

COROMANDEL INTERNATIONAL LIMITED

CIN: L24120TG1961PLC000892

Regd. Office: "Coromandel House", 1-2-10, Sardar Patel Road, Secunderabad – 500 003, Telangana

E-mail ID: investorsgrievance@coromandel.murugappa.com ; web: <https://coromandel.biz>

Tel No.: 040-27842034/27847212; Fax: 040-27844117

NOTICE OF POSTAL BALLOT AND E-VOTING

To

The Members

Coromandel International Limited

Dear Member(s),

NOTICE is hereby given that the Special Resolution, as appended below, for appointment of Mr. Sudarshan Venu (DIN: 03601690) as an Independent Director of the Company, is proposed for approval by the Members of Coromandel International Limited ("**the Company**") by means of Postal Ballot, only by way of remote electronic voting process ("**e-voting**"), as required pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2021 dated December 8, 2021 ("MCA Circulars").

Pursuant to the MCA Circulars and other applicable laws and regulations, this Postal Ballot Notice is being sent in electronic form only to those Members whose e-mail address is registered with the Depositories/Company/Registrar and Share Transfer Agent (RTA) i.e., KFin Technologies Private Limited ('KFintech'). The Company has engaged the services of KFintech for providing e-voting to all its members. As the Members are required to cast their votes electronically only, they are requested to read the instructions carefully, as provided in Note No. 11 in the Postal Ballot Notice. The remote e-voting window shall remain open from 9:00 hours IST on Wednesday, February 16, 2022, till 17:00 hours IST on Thursday, March 17, 2022, and the remote e-voting shall be disabled thereafter and shall not be allowed beyond the aforesaid date and time. Members are requested to cast their votes on or before the aforesaid date and time to consider the votes as valid.

The Board of Directors of the Company, at their meeting held on February 3, 2022, approved the appointment of Mr. Sudarshan Venu (DIN: 03601690) as an Independent Director of the Company for an initial term of five (5) consecutive years from February 3, 2022 to February 2, 2027, subject to the approval of the Members of the Company by way of Special Resolution.

As required pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, the Explanatory Statement, setting out the material facts concerning the proposed Special Resolution, is annexed hereto.

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

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him after completion of scrutiny of the votes. The results of voting conducted through postal ballot (remote e-voting process only) will be announced by the Chairman or any person authorised by him on or before Monday, March 21, 2022. The results of the voting along with the Scrutinizer's Report will be made available on the Company's website i.e. www.coromandel.biz, the website of KFinTech at <https://evoting.kfintech.com>, and also communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), where the Company's equity shares are listed and be available on their respective websites, i.e., www.bseindia.com and www.nseindia.com.

PROPOSED RESOLUTION:

SPECIAL BUSINESS: ITEM NO. 1 - Appointment of Mr. Sudarshan Venu (DIN: 03601690) as an Independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149,150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, and Regulation 16(1)(b), 17, 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Sudarshan Venu (DIN: 03601690), who has been appointed as an Additional Director and designated as "Non-Executive and Independent Director" of the Company by the Board of Directors with effect from February 3, 2022 pursuant to Section 161 of the Act and Article 17.2 of the Articles of Association of the Company and in respect of whom a notice under Section 160 of the Act has been received and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for an initial term of five (5) consecutive years with effect from February 3, 2022 to February 2, 2027."

**By Order of the Board
For Coromandel International Limited**

Place: Secunderabad
Date: February 3, 2022

Rajesh Mukhija
Sr. Vice President – Legal
& Company Secretary

Corporate Identification Number (CIN): L24120TG1961PLC000892

Registered Office:

"Coromandel House", 1-2-10, Sardar Patel Road, Secunderabad 500 003
Tel: +91 40 66997000/ 7300 / 7500 Fax: +91 40 27844117
E-mail Id: investorgrievance@coromandel.murugappa.com
Website: <https://coromandel.biz>

NOTES:

1. Explanatory Statement pursuant to Sections 102 and 110 of the Act, Secretarial standards-2(SS-2) and Listing Regulations stating all material facts and the reasons for the proposed Resolution above, is annexed herewith for your consideration.
2. Pursuant to the guidelines and clarifications issued by Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 20/2021 dated December 8, 2021 ("MCA Circulars"), Companies are allowed to conduct postal ballot by sending notice in electronic form only. Accordingly, physical copy of postal ballot notice, postal ballot form, and pre-paid business reply envelope will not be sent to the Members for this postal ballot. The communication of assent or dissent of the Members would take place through the process of remote e-voting only.
3. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as on Friday, February 11, 2022 ('Cut-off Date') and whose E-mail addresses are registered with the Depositories/Company/KFintech. The Postal Ballot Notice is also made available on the Company's website at www.coromandel.biz and on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com.
4. Members holding shares in electronic mode and who have not registered their e-mail address are requested to register the same with their respective Depository Participant(s), as per the instructions given in Note No. 11.
5. Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated Nov 03, 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. SEBI has notified forms for the purpose, as detailed below:

Forms	Descriptions
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/clientservices/isc/default.aspx#isc_download_hrd
https://karisma.kfintech.com/downloads/NOMINATION_FORM.pdf (Nomination form SH-13)

or

<https://www.coromandel.biz/investors/investors-information/>

Members holding shares in physical mode are requested to send the duly filled forms i.e., Form ISR-1, Form ISR-2, Form SH-13 or Form ISR-3 and along with requisite documents as mentioned in the respective forms to KFinTech at below mentioned address at the earliest:

KFin Technologies Private Limited

Registrar and Transfer Agent

Unit: **Coromandel International Limited**

Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda,

Hyderabad – 500032, India, Toll Free No.: 1800 309 4001

Email: inward.ris@kfintech.com Website: <https://ris.kfintech.com/>

6. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by KFinTech. Guidelines for e-voting are given in Note no. 11 of this Postal Ballot Notice.
7. **The e-Voting period commences on Wednesday, February 16, 2022 (9.00 a.m. IST) and ends on Thursday, March 17, 2022 (5.00 p.m. IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, February 11, 2022, may cast their vote electronically in the manner and process set out herein above. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
8. The voting rights of shareholders shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the Cut-off Date i.e., **Friday, February 11, 2022.** A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only.
9. The Resolution proposed in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed on March 17, 2022, i.e., the last date specified for receipt of votes through the e-voting process and as if they have been passed at a General Meeting of the Members of the Company.
10. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investorsgrievance@coromandel.murugappa.com.
11. **Guidelines relating to E-voting:**

In pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 to increase the efficiency of the voting process. The details of the process and manner for remote e-Voting is explained herein below:

I. Individual shareholders holding shares of the Company in Demat mode:

The procedure to login and access remote e-Voting as devised by Depositories / Depository Participants are given below:

A. Shareholders holding shares in Demat mode with National Securities Depository Limited (“NSDL”)

1. Users already registered for IDeAS (Internet-based Demat Account Statement) e-Services facility of NSDL may follow the following procedure:

- i. Type in the browser / Click on the following e-Services link:
<https://eservices.nsdl.com>
- ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.
- iii. A new page will open. Enter your User ID and Password for accessing Ideas. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left-hand side.
- iv. Click on “Active E-voting Cycles” option under E-voting.
- v. You will see Company Name: “Coromandel International Limited” on the next screen. Click on the e-Voting link available against Coromandel International Limited 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.

2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- i. To register, type in the browser / Click on the following e-Services link:
<https://eservices.nsdl.com>
- ii. Select option “Register Online for IDeAS” available on the left-hand side of the page.
- iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
- iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-Voting module of NSDL as per the following procedure:

- i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
- ii. Click on the button “Login” available under “Shareholder/ Member” section.
- iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.

- 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: “Coromandel International Limited” on the next screen. Click on the e-Voting link available against Coromandel International Limited 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.

B. Individual Shareholders holding shares in Demat mode with Central Depository Services (India) Limited (“CDSL”):

1. Users already registered for Easi (Electronic access to securities information)/ Easiest facility of CDSL may follow the following procedure:

- i. Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)
- ii. Enter your User ID and Password for accessing Easi / Easiest.
- iii. You will see Company Name: “Coromandel International Limited” on the next screen.
- iv. Click on the e-Voting link available against Coromandel International Limited 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.

2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:

- i. To register, type in the browser / Click on the following link: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- ii. Proceed to complete registration using your DP ID Client ID (BO ID), etc.
- iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

- i. Type in the browser / Click on the following links: www.cdslindia.com/ <https://www.evotingindia.com>
- ii. Provide Demat Account Number and PAN
- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
- iv. On successful authentication, you will enter thee-voting module of CDSL. Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider “KFintech” and you will be re-directed to the e-Voting page of KFintech.

C. Individual shareholders holding shares in Demat mode- Procedure to login through their demat accounts /Website of Depository Participant:

1. Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/ websites of Depository Participants registered with NSDL/CDSL.
2. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins.
3. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Coromandel International Limited or select e-Voting service provider “KFintech”
4. You will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories /Depository Participants.

Contact details in case of any technical issue:

Securities held with NSDL	Members facing any technical issue during login can contact NSDL helpdesk by sending a request atevoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30
Securities held with CDSL	Members facing any technical issue during login can contact CDSL helpdesk by sending a request athelpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Information and instructions for remote e-Voting by members other than individuals holding shares of the Company in demat mode and all members holding shares in physical mode:

A. In case a member receives an e-mail from the Company/ KFintech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials. The E-Voting Event Number 6465 followed by Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFintech for e-Voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-3094-001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password. Members who forgotten the Password are advised to use “Forgot Password” options available on the website.
- 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 upon logging-in for the first time. The new password shall comprise minimum

8 characters with at least one upper case (A-Z), one lower case(a-z), one numeric (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 address, 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 Number (EVEN): 6465 for Coromandel International Limited.
- vii. On the voting page, enter the number of shares as on the Cut-off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST” , but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to “ABSTAIN” , and vote will not be counted under either head.
- viii. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- ix. Voting must 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”
- x. You may then cast your vote by selecting an appropriate option and click on “SUBMIT” .
- xi. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- xii. Once you confirm, you will not be allowed to modify your vote.
- xiii. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI etc.,) are required to send 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), to the Scrutiniser through email ID: rsaevoting@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Coromandel-Postal Ballot 2022” .

B. In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the instructions given below:

Those Members who have not yet registered their email address are requested to get their email address registered by following the procedure given below:

- i. Members who have not registered their e-mail address and, therefore, not received the, Postal Ballo Notice e-AGM and e-Voting instructions, may temporarily get their email address and mobile number registered with the Company’s RTA, KFin Technologies Private Limited by accessing the link <https://ris.kfintech.com/client services/mobilereg/mobileemailreg.aspx>. In case of any queries, Members may write to einward.ris@kfintech.com.
- ii. Members holding shares in Demat form and physical form are requested to refer to Note No. 4 and 5 of the notice respectively to register their email address with the Depository Participant and Company/RTA.

- iii. Members may visit the website of the Company www.coromandel.biz or the website of the Registrars and Share Transfer Agent, <https://evoting.kfintech.com/public/Downloads.aspx> for downloading the Postal Ballot Notice.
- iv. Alternatively, members may send an e-mail request at the e-mail id: einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email id, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-Voting instructions.
- v. After receiving the e-voting instructions, please follow all steps above in Sl. No. A to cast your vote by electronic means.

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

- i. 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

- ii. 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.
- iii. 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].
- iv. 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.
- v. 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.

In case of any query on e-voting, Members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFintech’s website for e-voting: <https://evoting.kfintech.com> or contact KFintech as per the details given below.

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. Vasant Rao Chowdhary, Manager - Corporate Registry
KFin Technologies Private Limited,
Selenium Tower-B” , Plot No. 31 & 32,
Financial District, Nanakramguda,
Serilingampally, Hyderabad - 500032, Telangana.
Phone No. +91 40 6716 1616, Toll-free No.: 1800 3094 001
Email: einward.ris@kfintech.com

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Item No. 1: Appointment of Mr. Sudarshan Venu (DIN: 03601690) as an Independent Director of the Company

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sudarshan Venu, as an Additional Director designated as Non-Executive Independent Director of the Company, with effect from February 3, 2022, pursuant to Sections 149, 150 and 161 of the Act read with Schedule IV thereto and Article 17.2 of Articles of Association.

In terms of Section 161 of the Act, Mr. Sudarshan Venu holds office upto the date of the ensuing Annual General Meeting of the Company. However, pursuant to Regulation 17 and 25 of Listing Regulations the Company shall ensure that approval of shareholders for his appointment at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Sudarshan Venu is being proposed for the approval of the members by Postal Ballot.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. Sudarshan Venu for the office of Director and Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. Sudarshan Venu a) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014; b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and c) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations.

In the opinion of the Board of Directors, Mr. Sudarshan Venu, Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for an Independent Director and he is independent of the Management. He does not hold any share in the Company in his individual capacity or on a beneficial basis for any other person.

A copy of the draft letter of appointment of Mr. Sudarshan Venu as an Independent Director setting out the terms and conditions of appointment including his entitlement to sitting fees, commission and others shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investorsgrievance@coromandel.murugappa.com

The resolution seeks the approval of the shareholders by way of special resolution for the appointment of Mr. Sudarshan Venu as an Independent Director of the Company to hold office for an initial period of five (5) consecutive years commencing with effect from February 3, 2022, to February 2, 2027, not liable to retire by rotation.

The Board/Nomination and Remuneration Committee reviewed/evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Directors and considers that appointment of Mr. Sudarshan Venu with this experience and expertise will be of immense value addition to the Company. A brief resume and other details, as required pursuant to the Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2, is enclosed as Annexure to this notice.

The Board commends the Special Resolution set out in the Notice for approval by the shareholders.

Memorandum of Interest

Except Mr. Sudarshan Venu, 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.

Annexure

Brief Profile and other details, as required pursuant to the Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2 are given below:

Mr. Sudarshan Venu aged 33 years, (DIN 03601690), holds a Graduate Degree with Honors in the Jerome Fisher Program in Management and Technology from the University of Pennsylvania, USA. He holds B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences and B.S. in Economics from the Wharton School. He has also completed M.Sc. in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K.

With Mr. Sudarshan's active intervention, TVS Motor Company Limited (TVS Motor Company) has already seen a turnaround in its market share and has been the most awarded Two - Wheeler Company. It is a testimony to Sudarshan's focus, that TVS Motors Company has been voted No. 1 in Customer Satisfaction for four years in a row by the prestigious J.D. Power Awards.

Under Sudarshan's leadership TVS Motor Company has acquired the iconic British brand Norton in Year 2020 with the vision of regaining Norton brand to its full glory in the international motorcycle landscape. He has been instrumental in steering the TVS Motor Company with the broader sustainability agenda through electrification of its products, iQube – the first electric scooter launched in Jan 2020 and in building a strategic Personal e-Mobility eco-system through acquisition of Ego Movement- a swiss tech company providing e-mobility solutions. He has also played a pivotal role in TVS Motor Company's growth through expansion to new geographies in Africa, ASEAN & LATAM.

He also has been instrumental in setting up and in the success of Emerald Haven Realty Ltd, TVS Credit Services – a non-deposit Non-Banking Finance Company and TVS Digital, a subsidiary of TVSM incorporated in Singapore, focused on providing technology solutions for digital transformation.

He is appointed as an Additional Director of the Company designated as “Non- Executive Independent Director of the Company with effective from February 3, 2022 and shall hold office for a period of five (5) consecutive years from February 3, 2022 to February 2, 2027 as proposed in the resolution, not liable to retire by rotation. He attended the Board meeting held of February 3, 2022, and he shall be entitled to sitting fees for attending the meetings of the Board and its committee(s), if any and such commission as approved by the Board within the limits prescribed under the Act and approved by the members of the Company.

He is not related to any Director or KMP of the Company and does not hold any share in the Company in his individual capacity or on a beneficial basis for any other person.

He has not resigned as a Director on listed entities in the past three years and the details of his other Directorships / Memberships of Committees are given below:

Name of the Company	Chairmanship/Director	Committee	Chairman/Member
TVS Motor Company Limited	Joint Managing Director	Risk Management	Member
		Stakeholders Relationship Committee	Member
Sundaram-Clayton Limited	Director	-	-
TVS Credit Services Limited	Director	Asset Liability Management Committee	Member
		IT Strategy Committee	Member
		Credit Sanction Committee	Member
TVS Housing Finance Private Limited	Director	-	-
S. Venu Trustee Private Limited	Director	-	-
Cheema Educational Foundation	Additional Director	-	-
Veeyes Charities Foundation	Additional Director	-	-
TVS Electric Mobility Limited	Director	-	-