

SEC/FILING/NSE-BSE/22-23/68B

February 23, 2023

BSE Limited

P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 511218

National Stock Exchange of India Limited

Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G- Block,
Bandra-Kurla Complex,
Mumbai – 400 051.
NSE Symbol: SHRIRAMFIN

Dear Sir/Madam,

Sub.: Declaration of Results of Postal Ballot

Ref.: Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

This is in continuation to our letter dated January 21, 2023 regarding Notice of Postal Ballot dated December 24, 2022 (“Notice”) issued to the Members of the Company for seeking their approval by way of Postal Ballot through voting by electronic means (“remote e-voting”) for resolutions embodied therein and given below:

Item No.	Description of the Resolutions
1	Special Resolution - Appointment of Mr. Jugal Kishore Mohapatra (DIN 03190289) as an Independent Director of the Company
2	Special Resolution - Appointment of Mrs. Maya S. Sinha (DIN 03056226) as an Independent Director of the Company
3	Ordinary Resolution - Re-designation of Mr. Umesh Revankar (DIN 00141189) as Executive Vice Chairman of the Company
4	Ordinary Resolution - Restructuring and revision in remuneration of Mr. Umesh Revankar (DIN 00141189), Executive Vice Chairman of the Company
5	Ordinary Resolution - Appointment of Mr. Y. S. Chakravarti (DIN 00052308) as Managing Director & CEO of the Company and payment of remuneration to him
6	Ordinary Resolution - Restructuring and revision in remuneration of Mr. Parag Sharma (DIN 02916744), Whole -time Director designated as “Joint Managing Director and Chief Financial Officer” of the Company

Shriram Finance Limited

(Formerly known as Shriram Transport Finance Company Limited)

Corporate Office : Wockhardt Towers, Level - III, West Wing, C-2, G-Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra. Ph: +91 22 4095 9595

Registered Office: Sri Towers, Plot No.14A, South Phase, Industrial Estate, Guindy, Chennai - 600 032. Tamil Nadu, India. Ph: +91 44 4852 4666

Website : www.shriramfinance.in | Corporate Identity Number (CIN) - L65191TN1979PLC007874

7	Special Resolution - Enhancement of limits of creation of security by the Board in connection with borrowing
8	Special Resolution - Renewal of limit to issue debentures on private placement basis by the Board

The e-voting for Postal Ballot commenced on Monday, January 23, 2023 (9:00 Hours IST) and concluded on Tuesday, February 21, 2023 (17:00 Hours IST).

In compliance with Regulations 30, 44 and other applicable provisions of the Listing Regulations, please find enclosed herewith the Results of the Postal Ballot (through remote e-voting) in the prescribed format under Regulation 44(3) of the Listing Regulations. The said resolutions were passed with the requisite majority. The resolutions are deemed to be passed on the last date of the e-voting, i.e. February 21, 2023.

The Company had appointed Mr. P. Sriram (Membership No. FCS 4862), Practising Company Secretary (PCS No. 3310) or failing him Ms. Nithya Pasupathy (Membership No. FCS 10601), Practising Company Secretary (PCS No. 22562) of SPNP & Associates, Chennai as the Scrutinizer for conducting process of remote e-voting in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder in a fair and transparent manner. The Scrutinizer has submitted his report. The Report of the Scrutinizer is also enclosed herewith.

The voting results and Scrutinizer's Report are being placed on the Company's website at www.shriramfinance.in.

Thanking you,

Yours faithfully,

For **SHRIRAM FINANCE LIMITED**

U BALASUNDARARAO
COMPANY SECRETARY

Encl: a/a

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Details of Results of E-Voting and poll pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	
Name of the Company	Shriram Finance Limited
Date of Declaration of Results of Postal ballot	February 23, 2023
Last Date of Receipt of Postal Ballot forms/e-voting	February 21, 2023
Total number of Shareholders as on Cut-off date	1,04,490
No. of Shareholders Present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group:	
Public:	
No of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

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Website : www.shriramfinance.in | Corporate Identity Number (CIN) - L65191TN1979PLC007874

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Jugal Kishore Mohapatra (DIN 03190289) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		95116281	100.0000	95116281	0	100.0000	0.0000
	Poll	95116281						
	Postal Ballot (if applicable)							
	Total	95116281	95116281	100.0000	95116281	0	100.0000	0.0000
Public- Institutions	E-Voting		176529133	86.7622	175230444	1298689	99.2643	0.7357
	Poll	203463279						
	Postal Ballot (if applicable)							
	Total	203463279	176529133	86.7622	175230444	1298689	99.2643	0.7357
Public- Non Institutions	E-Voting		58888179	77.6400	58873698	14481	99.9754	0.0246
	Poll	75847716						
	Postal Ballot (if applicable)							
	Total	75847716	58888179	77.6400	58873698	14481	99.9754	0.0246
Total		374427276	330533593	88.2771	329220423	1313170	99.6027	0.3973
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Maya S. Sinha (DIN 03056226) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95116281	95116281	100.0000	95116281	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		95116281	95116281	100.0000	95116281	0	100.0000
Public- Institutions	E-Voting	203463279	176529133	86.7622	175554929	974204	99.4481	0.5519
	Poll							
	Postal Ballot (if applicable)							
	Total		203463279	176529133	86.7622	175554929	974204	99.4481
Public- Non Institutions	E-Voting	75847716	58888229	77.6401	58869461	18768	99.9681	0.0319
	Poll							
	Postal Ballot (if applicable)							
	Total		75847716	58888229	77.6401	58869461	18768	99.9681
Total		374427276	330533643	88.2771	329540671	992972	99.6996	0.3004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-designation of Mr. Umesh Revankar (DIN 00141189) as Executive Vice Chairman of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95116281	95116281	100.0000	95116281	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		95116281	95116281	100.0000	95116281	0	100.0000
Public- Institutions	E-Voting	203463279	176529133	86.7622	176529133	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		203463279	176529133	86.7622	176529133	0	100.0000
Public- Non Institutions	E-Voting	75847716	58888179	77.6400	58869694	18485	99.9686	0.0314
	Poll							
	Postal Ballot (if applicable)							
	Total		75847716	58888179	77.6400	58869694	18485	99.9686
Total		374427276	330533593	88.2771	330515108	18485	99.9944	0.0056
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Restructuring and revision in remuneration of Mr. Umesh Revankar (DIN 00141189), Executive Vice Chairman of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95116281	95116281	100.0000	95116281	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		95116281	95116281	100.0000	95116281	0	100.0000
Public- Institutions	E-Voting	203463279	175794614	86.4012	174033955	1760659	98.9985	1.0015
	Poll							
	Postal Ballot (if applicable)							
	Total		203463279	175794614	86.4012	174033955	1760659	98.9985
Public- Non Institutions	E-Voting	75847716	58888123	77.6399	58869198	18925	99.9679	0.0321
	Poll							
	Postal Ballot (if applicable)							
	Total		75847716	58888123	77.6399	58869198	18925	99.9679
Total		374427276	329799018	88.0809	328019434	1779584	99.4604	0.5396
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Y. S. Chakravarti (DIN 00052308) as Managing Director & CEO of the Company and payment of remuneration to him				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95116281	95116281	100.0000	95116281	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		95116281	95116281	100.0000	95116281	0	100.0000
Public- Institutions	E-Voting	203463279	175794614	86.4012	171753405	4041209	97.7012	2.2988
	Poll							
	Postal Ballot (if applicable)							
	Total		203463279	175794614	86.4012	171753405	4041209	97.7012
Public- Non Institutions	E-Voting	75847716	58888179	77.6400	58869426	18753	99.9682	0.0318
	Poll							
	Postal Ballot (if applicable)							
	Total		75847716	58888179	77.6400	58869426	18753	99.9682
Total		374427276	329799074	88.0809	325739112	4059962	98.7690	1.2310
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Restructuring and revision in remuneration of Mr. Parag Sharma (DIN 02916744), Whole-time Director designated as "Joint Managing Director and Chief Financial Officer" of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95116281	95116281	100.0000	95116281	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		95116281	95116281	100.0000	95116281	0	100.0000
Public- Institutions	E-Voting	203463279	175794614	86.4012	174033955	1760659	98.9985	1.0015
	Poll							
	Postal Ballot (if applicable)							
	Total		203463279	175794614	86.4012	174033955	1760659	98.9985
Public- Non Institutions	E-Voting	75847716	58888154	77.6400	58869269	18885	99.9679	0.0321
	Poll							
	Postal Ballot (if applicable)							
	Total		75847716	58888154	77.6400	58869269	18885	99.9679
Total		374427276	329799049	88.0809	328019505	1779544	99.4604	0.5396
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Enhancement of limits of creation of security by the Board in connection with borrowing				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95116281	95116281	100.0000	95116281	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	95116281	95116281	100.0000	95116281	0	100.0000	0.0000
Public-Institutions	E-Voting	203463279	176530952	86.7631	170666786	5864166	96.6781	3.3219
	Poll							
	Postal Ballot (if applicable)							
	Total	203463279	176530952	86.7631	170666786	5864166	96.6781	3.3219
Public- Non Institutions	E-Voting	75847716	58888173	77.6400	58871656	16517	99.9720	0.0280
	Poll							
	Postal Ballot (if applicable)							
	Total	75847716	58888173	77.6400	58871656	16517	99.9720	0.0280
Total		374427276	330535406	88.2776	324654723	5880683	98.2209	1.7791
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Renewal of limit to issue debentures on private placement basis by the Board				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	95116281	95116281	100.0000	95116281	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	95116281	95116281	100.0000	95116281	0	100.0000	0.0000
Public-Institutions	E-Voting	203463279	176530952	86.7631	173124596	3406356	98.0704	1.9296
	Poll							
	Postal Ballot (if applicable)							
	Total	203463279	176530952	86.7631	173124596	3406356	98.0704	1.9296
Public- Non Institutions	E-Voting	75847716	58888204	77.6400	58871612	16592	99.9718	0.0282
	Poll							
	Postal Ballot (if applicable)							
	Total	75847716	58888204	77.6400	58871612	16592	99.9718	0.0282
Total		374427276	330535437	88.2776	327112489	3422948	98.9644	1.0356
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



**REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING (POSTAL BALLOT) BY
THE SHAREHOLDERS OF SHRIRAM FINANCE LIMITED (Formerly known as Shriram
Transport Finance Company Limited)**

*(Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the
Companies (Management and Administration) Rules, 2014, as amended)*

To

Managing Director & CEO

SHRIRAM FINANCE LIMITED

Wockhardt Towers, 3rd Floor, West Wing,
G Block, Bandra- Kurla Complex,
Bandra (East), Mumbai – 400051

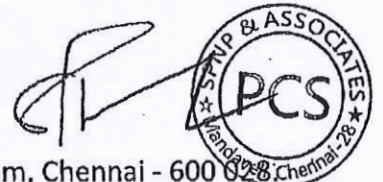
Dear Sir,

**Sub: Report of Scrutinizer pursuant to passing of resolutions through (postal ballot)
remote e-voting – reg.**

I, P.Sriram, Practising Company Secretary, (Membership No.FCS 4862 and Certificate of Practice No. 3310), Partner of SPNP & Associates, Practising Company Secretaries, was appointed by the Board of Directors of Shriram Finance Limited (Formerly known as Shriram Transport Finance Company Limited), CIN: L65191TN1979PLC007874 (hereinafter referred as "the Company") as Scrutinizer for the purpose of scrutinizing the voting by postal ballot through remote e-voting and ascertaining the requisite majority on voting carried out in respect of the following resolutions as circulated in the Postal Ballot Notice dated December 24, 2022 pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the 'Rules'), (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, Secretarial Standards



SPNP & ASSOCIATES
Practising Company Secretaries



No.10/28, II Floor, 3rd Cross Street, R.K. Nagar, Raja Annamalaipuram, Chennai - 600 028
snpnassociates@gmail.com # Phone: 044 4215 3510, 4320 1250, Mobile : 95660 33011



on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), as amended and the relaxations and clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 ('MCA Circulars');

- I. **Appointment of Mr. Jugal Kishore Mohapatra (DIN 03190289) as an Independent Director of the Company.**
 - II. **Appointment of Mrs. Maya S. Sinha (DIN 03056226) as an Independent Director of the Company.**
 - III. **Re-designation of Mr. Umesh Revankar (DIN 00141189) as Executive Vice Chairman of the Company.**
 - IV. **Restructuring and revision in remuneration of Mr. Umesh Revankar (DIN 00141189), Executive Vice Chairman of the Company.**
 - V. **Appointment of Mr. Y. S. Chakravarti (DIN 00052308) as Managing Director & CEO of the Company and payment of remuneration to him.**
-
- VI. **Restructuring and revision in remuneration of Mr. Parag Sharma (DIN 02916744), Whole-time Director designated as "Joint Managing Director and Chief Financial Officer" of the Company.**
 - VII. **Enhancement of limits of creation of security by the Board in connection with borrowing.**
 - VIII. **Renewal of limit to issue debentures on private placement basis by the Board.**



SPNP & Associates
Practising Company Secretaries

No. 10/28, II Floor, 3rd Cross Street, R.K. Nagar, Raja Annamalaipuram, Chennai -- 600028
spnassociates@gmail.com # Phone: 044 4215 3510, 4320 1250, Mobile: 9566033011



As per guidelines prescribed by the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope were not sent to the Members for this Postal Ballot and the approval of the shareholders was sought only by means of remote e- voting.

In accordance with the MCA Circulars and Listing Regulations, the Company had made necessary arrangements with Central Depository Services(India) Limited (CDSL), the System provider for providing a system of recording votes of the shareholders electronically through remote e-voting and also organised through Integrated Registry Management Services Private Limited, its Registrar and Share Transfer Agent (herein after referred as "RTA" of "Integrated") to setup the e-voting facility on the CDSL e-voting platform available on its website: <https://www.evotingindia.com/>.

The Postal Ballot Notice was sent to the Members whose names appeared in the List of Beneficial Owners received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL')('Depositories') as at the close of business hours on Friday, January 13, 2023 ('Cut-Off Date') whose e-mail addresses were registered with the RTA. Members whose e-mail addresses were not registered but mobile numbers are registered with RTA/Depositories, the weblink for downloading the Notice was sent through SMS.

The Company through its RTA uploaded the resolutions together with explanatory statement on which e-voting was sought from the shareholders and for generating Electronic Voting Sequence-Number (EVSN) by the system provider and also hosted the same in the website of the Company, <https://www.shriramfinance.in>.

FURTHER, I REPORT THAT:

The Postal Ballot Notice dated December 24, 2022 were sent to 1,04,490 shareholders vide electronic mode to their email addresses and mobile number registered with the Depository participant, as per the data downloaded from the NSDL/ CDSL as on January 13, 2023. The Company has completed dispatch of Postal Ballot Notice through email on Saturday, January 21, 2023.



SPNP & Associates
Practising Company Secretaries

No. 10/28, II Floor, 3rd Cross Street, R.K. Nagar, Raja Annamalaipuram, Chennai – 600028
snpassociates@gmail.com # Phone: 044 4215 3510, 4320 1250, Mobile: 9566033011



The remote e-voting period commenced on Monday, January 23, 2023 09:00 Hours (IST) and was closed on Tuesday, February 21, 2023 at 17:00 Hours (IST) for the Members exercising their vote through electronic voting. The remote e-voting modules were disabled by CDSL for voting thereafter. All votes cast by e-voting through CDSL received upto Tuesday, February 21, 2023 at 17:00 Hours being last date fixed by the Company for exercise of vote by electronic means, were considered for my scrutiny.

On scrutiny, I report that 1052 Shareholders had exercised their vote through electronic voting (E-voting). The voting was reckoned in proportion to the paid-up value of the shares mentioned against the name of the Member in the Register of the Members on Tuesday, January 13, 2023.

The summary of the remote e-voting is as per the attached **Annexure 1** and the results of the remote e-voting in respect of Item No:1 to item No: 8 are given hereunder:

SPECIAL RESOLUTION ITEM NO. 1:

Appointment of Mr. Jugal Kishore Mohapatra (DIN 03190289) as an Independent Director of the Company:

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as ‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other rules framed thereunder and pursuant to Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Jugal Kishore Mohapatra (DIN 03190289) who was appointed as an Additional Director of the Company with effect from December 4, 2022 by the Board of Directors as per Section 161(1) of the Act and Article 21 of the Articles of Association of the Company in the category of Non-Executive Independent Director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for appointment



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and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Jugal Kishore Mohapatra for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years with effect from December 4, 2022 to December 3, 2025 (both dates inclusive).

RESOLVED FURTHER THAT pursuant to the provision of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Jugal Kishore Mohapatra be paid sitting fees and commission as may be approved by the Board/ Members subject to the limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	1049	330533593	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	1049	330533593	100%
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	1009	329220423	99.6%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	1009	329220423	99.6%
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			



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In Electronic Mode	40	1313170	0.4%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	40	1313170	0.4%

*Net valid votes through electronic mode includes cases where the shareholders have abstained from voting.

RESULT: Total votes for Item No. 1 polled **FOR SPECIAL RESOLUTION** is 99.6% and the total votes polled **AGAINST SPECIAL RESOLUTION** is 0.4%.

SPECIAL RESOLUTION ITEM NO. 2:

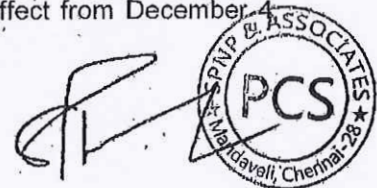
Appointment of Mrs. Maya S. Sinha (DIN 03056226) as an Independent Director of the Company:

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as 'the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other Rules framed thereunder and pursuant to Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Maya S Sinha (DIN 03056226) who was appointed as an Additional Director of the Company with effect from December 4, 2022 by the Board of Directors as per Section 161(1) of the Act and Article 21 of the Articles of Association of the Company in the category of Non-Executive Independent Director and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mrs. Maya S. Sinha for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 2 (two) consecutive years with effect from December 4, 2022 to December 3, 2024 (both dates inclusive).



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RESOLVED FURTHER THAT pursuant to the provision of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mrs. Maya S. Sinha be paid sitting fees and such commission as may be approved by the Board subject to limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	1050	330533643	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	1050	330533643	100%
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	1023	329540671	99.7%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	1023	329540671	99.7%
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	27	992972	0.3%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	27	992972	0.3%



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*Net valid votes through electronic mode includes cases where the shareholders have abstained from voting.

RESULT: Total votes for Item No. 2 polled **FORSPECIAL RESOLUTION** is 99.7% and the total votes polled **AGAINST SPECIAL RESOLUTION** is 0.3%.

ORDINARY RESOLUTION ITEM NO. 3:

Re-designation of Mr. Umesh Revankar (DIN 00141189) as Executive Vice Chairman of the Company

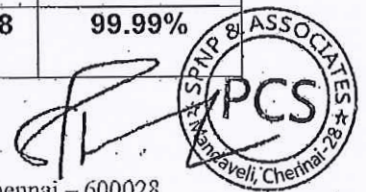
“**RESOLVED THAT** in partial modification of (i) the ordinary resolution passed by the Members of the Company at the 40th Annual General Meeting held on June 27, 2019 for re-appointment and payment of remuneration to Mr. Umesh Revankar (DIN 00141189) as Managing Director and CEO of the Company (ii) the ordinary resolution passed at the 42nd Annual General Meeting held on June 24, 2021 for his re-designation as Vice Chairman and Managing Director, consent of the Members of the Company be and is hereby accorded for re-designation of Mr. Umesh Revankar as Executive Vice Chairman of the Company with effect from December 5, 2022, for the remainder of his tenure i.e. up to October 25, 2024.”

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	1049	330533593	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	1049	330533593	100%
Postal Ballot forms with “ASSENT” as ORDINARY RESOLUTION			
In Electronic Mode	1035	330515108	99.99%
In Physical Mode	NA	NA	NA
Total Postal Ballot with “ASSENT” in Physical	1035	330515108	99.99%



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&Electronic Mode			
Postal Ballot Forms with "DISSENT" as ORDINARY RESOLUTION			
In Electronic Mode	14	18485	0.1%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	14	18485	0.1%

*Net valid votes through electronic mode includes cases where the shareholders have abstained from voting.

RESULT: Total votes for Item No. 3 polled **FOR ORDINARY RESOLUTION** is 99.99% and the total votes polled **AGAINST ORDINARY RESOLUTION** is 0.1%.

ORDINARY RESOLUTION ITEM NO. 4:

**Restructuring and revision in remuneration of Mr. Umesh Revankar (DIN 00141189),
Executive Vice Chairman of the Company**

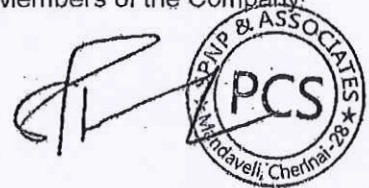
"RESOLVED THAT in partial modification of the ordinary resolution passed by the Members of the Company at the 40th Annual General Meeting held on June 27, 2019 for re-appointment and payment of remuneration to Mr. Umesh Revankar as Managing Director and CEO of the Company and in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as 'the Act') read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and any other applicable rules framed thereunder and Circular No. RBI/2022-23/36 DOR.GOV.REC.No.29/ 18.10.002/2022-23 dated April 29, 2022 issued by the Reserve Bank of India (RBI Circular) and Remuneration Policy of the Company as amended pursuant to the RBI Circular and the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company.



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be and is hereby accorded for restructuring and revision in remuneration of Mr. Umesh Revankar (DIN 00141189), re-designated as Executive Vice Chairman of the Company, with effect from December 5, 2022 as under:

A. Fixed Pay:

a. Fixed Pay of Rs.1,63,20,000/- per annum or Rs.13,60,000/- per month, consisting of basic Salary of Rs.7,50,000 per month, allowances and contribution to provident fund, national pension scheme ('retirement benefits'), etc. The Board on the recommendation of the Nomination and Remuneration Committee may approve further increase in the Fixed Pay up to Rs.1,92,00,000/- per annum or Rs.16,00,000 per month during the remaining tenure of his appointment. The above mentioned Fixed Pay will also cover the annual increase in his basic Salary, allowances and retirement benefits as linked to the revision in the basic Salary effective from 1st April 2024 till the end of his tenure. The quantum of the annual increase in the Fixed Pay will be based on the performance evaluation of the Executive Vice Chairman made by the Board of Directors and the Nomination and Remuneration Committee.

b. Other Perquisites /benefits:

i. Personal Accident / Group Insurance applicable to other employees in accordance with policy of the Company.

ii. Club Fees - Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by the Company. All official expense in connection with such membership incurred would be reimbursed by the Company

iii. Expenditure on official entertainment would be on the Company's account.

iv. Reimbursement of actual Expenses incurred towards telephone, mobile, internet, broadband, data card and other communication facilities as per the rules of the Company.

v. Company's car with driver for use on Company's business and maintenance expenses thereon.



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vi. Other Terms – applicable to other employees in accordance with the Company's policy.

The value of the Perquisites /benefits would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

B. Variable Pay:

In addition to the Fixed Pay as mentioned above, the Executive Vice Chairman would be entitled to variable pay linked to achievement of performance parameters by him as assessed by the Nomination and Remuneration Committee and the Board of Directors at their sole discretion subject to limit of 50% of the Fixed Pay for every financial year or part thereof as determined by the Board of directors on the recommendation of the Nomination and Remuneration Committee.

Upon framing and implementation of Employee Stock Option Scheme (ESOS) by the Board of Directors subject to approval of Members during tenure of the Executive Vice Chairman, the grant of Stock Options to the Executive Vice Chairman shall be decided by the Nomination and Remuneration Committee /Board of Directors of the Company. The vesting of stock options to the Executive Vice Chairman under the ESOS shall be based on achievement of performance parameters by the Executive Vice Chairman as assessed by the Nomination and Remuneration Committee and/or the Board of Directors at their sole discretion. The value of the benefit/perquisite arising out of such vesting of stock options during a Financial Year shall be subject to limit of 50% of the Fixed Pay of the Executive Vice Chairman.

Other Applicable Terms:

- i. The Executive Vice Chairman shall not be paid any sitting fees for attending Meetings of the Board or Committee thereof.
- ii. The Board may revise, alter and vary the terms and conditions of his appointment, including his remuneration, in accordance with the policies of the Company, subject to the applicable provisions of Schedule V to the Act.



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iii. Unless the Board decides otherwise, the Executive Vice Chairman will not liable to retire by rotation at the Annual General Meeting till such time he holds the office of the Executive Vice Chairman of the Company.

RESOLVED FURTHER THAT if in any financial year the Company has no profits or its profits are inadequate, Executive Vice Chairman shall be entitled to receive the Fixed Pay and Other Perquisites /benefits on the same terms as set out above, except Variable Pay as per clause (B), subject to compliance with the applicable provisions of Schedule V to the Act.

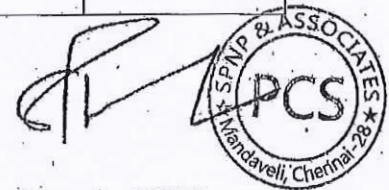
RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	1048	329799018	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	1048	329799018	100%
Postal Ballot forms with "ASSENT" as ORDINARY RESOLUTION			
In Electronic Mode	1005	328019434	99.46%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	1005	328019434	99.46%
Postal Ballot Forms with "DISSENT" as ORDINARY RESOLUTION			
In Electronic Mode	43	1779584	0.54%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	43	1779584	0.54%



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*Net valid votes through electronic mode includes cases where the shareholders have abstained from voting.

RESULT: Total votes for Item No. 4 polled **FOR ORDINARY RESOLUTION** is 99.46% and the total votes polled **AGAINST ORDINARY RESOLUTION** is 0.54%.

ORDINARY RESOLUTION ITEM NO. 5:

Appointment of Mr. Y. S. Chakravarti (DIN 00052308) as Managing Director & CEO of the Company and payment of remuneration to him

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as ‘the Act’) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and any other rules framed thereunder and Circular No. RBI/2022-23/36 DOR.GOV. REC.No.29/18.10.002/ 2022-23 dated April 29, 2022 issued by the Reserve Bank of India (‘RBI Circular’) and Remuneration Policy of the Company as amended pursuant to the RBI Circular and the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Y. S. Chakravarti (DIN 00052308) as Managing Director & CEO of the Company for a period of 3 (three) years with effect from December 5, 2022 to December 04, 2025 (both dates inclusive) and that he shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board of Directors of the Company and he be paid the following remuneration, as detailed below:

A. Fixed Pay:

a. Fixed Pay of Rs.81,60,000/- per annum or Rs.6,80,000/- per month, consisting of basic Salary of Rs.5,00,000 per month, allowances and contribution to provident fund, national pension scheme (‘retirement benefits’), etc. The Board on the recommendation of the



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Nomination and Remuneration Committee may approve further increase in the Fixed Pay up to Rs.1,20,00,000/- per annum or Rs.10,00,000 per month during the remaining tenure of his appointment. The above mentioned Fixed Pay will also cover the annual increase in his basic Salary, allowances and retirement benefits as linked to the revision in the basic Salary effective from 1stApril 2024 every year till the end of his tenure. The quantum of the annual increase in the Fixed Pay will be based on the performance evaluation of the Managing Director & CEO made by the Board of Directors and the Nomination and Remuneration Committee.

b. Rent free residential accommodation owned/ leased/ rented by the Company

c. Other Perquisites /benefits:

i. Personal Accident / Group Insurance applicable to other employees in accordance with policy of the Company.

ii. Club Fees - Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by the Company. All official expense in connection with such membership incurred would be reimbursed by the Company.

iii. Expenditure on official entertainment would be on the Company's account.

iv. Reimbursement of actual Expenses incurred towards telephone, mobile, internet, broadband, data card and other communication facilities as per the rules of the Company.

v. Other Terms – applicable to other employees in accordance with the Company's policy.

The value of the Perquisites /benefits would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.



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B. Variable Pay:

In addition to the Fixed Pay as mentioned above, the Managing Director & CEO would be entitled to variable pay linked to achievement of performance parameters by him as assessed by the Nomination and Remuneration Committee and the Board of Directors at their sole discretion subject to limit of 50% of the Fixed Pay for every financial year or part thereof as determined by the Board of directors on the recommendation of the Nomination and Remuneration Committee.

Upon framing and implementation of Employee Stock Option Scheme (ESOS) by the Board of Directors subject to approval of Members during tenure of the Managing Director & CEO, the grant of Stock Options to the Managing Director & CEO shall be decided by the Nomination and Remuneration Committee /Board of Directors of the Company. The vesting of stock options to the Managing Director & CEO under the ESOS shall be based on achievement of performance parameters by the Managing Director & CEO as assessed by the Nomination and Remuneration Committee and the Board of Directors at their sole discretion. The value of the benefit/perquisite arising out of such vesting of stock options during a Financial Year shall be subject to limit of 50% of the Fixed Pay of the Managing Director & CEO.

Other Applicable Terms:

- i. The Managing Director and CEO shall not be paid any sitting fees for attending Meetings of the Board or Committee thereof.
- ii. The Board may revise, alter and vary the terms and conditions of his appointment, including his remuneration, in accordance with the policies of the Company, subject to the applicable provisions of Schedule V to the Act.
- iii. Unless the Board decides otherwise, the Managing Director & CEO will be liable to retire by rotation at the Annual General Meeting.



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RESOLVED FURTHER THAT if in any financial year the Company has no profits or its profits are inadequate, Managing Director and CEO shall be entitled to receive the Fixed Pay, Housing and Other Perquisites/benefits on the same terms as set out above, except variable pay as per clause (B), subject to compliance with the applicable provisions of Schedule V to the Act."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	1051	329799074	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	1051	329799074	100%
Postal Ballot forms with "ASSENT" as ORDINARY RESOLUTION			
In Electronic Mode	1001	325739112	98.77%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	1001	325739112	98.77%
Postal Ballot Forms with "DISSENT" as ORDINARY RESOLUTION			
In Electronic Mode	50	4059962	1.23%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	50	4059962	1.23%



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*Net valid votes through electronic mode includes cases where the shareholders have abstained from voting.

RESULT: Total votes for Item No. 5 polled **FOR ORDINARY RESOLUTION** is 98.77% and the total votes polled **AGAINST ORDINARY RESOLUTION** is 1.23%.

ORDINARY RESOLUTION ITEM NO. 6:

**Restructuring and revision in remuneration of Mr. Parag Sharma (DIN 02916744),
Whole-time Director designated as "Joint Managing Director and Chief Financial
Officer" of the Company**

"RESOLVED THAT in partial modification of the ordinary resolution passed by the Members of the Company at the 43rd Annual General Meeting held on June 23, 2022 and in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as 'the Act') read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and any other rules framed thereunder and Circular No. RBI/2022-23/36 DOR.GOV.REC.No.29/18.10.002/2022-23 dated April 29, 2022 issued by the Reserve Bank of India (RBI Circular) and Remuneration Policy of the Company as amended pursuant to the RBI Circular and the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for restructuring and revision in remuneration of Mr. Parag Sharma (DIN 02916744), Whole Time Director designated as 'Joint Managing Director and Chief Financial Officer' of the Company with effect from January 1, 2023 as per the details given below:

A. Fixed Pay:

a. Fixed Pay of Rs.1,00,56,000/- per annum or Rs.8,38,000/- per month, consisting of basic Salary of Rs.4,00,000 per month, allowances and contribution to provident fund, national pension scheme ('retirement benefits'), etc. The Board on the recommendation of the



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Nomination and Remuneration Committee may approve further increase in the Fixed Pay up to Rs.1,44,00,000/- per annum or Rs.12,00,000 per month during the remaining tenure of his appointment. The above mentioned Fixed Pay will also cover the annual increase in his basic Salary, allowances and retirement benefits as linked to the revision in the basic Salary effective from 1st April 2024 every year till the end of his tenure. The quantum of the annual increase in the Fixed Pay will be based on the performance evaluation of the Joint Managing Director and Chief Financial Officer made by the Board of Directors and the Nomination and Remuneration Committee.

b. Other Perquisites /benefits:

- i. Personal Accident / Group Insurance applicable to other employees in accordance with policy of the Company.
- ii. Club Fees - Subscription limited to a maximum of two clubs. No life membership or admission fees shall be paid by the Company. All official expense in connection with such membership incurred would be reimbursed by the Company.
- iii. Expenditure on official entertainment would be on the Company's account.
- iv. Reimbursement of actual Expenses incurred towards telephone, mobile, internet, broadband, data card and other communication facilities as per the rules of the Company.
- v. Other Terms – applicable to other employees in accordance with the Company's policy. The value of the Perquisites /benefits would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

B. Variable Pay:

In addition to the Fixed Pay as mentioned above, the Joint Managing Director and Chief Financial Officer would be entitled to variable pay linked to achievement of performance



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parameters by him as assessed by the Nomination and Remuneration Committee and the Board of Directors at their sole discretion subject to limit of 50% of the Fixed Pay for every financial year or part thereof as determined by the Board of directors on the recommendation of the Nomination and Remuneration Committee.

Upon framing and implementation of Employee Stock Option Scheme (ESOS) by the Board of Directors subject to approval of Members during tenure of the Joint Managing Director and Chief Financial Officer, the grant of Stock Options to the Joint Managing Director and Chief Financial Officer shall be decided by the Nomination and Remuneration Committee /Board of Directors of the Company. The vesting of stock options to the Joint Managing Director and Chief Financial Officer under the ESOS shall be based on achievement of performance parameters by the Joint Managing Director and Chief Financial Officer as assessed by the Nomination and Remuneration Committee and the Board of Directors at their sole discretion. The value of the benefit/perquisite arising out of such vesting of stock options during a Financial Year shall be subject to limit of 50% of the Fixed Pay of the Joint Managing Director and Chief Financial Officer.

Other Applicable Terms:

i. The Joint Managing Director and Chief Financial Officer shall not be paid any sitting fees for attending Meetings of the Board or Committee thereof.

ii. The Board may revise, alter and vary the terms and conditions of his appointment, including his remuneration, in accordance with the policies of the Company, subject to the applicable provisions of Schedule V to the Act.

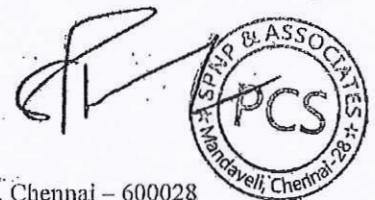
iii. Unless the Board decides otherwise, the Joint Managing Director and Chief Financial Officer will liable to retire by rotation at the Annual General Meeting.

RESOLVED FURTHER THAT if in any financial year the Company has no profits or its profits are inadequate, Joint Managing Director and Chief Financial Officer shall be entitled to receive the Fixed Pay and other Perquisites /benefits on the same terms asset out above,



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except variable pay as per clause (B), subject to compliance with the applicable provisions of Schedule V to the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	1049	329799049	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	1049	329799049	100%
Postal Ballot forms with "ASSENT" as ORDINARY RESOLUTION			
In Electronic Mode	1010	328019505	99.46%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	1010	328019505	99.46%
Postal Ballot Forms with "DISSENT" as ORDINARY RESOLUTION			
In Electronic Mode	39	1779544	0.54%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	39	1779544	0.54%

*Net valid votes through electronic mode includes cases where the shareholders have abstained from voting.

RESULT: Total votes for Item No. 6 polled **FOR ORDINARY RESOLUTION** is 99.46% and the total votes polled **AGAINST ORDINARY RESOLUTION** is 0.54%.



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SPECIAL RESOLUTION ITEM NO. 7:

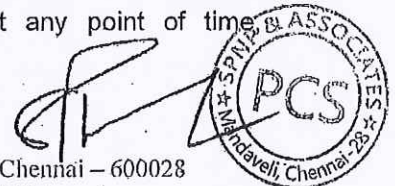
Enhancement of limits of creation of security by the Board in connection with borrowing

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with such Rules as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of directors of the Company (hereinafter referred to as **“the Board”** which term shall include Banking and Finance Committee or any other committee constituted by the Board) for mortgaging and/or hypothecating and/or charging (including creation/perfection/ modification thereof) in such form and manner and on such terms and at such time(s) as the Board may deem fit, the movable (including loan receivables) and/or immovable properties including the whole or substantially the whole of the undertaking(s) of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person(s) including, but not limited to, financial/ investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) (including any security trustee(s), agent(s) appointed to act and hold the relevant security for such persons), the debenture trustee/ agent/ trustee appointed to secure the debentures, notes, bonds or any other debt security issued/ to be issued by the Company in the domestic or international markets, as security for term loans and/or credit facilities availed by the Company and/or debentures, notes, bonds or any other debt security issued/ to be issued by the Company and/or any other form of debt such as external commercial borrowings, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities entered into/ availed by the Company (“Credit Facilities”), up to a sum not exceeding Rs.2,37,500 Crores (Rupees Two Lakhs Thirty Seven Thousand Five Hundred Crores Only), which Credit Facilities have been/ will be borrowed by the Company pursuant to Section 180(1)(c) of the Act, for a sum which, apart from temporary loans obtained and /or to be obtained from the Company’s bankers in the ordinary course of business, is not exceeding Rs.1,90,000 crores (Rupees One Lakh Ninety Thousand Crore only) outstanding at any point of time,



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notwithstanding that the said borrowings will or may exceed the aggregate of the paid up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the documents and deeds, as may be necessary with respect to borrowings and creation/perfection/ modification of mortgages and/or hypothecation and/or charges created/to be created on such immovable properties, receivables and other movable properties of the Company in connection with the borrowing on such terms and conditions as may be decided by the Board in consultation with the lenders/ trustees/ relevant parties and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary.

RESOLVED FURTHER THAT the Board/person/(s) as authorized by the Board be and are hereby authorized to do all such acts, deeds, matters and things as if/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	1052	330535406	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	1052	330535406	100%
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	967	324654723	98.22%
In Physical Mode	NA	NA	NA



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Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	967	324654723	98.22%
Postal Ballot Forms with "DISSENT" as SPECIALRESOLUTION			
In Electronic Mode	85	5880683	1.78%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	85	5880683	1.78%

*Net valid votes through electronic mode includes cases where the shareholders have abstained from voting.

RESULT: Total votes for Item No. 7 polled **FOR** SPECIAL RESOLUTION is 98.22% and the total votes polled **AGAINST** SPECIAL RESOLUTION is 1.78%.

SPECIAL RESOLUTION ITEM NO. 8:

Renewal of limit to issue debentures on private placement basis by the Board

~~"RESOLVED THAT~~ pursuant to Section 42, Section 71 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the 'Rules') and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ('Debt Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and the directions issued by Reserve Bank of India ('RBI') as applicable to the Non-Banking Financial Companies Page ('NBFC') from time to time, and such other laws and regulations as may be applicable to the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include Banking and Finance



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Committee or any other committee constituted by the Board) to make offer(s), invitation(s) to subscribe and issue redeemable non-convertible debentures (NCDs), subordinated debentures, bonds or any other structured/hybrid debt securities (hereinafter referred to as 'Debentures') at such face value as may be permissible under the Act and RBI directions on private placement basis at par, discount or premium, in one or more tranches during the period of one year from the date of passing of this resolution for a sum not exceeding Rs.35,000 crores (Rupees Thirty Five Thousand Crores Only) within the overall borrowing limits of the Company approved by the Members, to the qualified institutional buyers, foreign institutional investors/foreign portfolio investors, banks, financial institutions, multilateral financial institutions, regional financial institutions, mutual funds, pension fund, provident fund and gratuity funds, corporates, insurance companies, trusts, High Net-worth Individuals (HNIs) and such other entities/ persons eligible to subscribe the Debentures on such terms and conditions including the rate of interest/coupon, tenure, repayment and security cover thereof etc. as may be finalized by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), key managerial person(s) and/or officer(s) of the Company, to give effect to the resolution."

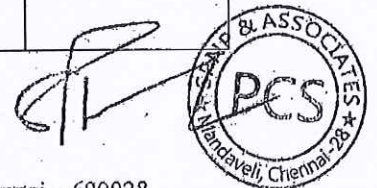
Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode*	1052	330535437	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	1052	330535437	100%
Postal Ballot forms with "ASSENT" as SPECIAL			



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RESOLUTION			
In Electronic Mode	982	327112489	98.96%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	982	327112489	98.96%
Postal Ballot Forms with "DISSENT" as SPECIALRESOLUTION			
In Electronic Mode	70	3422948	1.04%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	70	3422948	1.04%

*Net valid votes through electronic mode includes cases where the shareholders have abstained from voting.

RESULT: Total votes for Item No. 8 polled **FOR** SPECIAL RESOLUTION is 98.96% and the total votes polled **AGAINST** SPECIAL RESOLUTION is 1.04%.

RESULT OF THE REMOTE E-VOTING:

The Ordinary resolution No. 3,4,5 and 6 set out in the Notice of the postal ballot requires that the votes cast in favour shall be simple majority than the votes cast against the resolution by the members so entitled and voting.

I report that the said Ordinary Resolutions have been passed by the shareholders with requisite majority.

The Special resolution No. 1,2,7 and 8 set out in the Notice of the postal ballot requires that the votes cast in favour of the resolution shall not be less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.



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I report that the said Special Resolutions have been passed by the shareholders with requisite majority.



P. Sriram

Practising Company Secretary

Certificate of Practice No:3310

Membership No: FCS 4862

UDIN: F004862D003188108

Date: 23.02.2023
Place: Chennai

For Shriram Finance Limited


Authorised Signatory

SPNP & Associates

Practising Company Secretaries

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