

**Date:** September 27, 2023

**To,**  
**Department of Corporate Services,**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai - 400001  
**Scrip Code:** 543333  
**ISIN:** INE290S01011

**To,**  
**Listing Department,**  
**National Stock Exchange of India Limited**  
Exchange plaza, Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra East,  
Mumbai – 400051  
**Scrip Symbol:** CARTRADE

Dear Sirs,

**Sub.: Proceedings of the 23<sup>rd</sup> Annual General Meeting of CarTrade Tech Limited (the “Company”)**

**Ref: Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We wish to inform you that the 23<sup>rd</sup> Annual General Meeting (“AGM”) of the Company was held today i.e. Wednesday, September 27, 2023 at 10.00 am (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 General Circulars Nos. 14/2020 dated April 8, 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, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022, 10/2022 dated December 28, 202 and 11/2022 dated December 28, 2022 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” and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic” and Circular Nos. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as “SEBI Circulars”) and other circulars issued by the Securities and Exchange Board of India without the physical presence of the Members at a common venue to transact the business as stated in the Notice convening the AGM dated September 05, 2023, circulated to the shareholders on September 05, 2023.

**CarTrade Tech Limited**

Reg. Off. &amp; Corp. Off.: 12th Floor, Vishwaroop IT Park, Sector 30A, Vashi, Navi Mumbai 400705.

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In this regard, please find enclosed, the summary of proceedings of the AGM of the Company as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure I**

This disclosure will also be hosted on the Company's website at [www.cartradetech.com](http://www.cartradetech.com)

Kindly take the same on record.

Thanking You

**For CarTrade Tech Limited**

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**Lalbahadur Pal**  
**Company Secretary and Compliance officer**  
**Mem. No. A40812**

Enclosed a/a

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**ANNEXURE I****SUMMARY OF PROCEEDINGS OF THE 23<sup>rd</sup> ANNUAL GENERAL MEETING OF CARTRADE TECH LIMITED**

The 23<sup>rd</sup> Annual General Meeting (“AGM”) of CarTrade Tech Limited (the “Company”) was held on Wednesday, September 27, 2023 at 10:00 am (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) and concluded at 10:52 a.m. (IST).

The AGM was held in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, General Circulars Nos. 14/2020 dated April 8, 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, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 11/2022 dated December 28, 2022 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” and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic” and Circular Nos. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as “SEBI Circulars”).

**PRESENCE IN THE MEETING THROUGH VC/OAVM;****1. DIRECTORS PRESENT:**

- a) Mr. Vinay Vinod Sanghi, Chairman and Managing Director;
- b) Mrs. Aneesha Bhandary, Executive Director and Chief Financial Officer;
- c) Mr. Subramanian Lakshminarayanan, Independent Director;
- d) Mrs. Kishori Jayendra Udeshi, Independent Director; and
- e) Mr. Victor Anthony Perry III, Non-Executive Director.

**2. OFFICER PRESENT:**

- a) Mr. Lalbahadur Pal, Company Secretary and Compliance Officer.

**3. SPECIAL INVITEE'S:**

- a) Mr. Govind Ahuja, Partner of S. R. Batliboi & Associates LLP, Statutory Auditor;
- b) Mrs. Awadhi Drolia, Director of S. R. Batliboi & Associates LLP, Statutory Auditor;
- c) Mr. Sarika Goel, Director of MGB & Co. LLP, Internal Auditors of the Company; and

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- d) Mr. S. P. Imartey, proprietor of M/s. S. P. Imartey & Associates, Scrutinizer and Secretarial Auditors of the Company.

Members present: 60 Members (inclusive of Directors as members) attended the meeting virtually in person / through authorized representatives.

Mr. Vivek Gul Asrani, Independent Director and chairperson of Nomination & Remuneration Committee, could not attend the meeting.

The moderator from Link Intime India Private Limited (“RTA’s Moderator”), who provided VC platform for convening virtual AGM, welcomed the members attending the AGM of the Company through VC facility and informed the members that for the smooth conduct of the AGM, the members will be in mute mode, and audio & video would be opened only for those members who had pre-registered themselves as speaker at the AGM.

After the announcement, RTA's moderator handed over the proceedings to Mr. Lalbahadur Pal, Company Secretary and Compliance Officer of the Company.

Mr. Lalbahadur Pal, Company Secretary and Compliance Officer welcomed all the members at the 23<sup>rd</sup> Annual General Meeting of the Company and affirmed that the Company has taken all the possible steps to enable Members to participate and vote on the items of businesses considered at the AGM. The Company Secretary informed and briefed the members on the regulatory aspects relating to participation at the AGM through VC.

The Company Secretary informed the members that the facility for joining the AGM through VC/OAVM is made available for the members on a first-come-first-serve basis and since, the meeting was conducted virtually with electronic participation, and there was no requirement to provide facility to appoint proxy.

The Company Secretary further informed the members that the Statutory registers/ records and other applicable documents were available for inspection electronically by the members.

Mr. Vinay Vinod Sanghi, Chairman and Managing Director of the Company took the chair and welcomed all the members of the Company and the Board of Directors present at the AGM. The Chairperson ascertained the requisite quorum was present and declared the Meeting was in order.

The Chairperson delivered his opening address consisting of performance of the Company and extended his gratitude to stakeholders.

Mr. Kishori Jayendra Udeshi, Independent Director and Chairperson of Audit Committee, Mr. Subramanian Lakshminarayanan, Independent Director and Chairperson of Stakeholders Relationship Committee, Mr. Victor Anthony Perry III, Non-Executive Director, Mrs. Aneesa Bhandary, Executive Director & CFO and Chairperson of CSR Committee and Mr. Vinay

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Vinod Sanghi, Chairman & Managing Director of the Company and Chairperson of Risk Management Committee of the Company were present at the AGM through VC.

The representatives of the Statutory Auditors, Internal Auditors and Secretarial Auditors Company and the Scrutinizer of the meeting also attended the AGM.

The Chairperson informed the members that the Annual Report of the Company comprising of Notice of AGM, the Director's Report, Corporate Governance Report, Business Responsibility & Sustainability Reporting (BRSR), Management Discussion and Analysis and Auditors' Report on the standalone and consolidated audited financial statements of the Company and the Secretarial Audit Report for the year ended March 31, 2023, have been sent to the members of the Company at their registered email address, within prescribed timelines and with the consent of members were taken as read. It was informed to the members that the Statutory Auditors' Report and Secretarial Auditor's Report did not contain any qualifications, observations or other remarks.

Since this AGM was held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of Proxies by the Members was not available for the AGM.

The Company Secretary informed the members that as required by the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided Remote E-voting facility through M/s Link Intime India Private Limited to enable Members holding shares either in physical form or in dematerialized form, as on the cut-off date being Wednesday, September 20, 2023 to cast their vote on the Resolutions set out in the Notice of the AGM as per the timelines mentioned in the AGM Notice. The Remote E- voting period commenced on Saturday, September 23, 2023, (9:00 a.m. IST) and ended on Tuesday, September 26, 2023 (5:00 p.m. IST). The e-voting module was disabled by Link Intime India Private Limited for voting thereafter.

Thereafter, the Chairperson briefed the members on the resolutions as set out in the Notice of AGM:

Item. No.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1	<p>a. The Audited Standalone Financial Statements of the Company for the Financial Year Ended March 31, 2023, together with the report of the Board Of Directors and the Auditors thereon; and</p> <p>b. The Audited Consolidated Financial Statements of the Company for the Financial Year Ended March 31,</p>	Ordinary

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	2023, together with the report of the Auditors thereon.	
2	To Appoint a director in place of Mr. Victor Anthony Perry III (DIN: 06992828) who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary
<b>Special Business</b>		
3	Approval of related party transaction between Shriram Automall India Limited and Shriram Finance Limited (Formerly known as Shriram Transport Finance Company Limited) (“SFL”).	Ordinary
4	To consider and approve increase in remuneration of Mrs. Aneesha Bhandary (Din: 07779195), Executive Director and Chief Financial Officer of the Company.	Special

Subsequently, the RTA’s Moderator opened the 'Questions & Answers' (Q&As) floor for the members who had registered themselves as 'speaker' to ask questions or express their views, give suggestions, make enquiries on the operations and financial performance of the Company and related matters. The Members were given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who wished to speak, the Chairperson responded to the queries raised by them.

The Board of Directors had appointed Shriram P. Imartey, proprietor of M/s S P Imartey & Associates, Practicing Company Secretary, Mumbai (Membership No.: F5933 and Certificate of Practice No.: 4545) as the Scrutinizer to scrutinize the e-voting process (remote e-voting and Insta Vote at the AGM) in a fair and transparent manner.

The Members who attended the AGM through VC/OAVM facility but had not cast their votes through Remote E-Voting facility were provided an opportunity to cast their votes through Insta Vote system of Link Intime during the AGM.

The Chairman authorized Company Secretary to receive the Scrutinizer’s report on E-Voting and declare the results of voting. He informed the members that the Scrutinizer’s Report will be communicated to the National StockExchange of India Limited and BSE Limited and the same will be placed on the Company’s website [www.cartradetech.com](http://www.cartradetech.com) and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in/>

To enable the members to cast their vote at the AGM, the e-voting facility was kept open for a period of 15 minutes and after the expiry of e-voting time, the meeting then concluded at 10:52 a.m. with a Vote of thanks to the Chair. The Chairperson thanked the members of the Company for giving their valuable time for attending the meeting.

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