



Chola

Enter a better life

January 26, 2020



The Secretary
National Stock Exchange of India Limited
Capital Market – Listing
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051

The Secretary
BSE Ltd.
25th Floor, PhirozeJeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

NSDL / CDSL / NSE-WDM / BSE-F Class

Dear Sir,

Sub: Submission of notice of postal ballot and form pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Kindly refer to our letter dated 23rd January 2020 intimating the decision of the Board to seek the approval of the shareholders of the Company through a Postal Ballot for preferential issue of shares upto Rs.300 crores.

In this regard, we enclose a copy of the postal ballot notice, ballot form and a business reply envelope dispatched to the shareholders yesterday.

The e-voting period commences today - Sunday, 26th January, 2020 (9:00 a.m. IST) and ends on Monday, 24th February, 2020 (5:00 p.m. IST). Members holding shares as on the cut-off date, 17th January, 2020 shall have the voting rights on the resolution. The resolution, if passed by requisite majority, shall be deemed to have been passed on 24th February, 2020, being the last date for receipt of duly completed Postal Ballot Forms/e-voting. The declaration of the postal ballot results is scheduled on Tuesday, 25th February, 2020.

Kindly take the above information/documents on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For Cholamandalam Investment and Finance Company Limited

P Sujatha
Company Secretary

Cholamandalam Investment and Finance Company Ltd.

Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600001, India.

Tel : +91 44 40907172 / Fax : +91 44 25346464

Website : www.cholamandalam.com

CIN – L65993TN1978PLC007576



CHOLAMANDALAM

Cholamandalam Investment and Finance Company Limited

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

Tel: 044-4090 7172; Fax: 044-25346464

CIN: L65993TN1978PLC007576

Email: investors@chola.murugappa.com; Website: www.cholamandalam.com

NOTICE OF POSTAL BALLOT

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

To

The members of Cholamandalam Investment and Finance Company Limited

NOTICE is hereby given pursuant to section 110 of the Companies Act, 2013, ("Act") read with rule 22 of the Companies (Management and Administration) Rules, 2014, that the enclosed resolution is proposed to be passed by way of postal ballot for the following purpose:

As a special resolution

For seeking the approval of the members of the company under section 62(1)(c) of the Act to offer, issue and allot such number of equity shares of face value of ₹ 2/- each upto an aggregate amount of ₹ 300 crores (Rupees three hundred crores only), in one or more tranches, by way of a private placement on a preferential basis to Cholamandalam Financial Holdings Limited, a promoter entity or any other promoter entity, in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("Issue").

For members opting for e-voting:

The company is pleased to provide e-voting facility as an alternate, to all its members, to enable them to cast their votes electronically, instead of physical postal ballot form on the resolution set forth in the postal ballot notice. The company has engaged the services of KFin Technologies Private Limited (KFin) to provide the e-voting facility. In case a member has voted through remote e-voting facility, he/she is not required to send the physical postal ballot form to the scrutiniser.

You are requested to read the instructions printed on the postal ballot form carefully and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the scrutiniser on or before the close of working hours (5 p.m.) on Monday, February 24, 2020. Please note that any postal ballot form(s) received after the closing hours of the said date will be treated as invalid i.e., as not having been received. No other form or photocopy thereof is permitted. The scrutiniser will submit his report to the chairman of the company after completion of the scrutiny of the postal ballots (including remote e-voting). The results of the postal ballot will be announced by the chairman or any other director of the company at 2.30 p.m. on Tuesday, February 25, 2020 at the registered office of the company at "Dare House", No. 2, N.S.C. Bose Road, Parrys, Chennai - 600 001. The result of the postal ballot along with scrutiniser's report will also be displayed at the registered office of the company and posted on the company's website, www.cholamandalam.com and on the KFin's website, www.evoting.karvy.com as well as on stock exchanges website viz. www.bseindia.com and www.nseindia.com.

The resolutions if passed by requisite majority, shall be deemed to have been passed on Monday, February 24, 2020, being the last date for receipt of duly completed postal ballot forms/ e-voting.

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

In compliance with the provisions of section 108 of the Act read with rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may cast their votes either through postal ballot or through electronic form (e-voting). Those members opting for e-voting may follow the procedure, as recommended by KFin as stated in this notice.

By Order of the Board

Chennai
January 23, 2020

P. Sujatha
Company Secretary

RESOLUTIONS FOR POSTAL BALLOT

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

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (**"Companies Act"**) and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), the uniform listing agreement entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 2/- each of the Company ("Equity Shares") are listed, and subject to other applicable rules, regulations and guidelines issued by Ministry of Corporate Affairs (**"MCA"**), Securities and Exchange Board of India (**"SEBI"**), Reserve Bank of India (**"RBI"**), BSE Limited and National Stock Exchange of India Limited (**"StockExchanges"**) and/or any other competent authorities (herein referred to as **"Applicable Regulatory Authorities"**), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the board of directors (**"Board"**, which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, consent, authority and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, such number of equity shares (hereinafter referred to as **"Securities"**) in one or more tranches, on a preferential basis, upto an aggregate amount of ₹ 300 crores (Rupees three hundred crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) on a private placement basis (**"Preferential Allotment"**) upto 93,52,204 (Ninety three lakhs fifty two thousand two hundred and four) fully paid equity shares of face value of ₹ 2/- each to Cholamandalam Financial Holdings Limited, a promoter entity or any other promoter entity as may be decided by the Board, at a price not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price").

RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Securities shall be the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed issue, i.e., 24th January 2020.

RESOLVED FURTHER THAT in case of issue and allotment of Securities made on a preferential basis in terms of Chapter V of the SEBI ICDR Regulations,

- a) the allotment of the Securities shall be completed within 15 days from the date of passing of the special resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- b) the Securities issued shall rank *pari passu* in all respects including entitlement to dividend with the existing Securities of the Company as may be provided under the terms of issue;
- c) the Securities shall be locked-in for a period of three years from the date of trading approval granted except as may be permitted from time to time under the SEBI ICDR Regulations;
- d) the Securities may be transferred among the promoters or the promoter group or to a new promoter or persons in control of the company as may be permitted from time to time under the SEBI ICDR Regulations

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Securities, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such consultants, depositories, registrars, trustees, bankers, lawyers, and any other advisors and professionals as may be required to be appointed, involved or concerned in the issue and allotment of Securities and to pay them such fees, commission, brokerage and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, memorandum, documents, etc. with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of securities and settle any questions or difficulties that may arise in connection with the aforesaid resolution.

By Order of the Board

Chennai
January 23, 2020

P. Sujatha
Company Secretary

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ["Act"]

The Board of directors at its meeting held on January 23, 2020 considered a capital raising proposal for the Company to meet the projected business growth, to augment the long-term resources of the Company for meeting funding requirements of its business activities and for other general corporate purposes. The preferential issue will also enable the Promoters to maintain its shareholding in the Company consequent to the qualified institutional placement being in progress up to a sum not exceeding ₹ 1,000 crores.

Accordingly, the Board considered infusing additional capital upto an aggregate amount of ₹ 300 crores by way of a private placement on a preferential basis to Cholamandalam Financial Holdings Limited, a promoter entity or any other promoter entity, in accordance with Chapter V of the SEBI ICDR Regulations.

Pursuant to the provisions of section 62(1)(c) of the Companies Act, 2013, approval of the members is required for the proposed allotment of Securities on a preferential basis. Accordingly, the consent of the members is being sought, pursuant to the applicable provisions of the Companies Act, 2013 read with Rules made there under including SEBI ICDR Regulations and in terms of the provisions of the Listing Agreement to issue and allot Securities on preferential basis as stated in the resolution. The proposed special resolution seek the enabling authorisation of the members of the Company to the Board, without the need of any further approval from the members, to issue and allot Securities on preferential basis, in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

The proceeds of the proposed issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Securities issued shall rank pari passu in all respects including entitlement to dividend with the existing Securities of the Company as may be provided under the terms of issue. The Securities allotted would be listed on the Stock Exchanges where the share of company is listed. The issue and allotment would be subject to the availability of regulatory approvals, if any.

Since, the pricing and other terms of the issue will be decided at a later stage, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the Securities that may be issued to Cholamandalam Financial Holdings Limited or any other promoter entity. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter V of the SEBI ICDR Regulations.

Additional Information:

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the SEBI ICDR Regulations, the relevant disclosures / details are given below:

(a) Object(s) of the preferential issue:

The objective of the preferential issue is to meet the projected business growth, to augment the long-term resources of the Company for meeting funding requirements of its business activities and for other general corporate purposes.

(b) Maximum number of specified securities to be issued:

The maximum number of Securities proposed to be issued shall be 93,52,204 (Ninety three lakhs fifty two thousand two hundred and four).

(c) The intent of the Promoter, Directors or key managerial personnel to subscribe to the Preferential Allotment:

The Company has received a letter of intent from Cholamandalam Financial Holdings Limited, a promoter entity, indicating its intention to subscribe to the proposed issue. None of the directors or key managerial personnel intends to subscribe to the issue.

(d) Shareholding Pattern before and after the preferential issue:

Sl. No	Shareholder category	Pre – issue		Post - issue*	
		No of equity shares held	% of shareholding	No of equity shares held	% of shareholding
A.	Promoters' Holding:				
I.	Indian				
	Individual	97,51,400	1.25	97,51,400	1.23
	Body Corporate	40,41,38,430	51.69	41,34,90,634	52.26
	Sub-total	41,38,89,830	52.94	42,32,42,034	53.49
II.	Foreign Promoters				
	Others	12,890	0.00	12,890	0.00
	Sub-total (A)	41,39,02,720	52.94	42,32,54,924	53.49
B.	Non-Promoters' holding:				
I.	Institutional Investors	14,64,05,430	18.72	14,64,05,430	18.50
II.	Non-Institution				
	Private Corporate Bodies	2,94,12,739	3.76	2,94,12,739	3.72
	Directors and Relatives				
	Indian Public	6,04,01,875	7.73	6,04,01,875	7.63
	Others (Including NRIs)	13,17,53,341	16.85	13,17,53,341	16.65
	Sub-total (B)	36,79,73,385	47.06	36,79,73,385	46.51
	Grand Total	78,18,76,105	100.00	79,12,28,309	100.00

* Assumption based on the allotment of equity shares at floor price

(e) Time frame within which the preferential issue shall be completed:

The allotment of the Securities shall be completed within 15 days from the date of passing of the special resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

(f) The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of the post preferential issue capital that may be held by them and change in control, if any, in the Company, consequent to the preferential issue:

Not applicable. The proposed allottee, Cholamandalam Financial Holdings Limited (CFHL) being

an entity listed in recognised stock exchanges, identification of beneficial owners is not applicable. Further, there is no individual shareholder holding more than 10% in CFHL.

(g) The equity shares of the company have been listed on a recognized stock exchange for more than 26 weeks and accordingly, the provisions relating to recomputation of price is not applicable.

(h) Lock-in Requirements

- (i) The Securities to be allotted on a preferential basis to the promoter entity shall be locked-in for a period of three years from the date of trading approval granted for the Securities in accordance with Regulation 167(1) of the SEBI ICDR Regulations.
- (ii) The entire pre-preferential allotment shareholding of the promoter entity shall be locked-in from the relevant date upto a period of six months from the date of trading approval. In accordance with Regulation 167(6) of the SEBI ICDR Regulations.

(i) Other Disclosures

- (i) A copy of the certificate from M/s. S.R. Batliboi and Associates LLP, the statutory auditors of the Company, certifying that the preferential allotment is being made in accordance with the requirements contained in Chapter V of the SEBI ICDR Regulations shall be available for inspection by the members at the registered office of the company between 11 a.m. to 4 p.m. on all working days until Monday, February 24, 2020.
- (ii) None of the promoter or the directors is willful defaulter declared by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- (iii) The Promoter and members of the Promoter Group have not sold Equity Shares of the Company in the six months preceding the Relevant Date.

The raising of capital pursuant to this resolution is subject to force-majeure circumstances and conducive capital market environment.

Except Mr. M M Murugappan, Chairman and Mr. Arun Alagappan, Managing Director and their relatives being part of promoter/promoter group of the company and the proposed allottee (Cholamandalam Financial Holdings Limited), none of the other directors or key managerial personnel, of the Company or the relatives is interested in the said resolution.

By Order of the Board

Chennai
January 23, 2020

P. Sujatha
Company Secretary

Voting through electronic means - Instructions

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 resolution set forth in the postal ballot.

The company has engaged the services of KFin to provide remote e-voting facility to enable members to provide their votes in a secure manner.

The board of directors of the company has appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, Practising Company Secretaries, Chennai, as scrutiniser for conducting the postal ballot voting process including remote e-voting process in a fair and transparent manner. In terms of the requirements of the

Act and the rules made there under, the company has fixed Friday, January 17, 2020 as the cut-off date. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

The e-voting facility commences on Sunday, January 26, 2020 (09:00 a.m. IST) and ends on Monday, February 24, 2020 (05:00 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 of January 17, 2020, are entitled to avail the facility to cast their vote electronically. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently.

The instructions for members voting electronically are as under:

A. For members receiving an e-mail from KFin, e-voting service provider [for members whose e-mail addresses are registered with the company/ DP(s)]:

- (i) Open your web browser during the voting period and navigate to **<https://evoting.karvy.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 - 5195** (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 Karvy 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 EVENT of Cholamandalam Investment and Finance Company 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) You may then cast your vote by selecting an appropriate option and click on "SUBMIT":
- (xii) 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.

- (xiii) Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.,) are also required 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 e-mail, rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Chola - Postal Ballot":

B. Members holding shares in dematerialised form whose e-mail IDs are not registered with the company / DPs [for members holding shares in physical form as well as those members who have received physical copy of the postal ballot notice]:

- (i) E-Voting Event Number - 5195 (EVEN), User ID and Password is provided in the Postal Ballot Form.
- (ii) Please follow all steps from sl. no.(i) to sl. no.(xiii) above to cast your vote by electronic means.

Other instructions:

- (i) In case of queries, you may refer Help & FAQ section of <https://evoting.karvy.com> or call KFin on 040-67162222 & Toll-free No.18003454001.
- (ii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date i.e., Friday, January 17, 2020.
- (iv) The scrutiniser shall within a period of two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and make a consolidated scrutiniser's report of the votes cast in favour or against, if any and forward to the director of the company or person authorised by him in writing who shall countersign the same.
- (v) The results shall be declared at the registered office of the company. The results declared along with the scrutiniser's report shall be placed on the company's website, www.cholamandalam.com and on the website of KFin, <https://evoting.karvy.com> after the result is declared by the director / authorised person and simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.

POSTAL BALLOT FORM

Serial No.:

1. Name(s) of the member(s) :
(including joint-holders, if any)
2. Registered address of the Sole / First :
named member
3. Registered Folio No. DP ID Client ID No. :
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Postal ballot Notice dated January 23, 2020 of the Company by conveying my/our assent/dissent to the said Resolution by placing the tick (✓) mark at the appropriate boxes below:

SN.	Description	Number of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To offer, issue and allot equity shares under section 62(1)(c) of the Companies Act, 2013 by way of preferential allotment to Cholamandalam Financial Holdings Limited.			

Place:

Date:

(Signature of the Member)

#E-mail ID: _____

#To be provided by members holding equity shares in physical form.
Please send the postal ballot form in the Envelope enclosed herewith.

Note: Please read carefully the instructions given overleaf and in the notes to the postal ballot notice dated January 23, 2020 carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	User ID	Password (PIN)
5195		

VOTING INSTRUCTIONS

Kindly note that members can opt for only one mode of voting i.e. either physical ballot form or e-voting. If you opt to vote by physical ballot form, then please do not cast your vote by e-voting and vice versa. In case, member(s) cast their vote via both the modes i.e., physical ballot form as well as e-voting, then voting done through e-voting shall prevail and physical ballot form of that member shall be treated as invalid.

(A) Process and manner for members opting for physical ballot:

1. A member desiring to exercise vote by physical ballot may complete this postal ballot form and send it to the Scrutiniser in the enclosed self-addressed pre-paid Business Reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots form(s), if deposited in person or sent by courier/registered post at the expense of the member will also be accepted
2. The self-addressed envelope bears the address of the Scrutiniser appointed by the Company.
3. The postal ballot form should be completed and signed by the member as per the specimen signature registered with the company. In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned / incorrect postal ballot form will be rejected. The Scrutiniser's decision on the validity of a postal ballot will be final and binding.
4. In case of companies, trusts etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board resolution/Authority to the person voting on the postal ballot form.
5. There will be only one postal ballot form for every folio irrespective of the number of joint holder(s). A member is not entitled to appoint a proxy to vote in his / her behalf by postal ballot.
6. **Duly completed postal ballot form(s) should reach the Scrutiniser not later than the close of working hours (5 p.m.) on Monday, 24 February, 2020. Postal Ballot form(s) received after this date will be strictly treated as if the reply from such member has not been received.**
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on 17 January, 2020.
8. In case Power of Attorney holders sign the postal ballot form, reference of Power of Attorney registration by the company should be mentioned in the postal ballot form.
9. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutiniser and the company will not be able to act on the same.

The company is pleased to offer e-voting facility, for all the members, to enable them to cast their votes electronically instead of physical postal ballot form.

(B) Process and manner for members opting for e-voting:

Members opting for e-voting may follow the procedure as recommended by KFin Technologies Private Limited, the e-voting agency appointed by us, as stated in the postal ballot notice.
