



**CSL Finance
Limited**

CIN: L74899DL1992PLC051462

March 29, 2022

**The Manager,
Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze, Jeejeebhoy Towers
Dalal Street, Mumbai-400001**

Scrip code: 530067

**Sub: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulation, 2015 - Voting Results of Postal Ballot/E-voting**

This is with reference to the Postal Ballot Notice dated February 18, 2022 seeking approval of the shareholders for the following Special Resolutions through Postal Ballot via electronic means (Remote E-voting):-

- 1) Creation of charge/security on the Company's assets with respect to borrowings.
- 2) Re-appointment of Mr. Manoj Gupta (DIN 01160953) as an Independent Director of the Company.
- 3) Adoption of Amended CSL Employee Stock Option Scheme, 2016-II.

Based on Remote E-voting received from the shareholders and as per the Scrutinizer's Report dated March 28, 2022, the above mentioned special resolutions have been passed by the shareholders with requisite majority.

Further, please find enclosed herewith the documents as under:

1. Details of voting results in the format specified in Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure -1)
2. Report of the scrutinizer dated March 28, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules, 2014 (Annexure - 2)

The results of Postal Ballot along with the Scrutinizer's Report are also being disseminated on Company's website at www.csloffinance.in and on the website of National Securities Depository Limited viz. www.evoting.nsdl.com.

This is for your kind information & records.

Thanking you,
For **CSL Finance Limited**


Preeti Gupta
(Company Secretary & Compliance Officer)

Encl: A/a

Details of the voting results by Postal Ballot/E-voting process pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of declaration of Postal Ballot/E-voting Results	Saturday, March 26, 2022.
Total No. of Shareholders as on record date	4166 as on Friday, February 18, 2022
Total No. of Shareholders present in the meeting either in person or through proxy	
a) Promoter & Promoter Group	Not Applicable (Resolution passed through Postal Ballot/E-voting)
b) Public	
Total No. of Shareholders attended the meeting through Video Conferencing	
a) Promoter & Promoter Group	Not Applicable (Resolution passed through Postal Ballot/E-voting)
b) Public	



1 Details of Agenda									
Creation of charge/security on the Company's assets with respect to borrowings									
Resolution Required : (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda / resolution									
Category	Mode of Voting	No. of shares held	Ordinary Business - Special Resolution						
			No	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
Promoter and Promoter Group	1			2	(3)-[(2)/(1)]*100	4	5	6	7
	Remote E-voting Postal ballots	1,06,42,429		1,05,06,793	98.72551652	1,05,06,793	-	100	-
	Total	1,06,42,429		1,05,06,793	98.72551652	1,05,06,793	-	100	-
	Public - Institutions		0		-	-	-	-	-
Public - Non Institutions	Remote E-voting Postal ballots		0		-	-	-	-	-
	Total	1,00,90,192		12,71,855	12.60486421	12,68,534	3321	99.73888533	0.261114671
	Remote E-voting Postal ballots	1,00,90,192		12,71,855	12.60486421	12,68,534	3321	99.73888533	0.261114671
	Total	2,07,32,621		1,17,78,648	56.81215125	1,17,75,327	3321	99.97180491	0.028195087
TOTAL									

The resolution has been passed with requisite majority.



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2	Details of Agenda	Re-appointment of Mr. Manoj Gupta (DIN 01160953) as an Independent Director of the Company									
	Resolution Required : (Ordinary / Special)	Ordinary Business - Special Resolution									
	Whether promoter/promoter group are interested in the agenda / resolution	No									
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	7			
Promoter and Promoter Group	Remote E-voting	1,06,42,429	1,05,06,793	98.72551652	1,05,06,793	-	100	-			
	Postal ballots				NA						
	Total	1,06,42,429	1,05,06,793	98.72551652	1,05,06,793	-	100	-			
Public - Institutions	Remote E-voting	0	-	-	NA	-	-	-			
	Postal ballots				NA						
	Total	0	-	-	-	-	-	-			
Public - Non Institutions	Remote E-voting	1,00,90,192	12,71,855	12.60486421	12,68,534	3321	99.73888533	0.261114671			
	Postal ballots				NA						
	Total	1,00,90,192	12,71,855	12.60486421	12,68,534	3321	99.73888533	0.261114671			
TOTAL		2,07,32,621	1,17,78,648	56.81215125	1,17,75,327	3321	99.97180491	0.028195087			



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3	Details of Agenda	Adoption of Amended CSL Employee Stock Option Scheme, 2016-II.						
	Resolution Required : (Ordinary / Special)	Ordinary Business - Special Resolution						
	Whether promoter/promoter group are interested in the agenda / resolution	NO						
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	7
Promoter and Promoter Group	Remote E-voting	1,06,42,429	1,05,06,793	98.72551652	1,05,06,793	-	100	-
	Postal ballots				NA			
	Total	1,06,42,429	1,05,06,793	98.72551652	1,05,06,793	-	100	-
Public - Institutions	Remote E-voting	0	-	-	-	-	-	-
	Postal ballots				NA			
	Total	0	-	-	-	-	-	-
Public - Non Institutions	Remote E-voting	1,00,90,192	12,71,855	12.60486421	12,68,534	3321	99.73888533	0.261114671
	Postal ballots				NA			
	Total	1,00,90,192	12,71,855	12.60486421	12,68,534	3321	99.73888533	0.261114671
TOTAL		2,07,32,621	1,17,78,648	56.81215125	1,17,75,327	3321	99.97180491	0.028195087
The resolution has been passed with requisite majority.								



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Annexure -2

N PANCHAL & ASSOCIATES

Company Secretaries

Scrutinizer's Report

[Pursuant to section 110 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended]

The Managing Director

CSL Finance Limited

CIN: L74899DL1992PLC051462

716-717, 7th Floor, Tower B,

World Trade Tower, Sector 16,

Noida, U.P. - 201301

Dear Sir,

I, Nitin Panchal, sole proprietor of N. Panchal & Associates, Practicing Company Secretary had been appointed as Scrutinizer by the Board of Directors of **CSL Finance Limited** for scrutinizing the e-voting process in fair and transparent manner pursuant to Section 110 of the Companies Act, 2013, ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of the Resolutions contained in the Postal Ballot Notice dated February 18, 2022.

The Company pursuant to the Provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, required to provide e-voting facility to the Shareholders for passing of Resolution through Postal Ballot by e-voting process. As per General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, in relation to "Clarification on passing of ordinary and Special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and due to difficulty in dispatch of Postal Ballot Notice / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company has sent the Postal Ballot Notice dated February 18, 2022 on February 24, 2022 by email only to the members whose email id were available with the Company / RTA.

The Notice of Postal Ballot was sent to the members whose name appeared on the Register of Members/List of beneficiaries as on cut-off date i.e, February 18, 2022, as stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended. Advertisements were published by the Company in "Jansatta" in Hindi ("the vernacular Language") and "Financial Express" in English on February 25, 2022 confirming completion of dispatch of Notice of Postal Ballot/E-voting information by e-mail.



Address: H2/J 33, Bengali Colony, Mahavir Enclave, New Delhi-110045

E-mail: csnitinpanchal@gmail.com | **Mob:** +91 9999592692

The Notice of Postal Ballot was sent to the members whose name appeared on the Register of Members/List of beneficiaries as on cut-off date i.e, February 18, 2022, as stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended. Advertisements were published by the Company in "Jansatta" in Hindi ("the vernacular Language") and "Financial Express" in English on February 25, 2022 confirming completion of dispatch of Notice of Postal Ballot/E-voting information by e-mail.

The Company has appointed NSDL in association with Mas Services Limited, the service provider, for providing the facility of e-voting to the Members of the Company. The e-voting period remained open from February 25, 2022 at 9:00 A.M, and ended on March 26, 2022 at 5:00 P.M. The data was scrutinized by me for verification of votes cast in favour and against the Resolution. Votes cast through electronic means up to 5:00 P.M. of March 26, 2022 being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.

Since there was no voting by physical ballot form, the question of keeping the physical postal ballot under my safe custody before commencing the scrutiny, reporting on number of envelopes containing postal ballot form received after due date and upto the date of this report, reporting on number of envelopes containing postal ballot form returned undelivered and reporting on finding of defaced or mutilated ballot paper does not arise.

On proper scrutiny and summary of all the votes casted through remote e-voting process by the members, the voting results for the item placed for consideration of the members is as under:

Resolution No. 1: Special Resolution:

Creation of charge/security on the Company's assets with respect to borrowings:

(i) Voted in favor of the resolution:

Type of Voting	No. of Members Voted	No. of Votes Cast by them	% of total no. of valid vote cast
Remote E-voting	74	11775327	99.97
Physical Ballots		NA	
Total	74	11775327	99.97

(ii) Voted against the resolution:

Type of Voting	No. of Members Voted	No. of Votes Cast by them	% of total no. of valid vote cast
Remote E-voting	11	3321	0.03
Physical Ballots		NA	
Total	11	3321	0.03



(iii) Invalid votes: Nil

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 1 of the Notice dated February 18, 2022 has been passed with requisite majority, accordingly I request to the Managing Director/Authorised Signatory of the Company, to announce the voting result of Postal Ballot.

Resolution No. 2: Special Resolution:

Re-appointment of Mr. Manoj Gupta (DIN 01160953) as an Independent Director of the Company

(i) Voted in favor of the resolution:

Type of Voting	No. of Members Voted	No. of Votes Cast by them	% of total no. of valid vote cast
Remote E-voting	75	11775417	99.97
Physical Ballots	NA		
Total	75	11775417	99.97

(ii) Voted against the resolution: Nil

Type of Voting	No. of Members Voted	No. of Votes Cast by them	% of total no. of valid vote cast
Remote E-voting	10	3231	0.03
Physical Ballots	NA		
Total	10	3231	0.03

(iii) Invalid votes: Nil

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 2 of the Notice dated February 18, 2022 has been passed with requisite majority, accordingly I request to the Managing Director/Authorised Signatory of the Company, to announce the voting result of Postal Ballot.

Resolution No. 3: Special Resolution:

Adoption of Amended CSL Employee Stock Option Scheme, 2016-II.

(i) Voted in favor of the resolution:

Type of Voting	No. of Members Voted	No. of Votes Cast by them	% of total no. of valid vote cast
Remote E-voting	75	11775417	99.97
Physical Ballots	NA		
Total	75	11775417	99.97



(ii) Voted against the resolution:

Type of Voting	No. of Members Voted	No. of Votes Cast by them	% of total no. of valid vote cast
Remote E-voting	10	3231	0.03
Physical Ballots	NA		
Total	10	3231	0.03

(iii) Invalid votes: Nil

Based on the aforesaid results, I report that the Special Resolution as contained in Item No. 3 of the Notice dated February 18, 2022 has been passed with requisite majority, accordingly I request to the Managing Director/Authorised Signatory of the Company, to announce the voting result of Postal Ballot.

I have e-mailed all the e-registers and records relating to e-voting for safe custody to the Company Secretary of the Company.

Thanking You,

Yours faithfully,

For N.Panchal & Associates
(Company Secretaries)



CS Nitin Panchal
(Sole Proprietor)
Mem No. 47431
CP No. 19534



Counter signed by

The Managing Director/Company Secretary

Place: Delhi
Date: March 28, 2022

UDIN - A047431C003196654