

## **Cholamandalam Investment and Finance Company Limited**

Registered Office: "Chola Crest", C54 - C55, & Super B-4, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai – 600032

Tel: 044 4090 7172; CIN: L65993TN1978PLC007576

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## **NOTICE OF POSTAL BALLOT**

Pursuant to Section 110 and Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014

To

The Members of Cholamandalam Investment and Finance Company Limited

This Postal Ballot notice (the "**Notice**" or the "**Postal Ballot Notice**") is hereby given pursuant to Section 110 and Section 108 of the Companies Act, 2013, ("**Act**") read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) that the resolution set out hereunder is proposed for approval by the members of the Company by means of Postal Ballot, by voting through electronic means ('remote e-voting').

<b>Type of resolution</b>	<b>Particulars</b>
Ordinary Resolution	Appointment of Mr. Vellayan Subbiah (DIN: 01138759) as a Whole-time Director, designated as the Executive Chairman

An Explanatory Statement pertaining to the aforesaid resolution setting out the material facts and the reasons / rationale thereof, forms part of this Postal Ballot Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In accordance with the MCA Circulars, the Notice is sent only through electronic mode to all those members whose email addresses are registered with the RTA / DPs.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members. Detailed instructions and other information relating to remote e-voting are given as an annexure to this notice. The Company has made necessary arrangements with KFIN Technologies Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Members are requested to follow the due procedure for registering their e-mail address with the Company/RTA in respect of physical holdings and with the depository participants in respect of electronic holdings. Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with the Company/RTA/Depository Participants to enable servicing of documents electronically to their e-mail address.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notice not later than 5:00 p.m. (IST) on Monday, April 28, 2025. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting not be allowed beyond the said date and time.

Relevant documents relating to the Postal Ballot Notice including the memorandum setting the terms of appointment and the Statement pursuant to Section 102 of the Act shall be made available for inspection by the Members in accordance with applicable statutory requirement based on requests received by the Company at [investors@chola.murugappa.com](mailto:investors@chola.murugappa.com) up to Monday, April 28, 2025.

The Board of Directors of the Company has appointed Mr. R Sridharan (ICSI Membership FCS No.4775 - CP No.3239) of M/s. R Sridharan & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process, in a fair and transparent manner.

The scrutinizer shall submit the scrutinizer's report to the Managing Director or any other person authorised by the Board. The voting results will be declared by the Managing Director or any other person authorised by the Board at the registered office of the Company. The voting result along with the scrutinizer's report will be posted on the Company's website viz., [www.cholamandalam.com](http://www.cholamandalam.com), on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited within 2 working days of conclusion of e-voting, i.e., by Wednesday, April 30, 2025. The resolution, if passed by requisite majority, shall be deemed to have been passed on Monday, April 28, 2025, being the last date for e-voting.

Place: Chennai  
Date: 24 March, 2025

By Order of the board  
**P. Sujatha**  
Company Secretary

## **RESOLUTION FOR POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013)

### **SPECIAL BUSINESS:**

#### **Appointment of Mr. Vellayan Subbiah (DIN: 01138759) as a Whole-time Director, designated as the Executive Chairman:**

To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), and in terms of the provisions of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended from time to time and/or any other applicable laws (including statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company, Mr. Vellayan Subbiah (DIN: 01138759), be and is hereby appointed as a Whole-time Director, designated as the Executive Chairman of the Company, for a term of 5 (five) years, commencing from April 1, 2025 till March 31, 2030 (both days inclusive), not liable to retire by rotation and be paid remuneration by way of salary, allowances, perquisites, incentives and other benefits as detailed below subject to an overall limit of 2.5% of the net profits of the Company for each financial year computed in the manner prescribed under the Act:

#### **a) Salary:**

₹ 28,15,200/- p.m. in the scale of ₹ 20,00,000/- p.m. to ₹ 60,00,000/- p.m.

Increments within the scale as may be decided by the Nomination and Remuneration Committee (NRC).

#### **b) Allowances / Perquisites / Incentive:**

- (i) Allowances (house rent allowance, special allowance, leave travel allowance and/or any other allowances);
- (ii) Perquisites (reimbursement of medical expenses incurred for self and family, telephone and club fees, term insurance, provision of car(s) and/or any other perquisites, benefits, amenities);
- (iii) Annual Incentive (at 100% level) - 12 times of the monthly Salary.

As may be approved by NRC from time to time; Monthly allowances and perquisites shall not exceed 150% of the Salary.

#### **c) Retirement benefits:**

- (i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund / Scheme in force from time to time.
- (ii) Encashment of leave as per rules of the Company in force from time to time.

**d) General:**

- (i) In the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and other benefits to Mr. Vellayan Subbiah as may be determined by the Board or NRC be paid in accordance with Section II of part II of Schedule V of the Act and rules made there under or any statutory modification or re-enactment thereof.
- (ii) Perquisites shall be valued in terms of actual expenditure incurred by the Company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.
- (iii) The aggregate remuneration (including salary, allowances, perquisites, incentive and other benefits) payable to Mr. Vellayan Subbiah for any financial year shall be subject to an overall ceiling of 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under the Act.
- (iv) Mr. Vellayan Subbiah will not be entitled to any sitting fees for attending meetings of the board or of any committee thereof.
- (v) Mr. Vellayan Subbiah, being a promoter, will not be entitled for grant of stock options under Employee Stock Option Scheme(s).
- (vi) Mr. Vellayan Subbiah will be subject to all other service conditions as applicable to any other employee of the Company.

Place: Chennai

Date: 24 March, 2025

By Order of the board

**P. Sujatha**

Company Secretary

**ANNEXURE TO NOTICE**

**A. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Appointment of Mr. Vellayan Subbiah (DIN: 01138759) as a Whole-time Director, designated as the Executive Chairman:**

Pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at their meeting held on March 24, 2025 had approved the appointment of Mr. Vellayan Subbiah (DIN: 01138759) as a Whole-time Director, designated as the Executive Chairman of the Company for a period of five years commencing from April 1, 2025 till March 31, 2030 (both days inclusive), not liable to retire by rotation. Mr. Vellayan Subbiah, being a promoter and the appointment being a transaction with a related party, the Audit Committee at its meeting held on March 24, 2025 had considered the proposal and granted its approval. Mr. Vellayan Subbiah will be a key managerial personnel of the Company as per Section 203 of the Act.

Mr. Vellayan Subbiah holds a Bachelor of Technology in Civil Engineering from IIT Madras and a Master's in Business Administration from University of Michigan. He was the Managing Director of the Company from August 19, 2010 to August 18, 2017. He has rich experience of over 27 years in consulting, technology, engineering and financial services in different positions across various industries viz., McKinsey & Co, 24/7 Customer Inc, Tube Investments of India Limited and Sundaram Fasteners. Mr. Vellayan Subbiah is currently the Executive Vice Chairman of Tube Investments of India Limited ("TII") and will move to a Non-Executive position with effect from close of business hours on March 31, 2025. Effective April 1, 2025, Mr. Vellayan Subbiah will be a Non-Executive Vice Chairman of TII.

Mr. Vellayan Subbiah is a recipient of 'EY Entrepreneur of the Year™ 2023' and was named as the 'EY World Entrepreneur of the Year™ 2024' for his excellent leadership and bold strategies in transforming businesses and seizing new opportunities through acquisitions and diversifications.

Mr. Vellayan Subbiah has been the Non-Executive Chairman of the Company since November 12, 2020. During his tenure as Non-Executive Chairman of the Company, the Assets Under Management of the Company grew from ₹ 67,000 crores in FY 2020 to ₹ 1,53,000 crores in FY 2024 and profit before tax grew from ₹ 1,500 crores in FY 2020 to ₹ 4,500 crores in FY 2024.

The Company is one among the upper layer non-banking finance companies registered with Reserve Bank of India which calls for enhanced regulatory compliance requirements under the Master Direction RBI (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. The size of operations of the Company is growing larger in line with the planned sustainable growth. In view of the same, the Board considered further strengthening the management of the Company by appointing Mr. Vellayan Subbiah as the Executive Chairman of the Company. His appointment is a strategic decision in the long-term interest of the Company and will enhance the Company's leadership strength commensurate with the size and operations of the Company.

Details of his qualification, experience, expertise and the information pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings are disclosed herein as an annexure to this explanatory statement. The requisite consent and disclosure forms have been received from Mr. Vellayan Subbiah. The Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for office of Director. Mr. Vellayan Subbiah is not disqualified from being appointed as a Director of the Company under Section 164 of the Act.

The NRC and the Board of Directors of the Company are of the opinion that Mr. Vellayan Subbiah is a 'fit and proper person' to hold the said office and his rich experience in the financial services industry will benefit the Company.

The remuneration payable to Mr. Vellayan Subbiah is in compliance with the provisions of Sections 196, 197, 203, the rules made thereunder and other relevant and applicable provisions, if any, of the Act, the Articles of Association of the Company and the Listing Regulations (Regulation 17(6)(e)) and is within the limits prescribed therein.

Mr. Vellayan Subbiah's appointment as the Executive Chairman is whole-time in nature and there is no severance fee payable in his remuneration package. His employment agreement can be terminated by providing 3 months' notice. The malus / claw back provisions shall be as per the Remuneration Policy of the Company.

Mr. Vellayan Subbiah's annual incentive will be determined by a Balance Scorecard (BSC) methodology as applicable to all senior management employees of the Company comprising of financial & business, compliance, customer, learning and growth objectives. The BSC is annually determined by the NRC and the incentives are paid based on achievement of the BSC after due review by the NRC.

Mr. Vellayan Subbiah will not draw any remuneration from group companies effective April 1, 2025 other than by way of sitting fee and commission where he holds the position of non-executive director.

The Board recommends the appointment of Mr. Vellayan Subbiah as a Whole-time Director, designated as the Executive Chairman, for a term of five years commencing from April 1, 2025 till March 31, 2030 and the remuneration payable to him and the same is being placed before the Members for their approval.

Except Mr. Vellayan Subbiah, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set forth in the notice.

**B. Disclosure under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings**

Name	Vellayan Subbiah, Promoter
DIN	01138759
Date of Birth and age	August 7, 1969 and 55 years
Date of Appointment (Initial appointment)	November 11, 2020 (Appointed as an Additional Director of the Company) Was the Managing Director of the Company from August 19, 2010 to August 18, 2017.
Qualification	B. Tech in Civil Engineering from IIT Madras and holds a Master's in Business Administration from University of Michigan.
Profile/ Expertise / skills in specific functional areas	Has rich experience of over 27 years in consulting, technology, financial services and engineering in different positions across various industries. Has worked with McKinsey & Co., 24/7 Customer Inc. He is the Executive Vice Chairman of Tube Investments of the India Limited till the close of business hours of March 31, 2025.
Number of meetings of the board attended during the year	Attended 5 out of 5 meetings of the Board during the FY 2024-25.
Directorships in other companies	Listed company: <ol style="list-style-type: none"> <li>1. Tube Investments of India Limited (TII)</li> <li>2. CG Power and Industrial Solutions Limited (CG)</li> <li>3. SRF Limited</li> <li>4. Cholanandalam Financial Holdings Limited</li> </ol> Unlisted company: <ol style="list-style-type: none"> <li>1. 3XPER Innoventure Limited</li> <li>2. Ambadi Investments Limited</li> </ol>

	<ol style="list-style-type: none"> <li>3. CG Semi Private Limited</li> <li>4. Dot IOT Technologies Private Limited</li> <li>5. MAVCO Investments Private Limited</li> <li>6. MAVNU Investments Private Limited</li> <li>7. TI Clean Mobility Private Limited</li> <li>8. CG Power Americas, LLC</li> <li>9. CG DE Sub, LLC</li> <li>10. MAVSTAR Investments Private Limited</li> </ol>
Memberships in board committees of other companies (includes membership details of all committees)	<p>Chairperson:</p> <ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee - CG</li> <li>2. Risk Management Committee – CG</li> </ol> <p>Member:</p> <ol style="list-style-type: none"> <li>1. Audit Committee – CG</li> <li>2. Nomination and Remuneration Committee – CG</li> <li>3. Shares &amp; Debenture Committee – TII</li> <li>4. Loans Committee – TII</li> <li>5. Stakeholders Relationship Committee – TII</li> </ol>
Listed entities from which the director has resigned from directorship in the past three years	Change in executive position with effect from close of business hours on March 31, 2025 in Tube Investments of India Limited (TII). Effective April 1, 2025, he will become the Non-Executive Vice Chairman of TII.
Number of shares held in the Company	Nil
Inter-se relationship with any other directors or KMP of the Company	None
Terms & conditions of appointment	As set out in the resolution
Details of remuneration sought to be paid	As set out in the resolution
Details of remuneration last drawn	<p>By virtue of his position as Non-Executive Director of the Company, Mr. Vellayan Subbiah was paid sitting fees of ₹ 10.50 lakhs for attending the meetings of the Board of Directors and Committees thereof during the period April 1, 2024 to March 24, 2025.</p> <p>Commission for the FY 2023-24: ₹ 1 crore paid during FY 2024-25.</p>

#### **INSTRUCTIONS FOR THE REMOTE E-VOTING:**

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations as amended from time to time, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on the resolution set forth in the Notice.

In terms of the requirement of the Act and rules made there under, the Company has fixed Friday, March 21, 2025 as the cut-off date. Members whose name appear in the Register of Members / list of beneficial owners received from the Depositories as on the cut-off date only would be considered for the purpose of e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The remote e-voting facility commences on Sunday, March 30, 2025 (9:00 a.m. IST) and ends on Monday, April 28, 2025 (5:00 p.m. IST). During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, are entitled to avail the facility to cast their vote through remote e-voting. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.





## How to vote electronically using NSDL e-voting system?

The process to vote electronically on NSDL e-voting platform are given below:

### Step 1: Access to NSDL e-voting system

#### i. Login method for e-voting for Individual members holding securities in demat mode is given below:

In terms of SEBI circular dated 9 December, 2020 on e-voting facility provided by listed entities, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility. Pursuant to the aforesaid SEBI circular, login process for e-voting for Individual members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 Cholamandalam Investment and Finance Company Limited or e-voting service provider i.e., NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li>If you are not registered for IDeAS e-Services, then the option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>. Upon successful registration, please follow steps given in point 1 above.</li> </ol> <p><b>B. NSDL e-voting website</b></p> <ol style="list-style-type: none"> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held 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 Cholamandalam Investment and Finance Company Limited or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol> <p><b>C. NSDL Mobile App</b></p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned herein for seamless voting experience.</p> <div style="text-align: right;"> <p>NSDL Mobile App is available on</p>   </div> <div style="text-align: right;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. An option will be made available to reach e-voting page without any further authentication. The users are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> or <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> and click on login icon &amp; New System Myeasi Tab and then use your existing myeasi username &amp; password.</li> <li>2. After successful login of the Easi / Easiest, the user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, links are provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Provide</li> </ol>
Individual Shareholders (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. Once you click on the e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Cholamandalam Investment and Finance Company Limited or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at NSDL/CDSL website.

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issues in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800-21-09911

**ii. Login Method for e-voting for shareholders holding securities in physical mode and for shareholders other than Individual shareholders holding securities in demat mode.**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically in NSDL e-voting System.
4. Your User ID details are given below:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical mode	EVEN number for this postal ballot e-voting is 133425. EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 133425, then user ID is 133425001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button. After you click on the "Login" button, the Home page of e-Voting will open.



## Step 2: Cast your vote electronically on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Company – Cholamandalam Investment and Finance Company Limited to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for Shareholders

1. Corporate / institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are requested to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutiniser at [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). The scanned image of the above - mentioned documents should be by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled for security reasons upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at e-mail ID - [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. Members are requested to note that SEBI vide Master Circular dated May 7, 2024 and subsequent circulars has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:
  - a) PAN;
  - b) KYC details containing address, mobile number, e-mail address, bank account details;
  - c) Nomination details.

For more details, Members are requested to contact the Company at [investors@chola.murugappa.com](mailto:investors@chola.murugappa.com) or visit [www.cholamandalam.com](http://www.cholamandalam.com).

### Process for those members whose e-mail IDs are not registered with the depositories for procuring User ID and Password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) along with Form ISR-1 for updation of KYC details by e-mail to [investors@chola.murugappa.com](mailto:investors@chola.murugappa.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to [investors@chola.murugappa.com](mailto:investors@chola.murugappa.com).
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1(i) i.e., Login method for e-voting for Individual shareholders holding securities in demat mode.
4. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated 9 December, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.
6. Members are requested to take note of the contact details of the RTA as given below:

Mr. K V S Gopala Krishna  
Assistant Vice President - Corporate Registry  
KFin Technologies Limited  
Selenium Building, Tower B, Plot 31-32, Financial District,  
Nanakramguda, Serilingampally, Hyderabad - 500032  
Phone: 040-67162222 | 79611000, Toll Free No.: 18003094001