

April 16, 2022

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C-1, Block G
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051

The Secretary
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

Symbol : CHOLAHLDNG

Scrip Code : 504973

Dear Sir / Madam,

Sub: Notice of Postal Ballot

This is further to our letter dated March 17, 2022, intimating about approval of Postal Ballot notice by the Board seeking shareholder's approval for appointment of Mr. K Balasubramanian as an Independent Director of the Company and for Alteration of Articles of association of the Company.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Notice of Postal Ballot together with the explanatory statement thereto, seeking approval of the members of the Company by way of special resolution for appointment of Mr. K Balasubramanian as an Independent Director of the Company and for Alteration of Articles of association of the Company.

The aforementioned Notice is being sent by electronic mode today i.e., April 16, 2022, to all members who have registered their e-mail addresses with the Depositories/Company/Registrar and Transfer Agents of the Company viz., KFin Technologies Limited and whose names appear in the Register of Members / list of Beneficial Owners as on Friday, April 08, 2022. The Notice is also available on the website of the Company viz., www.cholafhl.com

The remote e-voting will commence on Monday, April 18, 2022 at 9.00 A.M. IST and end on Tuesday, May 17, 2022 at 5.00 P.M. IST and the result thereof will be announced on or before Thursday, May 19, 2022.

We request you to take the above on record.

Thanking you,

Yours faithfully,
for **CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED**



E KRITHIKA
COMPANY SECRETARY

Encl: As above

CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED

(CIN: L65100TN1949PLC002905)

Registered Office: 'Dare House', No. 234, N.S.C Bose Road, Chennai 600 001

Website: www.cholafhl.com E-mail ID: investorservices@cfhl.murugappa.com

Phone: 044-42177770-5 Fax: 044-42110404

NOTICE OF POSTAL BALLOT

To

The members of Cholamandalam Financial Holdings Limited

NOTICE is hereby given pursuant to section 110 of the Companies Act, 2013 ('the Act'), rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and other applicable provisions of the Act and the Rules read with General Circular Nos. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars'), 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 or re-enactment thereof for the time being in force and as amended from time to time), to consider and pass the resolutions set out in this Notice for approval of the members of Cholamandalam Financial Holdings Limited ('the Company') through postal ballot by way of remote e-voting process ('remote e-voting').

In accordance with the MCA Circulars, the Company is sending the postal ballot notice only through e-mail to all its members who have registered their e-mail addresses with the Company or depository(ies)/depository participants. The communication of assent/dissent of the members on the resolutions proposed in the Notice will only take place through the remote e-voting system. A statement pursuant to section 102(1), section 110 and other applicable provisions of the Act read with the Rules made thereunder setting out the material facts concerning the resolutions forms part of this Notice.

The Board has appointed Mr. R Sridharan 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's decision on the validity of the postal ballot shall be final.

The Company has engaged the services of M/s. KFin Technologies Limited ('KFintech') to provide remote e-voting facility to its members. In terms of the MCA Circulars, 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 remote e-voting window shall remain open from **9:00 A.M. IST on Monday, April 18, 2022, till 5:00 P.M. IST on Tuesday, May 17, 2022**. Please carefully read the instructions in the notes to this Notice so as to cast the votes electronically not later than the aforesaid date and time. The scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny. The results of the e-voting will be announced by the Chairman or any person authorised by him on or before **Thursday, May 19, 2022** at the Registered Office of the Company, 'Dare House', No. 234, N S C Bose Road, Chennai – 600 001. The results of the postal ballot along with the scrutinizer's report will be made available on the Company's website, www.cholafhl.com and also on KFintech's website viz., <https://evoting.kfintech.com/public/Downloads.aspx> besides being communicated to the

Stock Exchanges viz., BSE Ltd., and the National Stock Exchange of India Ltd., where the Company's shares are listed. The Company will also display the results of the postal ballot at its Registered Office.

PROPOSED RESOLUTIONS:

SPECIAL BUSINESS

ITEM NO.1 - Appointment of Mr. K Balasubramanian 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 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with schedule IV to the Act and regulation 16(1)(b), 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K Balasubramanian (DIN: 00137260), who has been appointed as an additional director pursuant to the provisions of section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of 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 three (3) consecutive years with effect from March 17, 2022 till March 16, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, proper and expedient to give effect to this resolution.

ITEM NO.2 - Alteration of the Articles of Association of the Company

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

RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this resolution including but not limited to incorporation of amendment/suggestion/observations made by the Registrar of Companies, Chennai, Tamil Nadu.

By Order of the Board
For Cholamandalam Financial Holdings Limited

Place: Chennai
Date: March 17, 2022

E Krithika
Company Secretary

NOTES:

- i. The statement pursuant to section 102(1) and section 110 of the Companies Act, 2013 ('Act') read together with rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts is annexed hereto and forms part of the Postal Ballot Notice ('Notice').
- ii. In accordance with the MCA Circulars, the Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 8, 2022** ('Cut-Off Date') received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this postal ballot.
- iii. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the member as on the cut-off date. Only those members whose names are appearing in the Register of Members/List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through remote e-voting. A person who is not a member on the cut-off date should treat this notice for information purposes only. It is however, clarified that all members of the Company as on the cut-off date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the proposed resolutions in accordance with the process specified in this Notice.
- iv. In compliance with the provisions of section 108, section 110 and other applicable provisions of the Act, as amended, read together with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, regulation 44 of the Listing Regulations, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the relevant MCA Circulars, the Company is pleased to offer remote e-voting facility to its members. The Company has engaged the services of KFintech to provide remote e-voting facility to enable the members to cast their votes electronically (hereinafter referred to as the 'remote e-voting').
- v. The e-voting period commences at 9.00 A.M. (IST) on **Monday, April 18, 2022** and ends at 5.00 P.M. (IST) on **Tuesday, May 17, 2022**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. The remote e-voting will not be allowed beyond the said date and time and the e-voting facility shall be disabled by KFintech upon expiry of the aforesaid period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently or cast the vote again. Detailed instructions relating to remote e-voting is annexed to this Notice.
- vi. Members may note that the postal ballot notice will also be available for download on the Company's website, www.cholafhl.com and on the website of stock exchanges (where the shares of the Company are listed i.e. the National Stock Exchange of India Limited and the BSE Limited) and also on the website of KFintech at <https://evoting.kfintech.com/public/downloads.aspx>
- vii. Members holding shares in physical mode are requested to note that SEBI vide circular no. SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has made it mandatory for holders of physical securities to furnish PAN, email address, mobile number, bank account details and to register their nomination. For this purpose, forms as furnished below have been notified by the SEBI.

Forms	Description
Form ISR-1	Request for registering PAN, KYC details or changes / up-dation thereof
Form ISR- 2	Confirmation of Signature of securities holder by the Banker
Form SH-13	Nomination form
Form ISR-3	Declaration for Nomination opt-out
Form SH- 14	Change in Nomination

The above forms can be downloaded from the following weblinks:
https://ris.kfintech.com/clientervices/isc/default.aspx#isc_download_hrd
https://karisma.kfintech.com/downloads/NOMINATION_FORM.pdf OR
<http://www.cholafhl.com/investors/1028>

Members holding shares in physical mode are requested to send the duly filled forms along with requisite documents as mentioned in the respective forms to KFintech at below mentioned address:

KFin Technologies Limited (Formerly, KFin Technologies Private Limited)

Unit: Cholamandalam Financial Holdings Limited

Selenium Tower B, Plot Nos. 31 & 32,

Financial District, Nanakramguda, Hyderabad – 500032

Toll Free No.:1800 309 4001

E-mail: inward.ris@kfintech.com Website: <https://ris.kfintech.com/>

- viii. The Board has appointed Mr. R Sridharan (ICSI Membership CP No.3239-FCS No.4775) of M/s. R Sridharan & Associates, Company Secretaries, as the scrutinizer for conducting the postal ballot through remote e-voting process, in a fair and transparent manner.
- ix. The scrutinizer will submit his report to the Chairman after completion of the scrutiny of the e-voting. The scrutinizer's decision on the validity of votes cast will be final. The result of the postal ballot will be announced by the Chairman or any person authorised by him on or before **Thursday, May 19, 2022**, at the registered office of the Company.
- x. The result of the postal ballot along with the scrutinizer's report will be placed on the Company's website and also on the website of KFintech at <https://evoting.kfintech.com/public/Downloads.aspx> and shall be communicated to the Stock Exchanges where the Company's shares are listed.
- xi. The resolutions, if approved by the requisite majority of members, shall be deemed to have been passed on the last date of remote e-voting, i.e. **May 17, 2022**.
- xii. All documents referred to in this Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an e-mail to investorservices@cfhl.murugappa.com

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

The Board has appointed Mr. K Balasubramanian (67 years) as an Additional Director in the category of an Independent Director of the Company with effect from March 17, 2022 pursuant to the provisions of section 161(1) of the Companies Act, 2013 ('the Act').

Mr. K Balasubramanian is a Chartered Accountant by profession. He served as the CFO in Matrimony.com Ltd. in 2016 for a period of two and half years and was instrumental to list the company. Prior to joining Matrimony.com he had served as the financial advisor to a Chennai based Chemical Manufacturing Company. Mr. Balasubramanian was associated with Tube Investments of India Ltd. ('Tube Investments') for nearly three decades and had been the CFO of the Company for about 14 years. He had played the role as an advisor and influencer in divestment and acquisition of domestic and international businesses, domestic and international financing, simplification of business processes and strengthening of internal controls. He has also played a pivotal role in risk management relating to business, strategic investments and treasury. Mr. Balasubramanian was associated with Price WaterHouse, Africa for four years as a senior consultant prior to joining Tube Investments.

In terms of the provisions of section 149 read with schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of regulation 17(1C) of the Listing Regulations, effective January 1, 2022, approval of members for appointment of a person on the Board of Directors shall be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Balasubramanian is being proposed for the approval of members through postal ballot.

Mr. Balasubramanian has given a declaration to the Board that he meets the criteria for independence as provided under section 149 of the Act as well as under applicable provisions of the Listing Regulations and has given his consent to act as a Director. He meets the skills and capabilities required for the role as an independent director viz., leadership, knowledge and experience in Finance, as have been identified by the Board. Mr. Balasubramanian has been inducted as a member of the Audit Committee and Nomination & Remuneration Committee of the Board.

Details of qualification, experience and other information of Mr. Balasubramanian pursuant to regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings are furnished hereunder:

Particulars	Details
Date of Birth	12 th December 1954
Date of appointment	March 17, 2022
Qualifications	Science graduate and a Chartered Accountant
Expertise in specific functional areas	Has over three decades of experience in Finance and accounts
Terms and conditions of appointment	As per resolution under Item No. 1 read with the explanatory statement
No. of meeting(s) of the Board attended during the year	1 (Attended Board meeting held on March 17, 2022)
Directorships in other companies (excluding foreign companies)	Nil
Memberships / Chairmanship in Committees of other Boards	Nil
Listed entities from which the director has resigned in the past three years	Nil
No. of shares held in the Company	Nil
No. of shares held as a beneficial owner	Nil
Inter-se relationship with any other directors or KMP of the Company	None
Remuneration last drawn	Nil. Mr. Balasubramanian is entitled for a sitting fee of Rs. 50,000/- for attending the Board meeting held on March 17, 2022
Remuneration proposed to be paid	Remuneration by way of sitting fee for attending meetings of the Board and Committees thereof and commission as fixed by the Board within the limits calculated as per the provisions of the Companies Act, 2013

The Company has received a notice in writing from a member under section 160 of the Act, proposing the candidature of Mr. Balasubramanian as a director. Copy of the letter of appointment of Mr. Balasubramanian setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an e-mail to investorservices@cfhl.murugappa.com.

In the opinion of the Board, Mr. Balasubramanian fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Balasubramanian is independent of the management and possesses appropriate skills, experience and knowledge. Considering his expertise and experience as a finance professional, the Board is of the opinion that it would be in the interest of the Company to appoint Mr. Balasubramanian as an Independent Director.

Pursuant to the provisions of section 149 of the Act, an Independent Director 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. Accordingly, the Board recommends the appointment of Mr. Balasubramanian as an Independent Director not liable to retire by rotation, for a term of three (3) consecutive years as set out in the resolution, for approval by the members.

Memorandum of Interest

Except Mr. Balasubramanian, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Special Resolution.

ITEM NO. 2:

The existing Articles of Association ('AOA') of the Company are as per the requirements of the Companies Act, 1956 and accordingly contain references to the sections of the Companies Act, 1956. Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies has been notified, it is proposed to replace the existing AOA with a new set of articles aligned with the provisions of the Act, including the rules framed there under. Also some of the articles which have become redundant over time in view of lapse of certain agreement with investors etc. also have been deleted.

As per the provisions of section 14 of the Act, alteration of the AOA of the Company needs to be approved by the members of the Company. Further, in terms of the provisions of section 110 of the Act, read with rule 22 of Companies (Management and Administration) Rules 2014, approval of the members may be taken through postal ballot instead of transacting such business at a general meeting.

The Board has accorded its approval for adoption of a new set of regulations as AOA in substitution, and to the entire exclusion, of the set of regulations contained in the existing AOA. Accordingly, the Board recommends the resolution for approval by the members. The new AOA is available on the Company's website at www.cholafhl.com for perusal by the members.

Memorandum of Interest

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Special Resolution.

By Order of the Board
For Cholamandalam Financial Holdings Limited

Place: Chennai
Date: March 17, 2022

E Krithika
Company Secretary

INSTRUCTIONS FOR VOTING THROUGH REMOTE ELECTRONIC VOTING (E-VOTING)

The remote e-voting facility begins on **Monday, April 18, 2022 (9:00 A.M. IST)** and ends on **Tuesday, May 17, 2022, (5:00 P.M. IST)**. During this period, members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date of **Friday, April 8, 2022**, are entitled to avail the facility to cast their vote electronically.

Resolutions passed by the members through postal ballot are deemed to have been passed as if the same have been passed at a General Meeting of the members and hence, the resolutions proposed under the Notice shall be deemed to have been passed on the last date of voting, i.e., **Tuesday, May 17, 2022**, subject to receipt of the requisite number of votes in favour of the resolutions.

A. Login method for remote e-voting for Individual Shareholders holding securities in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Individual Shareholders holding shares in demat mode can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also the ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories/Depository Participant(s), is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Users already registered for Internet-based Demat Account Statement (IDeAS) facility: I. Visit URL: https://eservices.nsdl.com II. Click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section III. On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting' IV. Click on company name or e-voting service provider and members will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period
	2. Users not registered for IDeAS e-Services: I. To register click on link : https://eservices.nsdl.com II. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields and follow steps given in point 1 above
	3. Accessing the e-voting website of NSDL: I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon 'Login' which is available under 'Shareholder/Member' section III. A new screen will open. Enter User ID (i.e. sixteen digit demat

	<p>account number held with NSDL), Password / OTP and a Verification Code as shown on the screen</p> <p>IV. On successful authentication, you will enter the e-voting module of NSDL. Click on “Active E-Voting Cycles/VC or OAVMs” option under e-voting. You will see company name on the next screen. Click on the e-voting link available or select e-voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest:</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password</p> <p>IV. The user will see the e-voting menu. The menu will have links of e-voting service provider i.e. KFintech e-voting portal</p> <p>V. Click on e-voting service provider name to cast your vote</p>
	<p>2. Users who have not opted for Easi/Easiest:</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields and follow the steps given in point 1 above</p>
	<p>3. Accessing the e-voting website of CDSL:</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your Demat Account Number and PAN</p> <p>III. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account</p> <p>IV. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available or select E-Voting Service Provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.</p>
Individual Shareholders login through their demat accounts / Website of Depository Participant	<p>I. Members can also login using the login credentials of their demat accounts through their DP registered with NSDL /CDSL for e-Voting facility</p> <p>II. Once logged-in, members will be able to see e-Voting option. Click on e-voting option, members will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature</p> <p>III. Click on options available against company name or e-voting service provider - KFintech and members will be redirected to e-voting website of KFintech for casting vote during the remote e-voting period without any further authentication</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

For technical Assistance: Members facing any technical issue related to login can contact the respective depository’s helpdesk by sending a request on the e-mail id’s or contact on the phone nos. provided below:

NSDL	CDSL
E-mail: evoting@nsdl.co.in Toll free no. 1800 1020 990 / 1800 22 44 30	E-mail : helpdesk.evoting@cdslindia.com Phone no: 022-23058738 / 022-23058542-43

B. Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1) Members whose e-mail addresses are registered with the Company/ Depository Participants(s), will receive an e-mail from KFintech which will include details of e-voting Event Number (EVEN), USER ID and password:

(i) Open your web browser during the voting period and navigate to <https://evoting.kfintech.com/>

(ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number 6541 (EVEN) followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.

(iii) After entering these details appropriately, click on 'LOGIN'.

(iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the e-voting event.

(vii) Select the EVEN of 'Cholamandalam Financial Holdings Limited' and click on 'SUBMIT'.

(viii) Now you are ready for e-voting as 'Cast Vote' page opens.

(ix) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially 'AGAINST' but the total number in 'FOR / AGAINST' taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

(x) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.

(xi) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(xii) You may then cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).

(xiii) Corporate/Institutional Shareholders (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks etc.) are required to e-mail, scanned image (PDF format) of the relevant board resolution to the scrutinizer at rsaevoting@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format "CFHL - Postal Ballot".

2) Members whose e-mail addresses are not registered with the Company/Depository Participants(s):

(i) Members holding shares in Demat form can get their e-mail ID registered by contacting their respective Depository Participant.

(ii) Members holding shares in physical form may register their e-mail address and mobile number with KFintech by accessing the link

<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by sending an e-mail request to einward.ris@kfintech.com with a copy to investorservices@cfhl.murugappa.com along with the copy of the signed request letter mentioning the Name, Address, Folio No., E-mail address and Mobile number of the member, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) in support of the address of the member, for registering their e-mail address and receiving the Notice of Postal Ballot and the e-voting instructions.

- 3) Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants/the Company's Registrar & Transfer Agent, KFintech to enable servicing of notices/documents/Annual Reports electronically to their e-mail address.

C. OTHER INSTRUCTIONS

i. Any member who has forgotten the User ID and Password, may obtain/generate/retrieve the same from KFintech in the manner as mentioned below:

a. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS:

MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to **9212993399**.

1. Example for NSDL: MYEPWD <SPACE> XXXXIN12345612345678

2. Example for CDSL: MYEPWD <SPACE> XXXX1402345612345678

3. Example for Physical: MYEPWD <SPACE> XXXX1234567890

b. If e-mail address and mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

ii. Member may call on KFintech's toll-free numbers 1800-309-4001 [from 9:00 A.M. (IST) to 6:00 P.M. (IST) on all working days].

iii. Member may send an e-mail request to evoting@kfintech.com After due verification of the request, User ID and password will be sent to the member.

iv. If the member is already registered with KFintech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.

v. In case of any query, clarification(s) and/or grievance(s), in respect of voting by electronic means, please refer the Help & Frequently Asked Questions (FAQs) section and e-voting user manual available at the download Section of KFintech's website <https://evoting.kfintech.com/public/Downloads.aspx> or send an e-mail at investorservices@cfhl.murugappa.com. Members may also contact KFintech at the following address:

**Mr. Vasanth Rao Chowdhary, Manager - Corporate Registry,
KFin Technologies Limited (Formerly, KFin Technologies Private Limited)**

Unit: Cholanandalam Financial Holdings Limited,
Selenium Tower B, Plot No. 31-32, Gachibowli,
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E-mail: evoting@kfintech.com

Toll free No. 1800-309-4001
