

September 24, 2021

SBIL/F&A-CS/NSE-BSE/2122/188

**Vice President**

Listing Department  
National Stock Exchange of India  
Exchange Plaza,  
Plot No. C/1, G-Block,  
BKC, Bandra (East)  
Mumbai - 400 051

**General Manager**

Listing Department  
BSE Limited  
Phiroze Jeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir/Madam,

**Sub: Proceedings of 21st Annual General Meeting held on September 24, 2021**

The 21st Annual General Meeting ('AGM') of the Company was held on Friday, September 24, 2021 at 11:00 A.M. (IST) and concluded at 12:15 P.M. (IST), through Video Conference (VC) / Other Audio Visual Means (OAVM). In this regard, we are enclosing the following:

- a) Proceedings as required under the Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- c) Report of the Scrutinizer dated September 24, 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration), Rules 2014

It may be noted that, all the Resolutions placed before the AGM as per the Notice of 21<sup>st</sup> AGM have been approved by the Members with requisite majority. The Proceeding of AGM, Voting Results along with the Scrutiniser's Report is also being hosted on the Company's website [www.sbilife.co.in](http://www.sbilife.co.in)

This is for your information and appropriate dissemination.

Thanking you,



**Vinod Koyande**  
Company Secretary  
ACS No. 33696

**Summary of proceedings of the 21<sup>st</sup> Annual General Meeting of the SBI Life Insurance Company Limited (“Company”)**

The 21<sup>st</sup> Annual General Meeting (“AGM”) of the Company was duly convened on Friday, September 24, 2021 at 11:00 A.M. through Video Conference (VC) or Other Audio Visual Means (OAVM) facility. The Meeting was conducted in compliance with the relevant provisions of the Companies Act, 2013, Securities and Exchange Board of India (‘SEBI’) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circulars dated January 13, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (‘MCA’) (“MCA Circulars”) and Circular dated January 15, 2021 and May 12, 2020 issued by SEBI.

Mr. Dinesh Kumar Khara, Chairman, chaired the meeting and extended a warm welcome to the shareholders, Board members, representatives of the Bodies Corporate and all others present.

The meeting was attended by 42 members through electronic means i.e. VC/OVAM facility provided by KFin Technologies Private Limited.

The following Directors attended the meeting through VC:

1. Mr. Dinesh Kumar Khara, Non-Executive Chairman
2. Mr. Ashwini Kumar Tewari, Non-Executive Director, Nominee of State Bank of India
3. Mr. Deepak Amin, Independent Director
4. Mr. Narayan K. Seshadri, Independent Director & Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
5. Mr. Shobinder Duggal, Independent Director
6. Dr. Tejendra M. Bhasin, Independent Director
7. Ms. Usha Sangwan, Independent Director
8. Mr. Mahesh Kumar Sharma, Managing Director & CEO

Mr. Sangramjit Sarangi, President & Chief Financial Officer; Mr. Prithesh Chaubey, Appointed Actuary and Mr. Vinod Koyande, Company Secretary attended the meeting through VC.

Mr. Kartik Bapna and Mr. Jai Prakash Gupta from M/s. S C Bapna & Associates, Mr. Vishal Rathi from M/s. S K Patodia & Associates, Statutory Auditors of the Company and Mr. Bhaskar Upadhyay, Partner of M/s. N L Bhatia & Associates, Practicing Company Secretary, Secretarial Auditor were also present.



**SBI Life Insurance Company Limited**

Registered & Corporate Office : Natraj, M. V. Road & Western Express Highway Junction, Andheri (East), Mumbai - 400 069.

Tel.: 022 6191 0000 / 3968 0000 Fax.: 022 6191 0517 Website: www.sbilife.co.in IRDAI Regn. No. 111 CIN: L99999MH2000PLC129113

The Chairman announced that the quorum for the meeting was present and called the meeting to order. It was further informed that the Members were provided with the facility to exercise their right to vote by electronic means, through remote e-voting and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The E-Voting platform was kept open for voting from Tuesday, September 21, 2021 upto Thursday, September 23, 2021. Members who had joined the meeting through VC and who had not cast their vote through remote e-voting, were provided the option to vote through e-voting facility made available during the AGM.

The Company had appointed Mr. Bhaskar Upadhyay, M/s N L Bhatia & Associates, Practicing Company Secretary as Scrutinizer to supervise the e-voting process and to provide combined voting results of remote e-voting and e-voting at the AGM along with the Scrutinizers Report in a fair and transparent manner. The members were informed that the documents referred to in the notice of the AGM were available for inspection in electronic mode.

With the permission of the members, the notice convening the meeting was taken as read. The Chairman informed that there were no qualifications, observations or comments of the auditors in the Auditor's Report and the Secretarial Auditor in their Report(s) for the year ended March 31, 2021.

The Chairman then commenced his speech and gave an overview of the operations and the financial performance of the Company during FY 2020-21. Thereafter, Mr. Vinod Koyande invited speaker shareholders, who had done prior registrations, to speak and ask questions, if any.

Response to the questions raised by the Members was provided by the Mr. Dinesh Kumar Khara, Chairman and Mr. Mahesh Kumar Sharma, Managing Director & CEO of the Company.

The Chairman concluded his speech by placing on record his appreciation and gratitude for all the stakeholders for having reposed their trust and confidence in the Company.



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The following items of businesses were transacted through evoting at the 21<sup>st</sup> AGM:

Sr. No.	Resolutions	Type of Resolutions
<b>Ordinary Business</b>		
1	To receive, consider and adopt the Revenue Account, Profit and Loss Account and Receipts and Payments Account for the financial year ended March 31, 2021 and the Balance Sheet of the Company as at March 31, 2021, together with the reports of the Board of Directors' of the Company ("Board"), report of the Statutory Auditors of the Company ("Auditors") and comments of the Comptroller and Auditor General of India ("CAG").	Ordinary
2	To confirm interim dividend declared by the Company on March 25, 2021 as final dividend for the financial year ended March 31, 2021.	Ordinary
3	To approve the ratification of appointment of Joint Statutory Auditors as appointed by Comptroller and Auditor General of India and to fix their remuneration.	Ordinary
<b>Special Business</b>		
4	To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for revision in the remuneration of Mr. Mahesh Kumar Sharma (DIN: 08740737), Managing Director and Chief Executive Officer of the Company	Ordinary
5	To approve the appointment of Mr. Shobinder Duggal (DIN: 00039580) as an Independent Director of the Company	Ordinary
6	To approve the appointment of Dr. Tejendra Mohan Bhasin (DIN: 03091429) as an Independent Director of the Company	Ordinary
7	To approve the appointment of Ms. Usha Sangwan (DIN: 02609263) as an Independent Director of the Company	Ordinary

The Chairman authorised the President & Chief Financial Officer or the Company Secretary to declare the results of the remote e-voting as well as for the electronic voting done at the Meeting which shall be informed to Stock Exchanges and also be placed on the website of the Company within 2 working days from the conclusion of the meeting.

The Chairman then thanked the members for their participation in the meeting and there being no other business to be conducted, declared the proceeding to be closed. The e-voting module was kept open for 30 minutes and then the meeting was concluded at 12:15 P.M.

Based on the consolidated scrutiniser report dated September 24, 2021, all resolutions as set out in the notice of the AGM were passed by the members with the requisite majority.

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VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON SEPTEMBER 24, 2021 OF SBI LIFE INSURANCE COMPANY LIMITED

Date of the AGM	September 24, 2021
Total number of shareholders on record date	401740
No. of shareholders present in the meeting either in person or through Proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	42

Resolution No.	1							
Resolution required (Ordinary/Special)	Ordinary Resolution - To receive, consider and adopt the Revenue Account, Profit and Loss Account and Receipts and Payments Account for the financial year ended March 31, 2021 and the Balance Sheet of the Company as at March 31, 2021, together with the reports of the Board of Directors' of the Company ("Board"), report of the Statutory Auditors of the Company ("Auditors") and comments of the Comptroller and Auditor General of India ("CAG").							
Whether Promoter/Promoter Group are interested in the Agenda/Resolution	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6) = (4)/(2)*100	% of Votes against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	E-voting	557003927	555000000	99.6402	555000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		555000000	99.6402	555000000	0	100.0000	0.0000
Public Institutions	E-voting	363486789	307377100	84.5635	303649523	3727577	98.7872	1.2127
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		307377100	84.5635	303649523	3727577	98.7873	1.2127



Public Institutions	Non-	E-voting		24551282	30.8041	24550231	1051	99.9957	0.0042
		Poll	79701467	2096	0.0026	2096	0	100.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
		TOTAL		24553378	30.8067	24552327	1051	99.9957	0.0043
TOTAL			1000192183	886930478	88.6760	883201850	3728628	99.5796	0.4204

Resolution No.	2								
Resolution required (Ordinary/Special)	Ordinary Resolution - To confirm the interim dividend declared by the Company on March 25, 2021 as final dividend for the year ended March 31, 2021.								
Whether Promoter/Promoter Group are interested in the Agenda/Resolution	No								
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6) = (4)/(2)*100	% of Votes against on votes polled (7) = (5)/(2)*100	
Promoter and Promoter Group	E-voting	557003927	555000000	99.6402	555000000	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	TOTAL		555000000	99.6402	555000000	0	100.0000	0.0000	
Public Institutions	E-voting	363486789	307606334	84.6266	307606334	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	TOTAL		307606334	84.6266	307606334	0	100.0000	0.0000	
Public Institutions	Non-	E-voting	79701467	39524733	49.591	39522491	2242	99.9943	0.0056



	Poll		2096	0.0026	2096	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		39526829	49.5936	39524587	2242	99.9943	0.0057
TOTAL		1000192183	902133163	90.1960	902130921	2242	99.9998	0.0002

Resolution No.	3							
Resolution required (Ordinary/Special)	Ordinary Resolution - For fixation of remuneration of the Joint Statutory Auditors as appointed by Comptroller and Auditor General of India for the FY 2021-22.							
Whether Promoter/Promoter Group are interested in the Agenda/Resolution	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6) = (4)/(2)*100	% of Votes against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	E-voting	557003927	555000000	99.6402	555000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		555000000	99.6402	555000000	0	100.0000	0.0000
Public Institutions	E-voting	363486789	300549043	82.685	300371757	177286	99.9410	0.0589
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		300549043	82.685	300371757	177286	99.9410	0.0590



Public Non- Institutions	E-voting	79701467	39524615	49.5908	39522499	2116	99.9946	0.0053
	Poll		2096	0.0026	2096	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0.0000
	TOTAL		39526711	49.5934	39524595	2116	99.9946	0.0054
TOTAL		1000192183	895075754	894904	894896352	179402	99.9800	0.0200

Resolution No.	4							
Resolution required (Ordinary/Special)	Ordinary Resolution - Revision in the remuneration of Mr. Mahesh Kumar Sharma (DIN 08740737), Managing Director and Chief Executive Officer of the Company.							
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6) = (4)/(2)*100	% of Votes against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	E-voting	557003927	555000000	99.6402	555000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		555000000	99.6402	555000000	0	100.0000	0.0000
Public Institutions	E-voting	363486789	307386514	84.5661	307179270	207244	99.9325	0.0674



	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		307386514	84.5661	307179270	207244	99.9326	0.0674
Public Non- Institutions	E-voting	79701467	39524380	49.5905	39516770	7610	99.9807	0.0192
	Poll		2096	0.0026	2096	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		39526476	49.5931	39518866	7610	99.9807	0.0193
TOTAL		1000192183	901912990	901740	901698136	214854	99.9762	0.0238

Resolution No.	5							
Resolution required (Ordinary/Special)	Ordinary Resolution - Appointment of Mr. Shobinder Duggal (DIN 00039580), as an Independent Director of the Company.							
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6) = (4)/(2)*100	% of Votes against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	E-voting	557003927	555000000	99.6402	555000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000



	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		555000000	99.6402	555000000	0	100.0000	0.0000
Public Institutions	E-voting	363486789	307386514	84.5661	296428512	10958002	96.4351	3.5648
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		307386514	84.5661	296428512	10958002	96.4351	3.5649
Public Non- Institutions	E-voting	79701467	39524232	49.5903	39521652	2580	99.9934	0.0065
	Poll		2096	0.0026	2096	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		39526328	49.5929	39523748	2580	99.9935	0.0065
TOTAL		1000192183	901912842	901740	890952260	10960582	98.7847	1.2153



Resolution No.	6							
Resolution required (Ordinary/Special)	Ordinary Resolution - Appointment of Dr. Tejendra Mohan Bhasin (DIN 03091429), as an Independent Director of the Company.							
Whether Promoter/Promoter Group are interested in the Agenda/Resolution	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6) = (4)/(2)*100	% of Votes against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	E-voting	557003927	555000000	99.6402	555000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		555000000	99.6402	555000000	0	100.0000	0.0000
Public Institutions	E-voting	363486789	307386514	84.5661	296621539	10764975	96.4979	3.5020
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		307386514	84.5661	296621539	10764975	96.4979	3.5021
Public Institutions Non-	E-voting	79701467	39524231	49.5903	39521594	2637	99.9933	0.0066
	Poll		2096	0.0026	2096	0	100.0000	0.0000



	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		39526327	49.5929	39523690	2637	99.9933	0.0067
TOTAL		1000192183	901912841	90.1740	891145229	10767612	98.8061	1.1939

Resolution No.	7							
Resolution required (Ordinary/Special)	Ordinary Resolution - Appointment of Ms. Usha Sangwan (DIN 02609263), as an Independent Director of the Company.							
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6) = (4)/(2)*100	% of Votes against on votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	E-voting	557003927	555000000	99.6402	555000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL			555000000	99.6402	555000000	0	100.0000
Public Institutions	E-voting	363486789	307386514	84.5661	307386514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000



	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		307386514	84.5661	307386514	0	100.0000	0.0000
Public Institutions	Non- E-voting	79701467	39524192	49.5903	39521118	3074	99.9922	0.0077
	Poll		2096	0.0026	2096	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		39526288	49.5929	39523214	3074	99.9922	0.0078
TOTAL		1000192183	901912802	90.1740	901909728	3074	99.9997	0.0003





**SCRUTINIZER'S REPORT**

*[Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
**SBI Life Insurance Company Limited**  
Natraj M.V. Road,  
Western Express High Junction,  
Andheri (East) Mumbai - 400069

Dear Sir,

1. I, **Bhaskar Upadhyay** (Membership No. FCS 8663 / C.P No. 9625) Partner, M/s. N. L. Bhatia & Associates, firm of Practicing Company Secretaries have been appointed as scrutinizer, by the Board of Directors of SBI Life Insurance Company Limited for the purpose of scrutinizing the remote e-voting and e-voting during 21<sup>st</sup> Annual General Meeting (AGM) and ascertaining the requisite majority on the remote e-voting as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Resolutions contained in the Notice of the 21<sup>st</sup> AGM of the Shareholders of the Company, held on Friday, September 24, 2021 at 11:00 a.m. (IST) through Video Conferencing / Other Audio Visual Means (OVAM).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications relating to voting through electronic means on the businesses set out in the Notice of the 21<sup>st</sup> AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-voting and e-voting during the AGM ('e-voting facilities') is



restricted in making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice, based on the reports generated from the e-voting system of KFin Technologies Private Limited ('KFintech') the authorized agency engaged by the Company to provide e-voting facilities before and during the AGM.

3. Further to above, I submit my report as under:

3.1.The Company has provided the remote e-voting facility and e-voting during the AGM through KFintech, on their website [www.evoting.kfintech.com](http://www.evoting.kfintech.com) The Company had uploaded all the items of businesses to be transacted on the website of the Company and also on the website of KFintech, to facilitate their Members to cast their vote through remote e-voting and e-voting during the AGM.

3.2.The Notice of AGM was sent through email to the Members whose email addresses were registered with the Company/Depositories along with Annual Report of the Company, containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and notifications issued by the Ministry of Corporate Affairs ('MCA').

3.3.As prescribed in the Rules and General Circulars issued by the MCA, the Company has also published advertisements in newspapers on Thursday, September 2, 2021 in 'Financial Express' newspaper in English language and 'Loksatta' Mumbai in Marathi language which carried all required information as specified in the said rules and notifications.

3.4.The Members of the Company as on the "Cut-off" date i.e. Friday, September 17, 2021 were entitled to vote on the Resolutions (item nos. 1 to 7) as set out in the Notice of the 21<sup>st</sup> AGM.



- 3.5. The remote e-voting commenced from Tuesday, September 21, 2021 and ended on Thursday, September 23, 2021 (5:00 p.m.) (IST). The remote e-voting platform was disabled by KFintech thereafter and the facility for casting the votes through e-voting was also available during the AGM.
- 3.6. It was announced at the 21<sup>st</sup> AGM held on Friday, September 24, 2021, through two-way VC/OAVM that, the Members who have not exercised their votes through remote e-voting may, if they wish to, can exercise their votes through electronic voting system being provided during the AGM.
- 3.7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of KFintech ([www.evoting.kfintech.com](http://www.evoting.kfintech.com)) in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of KFintech were scrutinized and reviewed, the votes were counted, and the results were prepared.
- 3.8. Based on the data downloaded from KFintech e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



**Item No. 1 - As an Ordinary Resolution:**

To receive, consider and adopt the Revenue Account, Profit and Loss Account and Receipts and Payments Account for the financial year ended March 31, 2021 and the Balance Sheet of the Company as at March 31, 2021, together with the reports of the Board of Directors' of the Company ("Board"), report of the Statutory Auditors of the Company ("Auditors") and comments of the Comptroller and Auditor General of India ("CAG").

**(i) Voted in favour of the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1,635	88,32,01,850	99.5796

**(ii) Voted against the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
31	37,28,628	0.4204

**(iii) Abstained votes:**

There are 2,23,41,102 abstained votes



**Item No. 2 - As an Ordinary Resolution:**

**To Declare Interim Dividend as Final Dividend for the Financial year ended March 31, 2021.**

**(i) Voted in favour of the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1637	90,21,30,921	99.9998

**(ii) Voted against the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
31	2242	0.0002

**(iii) Abstained votes**

There are 71,38,403 abstained votes.



**Item No. 3 - As an Ordinary Resolution:**

**Fixation of remuneration of the Statutory Auditors of the Company in accordance with the section 142 of the Companies Act, 2013, as yet to be appointed by the Comptroller and Auditor General of India, for the financial year 2021-22.**

**(i) Voted in favour of the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1619	89,48,96,352	99.9800

**(ii) Voted against the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
44	179,402	0.0200

**(iii) Abstained votes:**

There are 1,41,95,820 abstained votes



**Item No. 4 - As an Ordinary Resolution:**

**Revision in the remuneration of Mr. Mahesh Kumar Sharma (DIN: 08740737), Managing Director and Chief Executive Officer of the Company.**

**(i) Voted in favour of the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1552	90,16,98,136	99.9762

**(ii) Voted against the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
101	2,14,854	0.0238

**(iii) Abstained votes:**

There are 73,58,571 abstained votes.



**Item No. 5- As an Ordinary Resolution:**

**Appointment of Mr. Shobinder Duggal (DIN: 00039580), as an Independent Director of the Company.**

**(i) Voted in favour of the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1573	89,09,52,260	98.7847

**(ii) Voted against the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
81	1,09,60,582	1.2153

**(iii) Abstained votes**

There are 73,58,735 abstained votes.



**Item No. 6– As an Ordinary Resolution:****Appointment of Dr. Tejendra Mohan Bhasin (DIN: 03091429), as an Independent Director of the Company****(i) Voted in favour of the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1560	89,11,45,229	98.8061

**(ii) Voted against the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
93	1,07,67,612	1.1939

**(iii) Abstained votes**

There are 73,58,734 abstained votes



**Item No.7 - As an Ordinary Resolution:**

**Appointment of Ms. Usha Sangwan (DIN: 02609263), as an Independent Director of the Company:**

(iii) **Voted in favour of the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1595	90,19,09,728	99.9997

(iv) **Voted against the resolution:**

Number of Members voted electronically	Number of votes cast by the,	% of total number of valid votes cast
57	3074	0.0003

(iii) **Abstained votes**

There are 73,58,755 abstained votes



In view of the above scrutiny, I hereby certify that the Resolutions set out under Item No. 1 to 7 of the Notice of 21<sup>st</sup>AGM dated August 24, 2021 have been passed with requisite majority on Friday, September 24, 2021.

Thanking you,

**Date: September 24, 2021**

**Place: Mumbai**

**For N. L. Bhatia & Associates  
Practicing Company Secretaries**

**UIN: P1996MH055800**

**UDIN: F008663C001004658**

Bhaskar Bharat Upadhyay  
Digitally signed  
by Bhaskar  
Bharat Upadhyay  
Date: 2021.09.24  
22:52:03 +05'30'

**Bhaskar Upadhyay**

**Partner**

**FCS: 8663**

**CP. No. 9625**

**Countersigned**

**Vinod Koyande  
Company Secretary  
(ACS -33696)**