Nil	Nil	NA
Other human rights related issues	Nil	Nil	NA	Nil	Nil	NA

* The complaint pertains to the Securitrans India Private Limited, a material subsidiary of the Company. The complaint was resolved after following the due process by the Internal Committee (IC) and disciplinary action was taken.

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

The Company's Vigil Mechanism and Whistle Blower Policy adequately safeguards and protects complainants from any victimization on raising concerns of any violations of human rights issues. Complainants have the right/option to report their concerns/grievances to the Chairman of the Audit Committee. The Company ensures confidentiality of such reporting violations, and protection against any discriminatory practices. The Company facilitates the filing of such complaints anonymously. There is an Internal Committee (IC) constituted by the Company to address complaints and prevent adverse consequences to the complainant in discrimination and harassment cases.

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

   Yes. Human Rights requirements are included in Company's Code of Conduct and Vendor & Supplier Code of Conduct.

9. **Assessments for the year:**

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

10. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.**

    Nil. There were no significant risks/concerns arising from the assessments conducted on child labor, forced/involuntary labor, sexual harassment, discrimination at workplace and wages.

Leadership Indicators

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

   NA. As there have been no Human Rights grievances/complaints received by the Company, no business processes have been modified.

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

   NA. The Company has not conducted any Human Rights Due Diligence for FY 2022-23.

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

   Steps are being taken towards accessibility, such as ensuring proper infrastructure is available at offices. Further steps to improve accessibility of the offices of the Company are underway.

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

	% of value chain partners (by value of business done with such partners) that were assessed
Child labour	28.68%
Forced/involuntary labour	28.68%
Sexual harassment	28.68%
Discrimination at workplace	28.68%
Wages	28.68%

Nil. There were no significant risks/concerns arising from the assessments conducted on child labor, forced/involuntary labor, sexual harassment, discrimination at workplace and wages. Going forward the Company is seeking to increase the assessment of its value chain partners and channelize its resources to cover the entire value cahin.

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

   NA. The Company is in the process of conducting assessments on Human Rights.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total electricity consumption (A) (GJ)	70,219	40,612
Total fuel consumption (B) (GJ)	2,56,438	2,41,246
Energy consumption through other sources (GJ)	Nil	Nil
Total energy consumption (A+B+C) (GJ)	**3,26,657**	**2,81,857**
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees) (GJ per million ₹)	17.06 (3,26,657)/(19,147)	17.73 (2,81,858)/(15,897)
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

The Company does not engage in manufacturing and hence is not associated with any energy-intensive processes. The Company does not own any captive power generating units and directly procures power from the state energy grid for normal office operations.

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

The Company has not carried out any independent assessment/evaluation/assurance by an external agency.

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

   NA. The Company does not have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India. Hence, no targets have been set under the PAT scheme.

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater	NA	NA
(iii) Third party water	NA	NA
(iv) Seawater/desalinated water	NA	NA
(v) Others (Rainwater storage)	NA	NA
Total volume of water withdrawal (in kilolitres) (I + ii + iii + iv + v)	**NA**	**NA**
Total volume of water consumption (in kilolitres)	**NA**	**NA**
Water intensity per rupee of turnover (Water consumed/turnover) (kl per Crores INR of revenue)	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

*NA: Not Applicable

Note: The Company does not engage in manufacturing or any water-intensive processes. The Company utilizes water only for domestic purposes which is negligible.

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

The Company has not carried out any independent assessment/evaluation/assurance by an external agency.

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

   NA. The Company has not implemented a mechanism for Zero Liquid Discharge.

   The Company does not engage in manufacturing processes. Hence, there is no wastewater generated from processes. Wastewater is generated from domestic purposes and discharged through municipal wastewater discharge system.

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

Parameter	Please specify unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
NOx	mg/m3	Nil	Nil
SOx	mg/m3	Nil	Nil
Particulate matter (PM)	mg/m3	Nil	Nil
Persistent organic pollutants (POP)	NA	Nil	Nil
Volatile organic compounds (VOC)	NA	Nil	Nil
Hazardous air pollutants (HAP)	mg/m3	Nil	Nil
Others – please specify	PPM	Nil	Nil

The Company has initiated the process for Stack Emissions monitoring of Diesel Generators (DG) owned by the Company.

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

The Company has not carried out any independent assessment/evaluation/assurance by an external agency.

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

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	19,300.17	18,184.79
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	15,482.85	8,954.58
Total Scope 1 and Scope 2 Emissions per rupee of turnover	tCO2e	34,783.02	27,139.37
Total Scope 1 and Scope 2 emission intensity (optional)- the relevant metric may be selected by the entity	tCO2e/₹	1.81 (34,783.02/19,147.29)	1.70 (27,139.37/15,896.71)

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

The Company has not carried out any independent assessment/evaluation/assurance by an external agency.

7. **Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details**

   The Company has the following initiatives to address Green House Gas (GHG) emissions reduction:

   - The Company utilizes BS-VI certified security vans to facilitate transportation of cash as "cash carry vans" on account of providing cash management services and is compliant with the Ministry of Home Affairs (MHA) and the Reserve Bank of India (RBI guidelines).
   - The Company utilizes AIoT Remote Monitoring to reduce and monitor the energy consumption of AC and its facilities. The use of motion sensors and relays result in optimization of energy used, subsequently reducing GHG emissions.
   - The Company is planning to introduce a green fleet with vehicles in 10-15 cities by shifting from Diesel to CNG and integrating the same in the overall cash management services. Hence by transitioning to clean fuels, the Company is planning to reduce its Scope 3 GHG Emissions.
   - Additionally, the Company has installed sensor-based light switches in workstations and washroom areas and replaced all CFL lighting with LEDs in offices to reduce energy consumption, subsequently reducing GHG emissions.

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

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	17.87	12.52
E-waste (B)*	NA	NA
Bio-medical waste	NA	NA
Construction and demolition waste (D)	NA	NA
Battery waste (E)*	NA	NA
Radioactive waste (F)	NA	NA
Other Hazardous waste. Please specify, if any. (G)	NA	NA
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	Not Available	Not Available
Total (A+B + C + D + E + F + G+ H)	**17.87**	**12.52**
For each category of waste generated, total waste recovered by nature of recovery method (in metric tonnes)		
Category of waste: Plastic waste (A)		
(i) Recycled	NA	NA
(ii) Re-used	NA	NA
(iii) Other recovery operations	NA	NA
Total	**NA**	**NA**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste: Plastic waste (A)		
(i) Incineration	NA	NA
(ii) Landfilling	NA	NA
(iii) Other disposal operations	17.87	12.52
Total	**17.87**	**12.52**
For each category of waste generated, total waste recovered by nature of recovery method (in metric tonnes)		
Category of waste: E-waste (B)		
(i) Recycled	NA	NA
(ii) Re-used	NA	NA
(iii) Other recovery operations	NA	NA
Total	**NA**	**NA**

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste: E-waste (B)		
(i) Incineration	NA	NA
(ii) Landfilling	NA	NA
(iii) Other disposal operations	NA	NA
Total	**NA**	**NA**
For each category of waste generated, total waste recovered by nature of recovery method (in metric tonnes)		
Category of waste: Battery waste (B)		
(i) Recycled	NA	NA
(ii) Re-used	NA	NA
(iii) Other recovery operations	NA	NA
Total	**NA**	**NA**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste: Battery waste (B)		
(i) Incineration	Not Available	Not Available
(ii) Landfilling	NA	NA
(iii) Other disposal operations	NA	NA
Total	**NA**	**NA**
For each category of waste generated, total waste recovered by nature of recovery method (in metric tonnes)		
Category of waste: Other Non-hazardous waste generated (H)		
(i) Recycled	NA	NA
(ii) Re-used	NA	NA
(iii) Other recovery operations	NA	NA
Total	**NA**	**NA**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste: Other Non-hazardous waste generated (H)		
(i) Incineration	NA	NA
(ii) Landfilling	NA	NA
(iii) Other disposal operations	NA	NA
Total	**NA**	**NA**

Note: NA = Not Applicable

The Company does not engage in manufacturing and hence there is no hazardous waste, bio-medical waste, construction and demolition waste and radioactive waste from its activities.

*With respect to Battery waste, the Company returns all batteries and its associated waste to the Original Equipment Manufacturers (OEMs). Hence, the responsibility of tracking and monitoring its associated recycling/disposal lies with the OEMs.

*With respect to E-waste, the Company disposes the same through authorized e-waste vendors.

The Company, through its E-Waste Management Guidelines: new-E-Waste-Management.pdf (cms.com) and E-Waste Disposal Policy, that is available on the intranet portal, improves the environmental impact of its e-waste by considering their impact at end-of-life/entire lifecycle, from cradle-to-grave through the following process:

- Users submit non-working/non-repairable IT/electronic items to IT/Admin department at branch locations.
- The IT team inspects the IT items and Admin team inspects non-IT electronic items for confirmation of non-repairability/non-usability of material.
- Post inspection, the team prepares a list of disposable items and gets necessary approvals from IT Manager/Admin Head for initiating the disposal process.
- Post approvals, the list is shared with E-Waste partner for inviting proposal.
- The proposal received is shared with the Finance Head for commercial approval.
- Post approval, the disposable material is handed over to the e-waste recycler and E-Waste Disposal certificate is received.

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

The Company has not carried out any independent assessment/evaluation/assurance by an external agency.

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

Being a good corporate citizen, the Company understands its responsibility towards environment and has the following approach towards waste management:

- Being compliant with the e-waste regulations under E-waste (Management) Rules of 2016.
- Strategically intends to reuse and extend the life of its IT and electronic devices to best utilize IT and office infrastructure and reduce wastage.
- Ensuring that all wet and dry waste generated are segregated and disposed through municipal waste collectors.

The Company, through its E-Waste Management Guidelines: new-E-Waste-Management.pdf (cms.com) and E-Waste Disposal Policy, that is available on the intranet portal, improves the environmental impact of its e-waste by considering their impact at end-of-life/entire lifecycle, from cradle-to-grave through the following process:

- Users submit non-working/non-repairable IT/electronic items to IT/Admin department at branch locations.
- The IT team inspects the IT items and Admin team inspects non-IT electronic items for confirmation of non-repairability/non-usability of material.
- Post inspection, the team prepares a list of disposable items and gets necessary approvals from IT Manager/Admin Head for initiating the disposal process.
- Post approvals, the list is shared with E-Waste partner for inviting proposal.
- The proposal received is shared with the Finance Head for commercial approval.
- Post approval, the disposable material is handed over to the e-waste recycler and E-Waste Disposal certificate is received.

The Company does not engage in manufacturing and hence there is no usage of hazardous and toxic chemicals in processes.

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

NA. The Company does not have operations/ offices in/around any ecologically sensitive areas (ESAs) or ecologically fragile areas (EFAs).

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

NA. Environmental Impact Assessments of projects is not applicable to the Company for FY 2022-23.

12. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Sr.	Specify the law/regulation/ guidelines which was not complied with	Provide details of Non -compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Yes. The Company is compliant with all applicable environmental law/regulations/guidelines in India and rules thereunder. There are no non-compliances applicable for the reporting year.				

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewableand non-renewable sources, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
From renewable sources		
Total electricity consumption (A)	Nil	Nil
Total fuel consumption (B)	Nil	Nil
Energy consumption through other sources	Nil	Nil
Total energy consumed from renewable sources (A+B+C)	**Nil**	**Nil**
From non-renewable sources		
Total electricity consumption (D)	70,219.46	40,611.77
Total fuel consumption	256,437.92	241,246.18
Energy consumption through other sources (F)	Nil	Nil
Total energy consumed from non-renewable sources (D+E+F)	**3,26,657.38**	**2,81,857.95**

The Company does not engage in manufacturing and hence is not associated with any energy-intensive processes. The Company does not own any captive power generating units and directly procures power from the state energy grid for normal office operations.

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

NA. The Company has not carried out any independent assessment/evaluation/assurance by an external agency.

2. Provide the following details related to water discharged:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)			
(i) Into Surface water	m3	Nil	Nil
- No treatment	m3	Nil	Nil
- With treatment – please specify level of treatment	m3	Nil	Nil
(ii) Into Groundwater	m3	Nil	Nil
- No treatment	m3	Nil	Nil
- With treatment – please specify level of treatment	m3	Nil	Nil
(iii) Into Seawater	m3	Nil	Nil
- No treatment	m3	Nil	Nil
- With treatment – please specify level of treatment	m3	Nil	Nil
(iv) Sent to third-parties	m3	Nil	Nil
- No treatment	m3	Nil	Nil
- With treatment – please specify level of treatment	m3	Nil	Nil
(v) Others	m3	Nil	Nil
- No treatment	m3	Nil	Nil
- With treatment – please specify level of treatment	m3	Nil	Nil
Total water discharged (in kilolitres)	m3	**Nil**	**Nil**

NA. The Company does not engage in manufacturing or any water-intensive processes. The Company utilizes water only for domestic purposes and hence water discharged by the Company is negligible.

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

NA. The Company has not carried out any independent assessment/evaluation/assurance by an external agency.

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

NA. The Company does not operate in and around water stressed areas.

For each facility/plant located in areas of water stress, provide the following information:

(i) Name of the area: NA

(ii) Nature of operations: NA

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

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)			
(i) Surface water	m^3	Nil	Nil
(ii) Groundwater	m^3	Nil	Nil
(iii) Third party water	m^3	Nil	Nil
(iv) Seawater/desalinated water	m^3	Nil	Nil
(v) Others	m^3	Nil	Nil
Total volume of water withdrawal (in kilolitres)	m^3	Nil	Nil
Total volume of water consumption (in kilolitres)	m^3	Nil	Nil
Water intensity per rupee of turnover (Water consumed/turnover)	KL per Crores INR of revenue	Nil	Nil
Water intensity (optional) – the relevant metric may be selected by the entity		Nil	Nil
Water discharge by destination and level of treatment (in kilolitres)			
(i) Into Surface water	m^3	Nil	Nil
- No treatment	m^3	Nil	Nil
- With treatment – please specify level of treatment	m^3	Nil	Nil
(ii) Into Groundwater	m^3	Nil	Nil
- No treatment	m^3	Nil	Nil
- With treatment – please specify level of treatment	m^3	Nil	Nil
(iii) Into Seawater	m^3	Nil	Nil
- No treatment	m^3	Nil	Nil
- With treatment – please specify level of treatment	m^3	Nil	Nil

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
(iv) Sent to third-parties	m^3	Nil	Nil
- No treatment	m^3	Nil	Nil
- With treatment – please specify level of treatment	m^3	Nil	Nil
(v) Others	m^3	Nil	Nil
- No treatment	m^3	Nil	Nil
- With treatment – please specify level of treatment	m^3	Nil	Nil
Total water discharged (in kilolitres)	m^3	Nil	**Nil**

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

The Company has not carried out any independent assessment/evaluation/assurance by an external agency.

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

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO_2e	NA	NA
Total Scope 3 Emissions per rupee of turnover	tCO_2e	NA	NA
Total Scope 3 emission intensity (optional)– the relevant metric may be selected by the entity	tCO_2e/₹	NA	NA

The scope 3 emissions are not measurable for the fleet operations however the Company is planning to introduce a green fleet by replacing diesel to CNG and integrating the same in the overall cash management services as and when approved by the authorities. Hence by transitioning to clean fuels, the Company will be able to reduce its Scope 3 GHG Emissions.

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

The Company has not carried out any independent assessment/evaluation/assurance by an external agency

5. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

   NA. The Company does not have operations/offices in/around any ecologically sensitive areas (ESAs) or ecologically fragile areas (EFAs).

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

Sr.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
1.	Targeting plastic bottled water	The Company had an earlier system of providing bottled waters to employees in meeting rooms. The respective system has been discontinued.	Reduction of plastic waste
2.	Installation of sensor-operated lighting	The Company has installed sensor-based light switches in workstations and washroom areas	Reduction in power consumption on account of automatically turned off lights
3.	LED lighting	The Company earlier had CFL lighting which has been replaced with LED lights in some of the offices	Improved energy efficiency

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

   The Company presents a Business Continuity Plan (BCP) before the Risk Management Committee on a half-yearly basis and has a Business Continuity Policy, that is available on the intranet portal and is accessible by all employees. The Business Continuity Plan (BCP) Framework includes the following:

   - Identification, evaluation, and prioritization of the events that pose threat
   - Critical Business Functions from Customer/ Corporate viewpoints
   - Strategies and systems to restore the functions in an order of priority for recovery
   - Measures to be taken to prevent/ mitigate disruptions
   - Evaluation of BCP of service providers
   - Distinction between temporary/intermittent breakdown in business and major problems
   - Formation of Disaster Recovery teams at Corporate Office
   - Provision of blueprint that will ensure an efficiency and timely resumption of interrupted business operations
   - Periodical testing of the BCP
   - Clarity in defining Recovery Time Objectives (RTO)
   - Staff awareness and Training on BCP

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

   The Company is proposing to conduct assessment of value chain partners to determine any significant adverse impact to the environment going forward.

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

   The Company is proposing to conduct assessment of value chain partners to determine any significant adverse impact to the environment going forward.

PRINCIPLE 7: Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a) **Number of affiliations with trade and industry chambers/associations.**

   The Company has 3 affiliations with trade and industry chambers/associations.

   b) **List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.**

Sr.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/ National)
1.	Cash Logistics Association (CLA)	National
2.	Confederation of ATM Industry (CATMI)	National
3.	Currency Cycle Association (CCA)	National

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities**

   NA. The Company is committed to conducting its business solely on the basis of free and fair competition and strictly complies with all applicable laws.

Name of Authority	Brief of the case	Corrective action taken
NA	NA	NA

Leadership Indicators

1. **Details of public policy positions advocated by the entity**

Sr.	Public policy advocated	Method resort for such advocacy	Whether the information is available in public domain? (Yes/No)	Frequency of review by board (Annually/Half yearly/Quarterly/Other-please specify	Web Link, if available

Not applicable as the Company directly does not engage in public advocacy however, through its associations, it engages with various regulators from time-to-time for matters impacting the industry.

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA notification no.	Date of notification	Whether conducted by independent external agency (Yes/No)	Resulted communicated in public domain	Relevant Web Link
NA. Social Impact Assessments (SIA) of projects are not applicable to the Company for the reporting year.					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:**

Sr.	Name of project for which R&R is ongoing	State	District	No of Project Affected Families	% of PAF covered by RAR	Amount Paid to PAFs in the FY (in ₹)
NA. The Company does not facilitate any project which can lead to the displacement of people and would require Rehabilitation and Resettlement (R&R).						

3. **Describe the mechanisms to receive and redress grievances of the community**

While no persons are directly impacted by the Company's operations, the Company aims to have a CSR footprint in every state in the country to reflect operational presence. The Company identifies credible organizations that are helping the underprivileged and marginalized within its focus areas of education, skilling & livelihood, healthcare, and elder care. Through a process of conversations and site visits, the NGO partners and scope of projects were identified to address grievances of underprivileged communities in different states of the country where the Company has business operations.

4. **Percentage of input material (inputs to total inputs by value) sourced from local or small-scale suppliers:**

	FY 2022-23 Current FY	FY 2021-2022 Previous FY
Directly sourced from MSMEs/Small producers*	16.49%	13.97%
Sourced directly from within the district and neighboring districts**	Nil	Nil

*includes services
** Being services Company, our operation is across the country and hence most of the procurement happens locally however given the widespread it is difficult to quantify the quantum.

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

NA. Social Impact Assessments (SIA) of projects are not applicable to the Company for the reporting year.

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

Sr.	State	Aspirational District	Amount Spent in INR
1.	Punjab	Ferozpur	₹ 30,00,000
2.	Jharkhand	Rudrapur	₹ 8,00,000
3.	Jammu & Kashmir	Kupwara	₹ 10,00,000

3. (a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No)**

NA. The Company engages in procurement from limited vendors as per the terms and conditions mentioned by Ministry of Home Affairs and RBI guidelines. Thus, the Company does not purchase from suppliers comprising of marginalized/vulnerable groups.

(b) **From which marginalized/vulnerable groups do you procure?**

NA. The Company does not purchase from suppliers comprising of marginalized/vulnerable groups.

(c) **What percentage of total procurement (by value) does it constitute?**

NA. The Company does not purchase from suppliers comprising of marginalized/vulnerable groups.

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge**

NA. The Company does not own nor has acquired any intellectual properties in the current financial year based on traditional knowledge. Hence, there are no benefits derived nor shared.

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

The Company has had no adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved. Thus, no correct actions are underway on such issues.

6. **Details of beneficiaries of CSR Projects.**

Sr.	CSR Project	No of persons benefited from CSR Projects	% of beneficiaries from vulnerable and marginalized group
1.	The Hemkunt Foundation - Ferozepur, Punjab - Medical mobile unit covering 6 villages offering OPD services	37,000	100%
2.	Him Jyoti School - Dehradun, Uttarakhand - Residential school for underprivileged girls	18	100%
3.	The Banyan - Kerela & Tamil Nadu - Recovery and re-integration of people displaced by mental illness, poverty and homelessness into society	1,250	100%
4.	Om Foundation - Noida - Day school for holistic development of underprivileged children by providing them with a good quality education, proper healthcare and balanced nutrition	30	100%
5.	Arushi Disability School - Mumbai, Maharashtra - To set up the computer lab for children with special needs that cannot be provided by the mainstream education system of a computer	25	100%
6.	Masoom - Rudrapur, Jharkhand - Evening Learning Centers for underprivileged students	90	100%
7.	Seeds - Ulberia, West Bengal - To provide relevant and marketable skills to youth who have dropped out of school for various reasons, facilitate and ensure placement and monitor and handhold for a period of 12 months	50	100%
8.	Alohomora - Delhi - To empower female youth to make career choices that align with their strengths, interests, needs and aspirations	100	100%

Sr.	CSR Project	No of persons benefited from CSR Projects	% of beneficiaries from vulnerable and marginalized group
9.	Aaji Care Sevak Foundation - Maharashtra - Training women to be caregivers for elder people	40	100%
10.	Aasraa Trust - Uttarakhand - Dehradun - Training youth in Culinary Skills Diploma	80	100%
11.	Hope Foundation - Tamil Nadu - Nagapattinam - Training youth in Computer Hardware & Networking	80	100%
12.	HOPE FOUNDATION - Delhi - Training youth to be Nursing Assistants	80	100%
13.	Mission For Vision - Gujarat – Conducting Eye Camps for heavy vehicle drivers including eyesight testing, free glasses and referrals to hospitals where necessary	3,000	100%
14.	Mission for Vision - Around CMS offices in Bhopal, Pune, Hyderabad and Delhi	500	71%
15.	Sangopita - Maharashtra - Thane - Medical expenses for the year for this home for people with special needs	62	100%
16.	Mother Teresa Foundation - Joy Home for the Aged - Cost of medicines	40	100%
17.	Earth Saviours Foundation - Haryana - Gurugram - Medical expenses for 4 months for 2 old age homes	900	100%
18.	Borderless World Foundation - Jammu - Contribution to operational costs of a shelter home for girl children	50	100%
19.	Manuvikasa - Karnataka - Training women in sustainable agriculture and bee keeping and setting them up to earn a livelihood	150	100%
20.	Bosconet - Tamil Nadu - Training of youth in Audio-Visual Technician course and facilitating their employment	50	100%
21.	Jaljeevika - Maharashtra - Training women in fish farming and setting them up with equipment to earn a livelihood	130	100%
22.	Haqdarshak - Maharashtra - Working with marginalized community in the Dharavi slum to assess eligibility for various healthcare and social security schemes and help them with enrolment	1000	100%
23.	Cash Van Conversion - Conversion of obsolete cash vans into ambulances and transportation vehicles for various organizations	*	100%
24.	Healthcare - multiple locations	>700	100%
25.	Old age & Disability care – Multiple Locations	*	100%
26.	Education & Childcare – Multiple Locations	*	100%
27.	Skilling - Jharkhand – Providing archery training to tribal children in local schools	*	100%
28.	Vanvasi Kalyan Ashram	*	100%
29.	Mahavir International	*	100%
30.	Dr. Babasaheb Ambedkar Vaidyakiya Pratisthan	*	100%
31.	PM Cares fund	*	100%

*Not actively monitored as programs include multiple small grants to organizations

The number of beneficiaries stated above is an estimated number, which is a determining parameter of the Company's partnership with the NGO. Based on the Company's strategic focus areas, they specifically look to fund projects for girls/women, underprivileged/poor youth, the elder, the physically and mentally challenged and communities that live in remote locations and have limited access to healthcare, clean drinking water, electricity, and other basic necessities. Based on the projects and targeted beneficiaries, the Company estimates that 100% of beneficiaries of the programs were from vulnerable and underprivileged communities.

The Company has the following approach to assess the impact of its grants and projects:

- Reach out to the NGO partner every 3 or 4 months to fill an update form with quantitative data
- Schedule surprise visits by the Company's local teams to check the progress on the field - conversations with implementing partners as well as beneficiaries
- NGO partners send the Company photographs regularly to view how functions are carried out
- A final report details particulars of the project upon completion.
- Going forward, through the Company's newly established CMS Info Foundation, the Company plans to have a dedicated resource for quarterly site visits (planned as well as surprise), to evaluate real time progress of the projects, from a quantitative as well as qualitative perspective.
- The Company plans to create comprehensive templates to track actual impact numbers against estimated ones on an ongoing basis. Similarly, the Company plans to create a comprehensive template for easy reporting in tables and graphs. The idea is to have all the relevant information updated regularly, in a structured and easy to understand way.

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in responsible manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   The Company utilizes Net Promoter Score (NPS) to facilitate customer engagement and ensures that respective mechanisms are in place to improve customer experience. The Company interacts with its customers on a regular basis to gain feedback via emails on the quality of its services provided and schedules regular monthly meetings with customers to take feedback on services and the same is put into action.

2. **Turnover of products and/services as a percentage of turnover from all products/service that carry information.**

Type	As a percentage to total turnover
Environment and Social parameters relevant to product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	NA

The Company does not engage in manufacturing. Hence there are no Environment and Social parameters relevant to the product.

The Company engages with an authorized e-waste recycler to facilitate safe recycling/disposal of e-waste in a safe and responsible manner.

3. **Number of consumer complaints**

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Received during the year	Pending resolution at the end of year	Remarks	Received during the year	Pending resolution at the end of year	Remarks
Data Privacy	Nil	Nil	NA	Nil	Nil	NA
Advertising	Nil	Nil	NA	Nil	Nil	NA
Cybersecurity	Nil	Nil	NA	Nil	Nil	NA
Delivery of essential services	Nil	Nil	NA	Nil	Nil	NA
Restrictive Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Unfair Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Others	Nil	Nil	NA	Nil	Nil	NA

4. **Details of instances of product recalls on account of safety issues**

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

NA. The Company engages in the provision of services to other businesses. Hence, there are no instances of product recalls on account of safety issues.

5. **Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes. The Company has a comprehensive policy structure to address cyber security and risks related to data privacy by protecting personal information including sensitive personal data or information of individuals collected, received, possessed, stored, dealt with or handled by the Company through its Privacy Policy: CMS Data Privacy Policy

The Company's Information Security Policy, which is available on the intranet portal and are accessible by all employees, covers additional policies as follows:

- Information Classification Policy
- Access Control Policy
- Data Security Encryption Policy
- Data Retention Retrieval and Media Disposal Policy
- Change Management Policy
- Password management policy
- Network Security Policy
- Firewall Updates Policy
- Audit Logging and Monitoring Policy
- Patch Management Policy
- Malicious Code Policy
- Application Development Policy
- Vulnerability Management Policy
- Physical Access Control Policy
- Remote Access Policy
- Risk Assessment Methodology
- Third Party Management Policy
- Roles and responsibilities Policy
- Device Backup Policies
- Privileges and Restrictions Policy
- Incident Management Policy
- Technology Usage Policy
- Clear Desk & Screen and Mobile Computing Policy
- Email Policy
- Acceptable Usage Policy
- Mobile Device Policy

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.**

NA. There are no issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of services for the reporting year.

Leadership Indicators

1. **Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).**

The Company utilizes its dedicated website to facilitate dissemination of information on its major services which can be accessed accordingly:

- Cash Management Solutions: Cash Management Solution & System in Mumbai - CMS Info Systems
  - ATM Cash Management: ATM Cash Management | Cash Management Firm- CMS Info Systems
  - Retail Cash Management: Retail Cash Management | Cash Management Firm- CMS Info Systems
  - Cash In Transit: Cash In Transit - CMS Info Systems
- ATM Managed Services: ATM Managed Services | CMS ATM Solutions - CMS Info Systems
  - Banking Automation: Banking Automation | Branch Transformation - CMS Info Systems
  - Brown Label ATM: Brown Label ATM | ATM Machine - CMS Info Systems
  - ALGO OTC: ATM Security: ALGO OTC: ATM Security | CMS Info Systems
  - ALGO MVS (Multi Vendor Software): Multi-Vendor Software - CMS Info Systems
- Card Personalisation: Card Personalisation | Card Personalisation Software - CMS Info Systems

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

The Company takes adequate steps to inform and educate consumers about safe and responsible usage of its major services, facilitated by exchanging a detailed Standard Operating Procedure (SOP) with banks and communicating the same to the end user using multiple modes of communications and highlighting the various security controls in place.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

The Company has a dedicated team of service account managers who are regularly in touch with clients and ensure timely dissemination of information of any risk of disruption/discontinuation of essential services.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable)? If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

NA. The Company does not engage in manufacturing and hence does not manufacture products that display product information over and above what is mandated as per local laws.

The Company interacts with its clients on a regular basis to gain feedback on the quality of services and ensures that customer feedback mechanisms are in place to improve customer experience and satisfaction relating to its major services. Furthermore, the Company facilitates customer engagement by carrying out a survey that assesses the Net Promoter Score, a highly regarded loyalty metric used to collect desired customer feedback for better and informed decision-making as reflective in its business strategy.

5. **Provide the following information relating to data breaches:**

   a. ***Number of instances of data breaches along-with impact***

   Nil. The Company recorded no data breaches in the audit period.

   b. ***Percentage of data breaches involving personally identifiable information of customers***

   Nil. The Company recorded no data breaches in the audit period.

Independent Auditor's Report

To the Members of CMS Info Systems Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the standalone financial statements of CMS Info Systems Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2023, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

See Note 2(h) and 43 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
Revenue from operations for the year is ₹ 17,038.04 million (FY 22: ₹ 14,076.69 million). Refer Note 2 (h) of accounting policy and Note 19 and Note 43 in standalone financial statements. The Company's revenue is derived primarily from sale of products (ATMs, ATM sites and related products) which comprise of ₹ 1,471.12 million (FY 22: 1,946.60 million) and rendering of services i.e., ATM and cash management services, managed services, annual maintenance service, etc., which comprise of ₹ 15,566.91 million (FY 22: ₹ 12,130.10 million). We identified revenue recognition as a key audit matter since: • there is an element of inherent risk and presumed fraud risk around accuracy and existence of revenue recognized. • overstatement of revenue is considered as a significant audit risk as it is a key performance indicator. It could create an incentive for higher revenue to be recognized i.e., before the control of underlying goods and services have been transferred to the customer. • there is significant audit effort, due to volume of transactions, to ensure that unbilled revenue is recorded based on contractual terms and the services are rendered.	In view of the significance of the matter we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence: • Assessed the appropriateness of the Company's accounting policies in respect of revenue recognition by comparing with applicable accounting standards. • Evaluated the design and tested the implementation of internal financial controls and tested the operating effectiveness of internal controls for a randomly selected sample of transactions. • Evaluated the design, implementation and operating effectiveness of Company's general IT controls, and application controls over the Company's IT systems. We have also tested manual mitigating controls as appropriate. • Performed substantive testing by comparing statistically selected samples of revenue transactions recorded during the year and verified/matched the parameters used in the computation with the relevant source documents. • Examined journal entries posted to revenue to identify unusual or irregular items based on certain high-risk criteria. • Checked completeness and accuracy of the data used by the Company for revenue recognition by performing specific cut off procedures on revenue. On a sample basis, we evaluated the revenue being recognized in the correct accounting period. • For statistically selected sample of unbilled transactions, tested unbilled revenues with subsequent invoicing/other underlying documents to verify services rendered. • Evaluated adequacy of disclosures given in Note 43 to the standalone financial statements

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and auditor's report thereon. The Company's Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its standalone financial statements - Refer Note 32 to the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 51 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 51 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 50 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director is not in excess of the limit laid down under Section 197 of the Act, except in case of a whole-time director where requisite approvals are taken in the general meeting. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Glenn D'souza
Partner
Membership No.: 112554
ICAI UDIN:23112554BGWSAJ7726

Place: Mumbai
Date: 23 May, 2023

Annexure A

To the Independent Auditor's Report on the Standalone Financial Statements of CMS Info Systems Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of two years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year.For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five Crores rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments and granted unsecured loans to companies and other parties, in respect of which the requisite information is as below. The Company has not granted any loans, secured or unsecured, to firms and limited liability partnerships

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to any other entity as below:

Particulars	Loans (All amounts in ₹ Mn)
Aggregate amount during the year	
Subsidiaries*	684.32
Others - Employees	7.80
Balance outstanding as at balance sheet date	
Subsidiaries*	200.52
Others - Employees	4.60

*As per the Companies Act, 2013

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of the unsecured loans are, prima facie, not prejudicial to the interests of the Company

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of unsecured loans given to the company, the repayment of principal and payment of interest has been made as and when demanded. In case of interest free loans given to employees, the repayment has been regular. Further, the repayment of principal and payment has been stipulated which is specific term or repayment on demand and the repayments or receipts have been regular as per term/demand during the year

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans to its related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):.

	All Parties (₹ in Mn)	Promoters (₹ in Mn)	Related Parties (₹ in Mn)
Aggregate of loans- Repayable on demand	692.12	-	684.32
Percentage of loans			98.87%

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") with respect of investments made and loans provided by the Company. The Company has not provided any guarantee, security and accordingly, compliance under Sections 185 and 186 of the Act in respect of providing guarantee, securities is not applicable to the Company.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities except in case of profession tax where there has been slight delay in few cases

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount demanded (₹ in Mn)	Amount paid under protest (₹ in Mn)	Period to which the amount relates	Forum where dispute is pending
Customs Act, 1962	Special additional duty	44.77	-	2015-16	Supreme Court
Customs Act, 1962	Customs Duty	45.13	4.17	2016-17, 2018-19 and 2019-20	Appellate Tribunal, Chennai
Customs Act, 1962	Special additional duty	2.75	-	2013-14	Appellate Tribunal, Chennai
Bihar Value Added Tax, 2005	Value Added Tax	25.73	10.29	2015-16	The Commissioner of Commercial Taxes, Patna
Gujarat Value Added Tax, 2003	Value Added Tax	40.12	2.50	2013-14	Commercial Tax Officer, Gujarat
Uttarakhand VAT Act, 2005	Value Added Tax	1.72	0.69	2014-15	Appellate Authority
MaharashtraVAT Act, 2002	Value Added Tax	0.60	0.06	2015-16	Deputy Commissioner of State Tax
MaharashtraVAT Act, 2002	Value Added Tax	0.11	0.006	2016-17	Joint Commissioner of Sales Tax
Orissa Value Added Tax, 2004	Value Added Tax	0.37	0.02	2010-11 to 2014-15	Joint Commissioner of Sales Tax, Bhubaneshwar Range
Orissa Value Added Tax, 2004	Value Added Tax	1.49	0.05	2015-16	Joint Commissioner of Sales Tax, Bhubaneshwar Range
Orissa Value Added Tax, 2004	Value Added Tax	0.12	0.004	2015-16	Joint Commissioner of Sales Tax, Bhubaneshwar Range
Punjab Value Added Tax, 2005	Value Added Tax	0.10		2015-16	Excise and Taxation Officer
The Central Excise Act, 1944	Excise Duty	42.45	3.18	2013-14 to 2017-18	Appellate Tribunal
The Central Excise Act, 1944	Excise Duty	26.58	1.99	2015-16	Appellate Tribunal
Central Sales Tax Act, 1956	Central Sales Tax	0.55	-	2013-14	Commercial Tax Officer, Gujarat
Central Sales Tax Act, 1956	Central Sales Tax	0.20	0.20	2015-16	Deputy Commissioner of State Tax
Central Sales Tax Act, 1956	Central Sales Tax	1.05	0.10	2016-17	Joint Commissioner of State Tax, Maharashtra
Central Sales Tax Act, 1956	Central Sales Tax	0.26	0.017	2010-11 to 2014-15	Joint Commissioner of Sales Tax, Bhubaneshwar Range
Central Sales Tax Act, 1956	Central Sales Tax	0.08		2015-16	Excise and Taxation Officer
Bihar Goods and Service Tax Act, 2017	Goods and Service Tax	0.82	0.058	2017-18	Office of the Appellate Authority, Patliputra, Central Bihar
Madhya Pradesh Goods and Service Tax Act, 2017	Goods and Service Tax	0.02	0.02	2019-20	Assistant Commissioner of State Tax
Finance Act, 1994	Service Tax	2.74		2017-18	Appellate Tribbunal, Mumbai
The Income Tax Act, 1961	Income Tax	50.47	41.92	AY 2017-18	CIT Appeals
The Income Tax Act, 1961	Income Tax	67.86	57.36	AY 2018-19	CIT Appeals

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year except that we have been informed of eleven instances of cash embezzlements done by employees of the Company wherein the total amount involved was ₹ 124.79 million. The Company has filed complaints with the police and has also filed insurance claims for the recovery of amounts involved. Out of the above, the Company has recovered ₹ 56.21 million and ₹ 17.89 million being doubtful of recovery has been written off during the year

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in Annual Report is expected to be made available to us after the date of this auditor's report.

(xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.

(b) In our opinion and according to the information and explanatons given to us, amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to ongoing project, has been transferred to special account within thirty days from the end of the financial year in compliance with the provision of sub-section (6) of section 135 of the Act.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Glenn D'souza
Partner
Membership No.: 112554
ICAI UDIN:23112554BGWSAJ7726

Place: Mumbai
Date: 23 May 2023

Annexure B

To the Independent Auditor's Report on the standalone financial statements of CMS Info Systems Limited for the year ended 31 March 2023

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of CMS Info Systems Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's 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, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Glenn D'souza
Partner
Membership No.: 112554
ICAI UDIN:23112554BGWSAJ7726

Place: Mumbai
Date: 23 May 2023

Standalone Balance Sheet
as at March 31, 2023

(₹ in million)

	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	4,406.43	3,233.41
(b) Capital work-in-progress	28	198.30	423.18
(c) Right-of- use assets	5(a)	1,817.22	1,783.51
(d) Goodwill	5	1,227.03	1,227.03
(e) Other intangible assets	5	76.49	128.38
(f) Intangible assets under development	28	0.24	1.02
(g) Financial assets			
(i) Investments	6(a)	1,967.43	1,882.48
(ii) Other financial assets	8	287.89	280.27
(h) Deferred tax assets (net)	9	248.26	177.47
(i) Income tax assets (net)		181.43	220.33
(j) Other non-current assets	10	112.15	210.03
Total non-current assets		**10,522.87**	**9,567.11**
Current assets			
(a) Inventories	11	741.70	629.27
(b) Financial assets			
(i) Investments	6(b)	2,289.05	780.74
(ii) Trade receivables	12	4,505.32	4,269.95
(iii) Cash and cash equivalents	13	481.98	396.74
(iv) Bank balances other than (iii) above	13	565.57	559.30
(v) Loans	7	200.77	143.86
(vi) Other financial assets	8	11.32	259.09
(c) Other current assets	10	647.98	1,007.88
Total current assets		**9,443.69**	**8,046.83**
Total		**19,966.56**	**17,613.94**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14(a)	1,544.00	1,531.53
(b) Other equity	14(b)	13,423.11	10,587.57
Total equity attributable to equity share holders		**14,967.11**	**12,119.10**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	16	1,519.43	1,458.24
(b) Provisions	17	31.87	24.79
(c) Other non-current liabilities	18	6.14	9.25
Total non-current liabilities		**1,557.44**	**1,492.28**
Current Liabilities			
(a) Financial liabilities			
(i) Lease liabilities	16	498.38	446.27
(ii) Trade payables			
Dues of micro enterprises and small enterprises	15	47.14	75.02
Dues to creditors other than micro enterprises and small enterprises	15	2,381.17	2,493.37
(iii) Other financial liabilities	16	326.15	773.76
(b) Other current liabilities	18	179.20	206.07
(c) Provisions	17	9.97	8.07
Total current liabilities		**3,442.01**	**4,002.56**
Total		**19,966.56**	**17,613.94**
Summary of significant accounting policies	2		
The accompanying notes form an integral part of the financial statements.	4 to 55		

As per our report of even date

For B S R & Co.LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
CMS Info Systems Limited
CIN: L45200MH2008PLC180479

Glenn D'Souza
Partner
Membership No.: 112554

Ashish Agrawal
Director
DIN No.: 00163344

Rajiv Kaul
Whole-time Director and Chief Executive Officer
DIN No.: 02581313

Place: Mumbai
23 May 2023

Pankaj Khandelwal
Chief Financial Officer
DIN No.: 05298431

Praveen Soni
Company Secretary
Membership No: FCS 6495

Standalone Statement of Profit and Loss
for the year ended March 31, 2023

(₹ in million)

	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Revenue from operations	19	17,038.04	14,076.69
Other income			
Finance income	20	57.34	27.05
Other	21	210.43	107.86
Total Income		**17,305.81**	**14,211.60**
Expenses			
Purchase of traded goods	22	1,132.07	1,360.86
Changes in inventories of finished goods (including stock in trade)	23	29.67	177.10
Employee benefits expense	24	909.59	729.82
Finance costs	25	190.95	140.75
Depreciation and amortisation expenses	4 &5	1,241.87	875.83
Other expenses	26	10,150.85	8,078.04
Total Expenses		**13,655.00**	**11,362.40**
Profit before tax		**3,650.81**	**2,849.20**
Tax expense			
Current tax		965.50	757.20
Tax adjustment of earlier year		1.26	-
Deferred tax (credit)		(70.02)	(42.68)
Total tax expense		**896.74**	**714.52**
Profit for the year attributable to equity shareholders		**2,754.07**	**2,134.68**
Other comprehensive income ('OCI')			
Items that will not be reclassified to profit or loss			
Remeasurement (losses)/gains on defined benefit plans		(3.05)	0.10
Income tax effect		0.77	(0.02)
Other comprehensive (loss)/income for the year, net of tax		**(2.28)**	**0.08**
Total comprehensive income for the year		**2,751.79**	**2,134.76**
Earnings per equity share (nominal value of share ₹ 10)	27		
Basic		17.90	14.35
Diluted		17.30	13.66
Summary of significant accounting policies	2		
The accompanying notes form an integral part of the financial statements.	4 to 55		

As per our report of even date

For B S R & Co.LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
CMS Info Systems Limited
CIN: L45200MH2008PLC180479

Glenn D'Souza
Partner
Membership No.: 112554

Ashish Agrawal
Director
DIN No.: 00163344

Rajiv Kaul
Whole-time Director and Chief Executive Officer
DIN No.: 02581313

Place: Mumbai
23 May 2023

Pankaj Khandelwal
Chief Financial Officer
DIN No.: 05298431

Praveen Soni
Company Secretary
Membership No: FCS 6495

Standalone Statement of Cash flows

for the year ended March 31, 2023

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flow from operating activities		
Profit before tax	3,650.81	2,849.20
Adjustments to reconcile profit before tax to net cash flow:		
Depreciation and amortisation on Property,plant and equipment and Intangible asset	829.99	551.14
Depreciation on Right-of-use assets	411.88	324.70
Unrealised foreign exchange gain	(0.78)	(1.52)
Bad debts written off	92.18	120.46
Debit balance written off	-	21.46
Impairment allowance for bad and doubtful receivables and deposits	726.55	488.41
(Profit)/Loss on disposal of property, plant and equipment (net)	(5.39)	(3.29)
Sundry credit balances written back	(19.75)	(7.36)
Impairment for doubtful claims receivables	3.70	7.78
Insurance claims receivables written off	11.87	13.96
Lease rent concessions	(3.47)	(1.73)
Finance income	(57.34)	(27.05)
Dividend received	(150.12)	(78.18)
Profit on sale of current investments	(20.71)	(11.97)
Net change in fair value of current investments measured at FVTPL	(10.99)	(0.48)
Employee stock option compensation cost	92.80	61.19
Finance costs	190.95	140.75
Operating profit before working capital changes	**5,742.18**	**4,447.47**
Movement in working capital:		
(Decrease) in trade payables and other liabilities	(391.93)	(388.71)
Increase/(Decrease) in provisions	5.94	(5.20)
(Increase)/Decrease in inventories	(112.43)	265.46
(Increase) in trade receivables	(1,054.10)	(636.85)
Decrease/(Increase) in other assets and prepayments	568.06	(590.81)
Cash flow generated from operations	**4,757.72**	**3,091.36**
Direct taxes paid (net of refunds)	(936.36)	(899.69)
Net cash flow from operating activities (A)	**3,821.36**	**2,191.67**
Cash flows from investing activities		
Proceeds from sale of property, plant and equipment	13.65	4.74
Purchase of property, plant and equipment, intangible assets (including CWIP and capital advances)	(1,818.79)	(2,773.27)
Investments in mutual funds and non convertible debentures	(10,842.48)	(7,202.63)
Proceeds from redemption of mutual funds	9,280.93	7,387.61
Loan given to subsidiary	(680.10)	(143.86)
Repayment of loan from subsidiary	642.29	-
Investment in deposits with banks	(573.66)	(603.64)
Proceeds from maturity of deposits with banks	601.36	408.64
Dividend received	150.12	78.18
Net cash flow (used in) investing activities (B)	**(3,226.68)**	**(2,844.23)**

Standalone Statement of Cash flows (Contd.)

for the year ended March 31, 2023

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flow From Financing Activities		
Proceed from issue of equity shares	157.46	637.64
Dividend paid	(154.06)	(226.44)
Finance costs on lease liabilities	(182.44)	(140.75)
Payment of Principal portion of lease liabilities	(330.41)	(251.59)
Net cash flow from/(used in) financing activities (C)	**(509.45)**	**18.86**
Net (Decrease) in cash and cash equivalents (A+B+C)	**85.23**	**(633.70)**
Cash and cash equivalents at the beginning of the year	396.74	1,030.44
Cash and cash equivalents at the end of the year (refer note below)	**481.97**	**396.74**

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Components of cash and cash equivalents:		
Cash on hand	3.77	5.24
Cheques in hand	320.25	-
Balances with banks		
On current accounts	157.95	391.50
Cash and cash equivalents at the end of the year (refer note 13)	**481.97**	**396.74**

The Standalone statement of cash flows has been prepared under the indirect method as set out in Indian Accounting Standard (IndAS 7) as issued by the Institute of Chartered Accountants of India.

As per our report of even date

For B S R & Co.LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
CMS Info Systems Limited
CIN: L45200MH2008PLC180479

Glenn D'Souza
Partner
Membership No.: 112554

Ashish Agrawal
Director
DIN No.: 00163344

Rajiv Kaul
Whole-time Director and Chief Executive Officer
DIN No.: 02581313

Place: Mumbai
23 May 2023

Pankaj Khandelwal
Chief Financial Officer
DIN No.: 05298431

Praveen Soni
Company Secretary
Membership No: FCS 6495

Standalone Statement of Changes in Equity

for the year ended March 31, 2023

(₹ in million)

Particular	Equity share capital	Reserve and surplus: Securities premium	Reserve and surplus: Share based payment reserve (refer note 39 & 40)	Reserve and surplus: Capital redemption reserve	Reserve and surplus: Retained earnings	Total equity
As at March 31, 2021	**1,480.00**	**42.87**	**406.42**	**150.00**	**7,432.66**	**9,511.95**
Profit for the year	-	-	-	-	2,134.68	2,134.68
Other comprehensive income	-	-	-	-	0.08	0.08
Total comprehensive income	**-**	**-**	**-**	**-**	**2,134.76**	**2,134.76**
Equity shares issued during the year on exercise of stock options	51.53	-	-	-	-	51.53
Transfer on Securities premium on exercise of options	-	136.30	(136.30)	-	-	-
Securities premium on shares issued during the year	-	586.11	-	-	-	586.11
Employee stock option compensation cost	-	-	61.19	-	-	61.19
Dividend Paid	-	-	-	-	226.44	226.44
As at March 31, 2022	**1,531.53**	**765.28**	**331.31**	**150.00**	**9,340.98**	**12,119.09**
Profit for the year	-	-	-	-	2,754.07	2,754.07
Other comprehensive (loss)	-	-	-	-	(2.28)	(2.28)
Total comprehensive income	**-**	**-**	**-**	**-**	**2,751.79**	**2,751.79**
Equity shares issued during the year on exercise of stock options	12.47	-	-	-	-	12.47
Transfer on Securities premium on exercise of options	-	35.72	(35.72)	-	-	-
Securities premium on shares issued during the year	-	144.99	-	-	-	144.99
Employee stock option compensation cost	-	-	92.80	-	-	92.80
Others	-	-	-	-	-	-
Dividend Paid	-	-	-	-	154.06	154.06
As at March 31, 2023	**1,544.00**	**945.99**	**388.39**	**150.00**	**11,938.71**	**14,967.08**

Summary of significant accounting policies (Refer Note 2)

The accompanying notes form an integral part of the financial statements. 4 to 55

As per our report of even date

For B S R & Co.LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
CMS Info Systems Limited
CIN: L45200MH2008PLC180479

Glenn D'Souza
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DIN No.: 00163344

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Whole-time Director and Chief Executive Officer
DIN No.: 02581313

Place: Mumbai
23 May 2023

Pankaj Khandelwal
Chief Financial Officer
DIN No.: 05298431

Praveen Soni
Company Secretary
Membership No: FCS 6495

Notes to Standalone Financial Statements

for the year ended March 31,2023

1. CORPORATE INFORMATION

CMS Info Systems Limited (the 'Company') is a Company domiciled in India and was incorporated under the provisions of the Companies Act, 1956. The Company became a subsidiary of Sion Investment Holdings Pte. Limited with effect from August 27, 2015 pursuant to acquisition of 100% shares from BLACKSTONE FP CAPITAL PARTNERS (MAURITIUS) V LTD, CMS Computers Limited, Mr. Ramesh Grover and others (together known as 'erstwhile shareholders').

The Company is engaged in the business of providing ATM and Cash Management services, supply, installation and maintenance of ATM and cash deposit machines, and also engaged in card trading and personalization services. The registered office of the Company is located at T-151, 5th Floor, Tower No.10, Sector 11, Railway station complex, CBD Belapur, Navi Mumbai 400614. The Company got listed on Bombay stock exchange (BSE) and National stock exchange (NSE) in India on December 31, 2021.

The financial statements were authorised for issue in accordance with a resolution of the directors on May 23, 2023.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS" as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules as amended from time to time. The standalone financial statements have been prepared on historical cost basis except for certain financial assets and liabilities that have been measured at fair value (refer accounting policy regarding financial instruments).

The financial statements are presented in Indian Rupees ('INR' or '₹') in million, which is also the Company's functional and presentation currency. The financial statements are prepared on a going concern basis.

b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle or expected to be realised within twelve months after the reporting period
- Held primarily for the purpose of trading
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle and is due to be settled within twelve months after the reporting period
- Held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

c) Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the asset to its working condition for its intended use. While deriving cost, refundable taxes and discounts are excluded. Borrowing cost relating to acquisition of tangible assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress is stated at cost.

Notes to Standalone Financial Statements

for the year ended March 31,2023

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the standalone statement of profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the standalone statement of profit and loss when the asset is derecognized.

The Company provides depreciation on property, plant and equipment using the straight line method at the rates computed based on the estimated useful lives of the assets as estimated by the management which are in most cases equal to the corresponding rates prescribed in Schedule II to the Act. Certain assets are depreciated at lower rates.

The Company has estimated the following lives to provide depreciation and amortisation:

Category	Useful lives (in years)
Plant and machinery	7*
Electric installations	5*
Furniture, fixtures and fittings	7*
Vehicles (used for ATM and Cash Management business)	7*
Other vehicles	8
Office equipment	5
Computers, servers and peripherals	3 to 6

*The Company, based on technical assessment made by the management, depreciates certain items of plant and equipment and vehicles (used for ATM and Cash Management business) over the estimated useful lives which are different from the useful lives prescribed in Schedule II to the Act. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Leasehold improvements are depreciated on a straight line basis over the shorter of the estimated useful life of the asset or the lease term, which does not exceed 7 years.

The residual values, useful lives and method of depreciation and amortisation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

d) Intangible assets and goodwill

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets recognized in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period and adjusted prospectively, if appropriate.

Intangible assets are amortised on straight line basis over the estimated useful life as follows:

Particulars	Useful Life
Computer software	3-6 years
Customer contracts (fair value of business combination)	5-6 years
Customer contracts (Purchased)	2-3 years
Non-compete fees	6 years (non-compete period)

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the standalone statement of Profit and Loss when the asset is derecognized. Goodwill is tested for impairment annually at the cash-generating unit level.

e) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, wherever applicable, a long term growth rate is calculated and applied to projected future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

f) Leases

The Company adopted Ind AS 116, leases (which replaces earlier standard Ind AS 17) using modified retrospective approach for transitioning by recognising right of use asset and an equal amount of lease liability on April 01, 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application. The Company elected to use the transition practical expedient to not reassess whether a contract is or contains a lease at April 01, 2019.

The Company applies a single recognition and measurement approach for all leases and hence the Company has not considered recognition exemptions for any of its leases. The Company recognizes lease liabilities to make lease payments and right of-use assets representing the right to use the underlying assets.

The Company also applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics
- Relied on its assessment of whether leases are onerous immediately before the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease.

i) Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Notes to Standalone Financial Statements

for the year ended March 31,2023

ii) **Lease liability**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) **Short-term leases and leases of low-value assets**

The Company does not apply the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and low-value assets recognition exemption.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease term and is included in revenue in the statement of profit or loss due to its operating nature.

g) Inventories

Inventories are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of trading goods, stores and spares is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

h) Revenue recognition

Revenue is measured at the transaction price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

The company recognises revenue when it transfers control over goods or services to a customer. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks. The specific recognition criteria described below must also be met before revenue is recognized.

Ind AS 115 requires an entity to measure revenue at the transaction price excluding estimates of variable consideration that is allocated to that performance obligations.

Sale of goods:

Revenue from sale of goods is recognized at point in time when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

The company provides and commits preventive maintenance services on its certain products at the time of sale for one or two years from the date of sale. These maintenance services are sold together with the sale of product. Contracts for such sales of product and preventive maintenance services comprise two performance obligations because the promises to transfer the product and to provide the preventive maintenance services are capable of being distinct. Accordingly, a portion of the transaction price is allocated to the preventive maintenance services and recognized as a contract liability. Revenue is recognized over the period in which the preventive maintenance services are provided based on the time elapsed.

Sale of services:

Revenue from ATM and cash management services, card personalization services and allied operations is recognized over time when the required services are rendered in accordance with the contracts/ agreements entered into with the customer and is disclosed net off deductions for shortages, etc. charged by the customers as per the terms of the agreement.

Revenue from annual maintenance contracts is recognized, over the period of the maintenance contract.

The contract liabilities primarily relate to the advance consideration received from customers for ATM and Cash management services and allied operations, for which revenue is recognized over time.

Revenue recognized, in excess of billing is classified as unbilled revenue; while billing in excess of revenue is classified as unearned revenue.

When the entity has a right to consideration for goods/services provided to date, however the billing for such goods/services and it's payment will be received after completion of specified activities, the company recognises contract asset for the same.

Sale of ATM sites:

Revenue from sale of ATM sites is recognized based on customer acceptance received on completion of the ATM sites as per the terms of agreement entered with the customers.

i) Interest income:

For all debt instruments measured either at amortised cost, interest income is recorded using the effective interest rate ('EIR'). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of standalone profit and loss.

j) Foreign currencies

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates, at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized as income or expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

k) Retirement and other employee benefits

Retirement benefit in the form of provident fund and employees state insurance is a defined contribution scheme. The Company has no obligation other than the contribution payable to the provident fund and ESIC. The Company recognises contribution payable to the provident fund and ESIC scheme as expenses, when an employee renders the related service.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year. The Company makes contributions to a fund administered and managed by an insurance company to fund the gratuity liability. Under this scheme, the obligation to pay gratuity remains with the Company, although insurance company administers the scheme.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the

Notes to Standalone Financial Statements

for the year ended March 31,2023

standalone statement of Profit and Loss - Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income.

Remeasurements comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to the standalone statement of profit and loss in subsequent periods.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. The Company presents the leave as a short-term provision in the balance sheet to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Remeasurements, comprising of actuarial gains and losses, are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

l) Income taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized (either in OCI or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognized based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Deferred tax relating to items not recognized in the standalone statement of profit and loss is recognized either in OCI or in equity (where the item on which deferred tax is arising is recognized). Deferred tax on differences arising in business combination is recognized in Goodwill.

m) Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting the cost recognized in the current year

Notes to Standalone Financial Statements

for the year ended March 31,2023

in relation to employee stock options schemes) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

n) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Standalone Statement of Profit and Loss net of any reimbursement, if any.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

o) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably.

p) Cash and cash equivalents

Cash and cash equivalent in the balance sheet and cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding book overdrafts and cash credits as they are considered an integral part of the Company's cash management.

q) Share based payment

Employees (including senior management) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The Standalone Statement of Profit and Loss expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. When an award is cancelled by the Company or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Standalone Statement of Profit and Loss.

r) Fair value measurement

The Company measures financial instruments, such as, investment in mutual funds unit at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

Notes to Standalone Financial Statements

for the year ended March 31,2023

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as impairment testing of goodwill, non-current assets and fair value of employee stock options schemes. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

s) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument.

Initial recognition and measurement

On initial recognition, a financial asset is recognized at fair value. In case of Financial assets which are recognized at fair value through profit and loss (FVTPL), its transaction cost is recognized in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset. However, trade receivables without a significant financing component is initially measured at a transaction price.

Financial assets are subsequently classified and measured at:

- Amortised cost
- Fair value through profit and loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)

Financial assets are not reclassified subsequent to their recognition, except during the period the Company changes its business model for managing financial assets

Trade receivables – Initial measurement

As per Ind AS 109, all financial assets are required to be initially measured at fair value plus or minus the transaction costs and financial assets classified as FVTPL are required to be measured at fair value.

However, an exception to this principle is financial assets in the form of trade receivables, that would be initially measured at transaction price (as defined in Ind AS 115) unless that contain a significant financing component determined in accordance with Ind AS 115 (or when an entity applies the practical expedient).

Consistency should be maintained between the accounting policy for initial measurement of trade receivables and the accounting policy for measurement of corresponding revenue.

Debt instruments at amortised cost

A debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognized in the Standalone Statement of Profit and Loss. This category generally applies to trade and other receivables.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Standalone Statement of Profit and Loss.

Equity investments

Investment in subsidiaries

Investment in subsidiaries is carried at cost in the financial statements.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either

(a) the Company has transferred substantially all the risks and rewards of the asset, or

(b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

Notes to Standalone Financial Statements

for the year ended March 31,2023

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognized in the Statement of Profit or Loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/losses are not subsequently transferred to the Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through Standalone Statement of profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognized in the Standalone Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Standalone statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortisation.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Standalone Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets which are not fair valued through profit or loss and equity instruments recognized in OCI. Loss allowance for trade receivables and insurance claims is measured at an amount equal to lifetime ECL at each reporting date, right from its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured

Notes to Standalone Financial Statements

for the year ended March 31,2023

at lifetime ECL. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the Standalone Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Standalone Statement of Profit and Loss.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

t) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses, if any. For the purpose of impairment testing, goodwill acquired in a business combination is from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained. Goodwill is tested for impairment annually as at March 31 and when circumstances indicate that the carrying value may be impaired.

Notes to Standalone Financial Statements

for the year ended March 31,2023

Goodwill represents the excess of purchase consideration paid over the value of net assets of CMS Computers Limited taken over by the Company in accordance with the Scheme of Arrangement with the CMS Computers Limited and towards the business acquisition from Checkmate Services Private Limited. The Scheme was effective from April 01, 2008 and business from Checkmate was acquired with effect from April 30, 2018 respectively.

u) **Rounding of amount:**

Amount disclosed in the financial statements and notes have been rounded off to the nearest million as per the requirement of schedule III, unless otherwise stated

v) **Cash dividend distribution to equity holders of the parent**

The Company recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS:

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and underlying assumptions are received on an ongoing basis. Revisions to estimates are recognized prospectively.

Significant judgment:

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

Leases

The application of Ind AS 116 requires company to make judgments and estimates that affect the measurement of right-of-use assets and liabilities. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

The company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The Company has adopted average borrowing rate as it's incremental borrowing rate (IBR).

Estimates

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

Defined benefit plans

The cost of the defined benefit plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. Future salary increases are based on expected future inflation rates. The mortality rate

Notes to Standalone Financial Statements

for the year ended March 31,2023

is based on publicly available mortality tables for the country. Those mortality tables tend to change only at interval in response to demographic changes. Refer note 29 for sensitivity analysis in relation to this estimate.

Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets.

Impairment of goodwill and investment in subsidiaries

Goodwill is tested for impairment at-least on an annual basis and when events that occur/changes in circumstances - indicate that the recoverable amount of the CGU is less than its carrying value.

Investment in subsidiaries is tested for impairment when events occurs that indicates that the recoverable amount is less than its carrying value.

The impairment indicators, the estimation of expected future cash flows and the determination of the fair value require the Management to make significant judgments, estimates and assumptions concerning the identification and validation of impairment indicators, fair value of assets, Revenue growth rates and operating margins used to calculate projected future cash flows, relevant risk-adjusted discount rate, future economic and market conditions, etc. For the details as to carrying amount of Goodwill and impairment testing (including related sensitivity analysis), refer note 34.

Share-based payments

The Company initially measures the cost of equity-settled transactions with employees using black scholes model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 39.

Claims receivable

It represents the claims made the Company from Insurance companies and others on account of cash loss due to theft or loot etc. at the time of replenishment of cash in ATM's and cash deposits and pick-ups.

The Company has recognized the claims in books, when the amount thereof can be measured reliably and ultimate collection is reasonably certain. The claims receivable balances are reviewed annually by the management and necessary doubtful provision percentage is calculated on the basis of Company's historical experiences and recoverability of amount from Insurance companies and others.

Expected credit loss

The Company has large number of individual customers. Management assesses the level of allowance for doubtful debts after taking into account ageing analysis and any other factor

Other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

Recent pronouncement:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Amendment Rules 2023, as issued from time to time. On March 31, 2023, MCA amended the Companies (Ind AS) Rules 2015 by issuing the Companies (Ind AS) Amendments Rules 2023, applicable from April 1, 2023, as below:

Notes to Standalone Financial Statements

for the year ended March 31,2023

Ind AS 1- Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose of financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS -12 Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Ind AS -8 Accounting Policies, Change in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

Notes to Standalone Financial Statements

as at March 31, 2023

4 PROPERTY, PLANT AND EQUIPMENT

(₹ in million)

Particulars	Plant and machinery	Electrical installations	Furniture, fixtures and fittings	Vehicles	Office equipment	Leasehold improvements	Computers, servers and peripherals	Total
Gross block value as at March 31, 2021	**1,387.02**	**41.78**	**336.10**	**1,411.87**	**15.75**	**117.49**	**346.35**	**3,656.37**
Additions during the year	1,234.29	6.43	170.47	414.95	5.15	40.52	27.31	1,899.14
Deletions during the year	30.67	11.78	25.44	40.85	4.49	33.28	2.01	148.52
Gross block value as at March 31, 2022	**2,590.64**	**36.43**	**481.13**	**1,785.97**	**16.41**	**124.73**	**371.65**	**5,406.99**
Additions during the year	1,161.32	6.27	76.41	574.64	4.69	40.79	67.35	1,931.47
Deletions during the year	78.51	5.63	8.15	113.47	1.77	5.29	41.93	254.75
Gross block value as at March 31, 2023	**3,673.45**	**37.07**	**549.39**	**2,247.14**	**19.33**	**160.23**	**397.07**	**7,083.71**
Accumulated depreciation as at March 31, 2021	**312.95**	**32.10**	**104.16**	**1,025.98**	**10.50**	**63.98**	**302.68**	**1,852.36**
Depreciation for the year	262.12	4.28	51.46	107.17	2.12	14.46	26.70	468.32
Accumulated depreciation on disposals	29.99	11.78	25.20	40.49	4.49	33.12	2.01	147.07
Accumulated depreciation as at March 31, 2022	**545.08**	**24.60**	**130.42**	**1,092.66**	**8.13**	**45.32**	**327.37**	**2,173.60**
Depreciation for the year	466.10	5.10	71.38	152.68	2.98	19.54	32.39	750.17
Accumulated depreciation on disposals	75.38	5.32	6.37	113.45	1.58	2.47	41.92	246.49
Accumulated depreciation as at March 31,2023	**935.80**	**24.38**	**195.43**	**1,131.89**	**9.53**	**62.39**	**317.84**	**2,677.28**
Net block as at March 31, 2022	**2,045.56**	**11.83**	**350.71**	**693.31**	**8.28**	**79.41**	**44.28**	**3,233.41**
Net block as at March 31, 2023	**2,737.65**	**12.69**	**353.96**	**1,115.25**	**9.80**	**97.84**	**79.23**	**4,406.43**

Capital work in progress

Capital work-in-progress as at March 31, 2023 is ₹ 198.30 million (March 31, 2022 ₹ 423.18 million). Additions made to capital work-in-progress during the year amount to ₹ 197.08 million (March 31, 2022 ₹ 419.07 million).

Asset amounting to ₹ 421.97 million (March 31, 2022 ₹ 222.70 million) has been capitalised during the year. (refer note 28)

The Company has amended the useful life of commercial vehicles in line with industry practice and based on guidelines issued by MHA-RBI, from 6 years to 7 years with effect from April 01, 2022 resulting in lower depreciation charge of ₹ 46.32 million in the year ended March 31, 2023.

Notes to Standalone Financial Statements

as at March 31, 2023

5 INTANGIBLE ASSETS

(₹ in million)

Particulars	Computer software	Customer Contract	Non compete Fees	Total	Goodwill
Gross block value as at March 31, 2021	**125.69**	**286.84**	**18.00**	**430.53**	**1,227.03**
Additions during the year	21.72	-	-	21.72	-
Deletion during the year	-	-	-	-	-
Gross block value as at March 31, 2022	**147.41**	**286.84**	**18.00**	**452.25**	**1,227.03**
Additions during the year	27.93	-	-	27.93	-
Deletion during the year	0.32	-	-	0.32	-
Gross block value as at March 31, 2023	**175.02**	**286.84**	**18.00**	**479.86**	**1,227.03**
Accumulated amortisation as at March 31, 2021	**98.55**	**133.72**	**8.75**	**241.02**	**-**
Amortization during the year	20.12	59.73	3.00	82.85	-
Deletion during the year	-	-	-	-	-
Accumulated amortisation as at March 31, 2022	**118.67**	**193.45**	**11.75**	**323.87**	**-**
Amortization during the year	17.87	58.96	3.00	79.82	-
Deletion during the year	0.32	-	-	0.32	-
Accumulated amortisation as at March 31, 2023	**136.22**	**252.41**	**14.75**	**403.37**	**-**
Net block as at March 31, 2022	**28.74**	**93.39**	**6.25**	**128.38**	**1,227.03**
Net block as at March 31, 2023	**38.80**	**34.43**	**3.25**	**76.49**	**1,227.03**

Intangible assets under development

Intangible assets under development as at March 31, 2023 is ₹ 0.24 million (March 31, 2022 ₹ 1.02 million). Additions made to Intangible assets under development during the year amount to ₹ 0.24 million (March 31, 2022 ₹0.45 million).

Asset amounting to ₹ 1.02 million (March 31, 2022 ₹ 4.10 million) has been capitalised during the year. (refer note 28)

5 (a) Right-to-use assets

(₹ in million)

Particulars	Leasehold Property	Total
Gross block value as at March 31, 2021	**1,532.73**	**1,532.73**
Additions during the year	978.83	978.83
Deletion during the year	210.29	210.29
Gross block value as at March 31, 2022	**2,301.27**	**2,301.27**
Additions during the year	525.70	525.70
Deletion during the year	133.49	133.49
Gross block value as at March 31, 2023	**2,693.48**	**2,693.48**
Accumulated depreciation as at March 31, 2021	**351.51**	**351.51**
Depreciation charge for the year	324.67	324.67
Deletion during the year	158.41	158.41
Accumulated depreciation as at March 31, 2022	**517.77**	**517.77**
Depreciation charge for the year	411.88	411.88
Deletion during the year	53.39	53.39
Accumulated depreciation as at March 31, 2023	**876.26**	**876.26**
Net block as at March 31, 2022	**1,783.50**	**1,783.50**
Net block as at March 31, 2023	**1,817.22**	**1,817.22**

Notes to Standalone Financial Statements

as at March 31, 2023

6 INVESTMENTS

(₹ in million)

		As at March 31, 2023	As at March 31, 2022
(a)	**Non-current investments**		
	Investments in equity shares of subsidiary companies (unquoted, fully paid up, valued at cost)		
	950,000 (March 31, 2022 - 950,000) equity shares of ₹10 each of CMS Securitas Limited	28.51	28.51
	132,500 (March 31, 2022 - 132,500) equity shares of ₹ 100 each of Securitrans India Private Limited	1,825.82	1,825.82
	10,000 (March 31, 2022 - 10,000) equity shares of ₹ 10 each of Quality Logistics Services Private Limited	0.10	0.10
	4,386,252 (March 31, 2022 - 4,386,252) equity shares of ₹ 10 each of Hemabh Technologies Private Limited	28.05	28.05
	Investment in Non-convertible debentures at amortised cost		
	HDB/0% Premium 2024_Series2021	54.21	-
	0% L&T Finance Limited	30.74	-
	(Redeemable debentures classified as at amortised cost have interest rates of 0% (31 March 2022: nil) and mature in one to two years.)		
		1,967.43	**1,882.48**
(b)	**Current investments in units of unquoted mutual fund (at fair value through profit and loss)**		
	39,079 Units SBI Magnum Ultra Short duration fund (March 31, 2022: 20,419 Units)	201.59	100.00
	Nil Units Kotak Savings fund (March 31, 2022: 6,108,095 Units)	-	220.08
	Nil Units Kotak Overnight fund (March 31, 2022: 105,910 Units)	-	120.08
	782,751 Units ICICI Prudential Liquid Fund (March 31, 2022: Nil Units)	260.80	-
	82,762 Units ICICI Prudential Overnight Fund (March 31, 2022: 1,484,750 Units)	100.02	170.16
	3,168,999 Units ICICI Prudential Ultra short term Fund (March 31, 2022: 7,127,375 Units)	80.18	170.42
	100,479 Units Kotak liquid fund (March 31, 2022: Nil Units)	457.02	-
	633,609 Units Aditya Birla Sunlife Money Manager Fund (March 31, 2022: Nil Units)	200.34	-
	52,330 Units Kotak Money Market Fund (March 31, 2022: Nil Units)	200.34	-
	13,106,048 Units Bharat Bond FOF (March 31,2022: Nil Units)	160.16	-
	117,837 Units SBI Liquid fund (March 31, 2022: Nil Units)	415.18	-
	Investment in Non-convertible debentures at amortised cost		
	Axis Finance Limited PP- MLD Series 02/2020-21	34.97	-
	L&T Finance Series A 2020-21	20.37	-
	Tata Cleantech Capital NCD "A" 2020-21	59.29	-
	6.49% Tata Capital Ltd. NCD A Series 2021-22	98.79	-
		2,289.05	**780.74**
	(Redeemable debentures classified as at amortised cost have interest rates of 0% (March 31, 2022: nil) and mature in one year.)		
	Aggregate amount of investments	**4,256.48**	**2,663.22**

Notes to Standalone Financial Statements

as at March 31, 2023

7 LOANS

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Loans to subsidiary (refer note below)	200.77	143.86
	200.77	143.86

Note: Loans to subsidiary represents loan given to Hemabh Technology Private Limited and Securitrans India Private Limited (wholly owned subsidiary) for business needs which is repayable on demand.

8 OTHER FINANCIAL ASSETS

(₹ in million)

	Non - Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good				
Claims receivable	48.68	71.95	-	-
Accrued interest	-	-	5.12	3.72
Margin money deposits [refer note (ii) below]	126.87	84.35	-	-
Advances to employees	-	-	6.20	8.86
Others [refer note (i) below]	-	-	-	246.51
Security deposits	112.34	123.97	-	-
	287.89	280.27	11.32	259.09
Unsecured, considered doubtful				
Sundry deposits	2.33	2.33	-	-
Claims receivable	42.34	55.87	-	-
	44.67	58.20	-	-
Less: Impairment allowance for doubtful assets	(44.67)	(58.20)	-	-
	287.89	280.27	11.32	259.09

Notes:

i) Represents IPO proceeds held in escrow account, to be utilised towards the settlement of IPO expenses.

ii) Margin money deposits given as security

Margin money deposits with carrying amount of ₹ 71.35 million (March 31, 2022: ₹ 71.13 million) are subject to first charge to secure the Bank guarantees/fixed deposits given by banks on behalf of the Company for pending court cases and deposits of ₹ 55.52 million (March 31, 2022 - ₹ 13.22 million) are subject to first charge to secure the facilities for Vaulting and ATM operations.

9 DEFERRED TAX ASSETS (NET)

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Deferred tax assets		
Impairment allowance for bad and doubtful receivables	256.36	176.38
Impairment allowance for doubtful advances,claims receivable and deposits	11.24	14.65
Provision for employee benefits and bonus payable	17.95	22.12
Leases	50.48	30.28
	336.03	243.43
Deferred tax liabilities		
Depreciation	87.77	65.96
	87.77	65.96
Deferred tax assets (net)	248.26	177.47

Notes to Standalone Financial Statements

as at March 31, 2023

Deferred tax reconciliation

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Opening balance	177.47	134.81
Tax during the year recognized in Statement of Profit and Loss	70.02	42.68
Tax during the year recognized in other comprehensive income	0.77	(0.02)
Closing balance	248.26	177.47
Tax reconciliation		
Profit before tax	3,650.81	2,849.20
At statutory income tax rate of 25.168% (March 31, 2022: 25.168%)	918.84	717.09
Net effect of non deductible allowances and exemptions	(23.36)	(2.57)
Adjustment of tax relating to earlier years	1.26	-
At the effective income tax rate of 24.56% (March 31, 2022: 25.08%)	896.74	714.52
Income tax expense reported in the Statement of Profit and Loss	896.74	714.52

10 OTHER ASSETS

(₹ in million)

	Non - Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good				
Advances recoverable in kind or for value to be received	-	-	213.54	241.15
Capital advances	9.61	128.19	-	-
Receivable from Government Authorities	47.66	47.66	80.52	271.08
Prepaid expenses	54.88	34.18	110.13	184.28
Unbilled revenue (Contract assets) (Refer note 43)	-	-	243.79	311.37
	112.15	210.03	647.98	1,007.88

11 INVENTORIES

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Valued at lower of cost and net realisable value		
Trading goods (refer note below)	249.71	279.38
Stores and spares	491.99	349.89
	741.70	629.27

Note:

Trading stock includes stock at ATM sites which are not installed as at March 31, 2023 amounting to ₹ 27.62 million (March 31, 2022 - ₹ 51.99 million).

During the year, the company recorded inventory write downs of ₹ 29.63 million (March 31, 2022 ₹ 7.52 million). These adjustments were included in consumption of stores and spares.

Notes to Standalone Financial Statements
as at March 31, 2023

12 TRADE RECEIVABLES

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Unsecured and considered good		
Billed (Refer note 38)	2,443.93	2,724.29
Unbilled revenue (Refer note 38)	2,061.39	1,545.66
Trade receviable - Credit impaired	1,018.59	700.80
Total trade receivable	5,523.91	4,970.75
Less: Loss allowance	(1,018.59)	(700.80)
Net trade receivables	**4,505.32**	**4,269.95**

13 CASH AND BANK BALANCES

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents		
Balances with banks		
On current accounts	157.95	391.50
Cheques in hand	320.26	-
Cash on hand	3.77	5.24
	481.98	**396.74**
Bank Balances other than above		
Funds held relating to cash management activity [refer note (i) below]	93.42	47.35
In deposits account with original maturity for less than 12 months but more than three month	360.00	460.02
Margin money deposits [refer note (ii) below]	112.15	51.93
	565.57	**559.30**

i) Funds held relating to cash management activity represents the net funds invested by the Company in one of the services of Cash management business. These include Bank balances and Cash in Vaults as reduced by the amounts payable to customers.

ii) Margin money deposits with carrying amount of ₹ 34.25 million (March 31, 2022: ₹ 32.54 million) are subject to first charge to secure the Bank guarantees/fixed deposits given by banks on behalf of the Company for pending court cases and deposits of ₹ 77.90 million (March 31, 2022 - ₹ 19.39 million) are subject to first charge to secure the facilities for Vaulting and ATM operations.

14 (a) Equity Share Capital

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Authorised share capital		
173,000,000 (March 31, 2022 - 173,000,000) equity shares of ₹ 10 each	1,730.00	1,730.00
1,500,000 (March 31, 2022 - 1,500,000) 0.01% Optionally convertible cumulative redeemable preference shares of ₹ 100 each	150.00	150.00
	1,880.00	**1,880.00**
Issued, subscribed and fully paid up shares:		
154,400,078 (March 31, 2022- 153,152,747) equity shares of ₹ 10 each	1,544.00	1,531.53

Notes to Standalone Financial Statements
as at March 31, 2023

(i) Terms and rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuring Annual General Meeting, except in case of interim dividend which is approved by the Board of Directors.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) Details of shares held by the holding Company and other shareholders in the Company including details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No of Shares	% Shareholding	No of Shares	% Shareholding
Equity shares of ₹ 10 each fully paid up				
Sion Investment Holdings Pte. Limited*	93,011,975	60.24%	97,074,075	63.38%
WF Asian Reconnaissance Fund Limited	8,843,973	5.73%	8,843,973	5.77%
SBI Small Cap Fund	8,286,487	5.37%	8,286,487	5.41%
Total	**110,142,435**	**71.33%**	**114,204,535**	**74.57%**

(iii) Shares held by promoter at of the end the year

Name of the Promoters	As at March 31, 2023		As at March 31, 2022	
	No of Shares	% of Total shares	% of Total shares	Changed during the year
Sion Investment Holdings Pte. Limited	93,011,975	60.24%	63.38%	-3.14%
Total	**93,011,975**	**60.24%**	**63.38%**	**-3.14%**

Notes:

(i) As per records of the Company, including its register of share holders/members and other declarations received from shareholders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

(ii) Shares reserved for issue under options

For details of options alloted under employee stock option schemes, refer note 39.

(iii) During the previous year 2021-22, the Board has paid ₹ 226.44 million interim dividends. The first dividend was declared on May 4, 2021 at the rate of ₹ 0.62 per equity share (6.2% of the face value of ₹ 10 each) and second dividend was declared on October 19, 2021 at the rate of ₹ 0.91 per equity share (9.1% of the face value of ₹10 each). The dividend distribution tax on the said dividends is ₹ Nil as the Company has withheld 10% TDS on the Gross dividend and remittance is done net of withholding taxes. The witholding taxes are duly deposited with the Government.

Notes to Standalone Financial Statements

as at March 31, 2023

14 (b) Other equity

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
A) Summary of Other Equity balance		
(i) Securities premium		
Opening balance	765.28	42.87
Add: Securities premium on shares (stock options) issued during the year	144.99	586.11
Add: Transfer to Securities premium on exercise of options	35.72	136.30
Closing balance	945.99	765.28
(ii) Share based payment reserve (refer note 39)		
Opening balance	331.31	406.42
Add: Employee stock option compensation cost during the year	92.80	61.19
Less: Transfer to Securities premium on exercise of options	(35.72)	(136.30)
Closing balance	388.39	331.31
(iii) Capital redemption reserve		
Opening balance	150.00	150.00
Closing balance	150.00	150.00
(iv) Retained earnings		
Opening balance	9,340.98	7,432.66
Add: Net profit after tax transferred from Statement of Profit and Loss	2,754.07	2,134.68
Less: Dividend Paid	154.06	226.44
Add: Other comprehensive income (net of tax)	(2.26)	0.08
Closing balance	11,938.73	9,340.98
Total	13,423.11	10,587.57

B) Nature and purpose of reserves

(i) **Securities Premium:** The amount received in excess of face value of the equity shares is recognized in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium, on exercise of the option. During the current year the company has recognized securities premium of ₹ 35.72 million (March 31, 2022 ₹ 136.30 million).

(ii) **Share based payment reserves:** The fair value of the equity-settled share based payment transactions is recognized in Statement of Profit and Loss with corresponding credit to Share based payment reserves.

(iii) **Capital Redemption Reserve:** The Company has recognized Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.

(iv) **Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Notes to Standalone Financial Statements

as at March 31, 2023

15 TRADE PAYABLES

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
1. Dues of micro enterprises and small enterprises (refer note 33(a))	47.14	75.02
2. Dues of creditors other than micro enterprises and small enterprises (refer note 33(b))	1,042.95	1,428.48
Accrued expenses	1,338.22	1,064.89
	2,428.31	2,568.39

16 OTHER FINANCIAL LIABILITIES AND LEASE LIABILITIES

(₹ in million)

	Non - Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Capital creditors	-	-	85.62	289.25
Payable to employees	-	-	213.82	207.35
Others	-	-	26.71	277.16
	-	-	326.15	773.76
Lease liabilites (refer note 30)	1,519.43	1,458.24	498.38	446.27
	1,519.43	1,458.24	498.38	446.27

17 PROVISIONS

(₹ in million)

	Non - Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits (refer note 29)				
For gratuity	9.03	5.56	1.72	0.79
For compensated absences	22.84	19.23	8.25	7.28
	31.87	24.79	9.97	8.07

18 OTHER LIABILITIES

(₹ in million)

	Non - Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Statutory liabilities (including provident fund, tax deducted at source and others)	-	-	144.19	159.13
Unearned revenue (Contract liability) (Refer note 43)	6.14	9.25	35.01	46.94
	6.14	9.25	179.20	206.07

Notes to Standalone Financial Statements
for the year ended March 31,2023

19 REVENUE FROM OPERATIONS (REFER NOTE 43)

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of ATM and ATM Sites	572.10	1,155.30
Sale of products	902.67	791.29
Sale of services	15,563.27	12,130.10
Revenue from operations	**17,038.04**	**14,076.69**
Details of products sold		
ATM Spares and related products	849.02	652.62
Cards	52.30	137.18
Others	1.35	1.49
	902.67	**791.29**
Details of services rendered		
ATM and Cash management services	13,751.79	10,332.02
AMC services	1,394.53	1,522.56
Card Personalisation	416.95	275.52
	15,563.27	**12,130.10**

20 FINANCE INCOME

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income on		
Bank deposits	34.44	19.77
Debenture	0.59	-
Loan to subsidiary	15.90	-
Security deposits measured at amortised cost	3.21	2.36
Custom refund	-	1.72
Financial guarantee income	3.20	3.20
	57.34	**27.05**

21 OTHER

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Sundry credit balances written back	19.75	7.36
Dividend received	150.12	78.18
Profit on sale of property, plant and equipment (net)	5.39	3.29
Foreign exchange gain (net)	-	4.85
Profit on sale of current investments	20.71	11.97
Net change in fair value of current investments measured at FVTPL	10.99	0.48
Lease rent concessions	3.47	1.73
	210.43	**107.86**

Notes to Standalone Financial Statements
for the year ended March 31,2023

22 PURCHASE OF TRADED GOODS

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchase of traded goods	1,132.07	1,360.86
Details of purchases		
ATM and ATM Sites	453.66	737.32
ATM Spares and related products	628.17	518.33
Cards	50.24	105.21
	1,132.07	**1,360.86**

23 CHANGES IN INVENTORIES OF FINISHED GOODS (INCLUDING STOCK IN TRADE)

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventories at the end of the year		
Traded goods	249.71	279.38
Inventories at the beginning of the year		
Traded goods	279.38	456.48
	29.67	**177.10**

24 EMPLOYEE BENEFIT EXPENSE

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and bonus	723.51	603.37
Contribution to provident and other funds (refer note 29)	32.41	27.78
Gratuity expense (refer note 29)	6.30	4.69
Share based payments to employees (refer note 39 and 40)	92.80	61.19
Staff welfare expenses	54.57	32.79
	909.59	**729.82**

25 FINANCE COSTS

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest others	8.51	-
Interest on lease liability	182.44	140.75
	190.95	**140.75**

Notes to Standalone Financial Statements
for the year ended March 31,2023

26 OTHER EXPENSES

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Service and security charges	4,864.08	4,019.20
Conveyance and traveling expenses	805.10	629.75
Vehicle maintenance, hire and fuel cost	1,285.23	1,189.13
Consumption of stores and spares	448.64	263.87
Annual maintenance charges	436.95	340.34
Legal, professional and consultancy fees	254.97	185.23
Courier Freight and forwarding charges	187.65	133.41
Power and electricity charges	191.91	110.47
Insurance	186.77	142.50
Communication costs	118.85	51.46
Trade receivables written off	503.03	348.83
Less: Out of the provision of earlier years	(410.85)	(228.37)
Impairment allowance for bad and doubtful receivables and deposits	726.55	488.41
Cash disposal charges	211.93	139.22
Insurance claims receivables written off	29.10	38.07
Less: Out of the provision of earlier years	(17.23)	(24.11)
Impairment allowance for doubtful insurance claims	3.70	7.78
Advances and other debit balance written off	-	21.46
Cash lost in transit	41.39	65.65
Repairs and maintenance- Building	0.63	0.11
Repairs and maintenance- Plant and Machinery	0.19	0.10
Repairs and maintenance- Others	65.93	31.71
Payment to auditors:		
Audit fees	11.42	9.40
Reimbursement of expenses	0.96	0.03
In other matters	1.34	2.38
Foreign exchange loss (net)	12.69	-
Expenditure on corporate social responsibility (refer note 35)	46.23	37.37
Miscellaneous expenses	143.69	74.64
	10,150.85	**8,078.04**

27 EARNINGS PER SHARE

The following reflects the profit and equity shares data used in the basic and diluted EPS computations:

Particulars	March 31, 2023	March 31, 2022
Profit for the year attributable to equity shareholders (₹ in million)	2,754.07	2,134.68
Weighted average number of equity shares for Basic EPS	153,893,100	148,706,864
Weighted average number of equity shares on account of Employee stock option scheme for dilutive impact	5,330,382	7,620,024
Weighted average number of equity shares for diluted EPS	159,223,482	156,326,888
Earnings Per Share		
Basic (in ₹)	17.90	14.35
Diluted (in ₹)	17.30	13.66

Notes to Standalone Financial Statements
for the year ended March 31,2023

28 CAPITAL WORK IN PROGRESS (INCLUDING INTANGIBLE ASSETS UNDER DEVELOPMENT)

The following reflects the Capital work in progress (including intangible assets under development) movement during the years:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Opening CWIP as at (Including intangible assets under development)	424.20	231.47
(+) Additions during the year	197.33	419.52
(-) Capitalised during the year	(422.99)	(226.79)
Closing CWIP as at (Including intangible assets under development)	198.54	424.20

The following table represents CWIP ageing as at respective years:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Less than 1 year	197.31	419.99
1-2 Years	1.23	4.21
Total	**198.54**	**424.20**

represents projects in progress. There are no projects which have been temporarily suspended.

29 EMPLOYEE BENEFITS

Defined contribution plan

During the year ended March 31, 2023 and March 31, 2022 the Company contributed the following amounts to defined contribution plans:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Provident fund and Employees Family Pension Scheme	32.22	27.55
Employees' State Insurance Corporation	0.19	0.23
Total	**32.41**	**27.78**

Defined benefit plan

As per The Payment of Gratuity Act, 1972, the Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on departure at 15 days' salary (last drawn salary) for each completed year of service.The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the Company carries out a acturial valuation based on the latest employee data from the certified actury valuer. Any deficit in the assets arising as a result of such valuations is funded by the Company.

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate in particular, the significant fall in interest rates, which should result in an increase in liability without corresponding increase in the asset.

The following tables summaries the components of benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the balance sheet for the gratuity plan of the Company.

Notes to Standalone Financial Statements
for the year ended March 31,2023

Statement of Profit and Loss- Net employee benefits expense (recognized in employee cost)

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Current service cost	5.86	4.39
Net interest cost	0.44	0.30
Expenses recognized in the Statement of Profit and Loss	**6.30**	**4.69**

Net employee benefits expense (recognized in Other comprehensive income)

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Actuarial losses/(gains)		
change in demographic assumptions	(0.14)	-
change in financial assumptions	0.80	(1.14)
experience variance (i.e. actual experience vs assumptions)	1.37	0.92
Return on plan assets, excluding amount recognized in net interest expense	1.02	0.13
Components of defined benefit cost recognized in other comprehensive income	**3.05**	**(0.09)**

Balance Sheet

Details of net benefit obligation and fair value of plan assets:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Present value of obligation	37.78	32.60
Fair value of plan asset	27.03	26.25
Net liability	**10.75**	**6.35**

Changes in present value of obligation

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Present value of obligation at the beginning	32.60	35.59
Current service cost	5.86	4.39
Interest expense	2.23	1.89
Re-measurement (gain)/loss arising from		
- change in demographic assumptions	(0.14)	-
- change in financial assumptions	0.80	(1.14)
- experience variance (i.e actual experience vs assumptions)	1.37	0.92
Benefits paid	(4.25)	(3.04)
Acquisition Adjustment	-	(6.01)
Present value of obligation at the end	**38.48**	**32.60**

Notes to Standalone Financial Statements
for the year ended March 31,2023

Changes in the fair value of plan asset are as follows:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Fair value of plan assets at the beginning	26.25	24.80
Investment income	1.80	1.59
Employer's contribution	-	-
Benefits Paid	-	-
Re-measurement gain/(loss) arising from		
Return on plan assets, excluding amount recognized in net interest expense	(1.02)	(0.14)
Fair value of plan assets as at the end	**27.03**	**26.25**

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2023	March 31, 2022
Investment with insurer	100%	100%

The Company expects to contribute ₹ 5.00 million (March 31, 2022 - ₹ 10.90 million) to gratuity fund during the annual period beginning after balance sheet date.

The following is the maturity profile of the Company's defined benefit obligation

Particulars	March 31, 2023	March 31, 2022
Weighted average duration (based on discounted cashflows)	8 years	8 years

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Company's expected cash flows over the future period (on undiscounted basis)		
1 year	6.00	4.04
2 to 5 years	14.43	13.58
6 to 10 years	14.59	13.06
More than 10 years	40.58	30.14

The principal assumptions used in determining gratuity benefit obligations for the Company's plan are shown below:

Particulars	March 31, 2023	March 31, 2022
Discount rate	7.45%	6.85%
Salary Growth rate	6%	5%
Employee Attrition rate		
- Less than 5 years of service	Upto 5 Year of service-26%	Upto 5 Year of service-25%
- More than 5 years of service	Above 5 Year of service-5%	Above 5 Year of service-5%

The estimates of future salary increases, considered in actuarial valuation, takes in account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Notes to Standalone Financial Statements

for the year ended March 31,2023

A quantitative sensitivity analysis for the significant assumptions on defined benefit obligation as at March 31, 2023 is as shown below:

(₹ in million)

Particulars	March 31, 2023		March 31, 2022	
	Decrease in assumption	Increase in assumption	Decrease in assumption	Increase in assumption
Discount Rate (-/+1%)	3.06	(2.68)	2.62	(2.30)
(% change compared to base due to sensitivity)	8.10%	-7.10%	8.00%	-7.10%
Salary Growth Rate (-/+1%) (Amount in ₹ million)	(2.39)	2.69	(2.00)	2.23
(% change compared to base due to sensitivity)	-6.30%	7.10%	-6.10%	6.80%
Attrition Rate (-/+ 50% of attrition rates) (Amount in ₹ million)	0.83	(0.72)	0.10	(0.17)
(% change compared to base due to sensitivity)	2.20%	-1.90%	0.30%	-0.50%
Mortality Rate (-/+10% of Mortality rates) (Amount in ₹ million)	(0.02)	0.02	(0.02)	0.02
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of reporting period.

Other long term employee benefits

In accordance with its leave policy, the Company has provided for leave encashment on the basis of an actuarial valuation carried out by an independent actuary at the end of the year.

Amount of ₹ 8.87 million (March 31, 2022: ₹ 8.13 million) for Compensated absences is recognized as an expense and included in “Employee benefits” in the Statement of Profit and Loss. Accumulated non-current liability amount to ₹ 22.84 million (March 31, 2022: ₹ 19.23 million) and accumulated current liability amount to ₹ 8.25 million (March 31, 2022: ₹ 7.28 million).

30 LEASES

Operating lease

A. In case of assets taken on lease

The following is the break-up of current and non-current lease liabilities as at March 31, 2023 and March 31, 2022

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Current lease liabilities	498.38	446.27
Non-current lease liabilities	1,519.43	1,458.23
Total	**2,017.81**	**1,904.50**

The following is the movement in lease liabilities during the year ended March 31, 2023 and March 31, 2022

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Opening Balance	1,904.50	1,230.23
Additions	525.70	978.83
Finance cost accrued during the year	182.44	140.75
Deletions	(81.98)	(52.96)
Lease rent concession	-	-
Payment of lease liability	(512.85)	(392.34)
Closing Balance	**2,017.81**	**1,904.50**

Notes to Standalone Financial Statements

for the year ended March 31,2023

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2023. on an undiscounted basis and March 31, 2022

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Less than one year	518.31	446.27
One to five years	1,721.13	1,551.83
More than five years	257.04	413.27
Total	**2,496.48**	**2,411.37**

The following is the movement in Right-of-use assets (which only consists of properties) as at March 31, 2023 and March 31,2022

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Opening Balance	1,783.50	1,181.22
Additions during the year	525.70	978.83
Deletions during the year	(133.49)	(210.29)
Depreciation during the year	(358.49)	(166.26)
Closing Balance	**1,817.22**	**1,783.50**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The weighted average incremental borrowing rate applied to lease liabilities is 8.5%.

The outflow on account of lease liabilities for the year ended March 31, 2023 is 512.85 million.(March 31, 2022 is 392.34 million)

Company as lessor: lease receivables

The Company has entered into lease arrangement for its ATM management service business. The lease at inception is classified as operating lease. These leases have terms ranging between five and seven years. Future minimum rentals receivable under non-cancellable operating leases are, as follows:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Within one year	1,127.03	573.49
After one year but not more than five years	3,732.51	2,182.76
More than five years	298.83	642.03
Total	**5,158.37**	**3,398.28**

During the year, the Company has recognized ₹ 921.74 million (March 31, 2022 - ₹ 225.23 million) as income in relation to the above arrangements. These are reported under sale of services (refer note 19).

The following are the details of the fixed assets (consist of Plant and Machinery) given on operating lease:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Gross block value as at 01 April	1,569.85	737.23
Less: Accumulated Depreciation	(246.54)	(73.02)
Net block value as at	1,323.31	664.21
Depreciation for the year (including Adjustments of accumulated depreciation on deletion)	173.52	40.86

Notes to Standalone Financial Statements

for the year ended March 31,2023

31 RELATED PARTY DISCLOSURES

Related party disclosures as required by notified Ind-AS 24 - "Related Party Disclosures" are given below:

a) Names of related parties and description of relationship:

Particulars	Name of the related party
1) Related party where controls exist	
Ultimate Holding Company	Baring Private Equity Asia GP VI Limited
Parent of Holding Company	Baring Private Equity Asia VI Holdings Pte. Limited
Entites under common control	Vault Co-Investment Vehicle L.P.
Holding Company	Sion Investment Holdings Pte. Limited
Subsidiary Companies and Trusts	CMS Securitas Limited
	Securitrans India Private Limited
	Quality Logistics Services Private Limited
	CMS Securitas Employees Welfare Trust
	CMS Marshall Limited (subsidiary of CMS Securitas Limited)
	Hemabh Technology Private Limited (w.e.f March 30, 2022)
2) Key management personnel	**Whole-time Director & Chief Executive Officer**
	Mr. Rajiv Kaul (Whole-time Director & Chief Executive Officer)
	Chief Financial Officer
	Mr. Pankaj Khandelwal (Chief Financial Officer)
	Non-Executive Independent Director
	Mrs. Shyamala Gopinath (upto December 31, 2021)
	Mr. Tapan Ray (w.e.f. April 09,2021)
	Mrs. Manju Agarwal (w.e.f. Jan 01,2022)
	Mrs. Sayali Karanjkar (w.e.f. Jan 01,2022)
	Non- Executive Directors
	Mr. Ashish Agrawal
	Mr. Krzysztof Wieslaw Jamroz (w.e.f. August 10,2021)
	Mrs. Shyamala Gopinath (w.e.f. Jan 01,2022)
	Mr. Jimmy Lachmandas Mahtani
	Company Secretary
	Mr. Praveen Soni

(b) Summary of transactions with the above related parties are as follows:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Interest Income		
Securitrans India Private Limited	4.52	-
Hemabh Technology Private Limited	11.38	-
Guarantee Income		
Securitrans India Private Limited	3.20	3.20
Dividend Received		
Securitrans India Private Limited	150.12	78.18
Remuneration to KMP (short-term employee benefits)		
Mr. Rajiv Kaul	113.59	108.79
Mr. Pankaj Khandelwal	18.75	15.30

Notes to Standalone Financial Statements

for the year ended March 31,2023

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Remuneration to non - executive independent directors		
Mrs. Shyamala Gopinath	2.10	2.10
Mr. Krzysztof Wieslaw Jamroz	2.10	1.40
Mr. Tapan Ray	2.10	2.10
Mrs. Sayali Karanjkar	2.10	0.53
Mrs. Manju Agarwal	2.10	0.53
Employee stock option compensation cost		
Mr. Rajiv Kaul (refer note 40)	33.43	57.00
Mr. Pankaj Khandelwal	2.17	1.50
Sitting fees paid to Directors		
Mrs. Shyamala Gopinath	0.40	0.40
Mr. Tapan Ray	0.40	0.40
Mr. Krzysztof Wieslaw Jamroz	0.20	0.40
Mrs. Sayali Karanjkar	0.40	0.10
Mrs. Manju Agarwal	0.40	0.10
Service charges		
CMS Marshall Limited	866.26	691.85
CMS Securitas Limited	268.18	266.62
Securitrans India Private Limited	220.90	107.68
Hemabh Technology Private Limited	127.69	-
Sale of Services		
Hemabh Technology Private Limited	3.77	-
Reimbursement of power and electricity and Maintenance		
CMS Securitas Limited	4.49	3.84
Reimbursement of Insurance Charges		
Securitrans India Private Limited	25.56	26.16
Reimbursement of Other Expenses		
Securitrans India Private Limited	505.14	406.60
Quality Logistics Services Private Limited	3.51	-
Hemabh Technology Private Limited	3.91	-
Advance given during the year		
Quality Logistics Services Private Limited	0.97	-
Loans given during the year		
Securitrans India Private Limited	661.54	-
Hemabh Technology Private Limited	29.94	143.86
Loans received back during the year		
Securitrans India Private Limited	562.50	-
Hemabh Technology Private Limited	79.79	-
Security Deposit paid		
Hemabh Technology Private Limited	-	2.85
Investment in subsidiaries		
Investment in Hemabh Technology Private Limited	-	28.05

Notes to Standalone Financial Statements
for the year ended March 31,2023

c) Summary of balance receivable from/(payable to) the above related parties are as follows:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Remuneration payable to KMP		
Mr. Rajiv Kaul	(63.00)	(51.15)
Mr. Pankaj Khandelwal	(3.88)	(3.10)
Remuneration to non - executive independent directors		
Mr. Tapan Ray	(2.10)	(2.10)
Mr. Krzysztof Wieslaw Jamroz	(1.40)	(1.40)
Mrs. Sayali Karanjkar	(0.53)	(0.53)
Mrs. Manju Agarwal	(0.53)	(0.53)
Mrs. Shyamala Gopinath	(0.53)	(0.53)
Sitting fees Payable to Directors		
Mrs. Shyamala Gopinath	(0.20)	(0.10)
Mrs. Sayali Karanjkar	(0.20)	(0.10)
Mrs. Manju Agarwal	(0.20)	(0.10)
Mr. Krzysztof Wieslaw Jamroz	(0.20)	(0.10)
Mr. Tapan Ray	(0.10)	-
IPO expenses recoverable		
Sion Investment Holdings Pte. Limited	-	246.51
Balance outstanding payable at the year end		
CMS Securitas Limited	(75.59)	(70.12)
CMS Marshall Limited	(156.59)	(120.44)
Balance outstanding receivable at the year end		
Quality Logistics Services Private Limited	5.12	-
Securitrans India Private Limited	17.10	69.75
Loan outstanding receivable at the year end		
Hemabh Technology Private Limited	93.98	146.71
Securitrans India Private Limited	106.79	-

Notes:

(i) As the future liability for gratuity and compensated absences is provided on an actuarial basis for the Company as a whole, the amount pertaining to KMP's is not ascertainable separately and, therefore not included above.

Notes to Standalone Financial Statements
for the year ended March 31,2023

32 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

a) Contingent liabilities:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Claims against the Company not acknowledged as debt		
a) Disputed Customs matters*	92.65	92.65
b) Disputed VAT matters*	70.36	70.26
c) Disputed Excise matters*	69.03	69.03
d) Disputed CST matters *	2.14	2.05
e) Disputed GST matters *	0.84	0.82
f) Disputed Service tax matters *	2.74	9.78
g) Disputed Income tax matter	118.33	118.33
Guarantees given by the Company on behalf of the subsidiary**	800.00	800.00
	1,156.09	**1,162.92**

Notes:

*In relation to the matters of Custom duty, VAT, CST, Service Tax, GST, Income tax and excise matters listed above, the Company is contesting the demands from the respective Government Departments. The management believes that its position will likely be upheld in the appellate process. No expense has been accrued in the financial statements for these demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Company's financial position and results of operations.

** The Company has given Corporate guarantees in favour of lenders of Securitrans India Private Limited, a subsidiary of the Company amounting to ₹ 600 million (March 31,2022: ₹ 600 million) in favour of the lenders and ₹ 200 million (March 31, 2022: ₹ 200 million) in favour of one of the customers of subsidiary for overnight vaulting facilities.

b) Capital commitments:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	980.54

c) There has been a Supreme Court (SC) judgment dated 28th February 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. The Company believes, based on legal opinion, that the liability if any, in practice would be from the date of order. Based on such opinion and pending clarification from PF authorities, the Company has recorded the cost prospectively from March 2019.

d) In addition, there are certain civil claims against the Company. The Management is confident, that these will not have any material impact in the financial statements.

Notes to Standalone Financial Statements
for the year ended March 31,2023

33 TRADE PAYABLES

a) Details of dues to Micro and Small Enterprises as per Micro, Small and Medium Enterprises Development Act, 2006

The Company has ₹ 47.14 million (March 31, 2022 ₹ 75.02 million) dues outstanding to the micro and small enterprises as defined in Micro, Small and Medium Enterprise Development Act, 2006. The information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Total outstanding dues of micro enterprises and small enterprises (as per the intimation received from vendors)	47.14	75.02
a. Principal and interest amount remaining unpaid	-	-
b. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
c. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
d. Interest accrued and remaining unpaid	-	-
e. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

MSME Ageing Schedule

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
MSME Undisputed Dues		
Less than 1 year	25.81	65.77
1-2 Years	-	-
2-3 Years	-	-
More than 3 years	-	-
Total	**25.81**	**65.76**

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
MSME Disputed Dues		
Less than 1 year	-	-
1-2 Years	14.88	4.07
2-3 Years	2.71	3.59
More than 3 years	3.74	1.60
Total	**21.33**	**9.26**

Notes to Standalone Financial Statements
for the year ended March 31,2023

b) Ageing of creditors other than micro enterprises and small enterprises

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Others - Undisputed		
Less than 1 year	2,288.42	2,320.03
1-2 Years	15.19	39.95
2-3 Years	20.89	64.73
More than 3 years	56.67	68.66
Total	**2,381.17**	**2,493.37**

34 IMPAIRMENT TEST OF GOODWILL

Impairment test of Goodwill

Goodwill acquired through business combinations have indefinite lives. Out of the total Goodwill of the Company, the material amount of goodwill is allocated to the following:

a) ₹ 1035.12 million (March 31, 2022: ₹ 1035.12 million), relates to the Cash Management division of the Company.

b) ₹ 185.94 million (March 31, 2022: ₹ 185.94 million), relates to the acquisition of door step banking business from Checkmate Services Private Limited; also a part of Cash management business.

The Company performed its annual impairment test for years ended March 31, 2023 and March 31,2022 respectively. The Company considers the relationship between its value in use and its carrying value, among other factors, when reviewing for indicators of impairment.

The recoverable amount of the goodwill is determined based on a value in use ('VIU') calculated using cash flow projections from financial budgets approved by management covering a period of five years and the terminal value (after considering the relevant long-term growth rate) at the end of the said forecast periods. The Company has extrapolated cash flows beyond 5 years using a growth rate of 5% for the year ended March 31, 2023 (March 31,2022: 5%). The pre-tax discount rate applied to the cash flow projections for impairment testing is 13.4% for March 31, 2023 (March 31, 2022: 13.4%)

The said cash flow projections are based on the senior management past experience as well as expected trends for the future periods. The calculation of weighted average cost of capital (WACC) is based on the Company's estimated capital structure as relevant and attributable to the CGU. The WACC is also adjusted for specific risks, market risks and premium, and other inherent risks associated with similar type of investments to arrive at an approximation of the WACC of a comparable market participant. The said WACC being pre-tax discount rates reflecting specific risks relating to the relevant CGUs, are then applied to the above mentioned projections of the estimated future cash flows to arrive at the discounted cash flows.

The key assumptions used in the determination of VIU are the revenue annual growth rates and the EBITDA growth rate.

Based on the above assumptions and analysis, no impairment was identified as at March 31, 2023. Further, on the analysis of the said calculation's sensitivity to a reasonably possible change in any of the above mentioned key assumptions/parameters on which the Management has based determination of the CGU's recoverable amount, there are no scenarios identified by the Management wherein the carrying value could exceed its recoverable amount.

Notes to Standalone Financial Statements
for the year ended March 31,2023

35 DETAILS OF ONGOING CSR PROJECTS UNDER SECTION 135(6) OF THE ACT

(₹ in million)

Balance as at April 1, 2022		Amount required to be spent during the year	Amount spent during the year		Balance as at March 31, 2023	
With the Company	In Separate CSR Unspent Account		From the Company's Bank Account	From Separate CSR Unspent Account	With the Company	In Separate CSR Unspent Account
1.64	-	47.77	37.41	8.71	-	8.71

(₹ in million)

Balance as at April 1, 2021		Amount required to be spent during the year	Amount spent during the year		Balance as at March 31, 2022	
With the Company	In Separate CSR Unspent Account		From the Company's Bank Account	From Separate CSR Unspent Account	With the Company	In Separate CSR Unspent Account
(1.44)	-	37.16	37.36	-	(1.64)	-

36 FOREIGN CURRENCY EXPOSURE

The Company does not use forward exchange contracts to hedge its foreign exchange exposure relating to the underlying transactions in accordance with its forex policy. The Company does not use foreign exchange forward contracts for trading or speculation purposes.

Unhedge Foreign Currency exposure outstanding as at March 31, 2023 and March 31, 2022 is:

Currency Type	March 31, 2023		March 31, 2022	
	Amount in foreign curreny	Amount in ₹ Mn	Amount in foreign curreny	Amount in ₹ milllion
USD	$707,470.38	58.10	$1,368,067.28	105.50
GBP	£ 0.00	-	£ 2,765.21	0.28

37 FAIR VALUE HIERARCHY

The following table provides the fair value measurement hierarchy of the Company's financial assets and financial liabilities.

Quantitative disclosures fair value measurement hierarchy as at March 31, 2023

(₹ in million)

Particulars	March 31, 2023				
	Cost	Fair value	Level 1	Level 2	Level 3
Assets measured at fair value					
FVTPL financial investments					
Investment in unquoted mutual fund units	2,064.63	2,075.62	-	2,075.62	-

(₹ in million)

Particulars	March 31, 2022				
	Cost	Fair value	Level 1	Level 2	Level 3
Assets measured at fair value					
FVTPL financial investments					
Investment in unquoted mutual fund units	780.26	780.74	-	780.74	-

Notes to Standalone Financial Statements
for the year ended March 31,2023

The fair value for the investments is arrived at with reference to the Net asset value (NAV) of the mutual fund unit as disclosed by the Asset Management Company.

The management assessed that cash and cash equivalents, trade receivables, trade payables, and other current financial assets and financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. Further the difference between carrying amount and fair value of insurance receivables, deposit measured at amortised cost is not significantly different in each of the year presented.

Break up of financial assets carried at amortised cost

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Trade receivables	2,443.93	2,724.29
Unbilled revenue	2,061.39	1,545.66
Cash and cash equivalents	481.98	396.74
Other bank balances	565.57	559.30
Other financial assets	299.21	539.36
Loans	200.77	143.86
Investment at amortised cost	298.37	-
Total financial assets carried at amortised cost	**6,351.22**	**5,909.21**

Break up of financial liabilities carried at amortised cost

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Trade payables	2,428.30	2,568.39
Lease liabilities	2,017.81	1,904.51
Other financial liabilities	326.15	773.76
Total financial liabilities carried at amortised cost	**4,772.26**	**5,246.66**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

38 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company through it's operations is exposed to credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The senior management reviews and agrees policies for managing each of these risks, which are summarised below.

Credit risk

Credit risk is the risk of financial loss to the company if a customer fails to meet its obligations under a financial instrument or customer contract. The carrying amount of financial assets and contract assets represents the minimum credit exposure. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade receivables

Customer credit risk is managed by the Company's established policy. To minimise the risk from the counter parties the Company enters into financial transaction with counter parties who are major names in the industry.

A significant risk in respect of receivables is related to the default risk and credit risk. An impairment analysis

Notes to Standalone Financial Statements
for the year ended March 31,2023

is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous companies and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of receivables disclosed in Note 12. The Company does not hold collateral as security.

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. Trade receivables concentration of credit risk with respect to trade receivables are limited, due to the Company's customer base being large and diverse.

The following table provides information about the exposure to credit risk from customers as at March 31, 2023

(₹ in million)

Particulars	Unbilled Revenue	Not due	Less than 6 Months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	March 31, 2023
(i) Undisputed Trade receivables -considered good	2,061.39	1,497.54	1,105.58	376.14	99.24	60.98	77.60	5,278.49
(ii) Undisputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables -credit impaired	-	-	18.34	148.93	12.68	0.21	11.13	191.29
(iv) Disputed Trade Receivables - considered good	-	-	-	-	10.25	15.65	1.17	27.07
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	10.25	15.65	1.17	27.07
Total	**2,061.39**	**1,497.54**	**1,123.93**	**525.08**	**132.42**	**92.48**	**91.07**	**5,523.91**
Less: Loss allowance								(1,018.59)
Total Trade Receivables								**4,505.32**

The following table provides information about the exposure to credit risk from customers as at March 31, 2022

(₹ in million)

Particulars	Unbilled Revenue	Not due	Less than 6 Months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	March 31, 2022
(i) Undisputed Trade receivables -considered good	1,545.66	683.01	1,733.37	326.33	87.30	45.31	-	4,420.98
(ii) Undisputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables -credit impaired	-	-	-	152.09	169.30	122.51	13.40	457.30
(iv) Disputed Trade Receivables - considered good	-	-	20.50	31.26	0.69	0.02	-	52.47
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	27.14	12.86	40.00
Total	**1,545.66**	**683.01**	**1,753.87**	**509.68**	**257.29**	**194.98**	**26.26**	**4,970.75**
Less: Loss allowance								(700.80)
Total Trade Receivable								**4,269.95**

Notes to Standalone Financial Statements
for the year ended March 31,2023

Movement in allowance of impairment in respect of trade receivables and contract assets during the year was as below:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Opening Balance	700.80	440.77
Amounts written off (Net)	(410.85)	(228.37)
Provision write back	2.09	-
Net re-measurement of loss allowances	726.55	488.40
Closing Balance	**1,018.59**	**700.80**

Other receivables

Security deposits are interest free deposits given by the Company for properties taken on Lease. Provision is taken on a case to case basis depending on circumstances with respect to non-recoverability of the amount. The gross carrying amount of Security deposit is ₹ 114.67 million as at March 31 2023, ₹ 126.30 million as at 31st March 2022.

Other financial asset includes claims receivable, and other receivables (refer note 8). Provision is made where there is significant increase in credit risk of the asset.

Movement in allowance of impairment in respect of other receivables (including insurance claims) during the year was as below:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Opening Balance	58.20	74.53
Amounts written off (Net)	(17.23)	(24.11)
Net re-measurement of loss allowances	3.70	7.78
Closing Balance	**44.67**	**58.20**

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The Company has sufficient current assets comprising of Trade Receivables, Cash and Cash Equivalents, Investment in Mutual Funds, Other Bank Balances (other than restricted balances), Loans, Inventories and Other Current Financial Assets to manage the liquidity risk, if any in relation to current financial liabilities.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credit, working capital, demand loan and bank loans. The Company has access to a sufficient variety of sources of funding. The table below provides details regarding the contractual maturities of significant financial liabilities as at year end.

Notes to Standalone Financial Statements
for the year ended March 31,2023

(₹ in million)

Particulars	March 31, 2023				
	On demand	Within 12 months	1 to 5 years	Above 5 years	Total
Trade and other payables	-	2,314.23	114.09	-	2,428.32
Lease liabilities		498.38	1,721.13	257.04	2,476.55
Other financial liabilities	-	326.15	-	-	326.15
Total	**-**	**3,138.76**	**1,835.23**	**257.04**	**5,231.02**

(₹ in million)

Particulars	March 31, 2022				
	On demand	Within 12 months	1 to 5 years	Above 5 years	Total
Trade and other payables	-	2,385.79	182.59	-	2,568.38
Lease liabilities		446.27	1,551.83	413.27	2,411.37
Other financial liabilities	-	773.76	-	-	773.76
Total	**-**	**3,605.82**	**1,734.42**	**413.27**	**5,753.51**

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents. In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. The Company does not have any loans outstanding as at March 31, 2023. It has taken adequate credit facilities from various banks to maintain its liquidity.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31,2022.

39 EMPLOYEE STOCK OPTIONS SCHEMES

The Company has granted stock options to its employees through its equity settled schemes referred to as Employee Stock Option Scheme 2016, CEO Stock Option Scheme 2016 and Management Scheme 2016. Following are details of the scheme:

Particulars	Employee Scheme	CEO Scheme	Management Scheme
Number of options reserved under the scheme	4,604,444	9,866,667	2,519,366
Number of option granted under the scheme	4,603,507	9,866,667	2,519,366

Notes to Standalone Financial Statements
for the year ended March 31,2023

Following is the vesting period for ESOP granted during the year:

Vesting Period	Employee Scheme Time Based	Performance Based	CEO Scheme Time Based	Management Scheme Time Based
12 months from date of grant	25%	0.00%	100%	100%
21 months from date of grant	8.33%	16.67%	-	-
33 months from date of grant	8.33%	16.67%	-	-
45 months from date of grant	8.34%	16.66%	-	-

For options granted under Employee scheme, 21st month onward vesting will be based on Company/business unit performance for the second financial year after the financial year in which the options have been granted and so on. The performance condition are assessed as non-market conditions.

The vested options can be exercised by the employees only upon happening of liquidity event. The vested options can be exercised within 2 year of the date such options are vested. In any other liquidity event, the vested options can be exercised within such period as may be prescribed by the Board in this regard.

The following table summarises the movement in stock options granted during the year:

Particulars	March 31, 2023			March 31, 2022		
	Employee scheme	CEO Scheme	Management scheme	Employee scheme	CEO Scheme	Management scheme
Outstanding at the beginning of the year	3,169,160	5,866,667	2,519,366	3,521,750	9,866,667	-
Granted during the year (no. of options)	355,000	-	-	1,200,400	-	2,519,366
Forfeited/cancelled during the year	(73,400)	-	-	(400,243)	-	-
Exercised during the year	(1,247,331)	-	-	(1,152,747)	(4,000,000)	-
Expired during the year	-	-	-	-	-	-
Outstanding at the end of the year	2,203,429	5,866,667	2,519,366	3,169,160	5,866,667	2,519,366
Weighted average exersice price of Option						
Outstanding at the beginning of the year (in ₹)	140	123	165	125	123	-
Granted during the year (in ₹)	250	-	-	165	-	165
Outstanding at the end of the year (in ₹)	166	123	165	140	123	165
Weighted average remaining contractual life (in years)	0.80	-	0.45	0.67	-	0.45

The Company has used Black Scholes option pricing model. The following tables list the inputs to the models used for Employee plans, CEO plans and Management plans

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	0%	0%
Expected volatility (%)	25% - 32%	25% - 32%
Risk-free interest rate (%)	4%	4%
Expected life of share options (years)	3.7 years	3.7 years
Weighted average fair value per share on grant date (in ₹)	250	165

Notes to Standalone Financial Statements

for the year ended March 31,2023

The expected life of the share options is based on current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome. The historical volatility is based on price volatility of listed companies in same or similar industry. The company has allotted employee stock options to some of its employees through its Employee Stock Option Scheme. Over the year's 1,126,893 (year ended March 31, 2022; 1,053,493) stock options has expired and lapsed on account of employees left the organization. During the current year, reversal on account of such expired options is recognized in the profit and loss account aggregating to ₹ 1.85 million. The Company has recognized ₹ 92.80 million, (March 31, 2022 – ₹ 57.50 million) as employee benefit expense in relation to all the active options outstanding as at March 31,2023.

The CEO ESOP 2016, Employee ESOP 2016 and Management ESOP 2016 scheme has been modified, in which exercise period is extended by 1 (One) year as approved by the shareholders on December 28, 2022. This has resulted in an additional ESOP cost of ₹ 35.25 million for the year ended March 31, 2023.

40 AGREEMENT BETWEEN PROMOTER AND CEO

On September 26th, 2017, Vault Co-Investment Vehicle L.P. ("Vault L.P."), a limited liability partnership incorporated in the Cayman Islands and controlled by Barings Private Equity Asia GP VI Limited, the ultimate promoter of SION Investment Holdings Pte. Limited ("Sion"), the holding company, entered into an agreement with Chief Executive Officer of the Company (CEO) pursuant to which, the CEO was granted options under the stock option plan of Vault L.P. These options vested immediately to entitle base units in Vault L.P. to the extent of amount equivalent to 0.61% of the value of the Company for a consideration equivalent to such value of the Company as per the terms and conditions of the agreement. As per the plan, the base units are entitled for upward adjustment subject to fulfilment of certain market and service conditions.

Upon redemption of base or adjusted base units, CEO will receive from Vault L.P., an amount equivalent to value of the Company vis-a-vis such units at the time of sale of Sion's shareholding in the Company subject to certain conditions set out in the agreement.

Since the option granted to CEO is for the services rendered to the Company, the Option has been valued considering the various probable scenarios and using specific assumptions relating to expected volatility and risk free return. The total charge over the period of vesting estimated is ₹ 70.20 million. The proportionate charge recognized during the current year is ₹ Nil (March 31, 2022: ₹ 15.10 million)

41 OPERATING SEGMENT

Since the segment information as required by Ind AS 108-Operating Segments is provided in consolidated financial statements, the same is not provided in the Company's separate financial statement.

42 LIST OF ENTITIES CONTROLLED BY THE COMPANY ARE

Name of Company/trust	Country of incorporation	Percentage of ownership interest and voting rights as at	
		March 31, 2023	March 31, 2022
Securitrans India Private Limited ('SIPL')	India	100	100
CMS Securitas Limited ('CSL')	India	100	100
CMS Marshall Limited ('CML')	India	100	100
Quality Logistics Services Private Limited	India	100	100
CMS Securitas Employees Welfare Trust	India	100	100
Hemabh Technology Private Limited (w.e.f March 30, 2022)	India	100	100

Notes to Standalone Financial Statements

for the year ended March 31,2023

The investments in the subsidiaries are accounted for at cost in the standalone financial statements.

43 IND AS 115 REVENUE FROM CONTRACTS WITH CUSTOMERS

Sale of Product

The Company applies practical expedient in paragraph 121 of Ind AS 115 for all contract entered for sale of product and does not disclose information about remaining performance obligation that have original expected duration of one year or less.

Revenue for services

The Company applies practical expedient in paragraph 121 of Ind AS 115 for all contract entered for revenue from services, whereby it has right to receive consideration from a customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date. Hence the Company does not disclose information of remaining performance obligation of such contracts.

Disaggregation of revenue from contract with customers

Revenue from sale of goods is recognized at point in time when control of the products being sold is transferred to our customer and Revenue from services is recognized over time as and when services are rendered. Revenue from contracts with customers is disaggregated by primary business units as given in the note 19.

Reconciliation of revenue recognized with contracted price

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Revenue as per Contracted Price	17,137.45	14,179.64
Reduction (Rebate/discount)	(99.41)	(102.94)
Revenue recognized as per the statement of profit and loss	**17,038.04**	**14,076.70**

Movement of Deferred Contract Liability (unearned revenue)

The deferred contract liability relates to the consideration received/receivable from customers, for which services have not been provided and revenue is deferred for the year.

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Opening Balance	56.19	146.16
i) Additions during the year (net)	41.15	56.19
ii) Reversal during the year	-	(46.99)
ii) Income recognized during the year	(56.19)	(99.17)
Closing Balance	**41.15**	**56.19**

Revenue expected to be recognized in the future from Deferred Contract Liability

(₹ in million)

Time Band	March 31, 2023	March 31, 2022
within 1 year	35.01	46.94
1-2 years	6.14	9.25
Total	**41.15**	**56.19**

Notes to Standalone Financial Statements
for the year ended March 31,2023

There is no obligation for returns, refunds and other similar obligation as at March 31, 2023 and March 31, 2022

Revenue for the period ended March 31, 2023 includes revenue from two customers of the Company amounting to ₹ 6,317.50 million.

44 INITIAL PUBLIC OFFERING

During the previous year ended March 31, 2022, the Company has completed its Initial Public offer ("IPO"), comprising of an offer for sale of 5,09,25,925 equity shares of face value ₹ 10 each at an issue price of ₹ 216 per share by existing shareholders. Pursuant to the IPO, the equity shares of the Company were listed on National Stock Exchange of India (NSE) and BSE Limited (BSE) on December 31, 2021.

45 REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

46 UNDISCLOSED INCOME

a) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

b) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

47 DISCLOSURE REQUIRED FOR QUARTERLY STATEMENT SUBMITTED WITH BANKS

For borrowings from banks or financial institutions on the basis of security of current assets, quarterly returns or quarterly statements of current assets filed by the Company with banks or financial institutions during the year ended March 31, 2023 and the year ended March 31, 2022 are in agreement with the books of accounts.

48 DIVIDEND

(a) The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.

(b) The Board of Directors at its meeting held on May 23, 2023 recommended a Final Dividend of ₹ 4.75 per Equity share of ₹ 10 each for FY 2022-23. This Final dividend is subject to the approval of the Members at the ensuing Annual General Meeting which will be held on or before September 30, 2023.

49 DISCLOSURE REQUIRED UNDER RULE 11(E) OF THE COMPANIES RULES, 2014

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Notes to Standalone Financial Statements
for the year ended March 31,2023

50 DISCLOSURE PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013

Sr. No.	Nature of Transaction (loans given/investment made/ guarantee given/security provided)	Purpose for which the loan/guarantee/security is proposed to be utilised by the recipient	March 31, 2023		March 31, 2022	
			Maximum balance during the year	Balance outstanding	Maximum balance during the year	Balance outstanding
	Loans and Advances:					
1	Securitrans India Private Limited	utilised for working capital	123.89	123.89	69.75	69.75
2	Hemabh Technology Private Limited	utilised for working capital	149.83	93.98	146.71	146.71
3	Quality Logistics Service Private Limited	utilised for working capital	5.12	5.12	-	-

51 STRUCK OFF COMPANIES

Relationship with Struck off Companies

Sr. No.	Nature of Struck off Company	Nature of transactions	Transactions during the year	Balance outstanding as at March 31,2023	Relationship with the Struck off Company
1	Cybernet Infotech Pvt. Ltd.	Payable	0.02	-	Vendor
2	Bennett Coleman And Co. Ltd.	Payable	0.01	-	Vendor
3	Aditya Motor Pvt. Ltd.	Payable	0.06	-	Vendor
4	Bhatia And Company	Payable	0.01	-	Vendor
5	Herbalife International India Private Limited	Receivable	4.41	1.20	Customer

52 BUSINESS COMBINATION

During the previous year ended 31 March 2022, the Company has acquired 100% of the equity share capital of Hemabh Technology Private Limited for a consideration of ₹ 28.05 million. Assets taken over comprises of Property Plant and Equipment (₹ 115.49 million), Customer Contracts (₹ 44.70 million) and other assets (₹ 78.55 million) comprising ₹ 238.74 million. Liabilities taken over comprises of borrowings (₹ 143.86 million), trade payables (₹ 69.05 million) and other liabilities (₹ 24.93 million) amounting to ₹ 237.84 million. No additional intangible assets have currently been identified and the purchase consideration, over assets taken over amounting to ₹ 27.14 million, has been recognized as goodwill. The Goodwill represents expected synergies and assembled workplace.

Notes to Standalone Financial Statements
for the year ended March 31,2023

53 RATIO ANALYSIS

Sr. No.	Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	% Variance	Reason for variance (more than 25%)
(a)	Current ratio (in times)						
	Current Ratio = Current Assets/Current Liabilities	9,443.69	3,442.01	2.74	2.01	36.47%	Increase in current investment
(b)	Return on Equity						
	Return on Equity = Profit after tax/Average Net Worth	2,754.07	13,543.10	20%	20%	3.03%	-
(c)	Inventory turnover (in times)						
	Inventory turnover = Income from operations/Average Inventory	17,038.04	685.48	24.86	18.47	34.55%	On account of faster deployment of machines
(d)	Trade Receivable turnover ratio (in times)						
	Trade Receivable turnover = Income from operations/ Average Trade Receivable	17,038.04	4,387.64	3.88	3.31	17.40%	-
(e)	Trade Payable turnover ratio (in times)						
	Trade Payable turnover = Credit Purchase/Average Trade Payable	1,132.07	342.50	3.31	1.50	120.21%	Project related purchases with longer credit period got due and paid this year
(f)	Net Capital Turnover Ratio						
	Net Capital turnover = Income from operations/ Average Working Capital Employed (Current Assets - Current Liabilities)	17,038.04	6,001.68	2.84	3.48	-18.44%	-
(g)	Net Profit margin (in %)						
	Net Profit margin = Profit after tax/Income from operations	2,754.07	17,038.04	16%	15%	6.59%	-
(h)	Return on Capital Employed						
	Return on Capital Employed = Earning before interest and taxes/Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)	3,784.42	11,846.13	32%	33%	-3.19%	-
(i)	Return on Investment						Investment on higher yield generating instruments
	Return on Investment = Income generated from invested fund/Funds invested in treasury investments	66.14	1,302.07	5%	4%	35.21%	

Notes to Standalone Financial Statements
for the year ended March 31,2023

54 SUBSEQUENT EVENT

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

55 ADDITIONAL DISCLOSURE REQUIRED BY SCHEDULE III (AMENDMENTS DATED 24TH MARCH 2021) TO THE COMPANIES ACT, 2013

No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

a) Crypto Currency or Virtual Currency

b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

c) Registration of charges or satisfaction with Registrar of Companies

d) Relating to borrowed funds:

   i. Wilful defaulter

   ii. Utilisation of borrowed funds & share premium

   iii. Borrowings obtained on the basis of security of current assets

   iv. Discrepancy in utilisation of borrowings

   v. Current maturity of long term borrowings

e) Merger/amalgamation/reconstruction, etc.

For B S R & Co.LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
CMS Info Systems Limited
CIN: L45200MH2008PLC180479

Glenn D'Souza
Partner
Membership No.: 112554

Ashish Agrawal
Director
DIN No.: 00163344

Rajiv Kaul
Whole-time Director and Chief Executive Officer
DIN No.: 02581313

Place: Mumbai
23 May 2023

Pankaj Khandelwal
Chief Financial Officer
DIN No.: 05298431

Praveen Soni
Company Secretary
Membership No: FCS 6495

Independent Auditor's Report

To the Members of CMS Info Systems Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the consolidated financial statements of CMS Info Systems Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated balance sheet as at 31 March 2023, and the Consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2023, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

See Note 2(i) and 42 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Revenue from operations for the year is ₹ 19,147.29 million (FY 22: ₹ 15,896.71 million). Refer Note 2 (i) of accounting policy and Note 18 and Note 42 in consolidated financial statements The Group's revenue is derived primarily from sale of products (ATMs, ATM sites and related products) which comprise of ₹ 1,471.12 million (FY 22: ₹ 1,946.60 million) and rendering of services i.e., ATM and cash management services, managed services, annual maintenance service, etc., which comprise of ₹ 17,676.17 million (FY 22: ₹ 13,950.12 million). We identified revenue recognition as a key audit matter since: • there is an element of inherent risk and presumed fraud risk around accuracy and existence of revenue recognized. • overstatement of revenue is considered as a significant audit risk as it is a key performance indicator. It could create an incentive for higher revenue to be recognized at period end i.e., before the control of underlying goods and services have been transferred to the customer • there is significant audit effort, due to volume of transactions, to ensure that unbilled revenue is recorded based on contractual terms and the services are rendered.	In view of the significance of the matter we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence: • Assessed the appropriateness of the Group's accounting policies in respect of revenue recognition by comparing with applicable accounting standards. • Evaluated the design and testing the implementation of internal financial controls and testing the operating effectiveness of internal controls for a randomly selected sample of transactions. • Evaluated the design, implementation and operating effectiveness of Group's general IT controls, and application controls over the Group's IT systems. We have also tested the manual mitigating controls as appropriate • Performed substantive testing by comparing statistically selected samples of revenue transactions recorded during the year and verified/matched the parameters used in the computation with the relevant source documents. • Examined journal entries (using statistical sampling) posted to revenue to identify unusual or irregular items based on certain high-risk criteria. • Checked completeness and accuracy of the data used by the Group for revenue recognition by performing specific cut off procedures on revenue. On a sample basis, we evaluated the revenue being recognized in the correct accounting period. • For statistically selected sample of unbilled transactions, tested unbilled revenues with subsequent invoicing/other underlying documents to verify services rendered. • Evaluated adequacy of disclosures given in Note 42 to the consolidated financial statements.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Reports, but does not include the financial statements and auditor's reports thereon. The Annual Reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Management's and Board of Directors/Trustee's Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors and Trustees are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company/trust and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors and Trustees are responsible for assessing the ability of each company/trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors and Trustees either intends to liquidate the Company/Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors and Trustees are responsible for overseeing the financial reporting process of each company/trust.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entity or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entity included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

a. We did not audit the financial statements of six (6) subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 2,699.29 million as at 31 March 2023, total revenues (before consolidation adjustments) of ₹ 3,596.06 million and net cash outflows (before consolidation adjustments) amounting to ₹ 165.67 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these/subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group. Refer Note 31 to the consolidated financial statements.

b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2023.

c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2023.

d (i) The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of their knowledge and belief, as disclosed in the Note 47 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of their knowledge and belief, as disclosed in the Note 47 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or the other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The interim dividend declared and paid by the subsidiary company incorporated in India during the year and until the date of this audit report is in accordance with Section 123 of the Act.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or any of such subsidiary companies only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid/payable during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director by the Holding Company and its subsidiary companies except in case of a whole time director of the Holding Company where requisite approvals are taken in the general meeting. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Glenn D'souza
Partner
Membership No.: 112554
ICAI UDIN: 23112554BGWSAI2833

Place: Mumbai
Date: 23 May 2023

Annexure A

To the Independent Auditor's Report on the Consolidated Financial Statements of CMS Info Systems Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have certain remarks given by their respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/JV/Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	CMS Info Systems Limited	L45200MH2008PLC180479	Holding Company	Clause xi
2	Securitrans India Private Limited	U74999DL1998PTC095012	Subsidiary Company	Clause xi

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Glenn D'souza
Partner
Membership No.: 112554
ICAI UDIN: 23112554BGWSAI2833

Place: Mumbai
Date: 23 May 2023

Annexure B

To the Independent Auditor's Report on the consolidated financial statements of CMS Info Systems Limited for the year ended 31 March 2023

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of CMS Info Systems Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's 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, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to six (6) subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Glenn D'souza
Partner
Place: Mumbai | Membership No.: 112554
Date: 23 May 2023 | ICAI UDIN: 23112554BGWSAI2833

Consolidated Balance Sheet

as at March 31, 2023

(₹ in million)

	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	4,696.94	3,469.71
(b) Capital work-in-progress	27	203.13	435.83
(c) Right-of- use assets	5(a)	1,826.45	1,799.99
(d) Goodwill	5	2,060.77	2,060.77
(e) Other intangible assets	5	109.15	173.09
(f) Intangible assets under development	27	0.24	1.02
(g) Financial assets			
(i) Investments	6(a)	337.55	0.58
(ii) Other financial assets	7	318.80	330.74
(h) Deferred tax assets (net)	8	368.60	304.40
(i) Income tax assets (net)		196.28	226.10
(j) Other non-current assets	9	112.15	210.03
Total non-current assets		**10,230.06**	**9,012.27**
Current assets			
(a) Inventories	10	741.70	634.82
(b) Financial assets			
(i) Investments	6(b)	2,454.89	1,234.51
(ii) Trade receivables	11	5,260.03	4,993.21
(iii) Cash and cash equivalents	12	963.14	643.47
(iv) Bank balances other than (iii) above	12	599.38	774.30
(v) Other financial assets	7	29.62	276.49
(c) Other current assets	9	733.44	987.89
Total current assets		**10,782.20**	**9,544.70**
Total		**21,012.26**	**18,556.96**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	13(a)	1,544.00	1,531.53
(b) Other equity	13(b)	14,080.55	11,029.77
Total Equity attributable to Equity Share holders		**15,624.55**	**12,561.30**
Liabilities			
Non-current liabilities			
(a) Financial liabiltiies			
(i) Lease liabilities	15	1,528.03	1,467.61
(b) Provisions	17	211.12	201.04
(c) Other non current liabilities	16	6.14	9.25
Total Non-current liabilities		**1,745.29**	**1,677.90**
Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	15	505.33	460.67
(ii) Trade payables			
Dues of micro enterprises and small enterprises	14	51.74	79.81
Dues of creditors other than micro enterprises and small enterprises	14	2,200.40	2,378.99
(iii) Other Financial liabilities	15	597.35	1,066.03
(b) Other current liabilities	17	255.50	296.51
(c) Provisions	16	32.10	35.75
Total current liabilities		**3,642.42**	**4,317.76**
Total		**21,012.26**	**18,556.96**
Summary of significant accounting policies	2		
Summary of Significant accounting judgments, estimates and assumptions	3		
The accompanying notes form an integral part of the financial statements.	4-55		

As per our report of even date

For B S R & Co.LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Glenn D'Souza
Partner
Membership No.: 112554

Place: Mumbai
23 May 2023

For and on behalf of the Board of Directors of
CMS Info Systems Limited
CIN: L45200MH2008PLC180479

Ashish Agrawal
Director
DIN No.: 00163344

Rajiv Kaul
Whole-time Director and Chief Executive Officer
DIN No.: 02581313

Pankaj Khandelwal
Chief Financial Officer
DIN No.: 05298431

Praveen Soni
Company Secretary
Membership No: FCS 6495

Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

(₹ in million)

	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Revenue from operations	18	19,147.30	15,896.71
Other income			
Finance income	19	69.60	34.85
Other	20	77.58	44.25
Total Income		**19,294.48**	**15,975.81**
Expenses			
Purchase of traded goods	21	1,132.07	1,360.86
Changes in inventories of finished goods (including stock in trade)	22	29.67	177.10
Employee benefits expense	23	2,648.89	2,315.45
Finance costs	24	196.15	143.90
Depreciation and amortization expenses	4,5 & 5(a)	1,318.18	918.43
Other expenses	25	9,959.35	8,045.62
Total Expenses		**15,284.31**	**12,961.36**
Profit before tax		**4,010.17**	**3,014.45**
Tax expense			
Current tax		1,111.74	838.42
Adjustment of tax relating to earlier years		(8.71)	(5.06)
Deferred tax credit		(65.22)	(59.29)
Total tax expense		**1,037.81**	**774.07**
Profit for the year attributable to equity shareholders		**2,972.36**	**2,240.38**
Other comprehensive income ('OCI')			
Items that will not be reclassified to profit or loss			
Remeasurement gains on defined benefit plans		5.15	4.82
Income tax effect		(1.01)	(1.05)
Other comprehensive income for the year, net of tax		**4.14**	**3.77**
Total comprehensive Income for the year		**2,976.50**	**2,244.15**
Earning per equity share (nominal value of share ₹ 10)	26		
Basic		19.31	15.07
Diluted		18.67	14.33
Summary of significant accounting policies	2		
Summary of Significant accounting judgments, estimates and assumptions	3		
The accompanying notes form an integral part of the financial statements	4-55		

As per our report of even date

For B S R & Co.LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Glenn D'Souza
Partner
Membership No.: 112554

Place: Mumbai
23 May 2023

For and on behalf of the Board of Directors of
CMS Info Systems Limited
CIN: L45200MH2008PLC180479

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Director
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Rajiv Kaul
Whole-time Director and Chief Executive Officer
DIN No.: 02581313

Pankaj Khandelwal
Chief Financial Officer
DIN No.: 05298431

Praveen Soni
Company Secretary
Membership No: FCS 6495

Consolidated Statement of Cash flows
for the year ended March 31, 2023

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flow from operating activities		
Profit before tax	4,010.17	3,014.45
Adjustments to reconcile profit before tax to net cash flow:		
Depreciation and amortisation on Property,plant and equipment and Intangible asset	899.07	580.55
Depreciation on Right-of-use assets	419.11	337.88
Unrealised foreign exchange (gain)	(0.78)	(1.04)
Lease rent concession/Lease credit balance written back	(3.47)	(1.73)
Impairment allowance for bad and doubtful receivables and deposits	847.66	595.13
Bad debts written off	137.25	204.41
Debit balance written off	-	21.46
(Profit) on disposal of property, plant and equipment (net)	(11.31)	(5.38)
Sundry balances written back	(20.11)	(7.80)
Impairment for doubtful claims receivables	3.70	7.78
Insurance claims recievables written off	11.87	13.96
Finance income	(69.59)	(33.13)
Profit on sale of current investments	(29.52)	(20.58)
Net change in fair value of current investments measured at FVTPL	(12.42)	(4.12)
Employee stock option compensation cost	92.80	61.19
Finance costs	196.15	143.90
Operating profit before working capital changes	**6,470.58**	**4,906.93**
Movement in working capital:		
Decrease in trade payables and other liabilities	(824.02)	(421.03)
Increase in provisions	11.59	21.37
Decrease/(Increase) in inventories	(106.87)	265.45
(Increase) in trade receivables	(1,251.74)	(724.27)
(Increase)/Decrease in other assets and prepayments	853.07	(507.51)
Cash flow generated from operations	**5,152.61**	**3,540.94**
Direct taxes paid (net of refunds)	(1,084.98)	(975.82)
Net cash flow generated from operating activities (A)	**4,067.63**	**2,565.12**
Cash flows from investing activities		
Proceeds from sale of property, plant and equipment	19.57	7.04
Purchase of property, plant and equipment,Intangible assets (including CWIP and capital advances)	(1,933.18)	(2,839.67)
Investment in mutual funds and Debenture	(11,578.43)	(8,304.68)
Proceeds from redemption of mutual funds and Debenture	10,399.99	8,217.41
Loan given to Others	-	(143.86)
Investment in deposits with banks	(1,071.42)	(844.53)
Proceeds from maturity of deposits with banks (including interest)	937.24	645.81
Net cash flow (used in) investing activities (B)	**(3,226.23)**	**(3,262.48)**

Consolidated Statement of Cash flows (Contd.)
for the year ended March 31, 2023

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flow from financing activities		
Proceeds from issue of equity shares	157.46	637.64
Dividend paid	(154.06)	(226.44)
Finance costs	-	(0.08)
Finance costs on lease liability	(184.46)	(143.82)
Payment of principal portion of lease liabilities	(340.67)	(261.61)
Net cash flow generated/(used in) financing activities (C)	**(521.73)**	**5.69**
Net Decrease in cash and cash equivalents (A+B+C)	**319.67**	**(691.67)**
Cash and cash equivalents at the beginning of the year	**643.47**	**1,335.14**
Cash and cash equivalents at the end of the year (Refer note 12)	**963.14**	**643.47**

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Components of cash and cash equivalents:		
Cash on hand	6.16	6.66
Cheque in hand	320.26	-
Balances with bank		
Balance with current accounts	236.72	636.81
In deposits account with original maturity of less than three months	400.00	-
Cash and cash equivalents at the end of the year (Refer note 12)	**963.14**	**643.47**

Note

The Consolidated Statement of Cash flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) -7 issued by the institute of Chartered Accountants of India.

As per our report of even date

For B S R & Co.LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
CMS Info Systems Limited
CIN: L45200MH2008PLC180479

Glenn D'Souza
Partner
Membership No.: 112554

Ashish Agrawal
Director
DIN No.: 00163344

Rajiv Kaul
Whole-time Director and Chief Executive Officer
DIN No.: 02581313

Place: Mumbai
23 May 2023

Pankaj Khandelwal
Chief Financial Officer
DIN No.: 05298431

Praveen Soni
Company Secretary
Membership No: FCS 6495

Consolidated Statement of Changes in Equity

for the year ended March 31, 2023

(₹ in million)

Particular	Equity share capital	Reserve and surplus: Securities premium	Share based payment reserve (refer note 39 & 40)	Capital redemption reserve	Retained earnings	Total equity
As at March 31, 2021	**1,480.00**	**42.87**	**406.43**	**150.50**	**7,764.96**	**9,844.76**
Profit for the year	-	-	-	-	2,240.38	2,240.38
Other comprehensive income	-	-	-	-	3.77	3.77
Total comprehensive income	**-**	**-**	**-**	**-**	**2,244.15**	**2,244.15**
Equity shares issued during the year on exercise of stock options	51.53	-	-	-	-	51.53
Transfer to securities premium on options exercised	-	136.30	(136.30)	-	-	-
Securities premium on shares issued during the year	-	586.11	-	-	-	586.11
Employee stock option compensation cost	-	-	61.19	-	-	61.19
Dividend paid	-	-	-	-	226.44	226.44
As at March 31, 2022	**1,531.53**	**765.28**	**331.32**	**150.50**	**9,782.67**	**12,561.29**
Profit for the year	-	-	-	-	2,972.36	2,972.36
Other comprehensive income	-	-	-	-	4.14	4.14
Impact of change in depreciation of HTPL	-	-	-	-	(9.45)	(9.45)
Equity shares issued during the year on exercise of stock options	12.47	-	-	-	-	12.47
Transfer to securities premium on options exercised	-	35.72	(35.72)	-	-	-
Securities premium on shares issued during the year	-	144.99	92.80	-	-	237.79
Employee stock option compensation cost	-	-	-	-	-	-
Dividend Paid	-	-	-	-	(154.06)	(154.06)
As at March 31, 2023	**1,544.00**	**945.99**	**388.40**	**150.50**	**12,595.66**	**15,624.54**

Summary of significant accounting policies (Refer Note 2)

Summary of Significant accounting judgments, estimates and assumptions (Refer note 3)

The accompanying notes form an integral part of the financial statements. (Refer note 4-55)

As per our report of even date

For B S R & Co.LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
CMS Info Systems Limited
CIN: L45200MH2008PLC180479

Glenn D'Souza
Partner
Membership No.: 112554

Ashish Agrawal
Director
DIN No.: 00163344

Rajiv Kaul
Whole-time Director and Chief Executive Officer
DIN No.: 02581313

Place: Mumbai
23 May 2023

Pankaj Khandelwal
Chief Financial Officer
DIN No.: 05298431

Praveen Soni
Company Secretary
Membership No: FCS 6495

Notes to Consolidated Financial Statements

for the year ended March 31,2023

1 CORPORATE INFORMATION:

CMS Info Systems Limited (the 'Company' or the 'Holding Company' or the 'Parent') is a Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company became subsidiary of Sion Investment Holdings Pte. Limited (with effect from August 27, 2015), the ultimate Holding Company is Baring Private Equity Asia GP VI Limited pursuant to acquisition of 100% shares from BLACKSTONE FP CAPITAL PARTNERS (MAURITIUS) V LTD, CMS Computers Limited, Mr. Ramesh Grover and others (together known as 'erstwhile shareholders').

The Company and its subsidiaries (together known as the 'Group') is engaged in the business of providing ATM and Cash Management services, supply, installation and maintenance of ATM and cash deposit machines, and also engaged in card trading and personalization services. The registered office of the Company is located at T-151, 5th Floor, Tower No.10, Sector 11, Railway station complex, CBD Belapur, Navi Mumbai 400614.

The consolidated financial statements ('CFS') were authorised for issue in accordance with a resolution of the directors on May 23, 2023.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of Preparation

The Group's CFS have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards), Rules, 2015, as amended under the provision of the Companies Act, 2013 (the 'Act') and subsequent amendments thereof. The CFS have been prepared under the historical cost basis except for certain financial assets and liabilities that have been measured at fair value (refer accounting policy regarding financial instruments).

The CFS are presented in Indian Rupees ('INR' or '₹') in million, which is also the Group's functional and presentation currency. The CFS are prepared on a going concern basis.

b) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle or expected to be realised within twelve months after the reporting period
- Held primarily for the purpose of trading
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle and is due to be settled within twelve months after the reporting period
- Held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified period of twelve months as its operating cycle.

c) Basis of consolidation and consolidation procedures:

The CFS comprise the financial statements of the Company and its subsidiaries as at March 31, 2023.

The list of entities, controlled by the group, which are included in the CFS are as under:

Sr. No	Name of entities*	Percentage of ownership interest as at 31-03-23	31-03-22
1	Securitrans India Private Limited ('SIPL')	100	100
2	CMS Securitas Limited ('CSL')	100	100
3	CMS Marshall Limited ('CML')	100	100
4	Quality Logistics Services Private Limited	100	100
5	CMS Securitas Employees Welfare Trust ('CMS Trust')	100	100
6	Hemabh Technology Private Limited	100	100
7	CMS Info Foundation	100	0

* All entities are incorporated and have place of business in India

Notes to Consolidated Financial Statements

for the year ended March 31,2023

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the CFS from the date the Group gains control until the date the Group ceases to control the subsidiary.

All the companies in the Group follow uniform accounting policies for like transactions and other events in similar circumstances. The financial statements of all entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company, i.e., year ended on March 31,2023

Consolidation procedures:

(i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognized in the CFS at the acquisition date.

(ii) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill/ capital reserve.

(iii) Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and Property, plant and equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the CFS. Ind AS12 applies to temporary differences that arise from the elimination of profits and losses resulting from intra group transactions.

d) Property, plant and equipment

The cost of an item of property, plant and equipment shall be recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably.

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the asset to its working condition for its intended use. While deriving cost, refundable taxes and discounts are excluded. Borrowing cost relating to acquisition of tangible assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress is stated at cost.

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit or Loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognized.

The Group provides depreciation on property, plant and equipment using the straight line method at the rates computed based on the estimated useful

Notes to Consolidated Financial Statements

for the year ended March 31,2023

lives of the assets as estimated by the management which are in most cases equal to the corresponding rates prescribed in Schedule II to the Act. Certain assets are depreciated at lower rates.

The Group has used the following lives to provide depreciation:

Category	Useful lives (in years)
Plant and machinery	7*
Electric installations	5*
Furniture, fixtures and fittings	7*
Vehicles (used for ATM and Cash Management business)	7*
Other vehicles	8
Office equipment	5
Computers servers and peripherals	3 to 6

*The Group, based on technical assessment made by the management, depreciates certain items of plant and equipment and vehicles (used for ATM and Cash Management business) over the estimated useful lives which are different from the useful lives prescribed in Schedule II to the Act. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Leasehold improvements are depreciated on a straight line basis over the shorter of the estimated useful life of the asset or the lease term, which does not exceed 7 years.

The residual values, useful lives and method of depreciation and amortisation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of item can be measured reliably.

e) Intangible assets and goodwill

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets recognized in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method for intangible assets with finite useful lives are reviewed at least at the end of each reporting period and adjusted prospectively, if appropriate.

Intangible assets are amortised on straight line basis over the estimated useful life as follows:

Particulars	Useful Life
Computer software	3-6 years
Customer contracts (fair value of business combination)	5-6 years
Customer contracts (purchased)	2-3 years
Non-compete Fees	6 years (Non-Compete period)

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized. Goodwill is tested for impairment annually at the cash-generating unit level.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific assets to which its relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in the statement of profit and loss as incurred.

f) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, wherever applicable, a long term growth rate is calculated and applied to projected future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

g) Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

From April 01,2021, where the basis for determining future lease payments changed as required by Interest rate benchmark reform (see 2(t)), the Group remeasures the lease liability by discounting the revised lease payments using the revised discount rate that reflects the change to an alternative benchmark interest rate.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities separately in the balance sheet within 'Financial Liabilities'.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense in profit or loss on a straight-line basis over the lease term.

As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub- lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short- term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, then the Group applies Ind AS 115 to allocate the consideration in the contract.

The Group applies the derecognition and impairment requirements in Ind AS 109 to the net investment in the lease. The Group further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

h) Inventories

Inventories are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of trading goods, stores and spares is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Notes to Consolidated Financial Statements

for the year ended March 31,2023

i) Revenue recognition

Revenue is measured at the transaction price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

The Group recognizes revenue when it transfers control over good or service to a customer. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks. The specific recognition criteria described below must also be met before revenue is recognized.

Sale of goods:

Revenue from sale of goods is recognized at point in time when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

The Group provides and commits preventive maintenance services on its certain products at the time of sale for one or two years from the date of sale. These maintenance services are sold together with the sale of product. Contracts for such sales of product and preventive maintenance services comprise two performance obligations because the promises to transfer the product and to provide the preventive maintenance services are capable of being distinct. Accordingly, a portion of the transaction price is allocated to the preventive maintenance services and recognized as a contract liability. Revenue is recognized over the period in which the preventive maintenance services are provided based on the time elapsed.

Sale of services:

Revenue from ATM and cash management services, card personalization services and allied operations is recognized over time when the required services are rendered in accordance with the contracts/ agreements entered into with the customer and is disclosed net off deductions for shortages, etc. charged by the customers as per the terms of the agreement.

Revenue from annual maintenance contracts is recognized, over the period of the maintenance contract.

The contract liabilities primarily relate to the advance consideration received from customers for ATM and Cash management services and allied operations, for which revenue is recognized over time.

Revenue recognized, in excess of billing is classified as unbilled revenue; while billing in excess of revenue is classified as unearned revenue.

When the entity has a right to consideration for goods/services provided to date, however, the billing for such goods/services and its payment will be received after completion of specified activities, the company recognizes contract assets for the same.

Sale of ATM Sites:

Revenue from sale of ATM sites is recognized based on customer acceptance received on completion of the ATM sites as per the terms of agreement entered with the customers.

Ind AS 115 requires an entity measure revenue at the transaction price excluding estimates of variable consideration that is allocated to that performance obligations.

j) Interest income

For all debt instruments measured either at amortised cost, interest income is recorded using the effective interest rate ('EIR'). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the Statement of Profit and Loss.

k) Foreign currencies

Transactions in foreign currencies are initially recorded by the respective entities of the Group at their respective functional currency spot rates, at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized as income or expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

l) Employee benefits

Short-term Employee Benefits

Short term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short term cash bonus, if the group has present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Retirement Benefit

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as expenses, when an employee renders the related service.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year. The Group makes contributions to a trust administered and managed by an insurance company to fund the gratuity liability. Under this scheme, the obligation to pay gratuity remains with the Group, although insurance company administers the scheme.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss - Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income.

Remeasurement comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Other Employee Benefits

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. The Group presents the leave as a short-term provision in the balance sheet to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Termination Benefits

Termination benefits are expensed at the earlier of when the group can no longer withdraw the offer of those benefits and when the group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

Remeasurement, comprising of actuarial gains and losses, are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

m) Income taxes

Income tax

Income tax expense comprises current and deferred tax. It is recognized in the statement of profit and loss except to the extent that it is related to a

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business combination, or item recognized directly in equity or in Other comprehensive income.

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent liabilities, and Contingent Assets.

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in OCI or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

A deferred tax liability is recognized based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Deferred tax relating to items not recognized in the Statement of Profit and Loss is recognized either in OCI or in equity (where the item on which deferred tax is arising is recognized). Deferred tax on differences arising in business combination is recognized in Goodwill.

n) Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting the cost recognized in the current year in relation to employee stock options schemes) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

o) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

Where the Group expects some or all of the expenditure required to settle a provision will be reimbursed by another party, the reimbursement is recognized when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement is treated as a separate asset.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Warranties

A provision for warranties is recognized when the underlying products or services are sold, based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

Restructuring

A provision for restructuring is recognized when the Group has approved a detailed and formal restructuring plan, and the restructuring either has commenced or has been announced publicly. Future operating losses are not provided for.

Site Restoration

In accordance with the Group's published environmental policy and applicable legal requirements, a provision for site restoration in respect of contaminated land, and the related expense, is recognized when the land is contaminated.

Onerous Contract

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

p) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably.

Contingent Assets

Contingent asset is not recognized in consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

q) Cash and cash equivalents

Cash and cash equivalent in the balance sheet and cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of overdrafts as they are considered an integral part of the Group's cash management.

r) Share based payment

Employees (including senior management) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The Statement of Profit and Loss expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

No expense is recognized for awards that do not ultimately vest because non-market performance

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and/or service conditions have not been met. When an award is cancelled by the Group or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Statement of Profit and Loss.

s) Fair value measurement

The Group measures financial instruments, such as, investment in mutual funds unit is recognized at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as impairment testing of goodwill, non-current assets and fair value of employee stock options schemes. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

t) Financial instruments

Recognition and initial measurement

Trade receivables – Initial measurement

As per Ind AS 109, all financial assets are required to be initially measured at fair value plus or minus the transaction costs and financial assets classified as FVTPL are required to be measured at fair value.

However, an exception to this principle is financial assets in the form of trade receivables, that would be initially measured at transaction price (as defined in Ind AS 115) unless that contain a significant financing component determined in accordance with Ind AS 115 (or when an entity applies the practical expedient).

Consistency should be maintained between the accounting policy for initial measurement of trade receivables and the accounting policy for measurement of corresponding revenue.

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Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement
Financial assets

On initial recognition, a financial asset is classified as measured at:

- Amortised cost
- Fair value through other comprehensive income (FVOCI) – Debt investment
- Fair value through other comprehensive income (FVOCI) or
- Fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets (see Note 36). On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level 16 because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets; how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

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- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets - Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets - Subsequent measurement and gains and losses

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses including any interest or dividend income, are recognized the statement of profit and loss.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in the statement of profit and loss.

Debt Investments at FVOCI: These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the statement of profit and loss.

Financial liabilities - Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized

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for the year ended March 31,2023

in the statement of profit and loss. Any gain or loss on derecognition is also recognized in the statement of profit and loss.

Derecognition

Financial assets

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:

Substantially all of the risks and rewards of ownership of the financial asset are transferred; or the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognized on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

Interest rate benchmark reform

When the basis for determining the contractual cash flows of a financial asset or financial liability measured at amortised cost changed as a result of interest rate benchmark reform, the Group updated the effective interest rate of the financial asset or financial liability to reflect the change that is required by the reform. A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if the following conditions are met:

- the change is necessary as a direct consequence of the reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis - i.e. the basis immediately before the change.

When changes were made to a financial asset or financial liability in addition to changes to the basis for determining the contractual cash flows required by interest rate benchmark reform, the Group first updated the effective interest rate of the financial asset or financial liability to reflect the change that is required by interest rate benchmark reform. After that, the Group applied the policies on accounting for modifications to the additional changes.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Debt instruments at amortised cost

A debt instrument is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

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for the year ended March 31,2023

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognized (i.e. removed from the balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either

(a) the Group has transferred substantially all the risks and rewards of the asset, or

(b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to the statement of Profit and Loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Group has not designated any financial liability as at fair value through statement of profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Notes to Consolidated Financial Statements

for the year ended March 31,2023

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortisation.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

u) Business combinations and goodwill

Business combinations are accounted by using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

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for the year ended March 31,2023

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained. Goodwill is tested for impairment annually as at March 31 and when circumstances indicate that the carrying value may be impaired.

v) Rounding of amount:

Amount disclosed in the financial statements and notes have been rounded off to the nearest million as per the requirement of schedule III, unless otherwise stated

w) Cash dividend distribution to equity holders of the parent

The Company recognizes a liability to make cash distributions to equity holders of the parent when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

3 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS:

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual result may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Significant judgment:

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

Leases

The application of Ind AS 116 requires group to make judgments and estimates that affect the measurement of right-of-use assets and liabilities. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to terminate the lease if the group is reasonably certain not to exercise that option. In assessing whether the group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the group to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

The group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The Group has adopted average borrowing rate as it's incremental borrowing rate (IBR).

Estimates

Information about assumptions and estimates uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

Defined benefit plans

The cost of the defined benefit plans and the present value of the defined obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. Future salary increases are based on

Notes to Consolidated Financial Statements

for the year ended March 31,2023

expected future inflation rates. The mortality rate is based on publicly available mortality tables for the country. Those mortality tables tend to change only at interval in response to demographic changes. Refer note 28 for sensitivity analysis in relation to this estimate.

Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets.

The Group has amended the useful life of commercial vehicles in line with industry practice and based on guidelines issued by MHA-RBI, from 6 years to 7 years with effect from April 01, 2022 resulting in lower depreciation charge of ₹ 40.72 million in the quarter and nine month period ended December 31, 2022. Of this, the charge for the period from April 01, 2022 to June 30, 2022 and from July 01, 2022 to September 30, 2022 is ₹ 12.57 mn and ₹ 13.53 mn respectively.

Impairment of Goodwill

Goodwill is tested for impairment at-least on an annual basis and when events that occur/changes in circumstances - indicate that the recoverable amount of the CGU is less than its carrying value.

The impairment indicators, the estimation of expected future cash flows and the determination of the fair value of CGU (including Goodwill) require the Management to make significant judgments, estimates and assumptions concerning the identification and validation of impairment indicators, fair value of assets, Revenue growth rates and operating margins used to calculate projected future cash flows, relevant risk-adjusted discount rate, future economic and market conditions, etc. For the details as to carrying amount of Goodwill and impairment testing (including related sensitivity analysis), refer note 33.

Share-based payments

The Group initially measures the cost of equity-settled transactions with employees using Black Scholes model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 39.

Claims receivable

It represents the claims made the Group from Insurance companies and others on account of cash loss due to theft or loot etc. at the time of replenishment of cash in ATM's and cash deposits and pick-ups.

The Group has recognized the claims in books, when the amount thereof can be measured reliably and ultimate collection is reasonably certain. The claims receivable balances are reviewed annually by the management and necessary doubtful provision percentage is calculated on the basis of group's historical experiences and recoverability of amount from Insurance companies and others.

Expected credit loss

The Group has large number of individual customers. Management assesses the level of allowance for doubtful debts after taking into account ageing analysis and any other factor specific to individual counterparty and a collective estimate based on historical experience adjusted for certain current factors.

Other Provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

Notes to Consolidated Financial Statements

for the year ended March 31,2023

Recent pronouncement:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rule 2015 by issuing the Companies (Indian Accounting Standards) Amendments Rules, 2023, Applicable from April 01, 2023, as below:

Ind AS 1- Presentation of Financial Statements:

The amendments requires companies to disclose their material accounting policies rather than their significant accounting policies, Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Ind AS 8 – Accounting Policies, changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies requires items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

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as at March 31 2023

4 PROPERTY, PLANT AND EQUIPMENT

(₹ in million)

Particulars	Plant and machinery	Electrical installations	Furniture, fixtures and fittings	Vehicles	Office equipment	Leasehold improvements	Computers, servers and peripherals	Total
Gross block value as at March 31, 2021	**1,407.81**	**45.15**	**343.07**	**2,054.62**	**83.31**	**152.61**	**381.75**	**4,468.32**
Additions during the year	1,241.42	6.43	170.47	464.86	5.31	40.85	27.31	1,956.65
Acquistion through Business Combination (Refer note 43)	177.69	-	-	-	0.04	-	4.77	182.50
Deletions during the year	31.68	11.78	25.44	69.95	4.56	33.28	2.01	178.70
Gross block value as at March 31, 2022	**2,795.24**	**39.80**	**488.10**	**2,449.53**	**84.10**	**160.18**	**411.82**	**6,428.77**
Additions during the year	1,170.43	6.27	76.50	678.24	5.77	44.84	70.03	2,052.08
Deletions during the year	78.51	5.63	8.18	173.08	1.90	5.29	41.93	314.52
Gross block value as at March 31, 2023	**3,887.16**	**40.44**	**556.42**	**2,954.69**	**87.97**	**199.73**	**439.92**	**8,166.33**
Accumulated depreciation as at March 31, 2021	**332.48**	**35.47**	**109.89**	**1,609.62**	**69.35**	**76.83**	**337.68**	**2,571.32**
Depreciation for the year	262.91	4.28	51.83	128.76	7.14	15.72	27.05	497.69
Accumulated depreciation through Business Combination (Refer note 43)	64.11	-	-	-	-	-	2.90	67.00
Accumulated depreciation on disposals	30.91	11.78	25.20	69.38	4.56	33.12	2.01	176.96
Accumulated depreciation as at March 31, 2022	**628.59**	**27.97**	**136.52**	**1,669.00**	**71.93**	**59.43**	**365.62**	**2,959.05**
Impact of revaluation	9.14	-	-	-	0.00	-	0.25	9.39
Depreciation for the year	493.79	5.10	71.72	176.47	5.10	21.25	33.77	807.20
Accumulated depreciation on disposals	75.38	5.32	6.40	173.06	1.71	2.47	41.92	306.26
Accumulated depreciation as at March 31, 2023	**1,056.14**	**27.75**	**201.84**	**1,672.41**	**75.32**	**78.21**	**357.72**	**3,469.39**
Net block as at March 31, 2023	**2,831.02**	**12.69**	**354.58**	**1,282.28**	**12.65**	**121.52**	**82.20**	**4,696.94**
Net block as at March 31, 2022	**2,166.65**	**11.83**	**351.58**	**780.53**	**12.18**	**100.75**	**46.20**	**3,469.72**

Note:

1. Capital work in progress at March 31, 2023 is ₹ 203.13 million (March 31, 2022 is ₹ 435.83 million). Additions made to the capital work in progress during the year amount to ₹ 201.91 million (March 31, 2022 ₹ 431.73 million). Assets amounting to ₹ 434.61 million (March 31, 2022 ₹ 222.70 million) has been capitalised during the year. (Refer note 27)

2. The Group has amended the useful life of commercial vehicles in line with industry practice and based on guidelines issued by MHA-RBI, from 6 years to 7 years with effect from April 01, 2022 resulting in lower depreciation charge of ₹ 54.47 million in the year ended March 31, 2023.

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as at March 31 2023

5 INTANGIBLE ASSETS

Particulars	Computer software	Non compete fees	Customer Contract	Total	Goodwill
Gross block value as at March 31, 2021	**136.13**	**168.10**	**294.71**	**598.94**	**2,033.63**
Additions during the year	21.72	-	-	21.72	27.14
Acquistion through Business Combination (Refer note 43)	0.32	-	47.78	48.10	
Gross block value as at March 31, 2022	**158.17**	**168.10**	**342.49**	**668.76**	**2,060.77**
Additions during the year	27.93	-	-	27.93	-
Deletions during the year	0.32	-	-	0.32	-
Gross block value as at March 31, 2023	**185.78**	**168.10**	**342.49**	**696.37**	**2,060.77**
Accumulated amortisation as at March 31, 2021	**108.96**	**159.20**	**141.24**	**409.40**	**-**
Amortization for the year	20.15	3.00	59.73	82.88	-
Amortization through Business Combination (Refer Note 43)	0.12	-	3.27	3.39	-
Accumulated amortisation as at March 31, 2022	**129.23**	**162.20**	**204.24**	**495.67**	**-**
Amortization for the year	17.97	3.00	70.90	91.87	-
Deletion during the year	0.32	-	-	0.32	-
Accumulated depreciation as at March 31, 2023	**146.88**	**165.20**	**275.14**	**587.22**	**-**
Net block as at March 31, 2023	**38.90**	**2.90**	**67.35**	**109.15**	**2,060.77**
Net block as at March 31, 2022	**28.94**	**5.90**	**138.25**	**173.09**	**2,060.77**

Intangible assets under development as at March 31, 2023 is ₹ 0.24 million (March 31, 2022 ₹ 1.02 million). Additions made to Intangible assets under development during the year amount to ₹ 0.24 million (March 31, 2022 ₹ 0.45 million). Asset amounting to ₹ 1.02 million (March 31, 2022 ₹ 4.10 million) has been capitalised during the year. (Refer note 27)

5 (a) Right-of-use assets

(₹ in million)

Particulars	Leasehold Property	Total
Gross block value as at March 31, 2021	**1,589.27**	**1,589.27**
Additions during the year	978.83	978.83
Deletion during the year	210.29	210.29
Gross block value as at March 31, 2022	**2,357.81**	**2,357.81**
Additions during the year	565.37	565.37
Deletion during the year	173.17	173.17
Gross block value as at March 31, 2023	**2,750.01**	**2,750.02**
Accumulated depreciation as at March 31, 2021	**378.49**	**378.49**
Depreciation charge for the year	337.88	337.88
Deletion during the year	158.54	158.54
Accumulated depreciation as at March 31,2022	**557.83**	**557.83**
Depreciation charge for the year	419.11	419.11
Deletion during the year	53.39	53.39
Accumulated depreciation as at March 31, 2023	**923.55**	**923.55**
Net block as at March 31, 2023	**1,826.46**	**1,826.46**
Net block as at March 31, 2022	**1,799.98**	**1,799.98**

Notes to Consolidated Financial Statements

as at March 31 2023

6 INVESTMENTS

(₹ in million)

		As at March 31, 2023	As at March 31, 2022
(a)	**Non-current investments**		
	Investments in equity shares of other companies (unquoted, fully paid up, at fair value through profit and loss)		
	7,500 (March 31, 2022: 7,500) Equity shares of ₹ 10 each, fully paid up, in Belapur Railway Station Complex Limited	0.08	0.08
	20,160 (March 31, 2022: 20,160) equity shares of ₹ 25 each of Apna Bank	0.50	0.50
	Investment in Non-convertible debentures at amortised cost		
	0% HDB Premium 2024_Series2021	54.21	-
	0% L&T Finance Limited	30.74	-
	5.86% Tata Capital Housing Finance Limited	49.08	-
	7.28% HDFC Ltd.- Bond	49.79	-
	5.75% Bajaj Finance Limited Bond	49.01	-
	0% HDB 2025 Series Debentures	104.14	-
		337.55	**0.58**
	Note: Redeemable debentures classified at amortised cost have interest rates of 0% to 7.28% (March 31, 2022: Nil) and have maturity in one year.		
(b)	**Current investments (unquoted) (at fair value through profit and loss)**		
	149190 Units of face value of ₹ 10 each in ICICI Prudential Short term Plan- Growth (March 31, 2022 - 74,594 Units)	8.11	7.62
	250,520 of face value of ₹ 10 each in HDFC Corporate Debt Opportunities Fund Growth (March 31, 2022 - 250,520 Units)	5.41	5.17
	148373 Units of face value of ₹ 10 each in Aditya Birla Sun Life Medium term Plan-Growth (March 31, 2022 - 166,260 Units)	5.08	4.76
	39,079 Units SBI Magnum Ultra Short duration fund (March 31, 2022: 20,419 Units)	201.59	100.00
	Nil Units Kotak Savings fund (March 31, 2022: 6,108,095 Units)	-	220.08
	Nil Units Kotak Overnight fund (March 31, 2022: 105,910 Units)	-	120.08
	782,751 Units ICICI Prudential Liquid Fund (March 31, 2022: Nil Units)	260.80	-
	82,762 Units ICICI Prudential Overnight Fund (March 31, 2022: 1,484,750 Units)	100.02	170.16
	3,168,999 Units ICICI Prudential Ultra short term Fund (March 31, 2022: 7,127,375 Units)	80.18	170.42
	100,479 Units Kotak liquid fund (March 31, 2022: Nil Units)	457.02	-
	633,609 Units Aditya Birla Sunlife Money Manager Fund (March 31, 2022: NIL)	200.34	-
	52,330 Units Kotak Money Market Fund (March 31, 2022: NIL)	200.34	-
	13,106,048 Units Bharat Bond FOF (March 31,2022: NIL)	160.16	-
	117,837 Units SBI Liquid fund (March 31, 2022: Nil Units)	415.18	-
	Nil Units ICICI Prudential ICICI Prudential Overnight Fund (March 31, 2022: 1,794,595 Units)	-	205.67
	Nil Units ICICI Prudential Ultra short term Fund (March 31, 2022: 9,642,668 Units)	-	230.56

Notes to Consolidated Financial Statements
as at March 31 2023

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Current investment in Non-convertible debentures at amortised cost		
0% Axis Finance Limited PP- MLD Series 02/2020-21	34.97	-
0% L&T Finance Series A 2020-21	20.37	-
0% Tata Cleantech Capital NCD "A" 2020-21	59.29	-
6.49% Tata Capital Ltd. NCD A Series 21-22	98.79	-
6.49% Tata Capital Limited Debentures	49.36	-
5.42% HDB 2024 Series Debentures	97.88	-
	2,454.89	**1,234.51**

Note:
Redeemable debentures classified at amortised cost have interest rates of 0% to 6.49% (March 31, 2022: Nil) and maturity in one year.

7 OTHER FINANCIAL ASSETS

(₹ in million)

	Non - Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good				
Claims receivable	48.68	71.95	-	-
Accrued interest	-	-	12.01	9.19
Balance in fixed deposit accounts with original maturity more than 12 months	-	0.04	-	-
Margin money deposits [refer note (i) below]	146.69	127.58	-	-
Advances to employees	-	-	17.61	20.79
Sundry deposits	123.43	131.17	-	-
Others [refer note (ii) below]	-	-	-	246.51
	318.80	**330.74**	**29.62**	**276.49**
Unsecured, considered doubtful				
Sundry deposits	2.33	2.33	-	-
Claims receivable	59.45	78.72	-	-
	61.78	81.05	-	-
Less: Impairment allowance for doubtful assets	(61.78)	(81.05)	-	-
	318.80	**330.74**	**29.62**	**276.49**

Notes:

(i) Margin money deposits given as security

Margin money deposits with carrying amount of ₹ 91.06 million (March 31, 2022: ₹ 84.35 million) are subject to first charge to secure the Bank guarantees/fixed deposits given by banks on behalf of the Group for pending court cases and deposits of ₹ 55.63 million (March 31, 2022 - ₹ 43.23 million) are subject to first charge to secure the facillities for Vaulting and ATM operations.

(ii) Represents IPO proceeds held in escrow account, to be utilised towards the settlement of IPO expenses.

Notes to Consolidated Financial Statements
as at March 31 2023

8 DEFERRED TAX ASSETS (NET)

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Deferred tax assets		
Impairment allowance for bad and doubtful receivables	338.62	240.98
Impairment allowance for doubtful advances,claims receivable and deposits	11.24	14.65
Provision for employee benefits and bonus payable	55.89	72.69
Leases	48.89	28.43
Unabsorbed Losses	1.81	-
	456.45	**356.75**
Deferred tax liabilities		
Depreciation	87.85	52.35
	87.85	**52.35**
Deferred tax assets (Net)	**368.60**	**304.40**

Deferred tax reconciliation

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Opening balance	**304.40**	**247.83**
Tax during the year recognized in Statement of Profit and Loss	65.22	59.29
Tax during the year recognized in other comprehensive income	(1.01)	(1.05)
Deferred tax on account of Business combination (Refer note 43)	-	(1.70)
Closing balance	**368.60**	**304.40**
Tax reconciliation		
Profit before tax	4,010.17	3,014.45
At statutory income tax rate of 25.168% (March 31, 2022: 25.168%)	1,009.27	758.68
Net effect of non-deductible allowances and exemptions	37.25	20.46
Adjustment of tax relating to earlier years	(8.71)	(5.06)
Tax expense (Effective rate 26.097% (March 31, 2022: 25.847%)	1,037.81	774.07
Income tax expense reported in the Statement of Profit and Loss	1,037.81	774.07

9 OTHER ASSETS

(₹ in million)

	Non - Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good				
Advances recoverable in kind or for value to be received	-	-	230.74	185.93
Capital advances	9.61	128.19	0.25	2.88
Receivable from Government Authorities	47.66	47.66	121.99	281.46
Prepaid expenses	54.88	34.18	136.68	206.25
Unbilled revenue (Contract assets)	-	-	243.79	311.37
	112.15	**210.03**	**733.45**	**987.89**

Notes to Consolidated Financial Statements
as at March 31 2023

10 INVENTORIES

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Valued at lower of cost and net realisable value		
Trading goods (refer note below)	249.71	284.93
Stores and spares	491.99	349.89
	741.70	634.82

Note:

Trading stock includes stock at ATM sites which are not installed as at March 31, 2023 amounting to ₹ 27.62 million (March 31, 2022 - ₹ 51.99 million).

During the year, the company recorded inventory write downs of ₹ 29.63 million (March 31, 2022 ₹ 7.52 million). These adjustments were included in consumption of stores and spares.

11 TRADE RECEIVABLES

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Trade receivable considered good- unsecured (Refer note 37)	2,923.87	3,210.72
Unbilled revenue (Refer note 37)	2,336.16	1,782.49
Trade receviable - Credit impaired	1,328.33	934.62
Total trade receivable	6,588.36	5,927.83
Less: Loss allowance	(1,328.33)	(934.62)
Net trade receivables	5,260.03	4,993.21

12 CASH AND BANK BALANCES

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents		
Balances with banks		
On current accounts	236.72	636.81
In deposits account with original maturity of less than three months	400.00	-
Cheques in hand	320.26	-
Cash on hand	6.16	6.66
	963.14	643.47
Bank balances other than above		
Funds held relating to cash management activity [refer note (i) below]	93.42	47.35
In deposits account with original maturity for less than 12 months but more than three months	360.00	675.02
Margin money deposits [refer note (ii) below]	145.96	51.93
	599.38	774.30

Note:

(i) Funds held relating to cash management activity represents the net funds invested by the Group in one of the services of Cash management business. These include Bank balances and Cash in Vaults as reduced by the amounts payable to customers.

Notes to Consolidated Financial Statements
as at March 31 2023

(ii) Margin money deposits with carrying amount of ₹ 37.36 million (March 31, 2022 ₹ 32.54 million) are subject to first charge to secure the Bank guarantees/fixed deposits given by banks on behalf of the Group for pending court cases and deposits of 108.60 million (March 31, 2022 - ₹ 19.39 million) are subject to first charge to secure the facillities for Vaulting and ATM operations.

13 (a) Equity Share Capital

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Authorised share capital		
173,000,000 (March 31, 2022 - 173,000,000) equity shares of ₹ 10 each	1,730.00	1,730.00
1,500,000 (March 31, 2022 - 1,500,000) 0.01% Optionally convertible cumulative redeemable preference shares of ₹ 100 each	150.00	150.00
	1,880.00	1,880.00
Issued, subscribed and fully paid up shares:		
154,400,078 (March 31, 2022- 153,152,747) equity shares of ₹ 10 each	1,544.00	1,531.53

(i) Terms and rights attached to equity shares

The Group has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Group declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuring Annual General Meeting, except in case of interim dividend which is approved by the Board of Directors.

In the event of liquidation of the Group, the holders of the equity shares will be entitled to receive the remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) Details of shares held by the holding Company and other shareholders in the Group including details of shareholders holding more than 5% shares in the group

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No of Shares	% Shareholding	No of Shares	% Shareholding
Equity shares of ₹ 10 each fully paid up				
Sion Investment Holdings Pte. Limited*	93,011,975	60.24%	97,074,075	63.38%
WF Asian Reconnaissance Fund Limited	8,843,973	5.73%	8,843,973	5.77%
SBI Small Cap Fund	8,286,487	5.37%	8,286,487	5.41%
Total	110,142,435	71.33%	114,204,535	74.57%

* Includes Six individual shareholders (registered shareholders) holding one share each as nominees of Sion Investment Holdings Pte. Ltd.

(iii) As per records of the Group, including its register of share holders/members and other declarations received from shareholders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

Notes to Consolidated Financial Statements
as at March 31 2023

(iv) Shares held by promoter at the end the year

Promoter name	No. of Shares	As at March 31, 2023 % of Total shares	As at March 31, 2022 % of Total shares	Changed during the year
Sion Investment Holdings Pte. Limited *	93,011,975	60.24%	63.38%	-3.14%

(v) Shares reserved for issue under options

For details of options alloted under employee stock option schemes, refer note 39

(vi) During the previous year 2021-22, the Board has paid ₹ 226.44 million interim dividends. The first dividend was declared on May 4, 2021 at the rate of ₹ 0.62 per equity share (6.2% of the face value of ₹ 10 each) and second dividend was declared on October 19, 2021 at the rate of ₹ 0.91 per equity share (9.1% of the face value of ₹10 each). The dividend distribution tax on the said dividends is ₹ Nil as the Group has withheld 10% TDS on the Gross dividend and remittance is done net of withholding taxes. The witholding taxes are duly deposited with the Government.

13 (b) Other equity

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
A) **Summary of Other Equity balance**		
Securities premium		
Opening balance	765.28	42.87
Add: Securities premium on shares (stock options) issued during the year	144.99	586.11
Add: Transfer on exercise of options	35.72	136.30
Closing balance	**945.99**	**765.28**
Share based payment reserve (refer note 39 and 40)		
Opening balance	331.32	406.43
Add: Employee stock option compensation cost during the year	92.80	61.19
Less: Transfer on exercise of options	(35.72)	(136.30)
Closing balance	**388.40**	**331.32**
Capital redemption reserve		
Opening balance	150.50	150.50
Closing balance	**150.50**	**150.50**
Retained earnings		
Opening balance	9,782.67	7,764.96
Add: Net profit after tax transferred from Statement of Profit and Loss	2,972.36	2,240.38
Less: impact of change in depreciation of HTPL	(9.45)	-
Less: Dividend Paid [Refer note 13(a)(vi)]	(154.06)	(226.44)
Add: Other comprehensive income (net of tax)	4.14	3.77
Closing balance	**12,595.66**	**9,782.67**
Total	**14,080.55**	**11,029.77**

B) Nature and purpose of reserves

(i) Securities Premium: The amount received in excess of face value of the equity shares is recognized in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium, on exercise of the option. During the current year the company has recognized securities premium of ₹ 35.72 million (March 31, 2022 ₹ 136.30 million).

Notes to Consolidated Financial Statements
as at March 31 2023

(ii) Share based payment reserves: The fair value of the equity-settled share based payment transactions is recognized in Statement of Profit and Loss with corresponding credit to Share based payment reserves.

(iii) Capital Redemption Reserve: The Group has recognized Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back

(iv) Retained Earnings: Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

14 TRADE PAYABLES

(₹ in million)

	As at March 31, 2023	As at March 31, 2022
Dues of micro enterprises and small enterprises (refer note 32a)	51.74	79.81
Dues of creditors other than micro enterprises and small enterprises (refer note 32b)	869.10	1,338.19
Accrued Expenses	1,331.30	1,040.80
	2,252.14	**2,458.80**

15 OTHER FINANCIAL LIABILITIES AND LEASE LIABILITIES

(₹ in million)

	Non - Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Capital creditors	-	-	87.57	295.44
Payable to employees	-	-	483.07	493.43
Others	-	-	26.71	277.16
	-	**-**	**597.35**	**1,066.03**
Lease liabilities (Refer note 29)	1,528.03	1,467.61	505.33	460.67
	1,528.03	**1,467.61**	**505.33**	**460.67**

16 PROVISIONS

(₹ in million)

	Non - Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits (refer note 28)				
For gratuity	154.63	148.47	15.79	18.14
For compensated absences	56.49	52.57	16.30	17.61
	211.12	**201.04**	**32.09**	**35.75**

17 OTHER LIABILITIES

(₹ in million)

	Non - Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Statutory liabilities (including provident fund, tax deducted at source and others)	-	-	220.49	249.57
Unearned revenue (contract liability) (Refer note 42)	6.14	9.25	35.01	46.94
	6.14	**9.25**	**255.50**	**296.51**

Notes to Consolidated Financial Statements

for the year ended March 31,2023

18 REVENUE FROM OPERATIONS (REFER NOTE 42)

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of ATM and ATM Sites	572.10	1,155.30
Sale of products	902.67	791.29
Sale of services (refer note 29)	17,672.53	13,950.12
Revenue from operations	**19,147.30**	**15,896.71**
Details of products sold		
ATM Spares and related Products	849.02	652.62
Cards	52.30	137.18
Others	1.35	1.49
	902.67	**791.29**
Details of services rendered		
ATM and Cash management services	15,861.04	12,152.04
AMC services	1,394.53	1,522.56
Card Personalisation	416.96	275.52
	17,672.53	**13,950.12**

19 FINANCE INCOME

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income on		
Bank deposits	54.33	30.77
Debenture	0.59	-
Security deposits measured at amortised cost	3.21	2.36
Others	11.47	-
Custom refund	-	1.72
	69.60	**34.85**

Notes to Consolidated Financial Statements

for the year ended March 31,2023

20 OTHER

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Sundry credit balances written back	20.11	7.80
Profit on sale of property, plant and equipment (net)	11.31	5.38
Foreign exchange gain (net)	-	4.32
Profit on sale of current investments	29.52	20.58
Net change in fair value of current investments measured at FVTPL	12.42	4.12
Lease rent concession/Lease credit balance written back	3.47	1.73
Miscellaneous income	0.75	0.32
	77.58	**44.25**

21 PURCHASE OF TRADED GOODS

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchase of traded goods	1,132.07	1,360.86
Details of purchases		
ATM and ATM Sites	453.66	737.32
ATM Spares and related Products	628.17	518.33
Cards	50.24	105.21
	1,132.07	**1,360.86**

22 CHANGES IN INVENTORIES OF FINISHED GOODS (INCLUDING STOCK IN TRADE)

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventories at the end of the year		
Traded goods	249.71	279.38
Inventories at the beginning of the year		
Traded goods	279.38	456.48
	29.67	**177.10**

23 EMPLOYEE BENEFIT EXPENSE

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	2,276.02	2,033.38
Contribution to provident and other funds (refer note 28)	180.59	149.20
Gratuity expense (refer note 28)	40.57	36.53
Share based payments to employees (refer note 39 and 40)	92.80	61.19
Staff welfare expenses	58.91	35.15
	2,648.89	**2,315.45**

Notes to Consolidated Financial Statements

for the year ended March 31,2023

24 FINANCE COSTS

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest others	11.69	0.08
Interest on lease liability	184.46	143.82
	196.15	143.90

25 OTHER EXPENSES

(₹ in million)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Service and security charges	3,815.65	3,207.18
Conveyance and traveling expenses	952.45	770.14
Vehicle maintenance, hire and fuel cost	1,584.29	1,508.78
Consumption of stores and spares	453.00	269.92
Annual maintenance charges	457.28	341.44
Legal, professional and consultancy fees	353.61	238.03
Courier, freight and forwarding charges	188.55	134.31
Power and electricity charges	195.05	112.81
Insurance	226.23	173.61
Communication costs	154.45	55.95
Trade receivables written off	593.29	451.28
Less: Out of the provision of earlier years	(456.04)	(246.87)
Impairment allowance for bad and doubtful receivables and deposits	847.66	595.13
Cash disposal charges	211.93	139.22
Insurance claims recievables written off	29.10	38.07
Less: Out of the provision of earlier years	(17.23)	(24.11)
Impairment allowance for doubtful insurance claims	3.70	7.78
Advances and other Debit balance written off	-	21.46
Cash lost in transit	41.85	66.68
Repairs and maintenance- Building	0.63	0.11
Repairs and maintenance- Plant and Machinery	0.19	0.10
Repairs and maintenance- Others	67.30	32.31
Payment to auditors		
Audit fees	12.03	9.97
Reimbursement of expenses	0.96	0.03
In other matters	1.34	2.38
Expenditure on corporate social responsibility (Refer Note 34)	50.94	40.74
Miscellaneous expenses	164.24	99.17
	9,959.35	8,045.62

Notes to Consolidated Financial Statements

for the year ended March 31,2023

26 EARNINGS PER SHARE

The following reflects the profit and equity shares data used in the basic and diluted EPS computations:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Profit for the year attributable to equity shareholders (₹ in million)	2,972.36	2,240.38
Weighted average number of equity shares for Basic EPS	153,893,100	148,706,864
Weighted average number of equity shares on account of Employee stock option scheme for dilutive impact	5,330,382	7,620,024
Weighted average number of equity shares for diluted EPS	159,223,482	156,326,888
Earnings Per Share		
Basic (in ₹)	19.31	15.07
Diluted (in ₹)	18.67	14.33

27 CAPITAL WORK IN PROGRESS (INCLUDING INTANGIBLE ASSETS UNDER DEVELOPMENT)*

The following reflects the movement of Capital work in progress (including intangible assets under development) for ongoing projects during the years:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Opening CWIP as at (Including intangible assets under development)	436.85	231.47
(+) Additions during the year	202.15	432.18
(-) Capitalised during the year	(435.63)	(226.80)
Closing CWIP (Including intangible assets under development) as at	**203.37**	**436.85**

The following table represents CWIP (Including intangible assets under development) ageing as at:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Less than 1 year	202.14	432.64
1-2 Years	1.23	4.21
Total	**203.37**	**436.85**

* Represents projects in progress. There are no projects which have been temporarily suspended.

28 EMPLOYEE BENEFITS

Defined contribution plan

During the year ended March 31, 2023 and year ended March 31, 2022 the Group contributed the following amounts to defined contribution plans:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Provident fund and Employees Family Pension Scheme	152.54	121.53
Employees' State Insurance Corporation	28.05	27.67
Total	**180.59**	**149.20**

Notes to Consolidated Financial Statements
for the year ended March 31,2023

As per "The Payment of Gratuity Act, 1972", the Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on departure at 15 days' salary (last drawn salary) for each completed year of service. The Group (other than Securitrans India Private Limited, where the scheme is managed on an unfunded basis) has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Group. Any deficit in the assets arising as a result of such valuations is funded by the Group.

The Group has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Group is exposed to movement in interest rate in particular, the significant fall in interest rates, which should result in an increase in liability without corresponding increase in the asset.

The following tables summaries the components of benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the balance sheet for the gratuity plan of the Group.

Statement of Profit and Loss- Net employee benefits expense (recognized in employee cost)

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Current service cost	29.17	26.50
Net interest cost	11.40	10.04
Expenses recognized in the Statement of Profit and Loss	**40.57**	**36.53**

Defined contribution plan

Net employee benefits expense (recognized in Other comprehensive income)

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Actuarial (losses)/gains		
- change in demographic assumptions	4.32	-
- change in financial assumptions	(8.82)	8.28
- experience variance (i.e. actual experience vs assumptions)	7.90	(3.48)
- Return on plan assets, excluding amount recognized in net interest expense	0.53	0.02
Components of defined benefit cost recognized in other comprehensive income	**3.93**	**4.82**

Balance Sheet

Details of net benefit obligation and fair value of plan assets:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Present value of obligation	226.46	215.59
Fair value of plan asset	56.04	48.98
Net liability	**170.42**	**166.61**

Notes to Consolidated Financial Statements
for the year ended March 31,2023

Changes in present value of obligation

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Present value of obligation at the beginning	215.58	202.80
Current service cost	27.02	25.36
Interest expense	14.76	12.97
Re-measurement (gain)/loss arising from		
- change in demographic assumptions	(4.32)	-
- change in financial assumptions	(8.82)	(8.28)
- experience variance (i.e actual experience vs assumptions)	7.90	3.48
Benefits paid	(25.64)	(20.74)
Present value of obligation at the end	**226.46**	**215.59**

Changes in the fair value of plan asset are as follows:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Fair value of plan assets at the beginning	48.98	46.01
Investment income	3.35	2.95
Employer's contribution	5.50	-
Benefits Paid	(1.25)	-
Re-measurement gain/(loss) arising from		
Return on plan assets, excluding amount recognized in net interest expense	(0.53)	0.02
Fair value of plan assets as at the end	**56.05**	**48.98**

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2023	March 31, 2022
Investment with insurer	100%	100%

The Group expects to contribute ₹ 5 million (March 31, 2022 - ₹ Nil) to gratuity fund during the annual period beginning after balance sheet date.

The following is the maturity profile of the Group's defined benefit obligation

Particulars	March 31, 2023	March 31, 2022
Weighted average duration (based on discounted cashflows)	7 to 12 years	7 to 12 years

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Group's expected cash flows over the future period (on undiscounted basis)		
1 year	20.08	21.39
2 to 5 years	78.48	79.83
6 to 10 years	103.57	93.53
More than 10 years	302.95	234.44

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for the year ended March 31,2023

The principal assumptions used in determining gratuity benefit obligations for the Group's plan are shown below:

Particulars	March 31, 2023	March 31, 2022
Discount rate	7.45%	6.25% - 6.60%
Salary Growth rate	5% to 6%	5%
Employee Attrition rate		
- Less than 5 years of service	26%	25%
- More than 5 years of service	5%	5%

The estimates of future salary increases, considered in actuarial valuation, takes in account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

A quantitative sensitivity analysis for the significant assumptions on defined benefit obligation as at March 31, 2023 is as shown below:

(₹ in million)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%)	21.26	(18.47)	19.38	(16.69)
(% change compared to base due to sensitivity)	9.42%	-8.18%	8.87%	-7.74%
Salary Growth Rate (-/+1%) (Amount in ₹ million)	(18.66)	21.11	(16.75)	18.88
(% change compared to base due to sensitivity)	-8.27%	9.35%	-7.77%	8.76%
Attrition Rate (-/+ 50% of attrition rates) (Amount in ₹ million)	(5.98)	3.91	(5.24)	2.78
(% change compared to base due to sensitivity)	-2.65%	1.73%	-2.43%	1.29%
Mortality Rate (-/+10% of Mortality rates) (Amount in ₹ million)	(0.11)	0.11	(0.08)	0.08
(% change compared to base due to sensitivity)	-0.05%	0.05%	-0.04%	0.04%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of reporting period.

Other long term employee benefits

In accordance with its leave policy, the Group has provided for leave encashment on the basis of an actuarial valuation carried out by an independent actuary at the end of the year.

Amount of ₹ 11.58 million (March 31, 2022 ₹ 16.84 million) for Compensated absences is recognized as an expense and included in "Employee benefits" in the Statement of Profit and Loss. Accumulated non-current liability amount to ₹ 56.49 million (March 31, 2022 ₹ 52.57 million) and accumulated current liability amount to ₹ 16.30 million (March 31, 2022 ₹ 17.61 million).

Notes to Consolidated Financial Statements

for the year ended March 31,2023

29 LEASES

A. In case of assets taken on lease:

Operating lease:

The following is the break-up of current and non-current lease liabilities as at March 31, 2023 and March 31, 2022:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Current lease liabilities	505.33	460.67
Non-current lease liabilities	1,528.03	1,467.61
Total	**2,033.35**	**1,928.28**

The following is the movement in lease liabilities during the year ended March 31, 2023 and year ended March 31, 2022:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Balance as at 01 April	1,928.28	1,266.35
Additions	525.70	978.83
Finance cost accrued during the year	184.46	143.82
Deletions	(81.96)	(53.56)
Lease rent concession	-	(1.73)
Payment of lease liability	(523.10)	(405.43)
Balance as at 31 March	**2,033.37**	**1,928.28**

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2023 and March 31, 2022 on an undiscounted basis:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Less than one year	525.26	456.52
One to five years	1,730.79	1,568.44
More than five years	257.17	413.40
Total	**2,513.22**	**2,438.36**

The following is the movement in Right-of-use assets (which only consists of properties) during the year ended March 31, 2023 and March 31, 2022

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Balance as of 01 April	1,799.99	1,210.79
Additions during the year	525.70	978.83
Deletions during the year	(133.49)	(210.29)
Depreciation during the year (including Adjustments of accumulated depreciation on deletions).	(365.71)	(179.34)
Balance as at 31 March	**1,826.50**	**1,799.99**

Notes to Consolidated Financial Statements

for the year ended March 31,2023

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The weighted average incremental borrowing rate applied to lease liabilities is 8.5%.

The outflow on account of lease liabilities for the year ended March 31, 2023 is ₹ 523.10 million and March 31, 2022 is ₹ 405.43 million.

Group as lessor: lease receivables

The Group has entered into lease arrangement for its ATM management service business. The lease at inception is classified as operating lease. These leases have terms ranging between five and seven years. Future minimum rentals receivable under non-cancellable operating leases are, as follows:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Within one year	1,127.03	573.49
After one year but not more than five years	3,732.51	2,182.76
More than five years	298.83	642.03
Total	**5,158.37**	**3,398.28**

During the year, the Group has recognized ₹ 921.74 million (March 31, 2022 - ₹ 225.23 million) as income in relation to the above arrangements. These are reported under sale of services (refer note 18).

The following are the details of the fixed assets (consist of Plant and Machinery) given on operating lease:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Gross block value as at	1,569.85	737.23
Less: Accumulated Depreciation as at	(246.54)	(73.02)
Net block value as at	1,323.31	664.21
Depreciation for year	173.52	40.86

30 RELATED PARTY DISCLOSURES

Related party disclosures as required by notified Ind-AS 24 - "Related Party Disclosures" are given below:

a) Names of related parties and description of relationship:

Particulars	Name of the related party
1) Related party where controls exist	
Ultimate Holding Company	Baring Private Equity Asia GP VI Limited
Parent of Holding Company	Baring Private Equity Asia VI Holdings Pte. Limited
Entites under common control	Vault Co-Investment Vehicle L.P.
Holding Company	Sion Investment Holdings Pte. Limited
Subsidiary Companies and Trusts	CMS Securitas Limited
	Securitrans India Private Limited
	Quality Logistics Services Private Limited
	CMS Securitas Employees Welfare Trust
	CMS Marshall Limited (subsidiary of CMS Securitas Limited)
	Hemabh Technology Private Limited (w.e.f March 30, 2022)

Notes to Consolidated Financial Statements

for the year ended March 31,2023

Particulars	Name of the related party
2) Key management personnel	Whole-time Director & Chief Executive Officer
	Mr. Rajiv Kaul (Whole-time Director and Chief Executive Officer)
	Chief Financial Officer
	Mr. Pankaj Khandelwal (Chief Financial Officer)
	Non-Executive Independent Director
	Mrs. Shyamala Gopinath (upto December 31, 2021)
	Mr. Tapan Ray (w.e.f. April 09,2021)
	Mrs Manju Agarwal (w.e.f. Jan 01,2022)
	Mrs Sayali Karanjkar (w.e.f. Jan 01,2022)
	Non- Executive Non Independent Directors
	Mr. Ashish Agrawal
	Mr. Krzysztof Wieslaw Jamroz (w.e.f. August 10,2021)
	Mrs. Shyamala Gopinath (w.e.f. Jan 01,2022)
	Mr. Jimmy Lachmandas Mahtani
	Company Secretary
	Mr. Praveen Soni

b) Summary of transactions with the above related parties are as follows:

(₹ in million)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Remuneration to KMP (short-term employee benefits)		
Mr. Rajiv Kaul	113.59	108.79
Mr. Pankaj Khandelwal	18.75	15.30
Mrs. Shyamala Gopinath	2.10	2.10
Mr. Krzysztof Wieslaw Jamroz	2.10	1.40
Mr. Tapan Ray	2.10	2.10
Mrs. Sayali Karanjkar	2.10	0.53
Mrs. Manju Agarwal	2.10	0.53
Employee stock option compensation cost (refer note 39 & 40)		
Mr. Rajiv Kaul	33.43	57.00
Mr. Pankaj Khandelwal	2.17	1.50
Sitting fees paid to Directors		
Mrs. Shyamala Gopinath	0.40	0.40
Mr. Tapan Ray	0.40	0.40
Mr. Krzysztof Wieslaw Jamroz	0.20	0.40
Mrs. Sayali Karanjkar	0.40	0.10
Mrs. Manju Agarwal	0.40	0.10

Notes to Consolidated Financial Statements

for the year ended March 31,2023

c) Summary of balance receivable from/(payable to) the above related parties are as follows:

(₹ in million)

Particulars	As at March 31, 2023	As at March 31, 2022
Remuneration payable to KMP		
Mr. Rajiv Kaul	(63.00)	(51.15)
Mr. Pankaj Khandelwal	(3.88)	(3.10)
Mr. Tapan Ray	(2.10)	(0.53)
Mr. Krzysztof Wieslaw Jamroz	(1.40)	(1.40)
Mrs. Sayali Karanjkar	(0.53)	(2.10)
Mrs. Manju Agarwal	(0.53)	(0.53)
Mrs. Shyamala Gopinath	(0.53)	(0.53)
Sitting fees Payable to Directors		
Mrs. Shyamala Gopinath	(0.20)	(0.10)
Mrs. Sayali Karanjkar	(0.20)	(0.10)
Mrs. Manju Agarwal	(0.20)	-
Mr. Krzysztof Wieslaw Jamroz	(0.20)	(0.10)
Mr. Tapan Ray	(0.10)	(0.10)
IPO expenses recoverable		
Sion Investment Holdings Pte. Limited	-	246.51

(i) As the future liability for gratuity and compensated absences is provided on an actuarial basis for the Group as a whole, the amount pertaining to KMP's is not ascertainable separately and, therefore not included above.

31 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

a) Contingent liabilities:

(₹ in million)

Particulars	As at March 31, 2023	As at March 31, 2022
Claims against the Group not acknowledged as debt		
a) Disputed Customs matters*	92.65	92.65
b) Disputed VAT matters*	70.36	70.26
c) Disputed Excise matters*	69.03	69.03
d) Disputed CST matters *	2.14	2.05
e) Disputed GST matters *	0.84	0.82
f) Disputed Service tax matters *	2.74	11.21
g) Employee litigation matters**	17.57	11.82
h) Customer litigation matters	21.00	-
i) Disputed Income tax matter	118.33	119.57
	394.65	**377.41**

Notes:

*In relation to the matters of GST, Service tax, Customs duty, VAT, CST, Income tax, Excise matters and Employee litigation matters as listed above, the Group is contesting the demands from the respective Government Departments. The management believes that its position will likely be upheld in the appellate process. No expense has been accrued in the financial statements for these demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Group's financial position and results of operations.

Notes to Consolidated Financial Statements

for the year ended March 31,2023

** These claims are filed by former employees of the Securitrans India Private Limited ("SIPL"), subsidiary of the Company and their representatives challenging the Company's compliance with various labour laws and for claiming damages in case of accidents suffered by them while performing duties for the Company. These matters are pending with various Labour Authorities and in relation to some of these cases, the Company is insured against the liability it may have to incur in relation to some of these matters. Based on the opinion from the respective lawyers and also the past trend in respect of such cases, the Company believes that it will receive favorable orders from Labour Authorities and hence there shall be no obligation requiring the Company to settle these claims by outflow of resources. Hence, the Company has not made any provision against such liability and has disclosed this as a contingent liability.

c) Capital commitments:

(₹ in million)

Particulars	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	980.54

d) There has been a Supreme Court (SC) judgment dated February 28, 2019, relating to components of salary structure that needs to be taken into account while computing the contribution to provident fund under the EPF Act. The Group believes, based on legal opinion, that the liability if any, in practice would be from the date of order. Based on such opinion and pending clarification from PF authorities, the Group has recorded the cost prospectively from March 2019.

e) In addition, there are certain civil claims against the Group. The Management is confident, that these will not have any material impact in the financial statement.

32 TRADE PAYABLES

a) Details of dues to Micro and Small Enterprises as per Micro, Small and Medium Enterprises Development Act, 2006

The Group has ₹ 51.74 million (March 31, 2022 ₹ 79.81 million) dues outstanding to the micro and small enterprises as defined in Micro, Small and Medium Enterprise Development Act, 2006. The information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors.

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Total outstanding dues of micro enterprises and small enterprises (as per the intimation received from vendors)	51.74	79.81
a. Principal and interest amount remaining unpaid	-	-
b. Interest paid by the Group in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
c. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
d. Interest accrued and remaining unpaid	-	-
e. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Notes to Consolidated Financial Statements

for the year ended March 31,2023

MSME ageing schedule as at resepctive year end:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
MSME Undisputed Dues		
Less than 1 year	27.90	68.64
1-2 Years	14.95	4.49
2-3 Years	3.06	3.75
More than 3 years	-	-
Total	**45.90**	**76.88**

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
MSME Disputed Dues		
Less than 1 year	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 years	5.84	2.93
Total	**5.84**	**2.93**

b) Ageing of creditors other than micro enterprises and small enterprises as at resepctive year end:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Others - Undisputed		
Not due	-	-
Less than 1 year	2,067.94	2,188.94
1-2 Years	28.40	41.23
2-3 Years	22.35	66.19
More than 3 years	81.71	82.63
Total	**2,200.39**	**2,378.99**

33 IMPAIRMENT TEST OF GOODWILL

Impairment test of Goodwill

Goodwill acquired through business combinations have indefinite lives. Out of the total Goodwill of the Group, the material amount of goodwill is allocated to the following:

a) ₹ 694.25 million (March 31, 2022: ₹ 694.25 million), relates to the Cash Management division of the Holding Company.

b) ₹ 1,147.52 million (March 31, 2022: ₹ 1,147.52 million), relates to one of the subsidiary- “Securitrans India Private Limited”.

c) ₹ 185.94 million (March 31, 2022: ₹ 185.94 million), relates to the acquisition of door step banking business from Checkmate Services Private Limited; also a part of Cash management business.

d) ₹ 27.14 million (March 31, 2022: ₹ 27.14 million), relates to one of the subsidiary - "Hemabh Technology Private Limited".

Notes to Consolidated Financial Statements

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The Group performed its annual impairment test for the year ended March 31, 2023 and March 31, 2022 respectively. The Group considers the relationship between its value in use and its carrying value, among other factors, when reviewing for indicators of impairment.

The recoverable amount of the goodwill is determined based on value in use (‘VIU’) calculated using cash flow projections from financial budgets approved by management covering a period of five year period and the terminal value (after considering the relevant long-term growth rate) at the end of the said forecast periods. The Group has extrapolated cash flows beyond 5 years using a growth rate of 5% for the year ended March 31, 2023 (March 31, 2022: 5%). The pre-tax discount rate applied to the cash flow projections for impairment testing is 13.4% for March 31, 2023 (March 31, 2022: 13.4%).

The said cash flow projections are based on the senior management past experience as well as expected trends for the future periods. The calculation of weighted average cost of capital (WACC) is based on the group’s estimated capital structure as relevant and attributable to the CGU. The WACC is also adjusted for specific risks, market risks and premium, and other inherent risks associated with similar type of investments to arrive at an approximation of the WACC of a comparable market participant. The said WACC being pre-tax discount rates reflecting specific risks relating to the relevant CGUs, are then applied to the above mentioned projections of the estimated future cash flows to arrive at the discounted cash flows.

The key assumptions used in the determination of VIU are the revenue annual growth rates and the EBITDA growth rate.

Based on the above assumptions and analysis, no impairment was identified as at March 31, 2023. Further, on the analysis of the said calculation’s sensitivity to a reasonably possible change in any of the above mentioned key assumptions/parameters on which the Management has based determination of the CGU’s recoverable amount, there are no scenarios identified by the Management wherein the carrying value could exceed its recoverable amount.

34 EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY

As per section 135 of the Act, a CSR committee has been formed by the Group. The funds are utilised throughout the year on activities which are specified in Schedule VII of the Act. Gross amount required to be spent by the group during the year is ₹ 52.48 million (March 31, 2022 ₹ 40.91 million).

(₹ in million)

Balance as at April 1, 2022		Amount required to be spent during the year	Amount spent during the year		Balance as at March 31, 2023	
With the Company	In Separate CSR Unspent Account		From the Company's Bank Account	From Separate CSR Unspent Account	With the Company	In Separate CSR Unspent Account
(1.64)	-	52.48	40.58	10.25	-	10.25

(₹ in million)

Balance as at April 1, 2021		Amount required to be spent during the year	Amount spent during the year		Balance as at March 31, 2022	
With the Company	In Separate CSR Unspent Account		From the Company's Bank Account	From Separate CSR Unspent Account	With the Company	In Separate CSR Unspent Account
(1.82)	-	40.91	40.74	-	(1.64)	-

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35 FOREIGN CURRENCY EXPOSURE

The Group does not use forward exchange contracts to hedge its foreign exchange exposure relating to the underlying transactions in accordance with its forex policy. The group does not use foreign exchange forward contracts for trading or speculation purposes.

Unhedge Foreign Currency exposure outstanding as at March 31, 2023 and March 31, 2022 is:

Particulars	March 31, 2023		March 31, 2022	
	Amount in foreign currency	Amount in ₹ million	Amount in foreign currency	Amount in ₹ million
Currency Type:				
USD	$ 707,470.38	58.10	$ 1,368,067.28	105.50
GBP	£ 0.00	-	£ 2765.21	0.28

36 FAIR VALUE HIERARCHY

The following table provides the fair value measurement hierarchy of the Group's financial assets and financial liabilities.

Quantitative disclosures fair value measurement hierarchy as at March 31,2023

(₹ in million)

Particulars	March 31, 2023				
	Cost	Fair value	Level 1	Level 2	Level 3
Assets measured at fair value					
FVTPL financial investments	-	-	-	-	-
Investment in unquoted mutual fund units	2,077.26	2,094.22	-	2,094.22	-
Investment in unquoted equity shares	0.58	0.58	-	-	0.58

(₹ in million)

Particulars	March 31, 2022				
	Cost	Fair value	Level 1	Level 2	Level 3
Assets measured at fair value					
FVTPL financial investments	-	-	-	-	-
Investment in unquoted mutual fund units	1,226.79	1,234.52	1,234.52	-	-
Investment in unquoted equity shares	0.58	0.58	-	-	0.58

The fair value for the investments is arrived at with reference to the Net asset value (NAV) of the mutual fund unit as disclosed by the Asset Management Company.

The management assessed that cash and cash equivalents, trade receivables, trade payables, and other current financial assets and financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. Further the difference between carrying amount and fair value of insurance receivables, deposit measured at amortised cost is not significantly different in each of the year presented.

Notes to Consolidated Financial Statements
for the year ended March 31,2023

Break up of financial assets carried at amortised cost

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Trade receivables	2,923.87	3,210.72
Unbilled Revenue	2,336.16	1,782.49
Investment at amortised cost	697.63	-
Cash and cash equivalents	963.14	643.47
Other bank balances	599.38	774.30
Other financial assets	348.43	607.25
Total financial assets carried at amortised cost	**7,868.60**	**7,018.23**

Break up of financial liabilities carried at amortised cost

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Trade payables	2,252.14	2,458.80
Lease liabilities	2,033.36	1,928.29
Other financial liabilities	597.35	1,066.03
Total financial liabilities carried at amortised cost	**4,882.86**	**5,453.11**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in force or liquidation sale.

37 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group through its operations is exposed to credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management ensures that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The senior management reviews and agrees policies for managing each of these risks, which are summarised below.

Credit risk

Credit risk is the risk of financial loss to the company if a customers failes to meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables).

Trade receivables

Customer credit risk is managed by the Group's established policy. To minimise the risk from the counter parties the Group enters into financial transaction with counter parties who are major names in the industry.

A significant risk in respect of receivables is related to the default risk and credit risk. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are Grouped into homogenous Groups and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of receivables disclosed in Note 11. The Group does not hold collateral as security.

Credit risk is the risk of financial loss to the Group if a customer or counter-party fails to meet its contractual obligations. Trade receivables concentration of credit risk with respect to trade receivables are limited, due to the Group's customer base being large and diverse.

Notes to Consolidated Financial Statements
for the year ended March 31,2023

The following table provides information about the ageing of gross carrying amount of trade recievables as at March 31, 2023:

(₹ in million)

Particulars	Unbilled Revenue	Not due	Less than 6 Months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	2,336.16	1,497.54	1,500.69	529.50	99.71	61.25	78.41	6,103.26
(ii) Undisputed Trade Receivables -which have significant increase in credit risk	-	-	0.50	0.55	-	-	-	1.05
(iii) Undisputed Trade Receivables -credit impaired	-	-	18.34	148.93	12.68	0.21	11.13	191.29
(iv) Disputed Trade Receivables - considered good	-	-	-	-	10.25	15.65	29.77	55.67
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	10.25	15.65	211.17	237.07
Total	**2,336.16**	**1,497.54**	**1,519.54**	**678.98**	**132.89**	**92.76**	**330.48**	**6,588.34**
Less: Loss allowance								(1,328.33)
Total Trade Receivables								**5,260.01**

The following table provides information about the ageing of gross carrying amount of trade recievables as at March 31, 2022:

(₹ in million)

Particulars	Unbilled Revenue	Not due	Less than 6 Months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	1,782.49	683.01	2,022.11	411.00	144.69	73.88	21.35	5,138.53
(ii) Undisputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables -credit impaired	-	-	-	152.09	169.30	122.51	13.40	457.30
(iv) Disputed Trade Receivables - considered good	-	-	20.50	31.26	0.69	0.02	159.54	212.01
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	27.14	92.86	120.00
Total	**1,782.49**	**683.01**	**2,042.61**	**594.35**	**314.68**	**223.55**	**287.16**	**5,927.84**
Less: Loss Allowance								(934.62)
Total Trade Receivable								**4,993.22**

Notes to Consolidated Financial Statements
for the year ended March 31,2023

Movement in allowance of impairment in respect of trade receivables and contract assets during the year was as below:

(₹ in million)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at April 01	934.62	586.36
Amounts written off (Net)	(456.04)	(246.87)
Net re-measurement of loss allowances	847.66	595.13
Balance as at March 31	**1,326.24**	**934.62**

Security deposits are interest free deposits given by the group for properties taken on Lease. Provision is taken on a case to case basis depending on circumstances with respect to non-recoverability of the amount. The gross carrying amount of Security deposit is ₹ 125.76 million as at March 31, 2023 and ₹ 133.50 million as at March 31, 2022.

Other financial asset includes claims receivable and other receivables (refer note 7). Provision is made where there is significant increase in credit risk of the asset.

Movement in allowance of impairment in respect of other receivables (including insurance claims) during the year was as below:

(₹ in million)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at April 01	81.05	97.67
Amounts written off (Net of reversals)	(17.23)	(24.40)
Provision write back	(5.74)	-
Net re-measurement of loss allowances	3.70	7.78
Balance as at March 31	**61.78**	**81.05**

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Management monitors rolling forecasts of the Group's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The Group has sufficient current assets comprising of Trade Receivables, Cash and Cash Equivalents, Investment in Mutual Funds, Other Bank Balances (other than restricted balances), Loans, Inventories and Other Current Financial Assets to manage the liquidity risk, if any in relation to current financial liabilities.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credit, working capital, demand loan and bank loans. The Group has access to a sufficient variety of sources of funding. The table below provides details regarding the contractual maturities of significant financial liabilities as at year end.

Notes to Consolidated Financial Statements
for the year ended March 31,2023

(₹ in million)

Particulars	March 31, 2023				
	On demand	Within 12 months	1 to 5 years	Above 5 years	Total
Trade and other payables	-	2,095.84	156.30	-	2,252.14
Lease Liabilities	-	505.33	1,730.79	257.17	2,493.29
Other financial liabilities	-	597.35	-	-	597.35
Total	**-**	**3,198.52**	**1,887.09**	**257.17**	**5,342.78**

(₹ in million)

Particulars	March 31, 2022				
	On demand	Within 12 months	1 to 5 years	Above 5 years	Total
Trade and other payables	-	2,257.57	201.23	-	2,458.80
Lease Liabilities	-	460.67	1,568.44	413.40	2,442.51
Other financial liabilities	-	1,066.03	-	-	1,066.03
Total	**-**	**3,784.27**	**1,769.67**	**413.40**	**5,967.34**

Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximize the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents. In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. The Group does not have any loans outstanding as at March 31, 2023 and March 31, 2022. It has taken adequate credit facilities from various banks to maintain its liquidity.

38 SEGMENT INFORMATION

The segment reporting format is determined to be business segments as the Group's risks and rates of return are affected predominantly by differences in the products sold and services rendered. The operating businesses are organized and managed separately according to the nature of the products sold and services rendered, with each segment representing a strategic business unit that offers different products and services. For management purposes, the Group is organized into business units based on the nature of services rendered and products sold into the following reportable segments.

a) Cash management services include ATM services; Cash delivery and pick-up, Network cash management services (together known as "Retail cash management services") and other related services.

b) Managed services division includes income from sale of ATM and ATM sites and related products and maintenance services.

c) Card division includes revenue from trading in card and card personalization services.

No operating segments have been aggregated to form the above reportable operating segments. The Board of Directors of the Group monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. However, the Group's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments.

Finance income and finance costs, and fair value gains and losses on financial asset are not allocated to individual segments as the underlying instruments are managed on a Group basis. Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on Group basis. Capital Expenditure consists of addition of property, plant and equipment and intangible assets.

Notes to Consolidated Financial Statements
for the year ended March 31,2023

(₹ in million)

Sr no	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
I	**Segment Revenue**		
	Cash Management services	13,262.80	11,108.07
	Managed Services	6,111.27	4,896.29
	Cards	469.24	412.70
	Less: Inter-segment Sales	696.03	520.35
	Total Segment Revenue	**19,147.29**	**15,896.71**
II	**Segment Results**		
	Cash Management services	3,363.14	2,654.38
	Managed Services	1,211.12	810.38
	Cards	32.36	31.93
	Total Segment Results	**4,606.61**	**3,496.69**
	Less: Unallocated corporate expenses	547.55	417.44
	Profit from continuing operations before other Income, Finance costs/Income and tax	**4,059.06**	**3,079.25**
	Add: Finance income	69.60	34.85
	Add: Other income	77.58	44.25
	Less: Finance costs	196.15	143.90
	Profit before tax	**4,010.09**	**3,014.45**
	Less: tax expenses	1,037.81	774.07
	Profit after tax attributable to equity shareholders	**2,972.28**	**2,240.38**
III	**Segment Assets**		
	Cash Management services	8,294.32	7,561.86
	Managed Services	7,118.33	6,836.03
	Cards	261.28	203.60
	Unallocated corporate assets	5,338.28	3,955.47
	Total Segment Assets	**21,012.22**	**18,556.96**
IV	**Segment Liabilities**		
	Cash Management services	2,433.14	2,157.81
	Managed Services	2,494.69	3,116.01
	Cards	53.87	44.89
	Unallocated corporate Liabilities	405.99	676.95
	Total Segment Liabilities	**5,387.69**	**5,995.66**

Information about major customers

a) Revenue for the peiod ended March 31, 2023 includes revenue from two customer of the Group relating to Cash management services and Managed service segments amounting to ₹ 4,293.69 million representing 22% and another customer amounting to ₹ 2477.32 million representing 13% of the Group's total revenue.

b) Revenue for the year ended March 31, 2022 includes revenue from two customer of the Group relating to Cash management services and Managed service segments amounting to ₹ 2,419.9 million representing 15% and another customer amounting to ₹ 3367.96 million representing 21% of the Group's total revenue.

Notes to Consolidated Financial Statements
for the year ended March 31,2023

39 EMPLOYEE STOCK OPTIONS SCHEMES

The Holding company has granted stock options to its employees through its equity settled schemes referred to as Employee Stock Option Scheme 2016, CEO Stock Option Scheme 2016 and Management Scheme 2016. Following are details of the scheme:

Particulars	Employee Scheme	CEO Scheme	Management Scheme
Number of options reserved under the scheme	4,604,444	9,866,667	2,519,366
Number of option granted under the scheme	4,603,507	9,866,667	2,519,366

Following is the vesting period for grants during the year:

Vesting Period	Employee Scheme		CEO Scheme	Management Scheme
	Time Based	Performance Based	Time Based	Time Based
12 months from date of grant	25%	0.00%	100%	100%
21 months from date of grant	8.33%	16.67%	-	-
33 months from date of grant	8.33%	16.67%	-	-
45 months from date of grant	8.34%	16.66%	-	-

For options granted under Employee scheme, 21st month vesting will be based on Group/business unit performance for the second financial year after the financial year in which the options have been granted and so on. The performance condition are assessed as non-market conditions.

The vested options can be exercised by the employees only upon happening of liquidity event. The vested options can be exercised within 1 year of the date such options are vested in case of employee scheme and management scheme and within 2 years from date of such options vested in case of CEO scheme. In any other liquidity event, the vested options can be exercised within such period as may be prescribed by the Board in this regard.

The following table summarises the movement in stock options granted during the year:

Particulars	March 31, 2023			March 31, 2022		
	Employee scheme	CEO Scheme	Management scheme	Employee scheme	CEO Scheme	Management scheme
Outstanding at the beginning of the year	3,169,160	5,866,667	2,519,366	3,521,750	9,866,667	-
Granted during the year	355,000	-	-	1,200,400	-	2,519,366
Forfeited/cancelled during the year	(73,400)	-	-	(400,243)	-	-
Exercised during the year	(1,247,331)	-	-	(1,152,747)	(4,000,000)	-
Expired during the year	-	-	-	-	-	
Outstanding at the end of the year	2,203,429	5,866,667	2,519,366	3,169,160	5,866,667	2,519,366
Weighted average exersice price of Option						
Outstanding at the beginning of the year (in ₹)	140	123	165	125	123	-
Granted during the year (in ₹)	250	-	-	165	-	165
Outstanding at the end of the year (in ₹)	166	123	165	140	123	165
Weighted average remaining contractual life (in years)	0.80	-	0.45	0.67	-	0.45

Notes to Consolidated Financial Statements
for the year ended March 31,2023

The Group has used Black Scholes option pricing model. The following tables list the inputs to the models used for Employee plan, CEO plan and management plan.

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	0%	0%
Expected volatility (%)	25% - 32%	25% - 32%
Risk–free interest rate (%)	4%	4%
Expected life of share options (years)	3.7 years	3.7 years
Weighted average fair value per share on grant date (in ₹)	250	165

The expected life of the share options is based on current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome. The holding company has allotted employee stock options to some of its employees through its Employee Stock Option Scheme. Over the year's 1,126,893 (March 31, 2022: 1,053,493) stock options has expired and lapsed on account of employees left the organization. Accordingly reversal on account of same for the year ended March 31, 2023 is recognized in the profit and loss account aggregating to ₹ 1.85 million. The group has recognized ₹ 92.80 million, (March 31, 2022 – ₹ 57.50 million) as employee benefit expense in relation to all the active options outstanding as at respective year ends.

The CEO ESOP 2016, Employee ESOP 2016 and Management ESOP 2016 scheme has been modified, in which exercise period is extended by 1 (One) year as approved by the shareholders on December 28, 2022. This has resulted in an additional ESOP cost of ₹ 35.25 million for the year ended March 31, 2023.

40 AGREEMENT BETWEEN PROMOTER AND CEO

On September 26th, 2017, Vault Co-Investment Vehicle L.P. ("Vault L.P."), a limited liability partnership incorporated in the Cayman Islands and controlled by Barings Private Equity Asia GP VI Limited, the ultimate promoter of SION Investment Holdings Pte. Limited ("Sion"), the holding company, entered into an agreement with Chief Executive Officer of the Company (CEO) pursuant to which, the CEO was granted options under the stock option plan of Vault L.P. These options vested immediately to entitle base units in Vault L.P. to the extent of amount equivalent to 0.61% of the value of the Company for a consideration equivalent to such value of the Company as per the terms and conditions of the agreement. As per the plan, the base units are entitled for upward adjustment subject to fulfilment of certain market and service conditions.

Upon redemption of base or adjusted base units, CEO will receive from Vault L.P., an amount equivalent to value of the Company vis-a-vis such units at the time of sale of Sion's shareholding in the Company subject to certain conditions set out in the agreement.

Since the option granted to CEO is for the services rendered to the Company, the Option has been valued considering the various probable scenarios and using specific assumptions relating to expected volatility and risk free return. The total charge over the period of vesting estimated is ₹ 70.20 million. The proportionate charge recognized during the current period is ₹ Nil (March 31, 2022: ₹ 15.10 million).

Notes to Consolidated Financial Statements

for the year ended March 31,2023

41 ADDITIONAL INFORMATION TO BE DISCLOSED AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013, OF ALL ENTERPRISES CONSOLIDATED:

(₹ in million)

Particulars	March 31, 2023							
	Net assets i.e., total assets minus total liabilities		Share in profit		Share in other comprehensive income		Share in total comprehensive income	
Parent	As a %	Amount	As a %	Amount	As a %	Amount	As a %	Amount
CMS Info Systems Limited	90%	14,967.11	88%	2,754.09	-55%	(2.28)	88%	2,751.80
Subsidiaries								
Securitrans India Private Limited	9%	1,570.50	9%	295.11	81%	3.34	10%	298.45
CMS Securitas Limited	0%	39.96	0%	3.58	47%	1.94	0%	5.52
CMS Marshall Limited	0%	17.01	0%	9.21	28%	1.15	0%	10.36
Quality Logistics Services Private Limited	0%	(5.29)	0%	(5.39)	0%	-	0%	(5.39)
Hemabh Technology Private Limited	0%	56.15	2%	64.69	0%	-	2%	64.69
CMS Securitas Employees Welfare Trust	0%	18.81	0%	1.16	-	-	0%	1.16

(₹ in million)

Particulars	March 31, 2022							
	Net assets i.e., total assets minus total liabilities		Share in profit		Share in other comprehensive income		Share in total comprehensive income	
Parent	As a %	Amount	As a %	Amount	As a %	Amount	As a %	Amount
CMS Info Systems Limited	89%	12,119.10	92%	2,134.70	2%	0.07	92%	2,134.77
Subsidiaries								
Securitrans India Private Limited	10%	1,422.17	8%	177.30	32%	1.22	8%	178.52
CMS Securitas Limited	0%	34.44	0%	2.92	48%	1.83	0%	4.75
CMS Marshall Limited	0%	6.65	0%	2.70	17%	0.65	0%	3.35
Quality Logistics Services Private Limited	0%	0.10	0%	-	0%	-	0%	-
Hemabh Technology Private Limited	0%	0.91	0%	-	0%	-	0%	-
CMS Securitas Employees Welfare Trust	0%	17.66	0%	0.98	-	-	0%	0.98

42 IND AS 115 REVENUE FROM CONTRACTS WITH CUSTOMERS

Sale of Product

The Group applies practical expedient in paragraph 121 of Ind AS 115 for all contract entered for sale of product and does not disclose information about remaining performance obligation that have original expected duration of one year or less.

Revenue for services

The Group applies practical expedient in paragraph 121 of Ind AS 115 for all contract entered for revenue from services, whereby it has right to receive consideration from a customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date. Hence the Group does not disclose information of remaining performance obligation of such contracts.

Notes to Consolidated Financial Statements

for the year ended March 31,2023

Disaggregation of revenue from contract with customers

Revenue from sale of goods is recognized at point in time when control of the products being sold is transferred to our customer and Revenue from services is recognized over time as and when services are rendered. Revenue from contracts with customers is disaggregated by primary business units as given in the note 18

Reconciliation of revenue recognized with contracted price

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Revenue as per Contracted Price	19,271.73	16,028.78
Reduction (Rebate/discount)	(124.43)	(132.07)
Revenue recognized as per the statement of profit and loss	**19,147.30**	**15,896.71**

Movement of Deferred Contract Liability (unearned revenue)

The deferred contract liability relates to the consideration received/receivable from customers, for which services have not been provided and revenue is deferred for the year.

(₹ in million)

Particulars	March 31, 2023	March 31, 2022
Opening Balance	56.19	146.16
i) Additions during the year (net)	41.15	56.19
ii) Reversal during the year	-	(46.99)
iii) Income Recongised during the year	(56.19)	(99.17)
Closing Balance	**41.15**	**56.19**

Revenue expected to be recognized in the future from Deferred Contract Liability:

(₹ in million)

Time Band	March 31, 2023	March 31, 2022
within 1 year	35.01	46.94
1-2 years	6.14	9.25
Total	**41.15**	**56.19**

There is no obligation for returns, refunds and other similar obligation as at March 31, 2023 and March 31, 2022

43 BUSINESS COMBINATION

During the previous year ended 31 March 2022, the Company has acquired 100% of the equity share capital of Hemabh Technology Private Limited for a consideration of ₹ 28.05 million. Assets taken over comprises of Property Plant and Equipment (₹ 115.49 million), Customer Contracts (₹ 44.70 million) and other assets (₹ 78.55 million) comprising ₹ 238.74 million. Liabilities taken over comprises of borrowings (₹ 143.86 million), trade payables (₹ 69.05 million) and other liabilities (₹ 24.93 million) amounting to ₹ 237.84 million. No additional intangible assets have currently been identified and the purchase consideration, over assets taken over amounting to ₹ 27.14 million, has been recognized as goodwill. The Goodwill represents expected synergies and assembled workplace.

Notes to Consolidated Financial Statements
for the year ended March 31,2023

44 PREVIOUS YEAR FIGURES HAVE BEEN REGROUPED/RECLASSIFIED, WHERE NECESSARY, TO CONFORM TO THIS YEAR CLASSIFICATION

(₹ in million)

Particulars	Note No.	Amount as per Previous year financials	Adjustments	Revised amount for previous year
Current assets				
(b) Financial assets				
(i) Investments	6(b)	1,235.02	(0.50)	1,234.52
Non-current assets				
(g) Financial assets				
(i) Investments	6(a)	0.08	0.50	0.58

45 DISCLOSURE REQUIRED FOR QUARTERLY STATEMENT SUBMITTED WITH BANKS

For borrowings from banks or financial institutions on the basis of security of current assets, quarterly returns or quarterly statements of current assets filed by the Group with banks or financial institutions for the year ended March 31, 2023 and the year ended March 31, 2022 are in agreement with books of accounts.

46 DISCLOSURE REQUIRED UNDER RULE 11(E) OF THE COMPANIES RULES, 2014

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

47 INITIAL PUBLIC OFFERING

During the year ended March 31, 2022, the holding company has completed its Initial Public offer ("IPO"), comprising of an offer for sale of 50,925,925 equity shares of face value ₹ 10 each at an issue price of ₹ 216 per share by existing shareholders. Pursuant to the IPO, the equity shares of the Holding Company were listed on National Stock Exchange of India (NSE) and BSE Limited (BSE) on December 31, 2021.

48 RELATIONSHIP WITH STRUCK OFF COMPANIES

The Group have below mentioned transactions with struck off companies:

(₹ in million)

Sr. No.	Nature of Struck off Company	Nature of transactions	Transactions during the year	Balance outstanding as at March 31, 2023	Relationship with the Struck off Company
1	Cybernet Infotech Pvt. Ltd.	Payable	0.02	(0.00)	Vendor
2	Bennett Coleman And Co Ltd.	Payable	0.01	-	Vendor
3	Aditya Motor Pvt. Ltd	Payable	0.06	0.01	Vendor
4	Bhatia And Company	Payable	0.01	(0.00)	Vendor
5	Herbalife International India Private Limited	Receivable	4.41	1.20	Customer

49 REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES

The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

50 UNDISCLOSED INCOME

a) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

b) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

Notes to Consolidated Financial Statements
for the year ended March 31,2023

51 DIVIDEND

(a) The interim dividend declared and paid by the Group during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.

(b) The Board of Directors at its meeting held on May 23, 2023 recommended a Final Dividend of ₹ 4.75 per Equity share of ₹ 10 each for FY 2022-23. This Final dividend is subject to the approval of the Members at the ensuing Annual General Meeting which will be held on or before September 30, 2023.

52 The Group has presented these consolidated financial statement in accordance with the requirement of Schedule III - of the Companies Act, 2013 including amendments thereto, effective from April 01,2021.

53 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Group will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

54 No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

a) Crypto Currency or Virtual Currency

b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

c) Registration of charges or satisfaction with Registrar of Companies

d) Relating to borrowed funds:

   i. Wilful defaulter

   ii. Utilisation of borrowed funds & share premium

   iii. Borrowings obtained on the basis of security of current assets

   iv. Discrepancy in utilisation of borrowings

   v. Current maturity of long term borrowings

e) Merger/amalgamation/reconstruction, etc.

f) Group has complied with the number of layers prescribed into.

55 SUBSEQUENT EVENT

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

For B S R & Co.LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Glenn D'Souza
Partner
Membership No.: 112554

Place: Mumbai
23 May 2023

For and on behalf of the Board of Directors of
CMS Info Systems Limited
CIN: L45200MH2008PLC180479

Ashish Agrawal
Director
DIN No.: 00163344

Rajiv Kaul
Whole-time Director and Chief Executive Officer
DIN No.: 02581313

Pankaj Khandelwal
Chief Financial Officer
DIN No.: 05298431

Praveen Soni
Company Secretary
Membership No: FCS 6495

CMS Connecting Commerce

Registered Office: T-151, Tower No. 10, Railway Station Complex,
5th Floor, Sector-11, CBD Belapur, Navi Mumbai – 400 614
Tel: + 91-22- 4889 7400 **Email:** investors@cms.com
CIN: L45200MH2008PLC180479 **Website:** www.cms.com

Notice of 16th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT 16th (SIXTEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF CMS INFO SYSTEMS LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY, SEPTEMBER 6, 2023 AT 03:00 P.M. IST THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the:

   a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon; and

   b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 together with the report of the Auditors thereon.

2. To declare Final Dividend of ₹ 4.75 per fully paid equity share i.e 47.50% for the financial year ended 31st March, 2023.

3. To Re-appoint Mr. Ashish Agrawal (DIN: 00163344) as Director, who retires by rotation at this Annual General Meeting (AGM) and, being eligible, offers himself for re-appointment.

4. To consider and approve the re-appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No: 101248W/W-100022) as statutory auditors of the company for a 2nd consecutive term of 5 years and in this regard to consider and if thought fit, to pass with or without modification(s) following resolution as an Ordinary resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time and pursuant to the recommendation of the Audit Committee and the approval of the Board of Directors of the company, consent of the members of the company be and is hereby accorded to the re-appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No: 101248W/W-100022) as the statutory auditors of the company for a further period of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting (AGM) of the company to be held in the year 2028.

   RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to fix and or change the remuneration payable to them during their tenure as the statutory auditors of the company, as determined by the Audit Committee in consultation with the statutory auditors.

   RESOLVED FURTHER THAT the Board of Directors of the company be and are 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 this resolution."

SPECIAL BUSINESS:

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any of the Companies Act,2013 and the Rules made thereunder (including any amendment(s), statutory modification(s) or any re-enactment(s) thereof, for the time being in force) and based on the recommendation of Audit Committee and approval of Board of Directors of the company, 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 31st March, 2024 amounting to ₹ 1.25 Lakhss (Rupees One Lakhs 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 are 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 this resolution".

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

Sd/-
CS Praveen Soni
Company Secretary & Compliance Officer
Membership No.: FCS 6495

Place: Mumbai
Date: May 23, 2023

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

NOTES:

1. In view of the pandemic caused by COVID-19 and restrictions imposed on the movement of the people, Ministry of Corporate Affairs ("MCA") vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred as "SEBI Circulars"), have permitted the holding of the Annual General Meeting ("AGM") of a company through Video Conferencing ("VC")/Other Audio Visual means ("OAVM"), without the physical presence of the Members at a common venue. Therefore, the 16th Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM. The Registered Office of the Company shall deemed to be the venue for the AGM. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the facility for remote e-voting, for participation in the AGM through VC/OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC/OAVM is explained in below Notes.

2. In terms of the MCA Circulars, since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for participating in the AGM through VC/OAVM and for voting through remote e-voting or e-voting during the AGM. Non-individual Members are requested to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote along with Demat Account details, to the Company at investors@cms.com

3. The Members can join the AGM in the VC/OAVM mode, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis and can connect with Company at investors@cms.com for participating at the AGM without such restriction.

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

5. The Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the date cut-off date i.e Wednesday, August 30, 2023.

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.

7. Details of Mr. Ashish Agrawal (DIN: 00163344) seeking re-appointment is attached with the Notice pursuant to the requirements of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting ("SS-2") are provided in **Annexure A** to the Notice.

8. Reappointment of M/s BSR & Co. LLP, Chartered Accountants as statutory auditors of the Company in terms of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. BSR & Co. LLP, Chartered Accountants having Firm Registration No. 101248W/W-100022, who have confirmed their eligibility for the re-appointment pursuant to Section 141 of the Companies Act, 2013 as Statutory Auditors of the Company, are hereby proposed to be re-appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive years, who shall hold office from the conclusion of this 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

9. The following documents/registers will be available for online inspection by the Members of the Company up to the date of the AGM:

    a) The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangement in which Directors are interested;

    b) All the documents referred to in the AGM Notice; and

    Members who wish to inspect any of the above mentioned documents may write to the Company at investors@cms.com

10. All documents referred to in the AGM Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Wednesday, September 6, 2023. Members seeking to inspect such documents can send an email to investors@cms.com

11. Members seeking any information with regard to the accounts, are requested to write to the Company on or before Monday, September 4, 2023 through email on investors@cms.com. The same will be replied by the Company suitably.

12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to your respective Depository Participants ('DP'). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Link Intime India Private Limited. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Link Intime (India) Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.

13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

14. The Register of Members and the Share Transfer Book of the Company will be closed from Thursday, August 31, 2023 to Wednesday, September 6, 2023 (both days inclusive) for the purpose of determining the eligibility of the members entitled to Dividend subject to the approval of the members at the AGM.

15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent, Link Intime (India) Private Limited.

16. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.

17. In compliance with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report for the FY23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report for the FY23 will also be available on the Company's website www.cms.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com

18. In case any member requires physical copy of Annual Report and AGM Notice for the FY23, he/she may send a request to the Company at investors@cms.com

19. As per the Income Tax Act, 1961 ("IT Act"), dividends paid or distributed by the Company after 1st April, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to the shareholders, subject to approval of shareholders in the ensuing AGM. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.

    A separate email communication will be sent to shareholders informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption forms and other documents will be available on the Company's website at www.cms.com. The resident and nonresident shareholders should send the scanned copies of the requisite documents to Link Intime (India) Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083.

    With respect to the payment of Dividend, the Company provided the facility of remittance of Dividend amount electronically through National Automated Clearing House (NACH) to all members holding shares in electronic and physical form.

20. Final dividend for the financial year ended March 31, 2023, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Wednesday, September 6, 2023, 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 Wednesday, August 30, 2023.

Attendance at the AGM:

Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

Members are encouraged to join the Meeting through Laptops for better experience.

Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at investors@cms.com by Monday, September 4, 2023 by 05.00 p.m (IST) Please note, no shareholder would be allowed to register himself/ herself as a speaker after the said date and time.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@cms.com by Monday, September 4, 2023 05:00 p.m (IST). The same will be replied by the Company suitably.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

21. Remote e-voting:

1. In compliance with the provisions of Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Regulations, the Company is pleased to provide a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited ('NSDL'). NSDL would provide its facility for casting votes by the members during the e-voting period as well as during the AGM. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for Evoting section which forms part of this Notice.

2. The remote e-voting period commences on Sunday, September 3, 2023 (09:00 a.m. IST) and ends on Tuesday, September 5, 2023 (05:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Wednesday, August 30, 2023 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Wednesday, August 30, 2023.

3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, August 30, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 002-4886 7000 and 002-2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, August 30, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

4. Instructions and other information relating to remote e-voting:

   The members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, the members would be able to see the link of "VC/OAVM link" placed under **"Join meeting"** menu against the Company's name. Members are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. **https://eservices.nsdl.com** either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com** Select **"Register Online for IDeAS Portal"** or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the.pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The.pdf file contains your 'User ID' and your 'initial password'.

   d) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to siroyam@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/

Power of Attorney/Authority Letter etc. by clicking on **"Upload Board Resolution/Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@cms.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@cms.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

23. Other instructions:

1. The Board of Directors have appointed M/s. M Siroya & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

2. 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 in the presence of at least two witnesses not in the employment of the Company and shall submit within two working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and 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 www.cms.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorised by him in writing. The Company shall simultaneously forward the results to NSE and BSE where the shares of the Company are listed.

3. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at www.cms.com. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, Link Intime (India) Private Limited, in case the shares are held in physical form.

ANNEXURE - A TO THE NOTICE DATED MAY 23, 2023

Information of Director seeking re-appointment at the 16th Annual General Meeting

Name of the Director	Mr. Ashish Agrawal
DIN	00163344
Date of Birth	22/03/1973
Date of Appointment	August 27, 2015
Category	Non-Executive Director
Qualification	He holds a bachelor's degree in engineering, with specialization in electronics from SGS Institute of Technology & Science, Indore and a post-graduate diploma in management from Indian Institute of Management, Ahmedabad. He is also a qualified Chartered Financial Analyst (CFA) from the CFA Institute, USA.
Nature of expertise in specific functional areas and Experience	He has over 26 years of experience in private equity and investment banking. He currently serves as Partner of BPEA EQT, Mumbai. Prior to that, he was associated with Lehman Brothers in Mumbai as a senior vice president and with Bank of America in Chicago as a vice president.
Terms and conditions of appointment/ reappointment	Liable to retire by rotation
Number of shares held in the Company	Nil
Remuneration to be paid	NIL
Last Drawn Remuneration	NIL
Directorship held in other Companies	• Asian Institute of Gastroenterology Private Limited
Memberships/Chairmanships of Committees of other Companies	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not Applicable
Relationships between Directors inter-se	Nil
No. of Board Meetings attended during the year	Number of Board/Committee meetings attended during FY23 has been provided in the Corporate Governance Report which forms a part of the Annual Report.

By order of the Board of Directors

For CMS Info Systems Limited

CS Praveen Soni

Company Secretary & Compliance Officer

Membership No.: FCS 6495

Place: Mumbai

Date: May 23, 2023

Registered Office:

T-151, 5th Floor, Sector 11,

Tower No. 10, Railway Station Complex,
CBD Belapur, Navi Mumbai, 400 614, Maharashtra

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The members of the company at its 11th Annual General meeting (AGM) held on September 29, 2018 had appointed M/s BSR & Co. LLP, Chartered Accountants as the statutory auditors of the company for a period of 5 (five) years from the conclusion of the said Annual General Meeting (AGM) till the conclusion of the Annual General Meeting (AGM) to be held in 2023.

Subject to the approval of members of the company, it is now proposed to reappoint M/s BSR & Co. LLP, Chartered Accountants as the statutory auditors of the company for a further period of 5 (five) consecutive years from the conclusion of ensuing Annual General Meeting to be held on Wednesday, September 6, 2023 until the conclusion of Annual General Meeting to be held in 2028.

M/s BSR & Co. LLP, Chartered Accountants have furnished the declaration to the company that they are eligible to be re-appointed as statutory auditors of the company, in accordance with the provisions of Section 139, 141, 142 of the Companies Act, 2013.

Taking into account the credentials of M/s BSR & Co. LLP, Chartered Accountants and after evaluation of quality of audit done, the Board of Directors of the company based on the recommendation of the Audit Committee recommends the Ordinary Resolution as set out in item no.4 of this Notice for approval of the members of the company.

None of the Directors or Key Managerial Personnel of the company and their relatives are, in any way concerned or interested financially or otherwise in the Ordinary Resolution set out in item no.4 of this Notice except to the extent of their respective shareholding if any in the company.

Item No.5

M/s S.K. Agarwal & Associates (Firm Registration No. 100322) were appointed as the Cost Auditors of the company to conduct the audit of the cost records of company's Banking Automation products viz. ATM's & Kiosks for the FY24. M/s S.K. Agarwal & Associates Cost Accountants, have conveyed their willingness to act as Cost Auditors of the company for the Financial year ending 31st March, 2024 and have informed the company that their appointment, if made, will be within the limits provided in Section 141(3)(g) or any other applicable provisions of Companies Act, 2013.

The Board of Directors upon the recommendation of Audit Committee have appointed S.K. Agarwal & Associates as the Cost Auditor of the company for the FY24.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with 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 required to be ratified by the Shareholders. The remuneration payable to M/s S.K. Agarwal & Associates as Cost Auditors of the company for conducting the audit of the cost records for the Financial Year ending 31st March, 2024 as recommended by the Audit Committee and approved by the Board of Directors on 18th April, 2023 is ₹ 1.25 Lakhs (Rupees One Lakh Twenty-Five Thousand only) and reimbursement of out-of pocket expenses.

Accordingly, the consent of the Shareholders of the company is sought to ratify the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2024.

The Board of Directors recommends the Ordinary Resolution set out at item no.5 of the accompanying Notice for the approval of the Shareholders of the company.

None of the Directors or Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item no.5 of this Notice, except to the extent of their respective Shareholding in the company.

Corporate Information

BOARD OF DIRECTORS

Mrs. Shyamala Gopinath
Chairperson and Non-Executive Director

Mr. Rajiv Kaul
Executive Vice Chairman, Whole-time Director & CEO

Mr. Tapan Ray
Non-Executive Independent Director

Mrs. Manju Agarwal
Non-Executive Independent Director

Ms. Sayali Karanjkar
Non-Executive Independent Director

Mr. Jimmy Lachmandas Mahtani
Non-Executive Director

Mr. Ashish Agrawal
Non-Executive Director

Mr. Krzysztof Wieslaw Jamroz
Non-Executive Director

CHIEF FINANCIAL OFFICER
Mr. Pankaj Khandelwal

COMPANY SECRETARY & COMPLIANCE OFFICER
Mr. Praveen Soni

REGISTERED OFFICE
CMS Info Systems Ltd., CIN: L45200MH2008PLC180479
T-151, 5Th Floor Tower No. 10,
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CBD Belapur, Navi Mumbai – 400614
022-48897400
Email id: investors@cms.com
Website: www.cms.com

CORPORATE OFFICE
Grand Hyatt Mumbai, Lobby level,
Off western Express Highway,
Santacruz East, Mumbai – 400055

STATUTORY AUDITORS
B S R & Co. LLP
Chartered Accountants,
14th Floor, Central B Wing and North C Wing
Nesco IT Park 4, Nesco Center
Western Express Highway, Goregaon (East)
Mumbai – 400063, Maharashtra
Telephone: +91 22 6257 1000
E-mail:gdsouza1@bsraffiliates.com
Peer review number: 011748
Firm registration number: 101248W/W-100022

INTERNAL AUDITORS
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One International Center,
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Mumbai - 400 013 Maharashtra, India
Email: Nittin.Arora@IN.GT.COM

SECRETARIAL AUDITOR
M Siroya and Company
Company Secretaries
A-103, Samved Building (Madhukunj)
Near Ekta Bhoomi Gardens,
Rajendra Nagar, Borivali (East), Mumbai – 400066 Tel.:+91 22 28706523
E-mail: siroyam@gmail.com
Website: www.msiroya.com

REGISTRAR AND TRANSFER AGENT
Link Intime India Private Limited
C-101, 247 Park L.B.S Marg, Vikhroli (West)
Mumbai 400 083, Telephone: +91 22 4918 6200
Investor grievance e-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in
SEBI registration number: INR000004058

BANKERS
Axis Bank Limited
ICICI Bank Limited
IDBI Bank Limited
Kotak Mahindra Bank Limited
State Bank of India
Yes Bank Limited

COMMITTEES OF THE BOARD

Audit Committee

Mr. Tapan Ray
Mrs. Manju Agarwal
Mr. Ashish Agrawal

Nomination and remuneration committee

Mr. Tapan Ray
Mr. Jimmy Lachmandas Mahtani
Mrs. Manju Agarwal

Stakeholders' Relationship Committee

Mr. Tapan Ray
Mr. Rajiv Kaul
Mrs. Shyamala Gopinath
Mr. Krzysztof Wieslaw Jamroz

Risk Management Committee

Mrs. Shyamala Gopinath
Mr. Ashish Agrawal
Mr. Krzysztof Wieslaw Jamroz
Mr. Tapan Ray
Mr. Pankaj Khandelwal

Corporate Social Responsibility Committee

Mr. Rajiv Kaul
Mrs. Shyamala Gopinath
Mr. Krzysztof Wieslaw Jamroz
Ms. Sayali Karanjkar

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