

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

Registered Office: "Dare House", No.2, N.S.C. Bose Road, Parrys, Chennai - 600 001.

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CIN-L65993TN1978PLC007576

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## **Notice to Members**

**NOTICE** is hereby given that the forty fifth annual general meeting (AGM) of the members of Cholamandalam Investment and Finance Company Limited will be held at 4.00 p.m. Indian Standard Time (IST) on Tuesday, 1 August, 2023 through video conference (VC) to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**  
**RESOLVED THAT** the audited standalone financial statements of the company for the year ended 31 March, 2023, the board's report including the independent auditors' report thereon, be and are hereby considered, approved and adopted.
2. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**  
**RESOLVED THAT** the audited consolidated financial statements of the company for the year ended 31 March, 2023, including the independent auditors' report thereon, be and are hereby considered, approved and adopted.
3. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**  
**RESOLVED THAT** an interim dividend of 65% (₹ 1.30/- per equity share) approved by the board of directors on 31 January, 2023 on the outstanding equity shares of ₹ 2/- each of the company for the year ended 31 March, 2023 and paid to those members whose names appeared in the register of members as on 10 February, 2023 being the record date fixed for this purpose be and are hereby confirmed.  
**RESOLVED FURTHER THAT** a final dividend of 35% (₹ 0.70/-per equity share), as recommended by the board of directors, be and is hereby declared on the outstanding equity shares of ₹ 2/- each for the financial year ended 31 March, 2023 and be paid to the members, whose names appear on the register of members of the company as on 25 July, 2023.
4. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**  
**RESOLVED THAT** Mr. M.A.M. Arunachalam (holding DIN: 00202958), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the company liable to retire by rotation.

### **SPECIAL BUSINESS:**

5. To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION:**  
**RESOLVED THAT** in supersession of the resolution passed on 29 July, 2022 and pursuant to the provisions of section 180(1)(a), 180(1)(c) and all other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the company, approval of the members of the company be and is hereby accorded to the board of directors of the company (hereinafter referred to as "the board" which term shall be deemed to include any committee thereof which the board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to borrow monies from time to time and, if it thinks fit, for creation of such mortgage, charge and/or hypothecation as may be necessary, in addition to the existing charges, mortgages and hypothecations, if any, created by the company, on such of the assets of the company, both present and future, and/or on the whole or substantially the whole of the undertaking or the undertakings of the company, in such

manner as the board may direct, in favour of financial institutions, investment institutions, banks, insurance companies, mutual funds, trusts, other bodies corporate or any other person(s) (hereinafter referred to as the "lending agencies") and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments, including but not restricted to securing those facilities which have already been sanctioned, including any enhancement therein, even though the monies to be borrowed together with the monies already borrowed by the company may exceed at anytime, the aggregate of the paid-up share capital, free reserves and securities premium reserve of the company, upto a limit of an outstanding aggregate value of ₹ 2,00,000 crores (apart from temporary loans obtained from the company's bankers in the ordinary course of business), together with interests thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the company to the trustees under the trust deed and to the lending agencies under their respective agreements/loan agreements/debenture trust deeds entered/to be entered into by the company in respect of the said borrowings.

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

**RESOLVED THAT** pursuant to the provisions of sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the company, approval be and is hereby granted for the remuneration payable to Mr. Vellayan Subbiah, non-executive chairman by way of commission, a sum of ₹ 100 lakhs (Rupees one hundred lakhs only) for the financial year ended 31 March, 2023.

**RESOLVED FURTHER THAT** the board of directors (including any committee thereof) be and is hereby authorised to take all steps, as may be necessary, desirable or expedient to give effect to the aforesaid resolution.

7. 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, 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), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Articles of Association of the company, Mr. N. Ramesh Rajan (holding DIN: 01628318), in respect of whom the company has received a notice in writing proposing his candidature for the office of director under section 160 of the Act, be and is hereby re-appointed as an independent director of the company, not liable to retire by rotation, to hold office for a second term of five consecutive years from 30 October, 2023 till 29 October, 2028 (both days inclusive).

8. 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, 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), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the company, Mr. Rohan Verma (holding DIN: 01797489), in respect of whom the company has received a notice in writing proposing his candidature for the office of director under section 160 of the Act, be and is hereby re-appointed as an independent director of the company, not liable to retire by rotation, to hold office for a second term of five consecutive years from 25 March, 2024 till 24 March, 2029 (both days inclusive).

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

**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, (including any modification(s) or re-enactment(s) thereof for the time being in force), and subject to all other applicable laws and regulations including but not limited to all necessary statutory or regulatory approvals, permissions, consents and sanctions which may be agreed to by the board of directors of the company, the consent of the members of the company be and is hereby accorded to substitute the existing clause 17.8 in the Articles of Association of the company, with the following:

"Notwithstanding anything to the contrary contained in these Articles and pursuant to provisions of the Act and Rules made thereunder, the Board of Directors may from time to time appoint any such person as a "Nominee Director". For the purpose of this clause, "Nominee Director" means a Director nominated by any institution in pursuance of the provisions of any law for the time being in force, or of any agreement, or appointed by any Government, or any other person to represent its interests and includes any person nominated by the debenture trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on the board of the company".

**RESOLVED FURTHER THAT** the board of directors, the executive director, chief financial officer and the company secretary of the company be and are hereby severally authorised to take all such actions as may be necessary, desirable, or expedient

and to do all such necessary acts, deeds, and things that may be incidental or pertinent to give effect to the aforesaid resolution.

Place : Chennai  
Date: 3 May, 2023

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

**NOTES:**

1. Pursuant to the general circular number 10/2022 issued by the Ministry of Corporate Affairs (MCA) and circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/4 Issued by the Securities and Exchange Board of India (SEBI) ("the Circulars"), companies are allowed to hold annual general meeting (AGM) through video conference (VC). In compliance with the circulars, the 45<sup>th</sup> AGM of the company is being held through VC. Hence, the members are requested to attend and participate at the ensuing AGM through VC/OAVM facility being provided by the company through National Securities Depository Limited ("NSDL").
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since the AGM is being held through VC, the facility for appointment of proxies by the members will not be available. Hence, proxy form, attendance slip and route map are not attached to this notice.
3. Corporate / institutional shareholders who are intending to authorise their representative(s) to attend the e-AGM 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.co.in](mailto:evoting@nsdl.co.in). The scanned image of the above-mentioned documents should be in the name format "Chola – 45<sup>th</sup> AGM".
4. The business set out in the notice will be transacted through remote electronic voting system and the company is also providing facility for voting by electronic means during the AGM held through VC. Detailed instructions and other information relating to access and participation in the AGM, voting in the AGM and remote e-voting are given as an annexure to this notice.
5. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of re-appointment of directors is furnished and forms part of the notice.
6. Pursuant to the provisions of section 91 of the Companies Act, 2013 and the listing regulations, the register of members and share transfer books of the company will remain closed from Wednesday, 26 July, 2023 to Tuesday, 1 August, 2023 (both days inclusive).
7. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to KFin Technologies Limited (KFin), the registrar and share transfer agent (RTA). The members holding shares in dematerialised form may send such communication to their respective depository participant/s (DPs).
8. The final dividend of 35% (₹ 0.70/- per equity share), as recommended by the board, if declared at the ensuing AGM, will be paid, subject to the provisions of section 126 of the Companies Act, 2013, to those members or their mandates whose names stand registered in the company's register of members as on 25 July, 2023. Members are encouraged to utilise the electronic clearing service (ECS) for receiving dividends by registering their bank mandates.
9. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. Members holding shares in dematerialised form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to RTA. In compliance with the circulars, the notice of the AGM and annual report for FY 2023 are sent only through electronic mode to all those shareholders whose email addresses are registered with the RTA / DPs. Physical / hard copies of the same will be sent, if specifically requested by a member.
10. Members may note that the notice of the AGM and the annual report will also be available on the company's website, [www.cholamandalam.com](http://www.cholamandalam.com) and on the websites of stock exchanges: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and also on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for download. For any communication, the members may send requests to the company's e-mail id: [investors@chola.murugappa.com](mailto:investors@chola.murugappa.com).

For members who have not received the notice due to change/non-registration of their e-mail address with the company/ RTA/depository participants, may request for the notice, by sending an e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Post receipt of such request and verification of records of the members, the members would be provided soft copy of the notice of the AGM and the annual report. It is clarified that for registration of e-mail address, the members are however requested to follow 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. Those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their company/RTA/depository participants to enable servicing of notices/documents/annual reports electronically to their e-mail address.

Members who have not received any communication regarding this AGM for any reason whatsoever, and are eligible to vote are also entitled to vote and may obtain the User ID and password or instructions for remote e-voting by contacting NSDL between 9:00 a.m. IST to 5:00 p.m. IST on all working days, except Saturday and Sunday by sending an e-mail at, [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

11. The company has transferred the unclaimed or un-encashed dividends for financial years up to 2015 and unclaimed shares to the Investor Education and Protection Fund (IEPF) established by the Central Government. The company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years from the date of transfer to unpaid dividend account. Members who have a valid claim for final dividend declared for FY 2015-16 and subsequent dividends thereon, are advised to write to the company's RTA immediately. The dividend history, due dates for transfer to IEPF, and the details of unclaimed amounts lying with the company in respect of dividends declared since final dividend 2016 are available on the website of the company, [www.cholamandalam.com](http://www.cholamandalam.com). Also, pursuant to section 124(2) of the Act, the company has uploaded details of unpaid and unclaimed amounts lying with the company in respect of dividends declared as on 31 March, 2022, on the website of the company. It may be noted that a reminder has been sent for unclaimed / unpaid dividend in respect of those members having unclaimed dividends. Members attention is particularly drawn to the "General Shareholders Information" section of the annual report in respect of unclaimed / unpaid dividend.
12. Members may note that pursuant to the Income Tax Act, 1961 ('IT Act'), as amended by the Finance Act, 2020, dividends declared and paid by the company with effect from 1 April, 2020 shall be taxable in the hands of the shareholders. The company shall therefore be required to deduct tax at source ('TDS') at the time of payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to complete and / or update their residential status, PAN, category as per the IT Act with their DPs or in case shares are held in physical form, with the company by sending documents by 22 July, 2023. Members may note that in the absence of the PAN details, the company would be required to deduct tax at a higher rate prescribed under the IT Act. Members seeking non-deduction of tax on their dividends, may submit Form 15G/15H as applicable to the company on a yearly basis at the link <https://ris.kfintech.com/form15/>. Detailed information with respect to TDS on dividend payments including the formats of Form 15G/Form 15H for seeking exemption is available on the company's website at <https://www.cholamandalam.com/investors/tds-on-dividend>. Members may contact the company's RTA or the company in case of any clarification in this regard.
13. Members may please note that SEBI vide its circular dated 25 January, 2022 has mandated listed companies to issue securities in demat mode only while processing service requests viz., transfer, transmissions, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios and transposition. Further SEBI vide its circular dated 18 May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the company and RTA.
14. As per the SEBI circular dated 3 November, 2021, facility for registering nomination is available for members in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which can be obtained from depository participants or downloaded from <https://ris.kfintech.com/clientservices/isc/default.aspx> or <https://www.cholamandalam.com/investors/sebi-norms>. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
15. Effective 1 October, 2023, RTA will be obligated to freeze the folios for which PAN, nomination, contact details, bank account details and specimen signature have not been furnished. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the above documents. If the securities continue to remain frozen as on 31 December, 2025, the RTA/the company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. In compliance with SEBI guidelines, the company had sent communication intimating about the submission of above details to all the members holding shares in physical form.  
  
Relevant details and forms prescribed by SEBI in this regard are available at <https://ris.kfintech.com/clientservices/isc/default.aspx> or <https://www.cholamandalam.com/investors/sebi-norms>. Members holding shares in electronic form, are therefore, requested to submit their PAN to their respective DPs. Members holding shares in physical form shall submit their details to RTA.
16. SEBI vide circular dated 30 May, 2022 has provided an option for arbitration as a dispute resolution mechanism for investors and investors can opt for arbitration with stock exchanges in case of any dispute against the company or its RTA on delay or default in processing any investor services related request.  
  
In compliance with SEBI guidelines, the company had sent communication intimating about the said dispute resolution mechanism to all the members holding shares in physical form.
17. The Register of directors and key managerial personnel and their shareholding, maintained under section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection by the members up to the date of AGM, i.e., 1 August, 2023. Members seeking to inspect such documents can send an email to [investors@chola.murugappa.com](mailto:investors@chola.murugappa.com).

18. Pursuant to SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
19. Members desirous of obtaining any information / clarification relating to the financials are requested to submit their query through NSDL video conferencing platform as mentioned in the instructions annexed to this notice so as to enable the management to keep the information ready.
20. The scrutiniser shall immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes in the presence of atleast two witnesses not in the employment of the company and make a consolidated scrutiniser's report on or before 5 p.m. on 2 August, 2023, to the chairman of the company or person authorised by him in writing who shall countersign the same. The voting results alongwith scrutinizers report shall be posted on the company's website viz. [www.cholamandalam.com](http://www.cholamandalam.com) and will also be posted on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after the result is declared by the chairman / authorised person and simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.

Place : Chennai  
Date: 3 May, 2023

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

## **ANNEXURE TO THE NOTICE**

### **A. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

#### **Item No. 5 - Approval for increase in borrowing powers of the company:**

Under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, sanction of the company by way of a special resolution is required for enabling the board of directors to borrow money in excess of paid-up share capital and free reserves of the company and to create charge, mortgage, hypothecation, lien, pledge over its assets / properties in favour of its lenders for the purposes of securing the loan / credit facilities extended by them to the company. At the annual general meeting held on 29 July, 2022, sanction was accorded by the members by way of a special resolution to the board of directors to borrow money over and above the aggregate of the paid-up share capital and free reserves of the company up to a limit of ₹ 1,10,000 crores. In view of the increased volume of operations of the company planned in the coming years, it is considered necessary to increase the borrowing limits of the company to ₹ 2,00,000 crores. Hence, the resolution as set out in item no.5 is being sought, by way of a special resolution, pursuant to section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 seeking approval of the shareholders to authorise the board of directors to borrow in excess of the aggregate of the paid-up capital and free reserves up to a sum not exceeding ₹ 2,00,000 crores and to create charge, mortgage, hypothecation, lien, pledge over the assets / properties of the company. The board recommends the resolution as set out in item no.5 of the Notice for approval of the members.

None of the directors, key managerial personnel of the company or their relatives is concerned or interested in the resolution.

#### **Item No. 6 - Approval for commission payable to Mr. Vellayan Subbiah, non-executive chairman for financial year ended 31 March, 2023:**

The members at the forty first annual general meeting of the company held on 30 July, 2019, approved the payment of remuneration to non-executive directors, by way of commission up to one percent of the net profits of the company as computed under section 198 of the Companies Act, 2013.

Though shareholders have approved payment of commission up to one percent of net profits of the company for each year, the actual commission paid to the directors is restricted to a fixed sum within the above limit. This sum is reviewed periodically taking into consideration various factors such as performance of the company, time spent by the non-executive directors (NEDs) for attending to the affairs and business of the company and extent of responsibilities cast on NEDs and other relevant factors. In keeping with evolving trends in industry and considering the increased time spent by Mr. Vellayan Subbiah, the board has recommended payment of a differential commission to him.

Mr. Subbiah has been spending considerable amount of time with the company management and operations since his induction on the board in November, 2020. During the year, Mr. Subbiah has continued to make significant contributions to the company in reviewing the long-term strategy, participating in monthly ALCO meetings, supporting the businesses by reviewing the performance of businesses of the company and its subsidiaries on a periodic basis, giving them strategic directions and advising the company as and when necessary, in exploring new opportunities for the company. In view of the above, it is proposed that a differential commission of ₹100 lakhs (Rupees one hundred lakhs only) be paid to Mr. Subbiah for the financial year ended 31 March, 2023. The proposed remuneration is within the overall limit of one percent of the net profits of the company as computed under section 198 of the Companies Act, 2013 for the financial year ended 31 March, 2023.

Further, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, if the annual remuneration payable to a single non-executive director exceeds fifty percent of the total annual remuneration payable to all non-executive directors, the approval of members by special resolution shall be obtained.

The board believes that the remuneration proposed to be paid to Mr. Subbiah is reasonable, considering the time spent by him on matters concerning the company. Accordingly, the board recommends the resolution as set out in item no.6 of the Notice for approval of the members.

Except Mr. Vellayan Subbiah, none of the directors or key managerial personnel of the company or their relatives is concerned or interested in the resolution set forth in item no. 6 of the notice.

**Item No. 7 - Re-appointment of Mr. N. Ramesh Rajan (DIN 01628318) as an Independent Director:**

Pursuant to the provisions of section 149, 150, 152, 161, schedule IV of the Companies Act, 2013 ("the Act"), Mr. N. Ramesh Rajan (holding DIN 01628318) was appointed as an Independent Director of the company for a term of five years effective 30 October, 2018 and his term expires on 29 October, 2023. Further, pursuant to section 149 of the Act, an independent director shall be eligible for re-appointment for a second term of upto five consecutive years on passing of a special resolution by the shareholders. The company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mr. Rajan's candidature for the office of director. 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. Mr. Rajan has given a declaration to the board that he meets the criteria of independence as provided under section 149 of the Companies Act, 2013 as well as under applicable provisions of the Listing Regulations. In the opinion of the board, Mr. Rajan fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for re-appointment as an independent director (ID). The board believes that his continued association as independent director would be of immense benefit to the company. Accordingly, the board recommends the re-appointment of Mr. Rajan as an independent director for a second term of five consecutive years commencing from 30 October, 2023 till 29 October, 2028 (both days inclusive). In compliance with the provisions of section 149 read with schedule IV of the Companies Act, 2013 and applicable provisions of the Listing Regulations, the re-appointment of Mr. Rajan 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 up to the date of the AGM.

Except Mr. N. Ramesh Rajan, none of the directors, key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution.

**Item No. 8 - Re-appointment of Mr. Rohan Verma (DIN 01797489) as an Independent Director:**

Pursuant to the provisions of section 149, 150, 152, 161, schedule IV of the Companies Act, 2013 ("the Act"), Mr. Rohan Verma (holding DIN 01797489) was appointed as an Independent Director of the company for a term of five years effective 25 March, 2019 and his term expires on 24 March, 2024. Further, pursuant to section 149 of the Act, an independent director shall be eligible for re-appointment for a second term of upto five consecutive years on passing of a special resolution by the shareholders. The company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mr. Rohan's candidature for the office of director. 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. Mr. Rohan has given a declaration to the board that he meets the criteria of independence as provided under section 149 of the Companies Act, 2013 as well as under applicable provisions of the Listing Regulations. In the opinion of the board, Mr. Rohan fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for re-appointment as an independent director (ID). The board believes that his continued association as independent director would be of immense benefit to the company. Accordingly, the board recommends the re-appointment of Mr. Rohan as an Independent Director for a second term of five consecutive years commencing from 25 March, 2024 till 24 March, 2029 (both days inclusive). In compliance with the provisions of section 149 read with schedule IV of the Companies Act, 2013 and applicable provisions of the Listing Regulations, the re-appointment of Mr. Rohan 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 up to the date of the AGM.

Except Mr. Rohan Verma, none of the directors, key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution.

**Item No. 9 - Amendment to the Articles of Association of the company:**

SEBI vide notification dated 2 February, 2023 amended the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("the Regulations"). Pursuant to clause 23(6) of the Regulations on Obligations of the Issuer, the issuer company shall ensure that its Articles of Association require its board of directors to appoint the

person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its board of directors in case of default in payment of interest or repayment of principal amount in respect of listed debt securities, by the issuer. Further, the issuer whose debt securities are listed as on the date of amendment to the Regulations, shall amend its Articles of Association to comply with this provision, on or before 30 September, 2023.

Accordingly, in compliance with the above provisions, the board considered and recommended the amendment to the Articles of Association of the company as set out in item no.9 of the Notice for approval of the members.

None of the directors, key managerial personnel of the company and their relatives is concerned or interested in the resolution except to the extent of their shareholding.

The existing articles of association of the company will be open for inspection at the registered office of the company during business hours on all working days between 11.00 a.m. and 2.00 p.m. up to 1 August, 2023.

**B. DISCLOSURE UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS**

<b>Name of the Director</b>	<b>Mr. M.A.M. Arunachalam</b>	<b>Mr. N. Ramesh Ranjan</b>	<b>Mr. Rohan Verma</b>
DIN	00202958	01628318	01797489
Date of Birth	18 June, 1967	5 July, 1957	31 August, 1985
Date of Appointment (Initial appointment)	29 January, 2021 - Appointed as an additional director.	30 October, 2018 - Appointed as an additional director, in the capacity of an independent director.	25 March, 2019 - Appointed as an additional director, in the capacity of an independent director.
Qualification	Bachelor degree in Commerce from Loyola College, Chennai and holds an MBA from the University of Chicago, USA.	Bachelor of Commerce and a fellow member of the Institute of Chartered Accountants of India.	Bachelor of Science in Electrical Engineering from Stanford University and holds an MBA from London Business School.
Expertise in specific functional areas	Has over 17 years of experience in finance, management, strategy, planning and marketing.	He has 41 years of experience in finance, strategy and risk management.	He has over 17 years of experience in information technology, strategy, marketing and business operations.
Number of meetings of the board attended during the year	Attended all 5 out of 5 meetings of the board held during the year.	Attended all 5 out of 5 meetings of the board held during the year.	Attended 3 out of 5 meetings of the board held during the year.
Directorships in other companies	1. Tube Investments of India Limited 2. Shanthi Gears Limited 3. CG Power and Industrial Solutions Limited 4. Cholamandalam Home Finance Limited 5. Parry Enterprises India Limited 6. Ambadi Investments Limited 7. New Ambadi Estates Private Limited 8. TI Clean Mobility Private Limited 9. A R Lakshmi Achi Trust (Sec 8 company)	1. Indo-National Limited 2. TTK Healthcare Limited 3. Kineco Limited 4. Rane (Madras) Limited 5. Rane Engine Valve Limited	1. C.E. Info Systems Limited 2. Infidreams Industries Private Limited 3. Kogo Tech Labs Private Limited
Memberships in board committees of other companies (includes membership details of all committees)	<b>Chairman:</b> 1. Shares and Debentures Committee - TII 2. Loans Committee- TII	<b>Chairman:</b> 1. Audit Committee - Indo-National Limited (INL) & Rane Engine Valve Limited 2. Stakeholders Relationship Committee - INL	<b>Chairman:</b> 1. Risk Management Committee - C.E. Info Systems Private Limited

Name of the Director	Mr. M.A.M. Arunachalam	Mr. N. Ramesh Ranjan	Mr. Rohan Verma
	3. Corporate Social Responsibility Committee - CG Power and Industrial Solutions Limited (CG Power) <b>Member:</b> 1. Audit Committee - TII 2. Nomination & Remuneration Committee - Parry Enterprises India Limited & Shanthi Gears Limited (SGL). 3. Stakeholders Relationship Committee - TII & CG Power 4. Risk Management Committee - TII, CG Power 5. Corporate Social Responsibility Committee - TII & SGL	3. Risk Management Committee - INL 4. Corporate Social Responsibility Committee - INL 5. Nomination & Remuneration Committee - Rane (Madras) Limited (RML) <b>Member:</b> 1. Nomination and Remuneration Committee - INL & TTK Healthcare Limited 2. Risk Management Committee - TTK Healthcare Limited 3. Audit Committee - RML and Kineco Limited 4. Stakeholders Relationship Committee - RML	<b>Member:</b> 1. Committee of Executive Directors - C.E. Info Systems Private Limited
Listed entities from which the director has resigned from directorship in the past three years	1. Carborundum Universal Limited 2. Coromandel Engineering Company Limited	None	None
Number of shares held in the company	65,000 equity shares	Nil	Nil
Inter-se relationship with any other directors or KMP of the company	Nil	Nil	Nil
Details of remuneration sought to be paid	₹ 10 lakhs	₹ 12 lakhs	₹ 10 lakhs
Details of remuneration last drawn	₹ 10 lakhs	₹ 12 lakhs	₹ 10 lakhs

## INSTRUCTIONS:

### A. Instructions for the Remote e-voting for the 45<sup>th</sup> Annual General Meeting of the company:

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 resolutions set forth in the notice convening the AGM scheduled to be held on Tuesday, the 1 August, 2023 at 4 p.m. The board of directors of the company has appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, practicing company secretary, Chennai as the scrutiner for conducting the remote e-voting and the e-voting process in the AGM in a fair and transparent manner. In terms of the requirements of the Act and the rules made thereunder, the company has fixed 25 July, 2023 as the cut-off date. The remote e-voting / voting rights of the members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e., 25 July, 2023. The company has engaged the services of National Securities Depository Limited (NSDL) to provide VC facility, remote e-voting and voting in the AGM in a secure manner.

The remote e-voting facility begins on Friday, the 28 July, 2023 (9:00 a.m. IST) and ends on Monday, 31 July, 2023 (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.

### B. Submission of questions prior to AGM: Members who would like to express their views/raise questions may send their questions in advance mentioning their name, demat account number/folio number, e-mail id, mobile number to [investors@chola.murugappa.com](mailto:investors@chola.murugappa.com) on or before 5 p.m. on 29 July, 2023 and the same shall only be considered and responded during the e-AGM. Please note that, questions will be answered only if the member continues to hold the shares as of cut-off date. The facility for emailing the questions will be open from 26 July, 2023 at 9 a.m. till 29 July, 2023 at 5 p.m.



**C. Registration as a speaker at the AGM:** Members who wish to speak at the AGM may register themselves as a speaker by sending an e-mail with name, demat account number/folio number, city, e-mail id and mobile number to [investors@chola.murugappa.com](mailto:investors@chola.murugappa.com) on or before 5 p.m. on 29 July, 2023 and those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The facility for registration as a speaker will be open from 26 July, 2023 at 9 a.m. till 29 July, 2023 at 5 p.m. The company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.

**D. The detailed instructions for members for remote e-voting and joining the general meeting are as under:-**

The members, whose names appear in the register of members / beneficial owners as on the record date (cut-off date) i.e., 25 July, 2023, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the company as on the cut-off date, being 25 July, 2023.





**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**i. Login method for joining virtual meeting 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.nsdl.com">https://eservices.nsdl.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.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 or joining virtual meeting &amp; voting during the meeting.</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>Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasinew/Home/Login">https://web.cdslindia.com/myeasinew/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting menu. The menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat account Number and PAN No. from a link in <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; e-mail as recorded in the demat account. After successful authentication, user will be provided links for the respective e-voting service provider i.e., NSDL where the e-Voting is in progress.</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 or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at abovementioned 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.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

- 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.
- 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, 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.

4. Your User ID details are given:

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 Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

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.co.in](mailto:evoting@nsdl.co.in) 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.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join general meeting on NSDL e-Voting system.**

How to cast your vote electronically and join general meeting 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 and general meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the general meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at e-mail id - [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **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), Aadhar (self-attested scanned copy of Aadhar 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.

### **Instructions for members for e-voting on the day of the AGM are as under:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.