

24th May 2024

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| BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400 001 Scrip Code: 543232 | National Stock Exchange of India Limited Exchange Plaza, 5th floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Trading Symbol: CAMS |
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Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2024

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report for the financial year 2023-2024, duly issued by a Practicing Company Secretary.

The above document is also available on the Company's website at www.camsonline.com

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
For Computer Age Management Services Limited

G Manikandan
Company Secretary and Compliance Officer

Computer Age Management Services Limited

Member of the Registrars Association of India (RAIN)

CIN : L65910TN1988PLC015757

Rayala Towers, 158, Anna Salai, Chennai - 600 002. India.

Phone : +91 44 6109 2992 / 2843 2792, E-mail : secretarial@camsonline.com, Website : www.camsonline.com

Regd. Office : New No. 10, (Old No. 178), M.G.R. Salai, Nungambakkam, Chennai - 600 034. India.



Secretarial compliance report of
COMPUTER AGE MANAGEMENT SERVICES LIMITED for the year ended 31.03.2024

I, B Chandra, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Computer Age Management Services Limited ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2024 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



B Chandra

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

- a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, I/~~We~~ hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified in **Annexure A**
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **As per Annexure B**
- (c) **Additional Affirmations**

| S No | Particulars | Compliance status (Yes/No/NA) | Observations /Remarks by PCS* |
|------|---|-------------------------------|-------------------------------|
| 1 | Secretarial Standard The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3 | Yes | |
| 2 | Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | Yes | |
| 3 | Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website | Yes | |
| 4 | Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 | Yes | |
| 5 | To examine details related to Subsidiaries of listed entities: | Yes | |



B Chandra

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| | (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries | | |
| 6 | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015 | Yes | |
| 7 | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | |
| 8 | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee | Yes | |
| 9 | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | |
| 10 | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | |
| 11 | Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | Annexure A | Annexure A |
| 12 | Additional Non-compliances if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | NA | |

Place: Chennai
Date: 09.05.2024



Signature: *B. Chandra*

Practicing Company Secretary: B CHANDRA
ACS/ FCS No.: 20879
C P No.: 7859
PEER REVIEW NO 602/2019
UDINA020879F000338757

Annexure A for the year ended 31-03-2024

| S No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action taken by | Type of Action | Details of violation | Fine Amount | Observations/ Remarks of the Practising Company Secretary | Management Response | Remarks |
|------|--|--------------------------|--|-----------------|----------------|----------------------|-------------|---|--|---------|
| 1 | LODR | 2 and 20 | Some of the Related Party transactions between two subsidiaries, (one of which is not wholly owned) which are insignificant, are not placed for review, though the same have been reported to the Stock Exchange in the half yearly return | Company | NA | As in Column 3 | NA | As in column 3 | This is being implemented with immediate effect and the audit committee meeting of 09th May, 2024 considers the same (both the last years actual transactions and also the RPT proposed for 2024-25) | |
| 2 | LODR | 30 | The summary of proceedings | Company | NA | As in Column 3 | NA | As in column 3 | Clarification sought by the Stock | |



B. Chandra

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| | | | of the Annual general meeting held in July 2023 were filed with the Stock Exchange beyond 12 hours. | | | | | | Exchange has also been replied |
| 3 | LODR | 23 | The Related party transaction emanating from grant of Employees, including KMPs of such subsidiaries, Stock Option to the employees of the wholly owned Subsidiary Companies is not being reported to the Stock Exchange. | Company | NA | As in Column 3 | NA | As in column 3 | The same will be included going forward. Till now as the transaction related to the remuneration of the employees of the subsidiary Companies, as per the approved ESOP Scheme, was not placed before the ACM as RPT. |



B. Chandrasekhar

Annexure B for the year ended 31-03-2023

| S No | Observations/ Remarks of the Practicing Company Secretary) | Observations made in the Secretarial Compliance report for the year ended --- | Compliance Requirements (Regulation / Circular/ Guidelines including specific Clause) | Details of violation / Deviations / Action taken/ Penalty Imposed | Remedial action if any by the listed entity | Comments of the PCS on the Action taken |
|------|--|---|---|--|---|---|
| 01 | Non compliance with the composition of the Nomination and Remuneration Committee | FY 22-23 | Regulation 19 of SEBI LODR | As in Col 2 | Fine of Rs.254880/- levied by BSE & NSE | Since regularised |
| 02 | No Prior intimation of proposed dividend. . | FY 22-23 | Regulation 29 of SEBI LODR | Notice of BM given but prior intimation of proposed interim dividend not given | Fine of 11,800/- each levied by BSE & NSE | BM meeting intimation was given well in advance |
| 03 | Profile of the internal auditor and the secretarial auditor not attached | FY 22-23 | Regulation 30 of SEBI LODR | Clarification sought by NSE | Replied by the Company | As in Col no 6 |

Place: Chennai
Date:09.05.2024

Signature: 
Practicing Company Secretary : B CHANDRA
ACS/ FCS No.: 20879
C P No.: 7859
UDIN A020879F000338757
Peer review no 602/2019

