

February 22, 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, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 001
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NSDL / CDSL / NSE-WDM / BSE-F Class

Dear Sir,

Sub: Submission of corrigendum to the notice of postal ballot dated 23rd January 2020

Kindly refer to our letter dated 25th January 2020 regarding the intimation of dispatch of postal ballot notice dated 23rd January 2020 seeking the approval of the shareholders of the Company for a preferential issue of shares upto Rs.300 crores.

In this regard, we enclose a copy of the corrigendum to the postal ballot notice dated 21st February 2020 published in Business Line and Makkal Kural today.

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

Encl.: As above

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



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**CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED**

Regd. Office: 'Dare House', No.2, N.S.C. Bose Road, Parrys, Chennai 600 001.
Tel: 044-40907172; Fax: 044-25346464, Email ID: investors@chola.murugappa.com; Website: www.cholamandalam.com
CIN : L65993TN1978PLC007576

CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT

This has reference to the Notice of Postal Ballot dated January 23, 2020 ("Notice") dispatched to the members of Cholamandalam Investment and Finance Company Limited along with postal ballot forms which are to reach the scrutiniser on or before the close of working hours (5 p.m.) on Monday, February 24, 2020, seeking your approval for matter contained in the said Notice. Following alteration / modification in the explanatory statement to Notice are hereby notified through this corrigendum to all the members with respect to points (d), (f) and (i) of the explanatory statement to Notice.

Additional Information:

(d) Shareholding pattern before and after the preferential issue as at February 14, 2020 (considering the allotment made to Qualified Institutional Buyers and employees under ESOPs after the issuance of said notice):

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	9,751,400	1.20	9,751,400	1.19
	Body Corporate	404,138,430	49.90	413,490,634	50.46
	Sub-total	413,889,830	51.10	423,242,034	51.65
II.	Foreign Promoters				
	Others	12,890	0.00	12,890	0.00
	Sub-total (A)	413,902,720	51.10	423,254,924	51.65
B.	Non-Promoters' Holding:				
I.	Institutional Investors	297,602,239	36.74	297,602,239	36.32
II.	Non-Institution				
	Private Corporate Bodies	13,535,291	1.67	13,535,291	1.65
	Directors and Relatives	80,235	0.01	80,235	0.01
	Indian Public	80,857,570	9.98	80,857,570	9.87
	NRIs	4,083,980	0.50	4,083,980	0.50
	Sub-total (B)	396,159,315	48.90	396,159,315	48.35
	Grand Total	810,062,035	100.00	819,414,239	100.00

* Assumption based on the allotment of equity shares at floor Price.

(f) As per Regulation 163(1)(f) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the details of 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 are as follows:

The proposed allottee, Cholamandalam Financial Holdings Limited (CFHL) being an entity listed in recognised stock exchanges, identification of ultimate beneficial owners is not applicable. Further, there is no individual shareholder holding more than 10% in CFHL.

Name of Proposed Allottee	% pre - issue shareholding	% post - issue shareholding	Change in control, if any
Cholamandalam Financial Holdings Limited ("Promoter")	44.88%	45.51%	No Change in control consequent to the proposed preferential issue

(i) Other Disclosures:

As per Regulation 163(1) (i) of the SEBI ICDR Regulations, point (ii) of Other Disclosures of the explanatory statement to the Notice is modified as follows:

(ii) Neither the issuer nor any of its promoters or directors is a wilful defaulter declared by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

This corrigendum to the Notice shall form an integral part of the Notice dated January 23, 2020, circulated to the members of the Company. Accordingly, all the concerned members, stock exchanges, depositories, registrar and share transfer agent, agency appointed for e-voting, other authorities, regulators and all other concerned persons are requested to take note of the above changes. All other contents of the Notice dated January 23, 2020 shall remain unaltered. The corrigendum along with the Notice is also being placed on the website of the Company www.cholamandalam.com and on the websites of the exchanges www.bseindia.com and www.nseindia.com.

Chennai
21 February, 2020

For Cholamandalam Investment and Finance Company Limited
P. Sujatha
Company Secretary

Published in Business Line on 22/2/2020

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மற்றும் வாழவைத்த தமிழகத்தின் வரலாற்று ஒன்றே நமது லட்சியம் என
 னவியர் முதல்வர் அம்மாவின் பிறந்தநாளை குளுரைப்போம் என ஏகமனதாக கழக
 ஸ்வேறு இனி ஒவ்வொரு ஆண்டும் மாநில விவசாயப் பிரிவு சார்பில் தீர்மானம்
 வழங்கி என நிறைவேற்றுகிறது.

என
 ராக தீர்மானம்

வாதாரத்தை
 விரி டெல்டா
 டு சிறப்பு
 அறிவித்து
 ஏகோபித்த
 துக்களையும்
 நடத்தி வரும்
 னான, உழவர்
 காவலர் கழக
 முதலமைச்சர்
 க விவசாயப்
 துக்களையும்,
 கொள்கிறது.
 ப் பெருக்கி,
 வருமானத்தை
 வளமான
 கழக அரசின்
 விவசாயிகள்
 ருக்கும்போது,
 அவர்களுக்கு
 டாம் பசுமைப்
 மாவின் அரசு
 விளைவாக
 னை படைத்து,
 ரிஷி கர்மான்"
 ஆறு முறை
 ரளதற்கு கழக
 துக்களையும்,
 மகிழ்ச்சியுடன்

விவசாயிகளின்
 திட்டத்தின்
 ரு, குளங்கள்,
 அணைகள் என
 ின் காரணமாக
 ஆறுகளிலும்,
 குளங்களிலும்,

Chola CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED
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For Cholamandalam Investment and Finance Company Limited
P. Sujatha
 Company Secretary

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 dt. 22/2/2020