Chola
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February 25, 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
NSE SCRIP CODE: CHOLAFIN EQ

The Secretary
BSE Ltd.
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
BSE SCRIP CODE: 511243

Dear Sir,

Sub: Declaration of postal ballot results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We refer to our letters dated 26th January 2020 and 22nd February 2020 informing the dispatch of the postal ballot notice and issuance of corrigendum to the notice of postal ballot to the shareholders of the Company for seeking their approval for a preferential issue of shares up to Rs.300 crores to Cholamandalam Financial Holdings Limited, a promoter entity or any other promoter entity.

In this regard, we wish to inform you that the resolution detailed in the postal ballot notice dated 23rd January 2020 has been passed with requisite majority on 24th February, 2020, being the last date for receipt of duly completed postal ballot forms / e-voting.

Further, we enclose the following in this connection:

1. the details regarding the voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the declaration of postal ballot results of the Company made today and
2. the report of Scrutiniser dated today pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Kindly take the above information and 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

murugappa

CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED
Regd.: Dare House, No.2, N.S.C. Bose Road, Parrys, Chennai 600 001
CIN: L65993TN1978PLC007576
Email ID: investors@chola.murugappa.com; Website: www.cholamandalam.com

DECLARATION OF POSTAL BALLOT RESULTS

Company Name	CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED
Date of the AGM/EGM	24/02/2020
Total number of shareholders on record date	63871
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE

Resolution required: (Ordinary/ Special)	**SPECIAL RESOLUTION** - 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							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	413902720	410350945	99.1419	410350945	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		1965	0.0005	1965	0	100.0000	0.0000
Public- Institutions	E-Voting	296306693	266853938	90.0600	266853938	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	71666692	2835417	3.9564	2834727	690	99.9756	0.0243
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		2003501	2.7956	1949831	53670	97.3211	2.6788
	Total	**781876105**	**682045766**	**87.2319**	**681991406**	**54360**	**99.9920**	**0.0080**

For Cholamandalam Investment and Finance Company Limited

P Sujatha
Company Secretary

CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED
CHENNAI
600 001

R.Sridharan & Associates
Company Secretaries

New No. 5, (Old No.12), Sivasailam Street
T.Nagar, Chennai - 600 017.
Phone : 42166988, 42555587
email : sridharan.r@aryes.in
web : www.aryes.in

February 25, 2020

The Chairman
Cholamandalam Investment and Finance Company Limited,
"Dare House",
No.2, N.S.C. Bose Road,
Parrys,
Chennai – 600 001.

Dear Sir,

Sub: Scrutinizer Report - Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **Cholamandalam Investment and Finance Company Limited** on **23rd January 2020**, we have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers and e-voting in respect of the following resolution:

Reference to the Companies Act, 2013	**Type and Description of the resolution**
Section 62 (1) (c) of the Companies Act, 2013	**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 Rs.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 ("**Stock Exchanges**") 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

NEW No. 5, SIVASAILAM STREET, T.NAGAR, CHENNAI-17 CP No. 3239 FCS No. 4775

	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.

WE REPORT that the Postal ballot notice dated **23rd January 2020** under Section 110 of the Companies Act, 2013, was issued individually to all the members and the notices were despatched by Physical mode and E-mails for those members who have provided e-mail ids on 25th January 2020.

WE REPORT that the corrigendum to the postal ballot notice dated 21st February 2020 was published in Business Line and Makkal Kural on 22nd February 2020 and also submitted with stock exchanges and updated on the company's website.

R. SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No. 5 SIVASWAMY STREET, T.NAGAR, CHENNAI-17 CP No 3239 FCS No. 4775

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 Rs. 2/- each upto an aggregate amount of Rs.300 Crores (Rupees Three Hundred Crores only), in one or more tranches, by way of 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"). (Special Resolution).

(i) Votes in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
401	680039610	205	1951796	681991406	99.9920

(ii) Votes **against** the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
10	690	9	53670	54360	0.0080

(iii) **Invalid** Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) –E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot
0	0	9	5925	5925

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution under Section 62(1)(c) of the Companies Act, 2013, as set out in the Notice of Postal Ballot dated 23rd January 2020 is passed in favour of the resolution with requisite majority.

R. SRIDHARAN & ASSOCIATES * COMPANY SECRETARIES *
(CLD No. 12)
NEW No. 5,
SIVASAILAM STREET,
T.NAGAR, CHENNAI-17
CP No: 3209
FCS No. 4775

We further report that as per the notice of Postal Ballot dated **23rd January 2020** approved by the Board of Directors on **23rd January 2020**, the Chairman or any other Director of the Company may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolution referred to herein on Tuesday, 25th February, 2020 at 2.30 p.m. at the Registered Office of the Company. The results of the postal ballot will also be displayed at the registered office 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. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

We further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as postal ballot papers including voting by electronic means, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot & E-Voting.

Thanking You

Yours faithfully,
For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

R. SRIDHARAN & ASSOCIATES
(OLD No. 12)
NEW No. 5,
SIVASAILAM STREET,
T.NAGAR, CHENNAI-17
CP. No: 3239
FCS No. 4775
COMPANY SECRETARIES

CS R SRIDHARAN
C P No. 3239
FCS No. 4775
UDIN: F004775A000571462
Place: Chennai
Encl.: a/a

We report that as stated in the notice sent to the members, the Company had fixed **24th February 2020**, as the last date for receipt of Ballots and E-Voting. As stated in Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in **"BUSINESS LINE"** in 'English' and **"MAKKAL KURAL"** in vernacular language 'Tamil' on **25th January 2020**, informing about the despatch of the Postal Ballot Notice, forms, E-Voting and other related matters mentioned therein. We report that we have received the Postal Ballot forms and E-Voting from the members during the period starting from **26th January 2020 (9:00 a.m. IST)** to **24th February 2020 (5:00 p.m. IST).** We had unblocked the members who had exercised the votes through e-voting after 5.00 P.M. on Monday, 24th February 2020.

All the Postal Ballot forms and E-Voting received upto the closure of working hours (**5:00 p.m. IST**) on Monday, 24th February 2020, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for our scrutiny.

Envelopes containing Postal Ballot forms returned undelivered aggregated to 719 (Seven hundred and nineteen). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms we have not received any mutilated Postal Ballot Form.

We report that all the Postal Ballot forms and E-Voting were scrutinized and processed and a computerized statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that the ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.

The ballot papers, which were found defective have been treated as invalid and kept separately.

We report that out of **63871** Shareholders as on the cut-off date, we have received valid polled Ballot forms and E-Voting from **626** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting	**26th January, 2020 (9:00 a.m. IST) to 24th February, 2020 (5:00 p.m. IST)**		
Total No. of Shareholders	**63871**		
Total No. of Shares	**781876105**		
Particulars	**As per Postal Ballot**	**As per E-Voting**	**Total**
Postal Ballot Forms Received	**223**	****412**	**635**
Less: Invalid *	**9**	**0**	**9**
Net Valid Forms	**214**	**412**	**626**

Invalid Ballots were not taken into account for the voting.
**** one member abstained from e-voting.**

R SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No. 5, SIVASAILAM STREET, THYAGARAYA NAGAR, CHENNAI-17 CP No. 3239 FCS No. 4775

	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 not exceeding Rs. 300 crores (Rupees three hundred cores 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 Rs.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

NEW No. 5,
SIVASUBRAMANIAM STREET
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FCS No: 4775