



Shrem Financial Private Limited
(Investment Manager to Shrem InvIT)

NOTICE OF 1ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 1st Annual General Meeting (“AGM”) of the Unitholders (the “Unitholders”) of the Shrem InvIT (the “InvIT”) will be held on Thursday, July 28, 2022, at 4:00 p.m. through Video Conferencing (“VC”) or other audio-visual means (“OAVM”), to transact the following businesses:

Item no. 1:

To consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements as at and for the Financial Year ended March 31, 2022 together with the report of the Auditors thereon and reports of the Investment Manager and Management Discussion & Analysis

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

“**RESOLVED THAT** pursuant to the applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, the Audited Standalone and Consolidated Financial Statements together with the Auditors Report, for the financial year ended March 31, 2022 together with the Report of the Investment Manager, Management Discussion and Analysis are hereby received, approved and adopted”

Item no. 2:

To approve and adopt the valuation report for the year ended March 31, 2022

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

“**RESOLVED THAT** in accordance with the Regulation 21 and other applicable provisions, if any, of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars and guidelines issued thereunder, and other applicable rules, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent

authority in India from time to time, to the extent applicable, the Valuation Report of Shrem InvIT issued by Mr. S Sundararaman (IBBI Registration Number - IBBI/ RV/06/2018/10238) for the year ended March 31, 2022 be and is hereby approved and adopted.”

Item No. 3:

To consider the appointment of the Valuer for Financial year 2022-23:

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

“**RESOLVED THAT** pursuant to provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Mr. S Sundararaman (“Registered Valuer”), bearing IBBI registration number IBBI/RV/06/2018/10238 as the valuer of the Shrem InvIT and all its Project SPVs for the financial year 2022-2023 on such terms and conditions, including fees, as decided by the Board of Directors of the Investment Manager, be and is hereby considered and approved.”

RESOLVED FURTHER THAT the Investment Manager be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Valuer.”

Item No. 4:

To consider the ratification of M/s Mukund M. Chitale & Co. Chartered Accountants as statutory auditors of the Company:

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution) terms of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended:

“**RESOLVED THAT** pursuant to provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), unitholders be and are hereby approves the ratification of the appointment of Mukund M. Chitale & Co., Chartered Accountants (appointed in consultation with Axis Trustee Services Limited) to continue as the statutory auditors for the Shrem InvIT for the period of Five Years, starting from registration of



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InvIT to March 31, 2025, on such terms and conditions, including fees, as decided by the Board of Directors of the Investment Manager, be and is hereby considered and approved.

RESOLVED FURTHER THAT Mr. Nitán Chhatwal and Mr. Nikhil Pareek, Directors of the Company be and are hereby severally authorized to undertake necessary steps to implement the aforesaid resolution and to give effect to any modifications, changes, or amendments thereto.”

For Shrem Financial Private Limited
(Investment Manager to Shrem InvIT)

Sd/-
Piyush Oza
Company Secretary

June 30, 2022
Mumbai



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NOTES:

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, the Ministry of Corporate Affairs, Government of India (the “MCA”) in terms of the General Circular No.20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021 and General Circular No. 02/2022 dated 05.05.2022 and Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated 03.06.2022 including any amendments/clarifications thereto (hereinafter collectively referred to as “the Circulars”) have allowed the Companies to conduct their Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the unitholders at a common venue, subject to the fulfilment of conditions as specified in the circulars. In compliance with the provisions of the Companies Act, 2013 and the circulars, the AGM of the Company is being held through VC.

The General Meeting is being conducted through Video Conferencing (“VC”). The Investment Manager, on behalf of Shrem InvIT, is providing Video Conferencing facility to the Unitholders to attend meeting from a place other than venue of the general meeting. Detailed instruction for the same is provided in **Annexure A**.

Relevant documents referred to in the accompanying Notice are open for inspection by the Unitholders at the Registered Office of Shrem InvIT on all working days (i.e. all days except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of the general meeting. The aforesaid documents will also be available for inspection by Unitholders at the general meeting.

The Investment Manager, on behalf of Shrem InvIT, is providing E-voting facility to the Unitholders who being unitholder as on the cut-off date, being July 21, 2022, (“the Cut-Off Date”) to exercise their right to vote by electronic voting systems from 10:00 a.m. on Monday, **July 25, 2022** to Wednesday, **July 27, 2022** from a place other than venue of the general meeting (“Remote e-Voting”) on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of Remote e-Voting along with the User ID and Password is as per Annexure B. Any person who acquires Units of the InvIT and becomes a Unitholder of the InvIT after the dispatch of the Notice, and holding Units as on the Cut-Off Date, may obtain the User ID and Password by sending a request at enotices@linkintime.co.in or contact Link Intime India Private Limited at toll free number 022 –4918 6000. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the Unitholders’ participation in the decision-making process. It may be noted that the Remote e-Voting facility is optional. The Investment Manager, on behalf of the InvIT, has signed an agreement with and engaged the services of Link



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Intime India Private Limited for the purpose of providing Remote e-Voting facility to the Unitholders.

In case of joint holders attending the general meeting, only such joint holder who is higher in the order of names will be entitled to vote at the general meeting.

Unitholders are requested to address all correspondence to the Registrar and Unit Transfer Agent, Link Intime India Private Limited.

Unitholders are requested to send their queries, if any, to the Investment Manager at least 10 days prior to the general meeting to enable the Investment Manager to provide the required information.

The Securities and Exchange Board of India (the "SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

The Company has appointed "M/s. KMPM & Co.", Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Unitholders who have cast their vote by Remote e-Voting prior to the general meeting may also attend the general meeting but shall not be entitled to cast their vote again. Unitholders can opt for only one mode of voting, i.e. physical ballot or Remote e-Voting. If a Unitholder opts for Remote e-Voting, then he/she shall not vote by physical ballot and vice versa. In case a Unitholder casts his/her vote, both by physical ballot and Remote e-Voting mode, then the voting done by Remote e-Voting shall prevail and the voting by physical ballot shall be invalid.

Corporate/institutional unitholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at corporatemakers@gmail.com and may also upload the same in the e-voting module in their login.

The Results declared along with Scrutinizer's Report(s) will be available on the website of the InvIT (www.shreminvit.com), the Investment Manager within two (2) days of passing of the resolutions and communication of the same to the National Stock Exchange of India Limited.

Unitholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual reports, notices, circulars etc. from the Investment Manager, on behalf of the InvIT, electronically.

Annexure A

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

- A. Demat Account No. or Folio No:** Enter your Folio No. (Reference Number) provided to you on your registered email address.
- B. Certificate No.:** Enter your Certificate No. provided to you on your registered email address.
- C. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Unitholders who have not updated their PAN with the Company shall use the sequence number provided to you, if applicable).
- D. Mobile No.:** Enter your mobile number.
- E. Email ID:** Enter your email id, as recorded with the Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Unitholders to Speak during the General Meeting through InstaMeet:

1. Unitholders who would like to speak during the meeting must register their request 3 days in advance with the company on the e-mail id provided in the Notice.
2. Unitholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Unitholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Unitholders may also ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Unitholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Unitholders to Vote during the General Meeting through InstaMeet:

During the voting session **Unitholders** may click the voting button which is appearing on the right-hand side of your VC meeting screen. Once the electronic voting is activated by the scrutinizer during the meeting, **Unitholders** can cast the vote as under:

1. On the VC page, click on the link for e-Voting “Cast your vote”
2. Enter your Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Unitholders, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Unitholders who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Unitholders are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Unitholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Unitholders connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of afore said glitches.

In case Unitholders have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure B

Remote e-Voting Instructions for unitholders:

As per the SEBI circular dated December 9, 2020, individual Unitholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual Unitholders holding securities in demat mode is given below:

1. Individual Unitholders holding securities in demat mode with NSDL
 - i. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 - iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Unitholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Unitholders holding securities in demat mode with CDSL
 - i. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 - ii. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

- iii. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 - iv. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Unitholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual Unitholders holding securities in physical form is given below:

Individual unitholders of the company, holding units in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Unitholders holding units in **physical form shall provide** Event No + Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Unitholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Unitholders/ members holding units in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional Unitholders:

Institutional Unitholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Unitholders holding securities in physical mode/ Institutional Unitholders:

Unitholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Unitholders holding securities in demat mode:

Individual Unitholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Unitholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Unitholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Unitholders holding securities in Physical mode has forgotten the password:

If an Individual Unitholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the unitholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case Unitholder is having valid email address, Password will be sent to his / her registered e-mail address. Unitholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Unitholders holding Units in Physical Form (i.e. Unit Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Unitholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Unitholders/ members holding units in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, Unitholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT:

Item no. 3

Pursuant to the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, the Valuer is required to be appointed to carry out valuation of Shrem InvIT. Further, Valuer means any person who is a “registered valuer” under section 247 of the Companies Act, 2013 or as specified by the Board from time to time.

Accordingly, it is proposed to appoint Mr. S Sundararaman (“Registered Valuer”) bearing IBBI registration number IBBI/RV/06/2018/10238 to undertake all valuation related assignments which are required to be conducted by a Registered Valuer.

Brief Profile of Mr. S Sundararaman:

Mr. S.Sundararaman is a fellow member from the Institute of Chartered Accountants of India, Graduate member of the Institute of Cost and Works Accountants of India, Information Systems Auditor (DISA of ICAI) and has completed the Post Qualification Certification courses of ICAI on IFRS, Valuation.

He is a registered Insolvency Professional and a Registered Valuer for Securities or Financial Assets, having been enrolled with the Insolvency and Bankruptcy Board of India (IBBI) after passing the respective Examinations. He possesses more than 29 years of experience in servicing large and medium sized clients in the areas of Corporate Advisory including Strategic Restructuring, Governance, Acquisitions and related Valuations and Tax Implications apart from Audit and Assurance Services.

Accordingly, appointment of Mr. S. Sundararaman is sought for the proposal contained in the Resolution set out at Item No. 3 of the accompanying Notice.

The Investment Manager recommends the resolution as set out in the Notice for your approval by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).

Item no. 4

M/s Mukund M Chitale & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 106655W) appointed as Statutory Auditors of Shrem InvIT in consultation with Axis Trustee Services Limited (in its capacity as the trustee to the Shrem InvIT) for a period of five years at the Board Meeting held on 22nd February, 2021.



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Pursuant to the recommendation of the Board, it has been considered to ratify the appointment of M/s Mukund M Chitale & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 106655W) Statutory Auditors of Shrem InvIT, at a remuneration to be determined by the Board of Directors of the Company.

Accordingly, ratification from the unitholders is being sought for the proposal contained in the Resolution set out at Item No. 4 of the accompanying Notice.

The Investment Manager recommends the resolution as set out in the Notice for your approval by way of ordinary majority (i.e. where the votes cast in favour of the resolution are required to be more than the votes cast against the resolution).