

## Cholamandalam Investment and Finance Company Limited

Registered Office: Chola Crest, C54-55, Super B-4, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai – 600032.

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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. 09/2023 dated September 25, 2023, 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 resolutions set out hereunder are proposed for approval by the members of the Company by means of Postal Ballot by voting through electronic means (‘remote e-voting’).

S. No.	Type of resolution	Particulars
1	Special Resolution	Appointment of Mr. Ramkumar Ramamoorthy as an Independent Director
2	Ordinary Resolution	Appointment of Mr. Ravindra Kumar Kundu as the Managing Director

An Explanatory Statement pertaining to the aforesaid resolutions 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 110 and 108 of the Act, read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions 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. Members can vote only through the remote e-voting process and accordingly, the Company is providing remote e-voting facility to its members to cast their votes electronically.

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. The members are requested to follow due procedure for registering their email 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 Saturday, 7 September, 2024. The remote e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

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 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 Chairman of the Company or person authorised by him in writing. The voting results will be declared by the Chairman / authorised person 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., before 5 p.m., Tuesday, 10 September, 2024.

The resolutions, if passed by requisite majority, shall be deemed to have been passed on Saturday, 7 September, 2024, being the last date for e-voting.

Special resolution will be declared as passed if votes cast in favour of the resolution are not less than three times the number of votes, if any, cast against the resolutions by members so entitled and voting.

Place : Chennai  
Date : 26 July, 2024

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

## RESOLUTIONS FOR POSTAL BALLOT

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

### SPECIAL BUSINESSES:

#### Item No.1: Appointment of Mr. Ramkumar Ramamoorthy, (DIN: 07936844) as an Independent Director of the Company:

To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION**:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV 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 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. Ramkumar Ramamoorthy, (DIN: 07936844), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from 26 July, 2024, and who meets the criteria of independence under Section 149(6) of the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 26 July, 2024 to 25 July, 2029 (both days inclusive).

#### Item No. 2: Appointment of Mr. Ravindra Kumar Kundu (DIN: 07337155) as the Managing Director of the Company:

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. Ravindra Kumar Kundu (DIN: 07337155), be and is hereby appointed as the Managing Director of the Company for a period of 5 years commencing from 7 October, 2024 till 6 October, 2029 (both days inclusive) and be paid remuneration by way of salary, allowances, perquisites, incentives and other benefits as detailed below subject to an overall limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed under the Act:

##### a) Salary:

₹ 20,00,000/- p.m. in the scale of ₹15,00,000/- p.m. to ₹ 30,00,000/- p.m.

Increments within the scale as may be decided by the nomination and remuneration committee (NRC).

##### b) Allowances / Perquisites / Incentive / Stock Options :

- (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) Incentive not exceeding 30% of annual cost to Company;
- (iv) Stock options in accordance with the Company's Employee Stock Option Scheme/s approved by the shareholders.

As may be approved by NRC from time to time subject to the allowances and perquisites not exceeding 150% of the salary.

**c) Retirement benefits:**

1. Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund / Scheme in force from time to time.
2. 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. Ravindra Kumar Kundu 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 in providing benefit to the employees. 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. Ravindra Kumar Kundu for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Act.
- iv. Mr. Ravindra Kumar Kundu will not be entitled to any sitting fees for attending meetings of the board or of any committee thereof.
- v. Mr. Ravindra Kumar Kundu will be subject to all other service conditions as applicable to any other employee of the Company.

**RESOLVED FURTHER THAT** in partial modification to the resolution passed on 30 July, 2020 and 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 there under (including any statutory modification(s) or re-enactment thereof for the time being in force). Mr. Ravindra Kumar Kundu, Executive Director of the Company be paid remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and other benefits as detailed above for the period from 1 July, 2024 to 6 October, 2024 (both days inclusive) in his capacity as an Executive Director, subject to an overall limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed under of the Act.

Place : Chennai  
Date : 26 July, 2024

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

## **ANNEXURE TO NOTICE**

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

#### **Item no. 1 - Appointment of Mr. Ramkumar Ramamoorthy as an Independent Director:**

Pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV of the Companies Act, 2013 ("the Act") and based on the recommendation of the nomination and remuneration committee, the board of directors at its meeting held on 26 July, 2024 had approved the appointment of Mr. Ramkumar Ramamoorthy, (DIN: 07936844) as an additional director of the Company effective 26 July, 2024. 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 statement. Mr. Ramkumar has given a declaration to the board that he meets the criteria of independence as provided under Section 149 of the Act as well as under applicable provisions of the Listing Regulations. In the opinion of the board, Mr. Ramkumar fulfills the conditions specified in the Act and rules made there under and the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 for appointment as an independent director (ID). Pursuant to the provisions of Section 149 of the Act, an ID shall hold office for a term up to five consecutive years on the board of a Company and shall not be liable to retire by rotation. The Company has received a notice in writing from a member under the provisions of Section 160 of the Act proposing the candidature of Mr. Ramkumar as director of the Company. Accordingly, the board recommends the appointment of Mr. Ramkumar as an ID for a term of five consecutive years commencing from 26 July, 2024 till 25 July, 2029 (both days inclusive). In compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable provisions of the Listing Regulations, the appointment of Mr. Ramkumar is being placed before the members for their approval. The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the members at the Company's registered office during normal business hours on any working day from the date of circulation of this Notice until the last date of remote e-voting.

Except Mr. Ramkumar, 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 item no.1 of the notice.

**Item no. 2 - Appointment of Mr. Ravindra Kumar Kundu as the Managing Director:**

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, the board of directors at its meeting held on 26 July, 2024 had approved the appointment of Mr. Ravindra Kumar Kundu (DIN: 07337155) as the Managing Director of the Company for a period of five years commencing from 7 October, 2024 till 6 October, 2029 (both days inclusive). As per Section 203 of the Act, Managing Director is a key managerial personnel of the Company.

Mr. Kundu has over 36 years of experience in automobile and financial services industry including 24 years with the Company. Mr. Kundu has held leadership roles heading various functions including credit, collections and businesses in Company. He has been the Executive Director of the Company since 23 January, 2020.

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 board recommends the appointment of Mr. Kundu as the Managing Director for a term of five years and the same is being placed before the members for their approval. The nomination and remuneration committee and the board of directors of the Company are of the opinion that Mr. Kundu is fit and proper person to hold the said office and his rich experience in the financial services industry will benefit the Company.

The board further recommended that the remuneration payable to Mr. Ravindra Kumar Kundu, Executive Director of the Company, for the period 1 July, 2024 to 6 October, 2024 (both days inclusive) may also be revised as stated in the resolution, subject to an overall limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed under the Act.

Except Mr. Kundu, 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 item no.2 of 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**

Particulars	Ramkumar Ramamoorthy	Ravindra Kumar Kundu
DIN	07936844	07337155
Date of Birth	22 November, 1967	7 July, 1968
Date of Appointment (Initial appointment)	26 July, 2024 - Appointed as an additional director in the capacity of independent director.	23 January, 2020 - Appointed as the Executive Director of the Company for a period of five years.
Qualification	Holds a Master's Degree in English Literature, MPhil in American New Journalism from the University of Madras and Post Graduate Diploma in Journalism and Mass Communication.	Holds a Bachelor's degree in Commerce and has completed Post Graduate Programme in Management for Senior Executives from the Kellogg School of Management, Indian School of Business and an Executive Programme in Global Business Management from the Indian Institute of Management Calcutta.
Profile / Expertise / skills in specific functional areas	<p>He has over 35 years of experience in the IT industry and academia.</p> <p>During his 22 years stint with Cognizant, he held various leadership positions as Chief Knowledge Officer, Executive Director, India, and Chairman and Managing Director, India. In 2020, Mr. Ramkumar retired as Chairman and Managing Director of Cognizant India. He is currently an Independent Director on the board of Five-Star Business Finance Limited and partner of Catalincs Partners LLP.</p> <p>Mr. Ramkumar has requisite skills and capabilities in the areas of technology, management &amp; leadership, strategy, planning and governance.</p>	<p>He has over 36 years of experience in finance, management &amp; leadership, strategy, planning, marketing, governance &amp; risk management and technology. He has been with the Company since November, 2000 and as the Executive Director of the Company since 23 January, 2020.</p>

<b>Particulars</b>	<b>Ramkumar Ramamoorthy</b>	<b>Ravindra Kumar Kundu</b>
Number of meetings of the board attended during the year	Not applicable	Attended all 5 meetings of the board held during FY 2023-24.
Directorships in other companies	<b>Listed Company:</b> Five-Star Business Finance Limited (FBFL)	<b>Unlisted Company:</b> 1. Cholamandalam Securities Limited (CSEC) 2. Cholamandalam Home Finance Limited 3. Payswiff Technologies Private Limited
Memberships in board committees of other companies (includes membership details of all committees)	<b>Chairperson:</b> 1. Stakeholders Relationship Committee - FBFL 2. Business & Resource Committee - FBFL 3. IT Strategy Committee - FBFL <b>Member:</b> 1. Risk Management Committee – FBFL 2. Nomination & Remuneration Committee - FBFL	<b>Member:</b> 1. Corporate Social Responsibility Committee - CSEC
Listed entities from which the director has resigned from directorship in the past three years	Nil	Nil
Number of shares held in the Company	Nil	2,47,555 Equity Shares of ₹ 2/- each.
Inter-se relationship with any other directors or KMP of the Company	Nil	Nil
Terms & conditions of appointment	As set out in the resolution.	As set out in the resolution.
Details of remuneration sought to be paid	Sitting fees for attending the meetings of the board of directors and committees thereof.  Commission on profits as determined each year by the board within the overall limits not exceeding one per cent of the net profits of the Company for all non-executive directors, as approved by the shareholders from time to time.	As set out in the resolution.
Details of remuneration last drawn	Not applicable	Mr. Kundu's last drawn remuneration as an Executive Director was ₹ 4.30 crore for FY 2024.

## 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 all the resolutions set forth in the Notice.

In terms of the requirement of the Act and rules made there under, the Company has fixed 2 August, 2024 as the cut-off date. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The remote e-voting facility begins on Friday, 9 August, 2024 (9:00 a.m. IST) and ends on Saturday, 7 September, 2024 (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 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.

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 Company name 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, 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></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.</li><li>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 Company name 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> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</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 the Easi / Easiest 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, there is also links 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, 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 Providers.</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. 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 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 22 55 33

**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**

**How to Log-in to NSDL e-voting website?**

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.
1. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
2. 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 129656. EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 129656, then user ID is 129656001***

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, 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 for which you wish 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 ate-mail id - [evoting@nsdl.com](mailto:evoting@nsdl.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) 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). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for e-voting for Individual shareholders holding securities in demat mode.
3. 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.
4. 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.