



Date: 29th January, 2024

To
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400051
NSE Symbol: SBFC

To
BSE Limited
Phiroze Jeejeebhoy Towers,
21st Floor, Dalal Street,
Mumbai – 400001
BSE Scrip Code: 543959
(BSE NCD Security Code: 973372
NCD ISIN : INE423Y07062)

Sub: Voting results of the Postal Ballot along with Scrutinizer's report

Dear Sirs,

This is in furtherance to our earlier intimation dated 27th December, 2023 regarding the Notice of Postal Ballot and commencement of the remote E-voting thereon, for the purpose of seeking shareholders approval through special resolutions for the following items:

Sr. No	Resolutions
1	Increase in Borrowing Limits of the Company
2	Creation of charges on the assets of the Company
3	Issuance of Non Convertible Debentures and / or Bonds
4	Approval of SBFC Stock Option Policy 2023 – III
5	Revision in terms of remuneration of Mr. Aseem Dhru, Managing Director & Chief Executive Officer (DIN: 01761455) of the Company

In this regard, please note that Ms. Jigyasa Ved of M/s. Parikh & Associates, Practicing Company Secretaries, who was appointed as the Scrutinizer for the aforesaid Postal Ballot has submitted her report dated 29th January, 2024. In accordance with the said report, it is hereby informed that, the members of the Company have approved the above special resolutions mentioned in the Notice of the Postal Ballot dated 21st December, 2023, by way of special resolution with requisite majority on Friday, 26th January, 2024, being the last date of E-voting.

Also please find attached the voting results in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's report dated 29th January, 2024.

Thanking you,

Yours faithfully,

For SBFC Finance Limited
(Erstwhile SBFC Finance Private Limited)



Jay Mistry
Company Secretary & Chief Compliance Officer
ICSI Membership No : A34264
Encl: As above

SBFC Finance Limited
(Erstwhile SBFC Finance Private Limited)

Registered Office: Unit No. 103, 1st Floor, C&B Square, Sangam Complex, Andheri Kurla Road, Village Chakala, Andheri (East) Mumbai - 400 059
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CIN No : U67190MH2008PLC178270



Results of Postal Ballot

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015

Name of the Company	SBFC Finance Limited
Date of Postal Ballot Notice	21 st December, 2023
Cut of Date for e-voting	15 th December, 2023
Voting Start Date	28 th December, 2023
Voting End Date	26 th January, 2024
Total number of shareholders as on record date	1,31,968
No. of Members present in the meeting either in person or through proxy	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
No. of Members attended the meeting through Video Conferencing	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable

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Agenda-wise disclosure

Agenda No 1. Increase in Borrowing Limits of the Company								
Resolution required: (Ordinary/ Special)		Special						
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	68,13,56,226	68,13,56,226	100.00	67,02,85,204	1,10,71,022	98.3751	1.6248
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		68,13,56,226	68,13,56,226	100.00	67,02,85,204	1,10,71,022	98.3751
Public - Institutions	E-Voting	15,38,75,551	13,30,88,323	86.4909	13,30,88,323	0	100	0
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		15,38,75,551	13,30,88,323	86.4909	13,30,88,323	0	100.00
Public – Non - Institutions	E-Voting	23,37,35,575	15,15,17,392	64.8243	15,15,13,107	4285	99.9971	0.0028
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		23,37,35,575	15,15,17,392	64.8243	15,15,13,107	4285	99.9971
Total		1,06,89,67,352	96,59,61,941	90.3640	95,48,86,634	1,10,75,307	98.8534	1.1466

**SBFC Finance Limited
(Erstwhile SBFC Finance Private Limited)**



Agenda No 2. Creation of charges on the assets of the Company								
Resolution required: (Ordinary/ Special)		Special						
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	68,13,56,226	68,13,56,226	100.00	67,02,85,204	1,10,71,022	98.3751	1.6248
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		68,13,56,226	68,13,56,226	100.00	67,02,85,204	11,07,10,22	98.3751
Public - Institutions	E-Voting	15,38,75,551	13,30,88,323	86.4909	13,30,88,323	0	100.00	0
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		15,38,75,551	13,30,88,323	86.4909	13,30,88,323	0	100.00
Public – Non - Institutions	E-Voting	23,37,35,575	15,15,16,167	64.8238	15,15,11,691	4,476	99.9970	0.0029
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		23,37,35,575	15,15,16,167	64.8238	15,15,11,691	4,476	99.9970
Total		1,06,89,67,352	96,59,60,716	90.3639	95,48,85,218	1,10,75,498	98.8534	1.1466

**SBFC Finance Limited
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CIN No : U67190MH2008PLC178270



Agenda No 3. Issuance of Non Convertible Debentures and / or Bonds								
Resolution required: (Ordinary/ Special)		Special						
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	68,13,56,226	68,13,56,226	100.00	67,02,85,204	1,10,71,022	98.3751	1.6248
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		68,13,56,226	68,13,56,226	100.00	67,02,85,204	1,10,71,022	98.3751
Public - Institutions	E-Voting	15,38,75,551	13,30,88,323	86.4909	13,30,88,323	0	100.00	0
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		15,38,75,551	13,30,88,323	86.4909	13,30,88,323	0	100.00
Public – Non - Institutions	E-Voting	23,37,35,575	15,15,17,912	64.8245	15,15,14,777	3,135	99.9979	0.0020
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		23,37,35,575	15,15,17,912	64.8245	15,15,14,777	3,135	99.9979
Total		1,06,89,67,352	96,59,62,461	90.3641	95,48,88,304	1,10,74,157	98.8536	1.1464

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Agenda No 4. Approval of SBFC Stock Option Policy 2023 – III								
Resolution required: (Ordinary/ Special)		Special						
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	68,13,56,226	68,13,56,226	100.00	67,02,85,204	1,10,71,022	98.3751	1.6248
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		68,13,56,226	68,13,56,226	100.00	67,02,85,204	1,10,71,022	98.3751
Public - Institutions	E-Voting	15,38,75,551	13,30,88,323	86.4909	12,82,59,498	48,28,825	96.3717	3.6282
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		15,38,75,551	13,30,88,323	86.4909	12,82,59,498	48,28,825	96.3717
Public – Non - Institutions	E-Voting	23,37,35,575	15,15,17,785	64.8244	15,15,08,388	9,397	99.9937	0.0062
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		23,37,35,575	15,15,17,785	64.8244	15,15,08,388	9,397	99.9937
Total		1,06,89,67,352	96,59,62,334	90.3641	95,00,53,090	15909244	98.3530	1.65

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Agenda No 5. Revision in terms of remuneration of Mr. Aseem Dhru, Managing Director & Chief Executive Officer (DIN: 01761455) of the Company								
Resolution required: (Ordinary/ Special)		Special						
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	68,13,56,226	68,13,56,226	100.00	67,02,85,204	1,10,71,022	98.3751	1.6248
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		68,13,56,226	68,13,56,226	100.00	67,02,85,204	1,10,71,022	98.3751
Public - Institutions	E-Voting	15,38,75,551	13,30,88,323	86.4909	12,95,33,844	35,54,479	97.3292	2.6707
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		15,38,75,551	13,30,88,323	86.4909	12,95,33,844	35,54,479	97.3292
Public – Non - Institutions	E-Voting	23,37,35,575	11,73,56,225	50.2090	11,73,43,812	12,413	99.9894	0.0105
	Poll		--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	--
	Total		23,37,35,575	11,73,56,225	50.2090	11,73,43,812	12,413	99.9894
Total		1,06,89,67352	93,18,00,774	87.1683	91,71,62,860	1,46,37,914	98.4298	1.5709

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January 29, 2024

To,
SBFC Finance Limited
103, 1st Floor, C&B Square,
Sangam Complex, Andheri Kurla Road, Village
Chakala, Andheri (East) Mumbai 400 059

Kind Attn: Mr. Jay Mistry, Company Secretary & Chief Compliance Officer

Sub.: Report on Postal Ballot Voting of SBFC Finance Limited.

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Special Resolutions for approval of:

1. Increase in the borrowing limits of the Company
2. Creation of charges on the Assets of the Company
3. Issuance of Non-Convertible Debentures and/or Bonds
4. Approval of SBFC Stock Option Policy 2023-III
5. Revision in terms of remuneration of Mr. Aseem Dhru, Managing Director & Chief Executive Officer (DIN: 01761455) of the Company

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders only through the electronic voting process (remote e-voting).
- b) The register showing the particulars of the e-votes registered on the National Securities Depository Limited ('NSDL') e-voting system in respect of the said Resolution.

Thanking-you.

Yours faithfully,

Jigyasa N. Ved
Parikh & Associates
Encl.: As above.

To,
The Chairman
SBFC Finance Limited
103, 1st Floor, C&B Square,
Sangam Complex, Andheri Kurla Road, Village
Chakala, Andheri (East) Mumbai 400 059

Report of Scrutinizer

I, Jigyasa N. Ved, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 6488), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal ballot through electronic voting process (“remote e-voting”) for seeking the approval of members by way of Special resolutions for the following:

1. Increase in the borrowing limits of the Company
2. Creation of charges on the Assets of the Company
3. Issuance of Non-Convertible Debentures and/or Bonds
4. Approval of SBFC Stock Option Policy 2023-III
5. Revision in terms of remuneration of Mr. Aseem Dhru, Managing Director & Chief Executive Officer (DIN: 01761455) of the Company

pursuant to the Postal Ballot Notice dated December 21, 2023, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, and Circular No.10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022 and Circular No. 11 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated December 21, 2023 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolutions, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by KFin Technologies Limited (KFin) for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the “cut-off” date of Friday, December 15, 2023 were entitled to vote on the resolution as contained in the Notice.

Contd....2

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The voting period for remote e-voting commenced on Thursday, December 28, 2023 at 09:00 a.m. (IST) and ended on Friday, January 26, 2024 at 05:00 p.m. (IST) and the KFin's e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the KFin's e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolutions.

Further, I would also like to mention that Shareholders who have split their votes into "Assent" as well as "Dissent" in respect of each DP ID/Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head "Assent".

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolutions as under:

Contd....3

Resolution 1: Special Resolution**Increase in the borrowing limits of the Company**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
351	95,48,86,634	98.85

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
38	1,10,75,307	1.15

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Resolution 2: Special Resolution**Creation of charges on the Assets of the Company**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
353	95,48,85,218	98.85

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
31	1,10,75,498	1.15

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Resolution 3: Special Resolution**Issuance of Non-Convertible Debentures and/or Bonds**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
366	95,48,88,304	98.85

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
25	1,10,74,157	1.15

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Contd....6

Resolution 4: Special Resolution**Approval of SBFC Stock Option Policy 2023-III**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
347	95,00,53,090	98.35

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
43	1,59,09,244	1.65

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Contd....7

Resolution 5: Special Resolution**Revision in terms of remuneration of Mr. Aseem Dhru, Managing Director & Chief Executive Officer (DIN: 01761455) of the Company**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
313	91,71,62,860	98.43

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
71	1,46,37,914	1.57

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Signature:

Name: Jigyasa N. Ved
 Scrutinizer
 FCS: 6488 CP: 6018
 UDIN:F006488E003327641
 P/R No. 1129/2021

Dated: January 29, 2024

Place: Mumbai