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Cholamandalam Investment and Finance Company Limited

Registered Office: "Dare House", No.2, N.S.C. Bose Road, Parrys, Chennai - 600 001.
Phone: 044 3000 7172; Fax: 044 2534 6464;
CIN-L65993TN1978PLC007576
E-mail ID: investors@chola.murugappa.com; Website: www.cholamandalam.com

Notice to Members

NOTICE is hereby given that the thirty eighth annual general meeting of the members of Cholamandalam Investment and Finance Company Limited will be held at 4 p.m. on Friday, 29 July, 2016 at The Music Academy, New No. 168, (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600 014 to transact the following business:

ORDINARY BUSINESS:

1. To consider and if deemed fit, to pass, with or without modification(s), the following as an **ORDINARY RESOLUTION:**

   RESOLVED THAT the board's report, the statement of profit and loss and the cash flow statement for the year ended 31 March, 2016 and the balance sheet as at that date, including the consolidated financial statements, together with the independent auditors' report thereon be and are hereby considered, approved and adopted.

2. To consider and if deemed fit, to pass, with or without modification(s), the following as an **ORDINARY RESOLUTION:**

   RESOLVED THAT the interim dividend of 1% approved by the board of directors on 2 September, 2015 on 50,000,000 compulsorily convertible preference shares (CCPS) of ₹ 100/- each of the company proportionate for the period from 1 April, 2015 till 2 September, 2015 and paid to the preference shareholder whose name appeared in the register of members as on 2 September, 2015 being the date of conversion of CCPS into equity shares be and is hereby confirmed for the year ended 31 March, 2016.

3. To consider and if deemed fit, to pass, with or without modification(s), the following as an **ORDINARY RESOLUTION:**

   RESOLVED THAT the interim dividend of 25% approved by the board of directors on 29 January, 2016 on the outstanding equity shares of ₹ 10/- each of the company and paid to those equity shareholders whose name appeared in the register of members as on 10 February, 2016 being the record date fixed for this purpose be and is hereby confirmed for the year ended 31 March, 2016.

   RESOLVED FURTHER THAT a final dividend of 20% as recommended by the board of directors be and is hereby declared on the outstanding equity shares of ₹ 10/- each of the company for the year ended 31 March, 2016 and be paid to those members, in case of shares held in physical form, whose names appear in the register of members as on 29 July, 2016 and in case of shares held in dematerialised form, as per the details furnished by the depositories for this purpose.

4. To consider and if deemed fit, to pass, with or without modification(s), the following as an **ORDINARY RESOLUTION:**

   RESOLVED THAT Mr. M.M. Murugappan (holding DIN 00170478), 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.

5. To consider and if deemed fit, to pass, with or without modification(s), the following as an **ORDINARY RESOLUTION:**

   RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment

thereof for the time being in force), the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai bearing registration no. 008072S as the statutory auditors of the company from the conclusion of thirty eighth annual general meeting till the conclusion of the thirty ninth annual general meeting at a remuneration of ₹ 41 lakhs including the actual travelling and out of pocket expenses incurred in connection with the audit in addition to service tax / other taxes as applicable be and is hereby ratified.

SPECIAL BUSINESS:

6. To consider and if deemed fit, to pass, with or without modification(s), the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of sections 196, 197, 203, schedule V 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) Mr. Vellayan Subbiah (holding DIN 01138759), be and is hereby re-appointed as the managing director of the company for a period of two years effective 19 August, 2015 on the following terms:

a. Salary

₹ 733,070/- per month in the scale of ₹ 700,000/- p.m. to ₹ 1,400,000/- p.m. Increments to be decided by the nomination and remuneration committee (NRC).

b. Allowances / Perquisites / Commission

As may be determined by the NRC.

c. Retirement benefits

i. Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the fund / scheme in force from time to time.

ii. Encashment of leave as per rules of the company in force from time to time.

d. General

i. In the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits to Mr. Subbiah as may be determined by the board or NRC, shall not, except with the approval of the Central Government, exceed the limits prescribed under the Act and the rules made there under or any statutory modification or re-enactment thereof.

ii. Perquisites shall be valued in terms of actual expenditure incurred by the company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.

iii. Commission / incentive shall be determined by the NRC based on the company's scheme in force from time to time.

iv. The aggregate remuneration (including salary, allowances, perquisites, incentive / commission and retirement benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the company for that financial year computed in the manner prescribed under the Act.

v. Mr. Subbiah will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.

vi. Mr. Subbiah will be subject to all other service conditions as applicable to any other employee of the company.

RESOLVED FURTHER THAT the board of directors of the company (including any committee thereof), be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, proper,

desirable or expedient to give effect to this resolution including alteration and variation in such terms of re-appointment and remuneration so as to not exceed the limits specified in schedule V of the Act as may be deemed to be in the best interest of the company.

7. To consider and if deemed fit, to pass, with or without modification(s), the following as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the rules, regulations, guidelines and circulars as amended from time to time, the Memorandum and Articles of Association of the company and subject to such other requirements as may be prescribed by regulatory authorities from time to time, consent of the members of the company be and is hereby accorded to offer, issue and allot, in one or more series or tranches, secured and unsecured non-convertible debentures on a private placement basis during the period commencing from the date of the thirty eighth annual general meeting until the conclusion of the thirty ninth annual general meeting, up to an amount not exceeding ₹ 10,000 crores within the overall borrowing limits of the company, as approved by the members, on such terms and conditions and at such times at par or at such premium as may be decided by the board of directors of the company (including committees thereof), from time to time, to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the board of directors of the company (including committees thereof) may determine and consider proper and most beneficial to the company including rate of interest, tenure and security cover thereof, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT the board of directors of the company (including any committee thereof), be and is hereby authorised to do all such acts, deeds and things and give such directions and further to execute such documents, deeds, instruments and writings as may be deemed necessary, proper, desirable or expedient to give effect to this resolution.

By Order of the Board

Place: Chennai
Date : 29 April, 2016

P. Sujatha
Company Secretary

NOTES:

1. **A member entitled to attend and vote at the annual general meeting (AGM) may appoint one or more proxies to attend and vote instead of him. The proxy need not be a member of the company. Proxy to be valid shall be deposited at the registered office of the company at least forty eight hours before the time for holding the meeting. A person shall not act as a proxy for more than fifty members and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A person holding more than 10% (ten percent) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy form for the AGM is enclosed.**
2. **The business set out in the notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this notice at the end.

3. Members / proxies are requested to bring their duly filled in attendance slips enclosed herewith to attend the meeting mentioning therein details of their DP and Client ID / Folio No.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
5. Information as required under the listing regulations in respect of re-appointment of directors is furnished and forms a part of the notice.
6. The explanatory statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of businesses set out above in resolution nos.5 to 7 is annexed.
7. Pursuant to the provisions of section 91 of the Act and the listing regulations, the register of members and share transfer books of the company will remain closed from Monday, 25 July, 2016 to Friday, 29 July, 2016 (both days inclusive).
8. The final dividend of ₹ 2/- per equity share of the company, as recommended by the board, if declared at the ensuing AGM, will be paid, subject to the provisions of section 126 of the Act, to those members or their mandatees whose names stand registered in the company's register of members as on 29 July, 2016. Members are encouraged to utilise the electronic clearing service (ECS) for receiving dividends by registering their bank mandates.
9. All correspondence relating to change of address, change in the e-mail ID already registered with the company, 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 M/s. Karvy Computershare Private Ltd., 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).
10. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form no. SH13, duly filled in to the RTA. The prescribed form can be obtained from the RTA / DPs as well as downloaded from the company's website, *www.cholamandalam.com*.
11. All unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the company, have been transferred to the investor education and protection fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the company for the amounts so transferred, nor shall any payment be made in respect of such claim.

    It may be noted that a reminder has been sent for unclaimed / unpaid dividend in respect of the FY 10 to FY 15 on 1 January, 2015 to those members having unclaimed dividends. Members wishing to claim dividends, which remain unclaimed are advised to write to the company's RTA immediately. Members attention is particularly drawn to the "General Shareholders Information" section of the annual report in respect of unclaimed / unpaid dividend.

    Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 31 July, 2015 (date of last AGM) on the company's website, *www.cholamandalam.com* as also on the website of the Ministry of Corporate Affairs, *www.mca.gov.in*.
12. As an eco-friendly measure intending to benefit the society at large, we request you to be 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 to the e-mail address provided by you. 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.
13. Copies of the annual report for 2016, notice of the 38th AGM along with attendance slip and proxy form are being sent to all the members whose e-mail IDs are registered with the company / DPs for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copies of the aforesaid documents are being sent in the permitted mode.
14. Members may also note that the notice of the 38th AGM and the annual report for 2016 will also be available on the company's website, *www.cholamandalam.com* for their download. The physical copies of the aforesaid documents

including the relevant documents referred to in the notice and the explanatory statement will also be available for inspection at the company's registered office during normal business hours on working days up to the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the company's e-mail id: *investors@chola.murugappa.com*.

15. SEBI has mandated the submission of the permanent account number (PAN) by every participant in the securities market. 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. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA for consolidation into a single folio. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

17. Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialised.

18. Members desirous of obtaining any information / clarification relating to the accounts are requested to submit their query in writing to the company well in advance so as to enable the management to keep the information ready.

By Order of the Board

Place: Chennai
Date : 29 April, 2016

P. Sujatha
Company Secretary

ANNEXURE TO THE NOTICE

A. INFORMATION AS REQUIRED UNDER THE LISTING REGULATIONS:

Item No. 4 - Appointment of Mr. M.M. Murugappan as a director liable to retire by rotation:

Mr. M.M. Murugappan has been a director of the company since January, 2015. He is liable to retire by rotation at this AGM and being eligible has offered himself for re-appointment. His brief resume, nature of his expertise in specific functional area and number of meetings attended during the year are provided in the annual report. Mr. Murugappan holds 8,748 equity shares of the company and is not related to any other director of the company. Names of other companies in which he holds directorship and committee membership as on 31 March, 2016 as referred to in listing regulations and as per his disclosures to the board are given below:

Directorship	Committee membership
Ambadi Investments Private Limited	Audit committee
Carborundum Universal Limited	Stakeholders relationship committee - Chairman
Cyient Limited	Audit committee - Chairman
Mahindra and Mahindra Limited	Audit committee
Murugappa Holdings Limited	Audit committee and Stakeholders relationship committee
Murugappa Morgan Thermal Ceramics Limited	-
Wendt India Limited	Stakeholders relationship committee - Chairman
Tube Investments of India Limited	Stakeholders relationship committee - Chairman
Shanthi Gears Limited	Audit committee
Idea Lab (India) Private Limited	-
M M Muthiah Research Foundation	-
IIT Madras Research Park	-

Item No. 6 - Re-appointment of Mr. Vellayan Subbiah as the managing director:

Mr. Vellayan Subbiah was appointed as a managing director of the company by the board at its meeting held on 28 July, 2010 for a period of five years with effect from 19 August, 2010. The board at its meeting held on 31 July, 2015 re-appointed Mr. Subbiah for a further term of two years effective 19 August, 2015. His brief resume, nature of his expertise in specific functional area and number of meetings attended during the year are provided in the annual report. Mr. Subbiah holds 245,493 equity shares of the company and is not related to any other director of the company. Names of other companies in which he holds directorship and committee membership as on 31 March, 2016 as referred to in listing regulations and as per his disclosures to the board are given below:

Directorship	Committee membership
Cholamandalam Distribution Services Limited	Audit committee
SRF Limited	Audit committee
CherryTin Online Private Limited	-
White Data Systems India Private Limited	-

B. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 5 - Ratification of appointment of statutory auditors and fixing their remuneration:

Pursuant to the provisions of section 139 of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014, M/s. Deloitte Haskins & Sells, Chartered Accountants were appointed as statutory auditors at the 36th AGM held on 31 July, 2014 for a period of 3 consecutive years commencing from the conclusion of the 36th AGM till the conclusion of the 39th AGM subject to ratification by members at every AGM.

The statutory auditors have confirmed that their appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Act and is in accordance with the requirements of section 139(1) of the Act read with rule 4 of the Companies (Audit and Auditors) Rules, 2014. The auditors have further confirmed that they are not disqualified from being appointed as auditors under the Act or the Chartered Accountants Act, 1949. Further, section 142 of the Act requires the remuneration of the auditors to be fixed in the general meeting and the same shall include the expenses, if any, incurred by the auditor in connection with the audit of the company and any facility extended to them.

Accordingly, the approval of the members is being sought by means of an ordinary resolution for ratification of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as the statutory auditors, to audit the financial statements of the company for the period from the conclusion of the 38th AGM till the conclusion of the 39th AGM at a remuneration as specified in resolution no. 5 of the notice. The board recommends the ratification of appointment of the statutory auditors of the company for approval of the shareholders.

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

Item no. 6 - Re-appointment of Mr. Vellayan Subbiah as the managing director:

The board of directors of the company at its meeting held on 31 July, 2015 has pursuant to the recommendation of the nomination and remuneration committee and subject to the approval of members, approved the re-appointment and remuneration of Mr. Vellayan Subbiah, as the managing director under the Act to be designated as managing director for a term of two years with effect from 19 August, 2015 to 18 August, 2017 (both days inclusive). As per section 203 of the Act, the managing director is a key managerial personnel of the company.

The board considers that the continued association of Mr. Subbiah as managing director would be of

immense benefit to the company and hence it is desirable to continue to avail his services. Accordingly, the board recommends the resolution in relation to the re-appointment of Mr. Subbiah as managing director for approval by the members of the company.

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

Item No. 7 - Issue of securities on a private placement basis:

Pursuant to the provisions of section 42 of the Act read with rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a company offering or making an invitation to subscribe to non-convertible debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the shareholders by way of a special resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations proposed to be made for such NCDs during the year.

The company expects to borrow up to ₹ 10,000 crores by way of NCDs during the period from the conclusion of 38th AGM till the conclusion of the next AGM. The proceeds of the debentures are expected to be utilised for working capital to finance the growth of the lending portfolio of the company in its core businesses, vehicle finance and home equity. Further, in order to maintain its regulatory capital adequacy requirements, the company would issue NCDs in the form of subordinated debt and perpetual debt instruments from time to time.

Accordingly, the approval of the members is being sought in connection with the aforesaid proposed issue of NCDs. Further, members are requested to authorise the board (including any committee thereof) to issue NCDs on a private placement basis, as stipulated above in one or more tranches, within the overall borrowing limits of the company, as approved by the members from time to time. The board recommends the resolution 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.

By Order of the Board

Place: Chennai
Date : 29 April, 2016

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 all resolutions set forth in the notice convening the 38th annual general meeting (AGM) scheduled to be held on Friday, the 29 July, 2016 at 4 p.m.

The company has engaged the services of M/s. Karvy Computershare Private Limited (Karvy) 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, practicing company secretary, Chennai as the scrutiniser for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of the requirements of the Act and the rules made there under, the company has fixed 22 July, 2016 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. 22 July, 2016.

The remote e-voting facility begins on **Monday, the 25 July, 2016 (9:00 a.m. Indian Standard Time) and ends on Thursday, the 28 July, 2016 (5:00 p.m. Indian Standard Time)**. 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 22 July, 2016, are entitled to avail the facility to cast their vote electronically / voting in the general meeting, as the case may be. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy 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.

The instructions for members voting electronically are as under:

A. For members receiving an e-mail from Karvy, 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-2362** (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) Voting has to 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.

(xii) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

(xiii) 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(s).

(xiv) 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 - 38th AGM".

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 notice of the AGM]:

(i) **E-Voting Event Number-2362** (EVEN), User ID and Password is provided in the Attendance Slip.

(ii) Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast your vote by electronic means.

C. Voting at AGM:

The members who have not cast their vote electronically, can exercise their voting rights at the AGM. The company will make necessary arrangements in this regard at the AGM Venue.

Other instructions:

(i) In case of any queries, you may refer Help & FAQ section of *https://evoting.karvy.com* or call Karvy on 040-67162222 & Toll-free No. 1800 3454 001

(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 of 22 July, 2016.

(iv) Any person who acquires shares of the company and becomes a member of the company after dispatch of the notice to the members and holding shares as on the cut-off date of 22 July, 2016, may obtain the login ID and password by sending a request at *evoting@karvy.com*. On receipt of user ID and password, please follow the steps from sl. no. (i) to sl. no. (xiv) mentioned in point A above to cast your vote by electronic means. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot user details / Password" option available on *https://evoting.karvy.com*.

(v) Members who have cast their votes through remote e-voting may also attend the AGM. However, those members are not entitled to cast their vote again in the AGM.

(vi) A member can opt for only one mode of voting i.e., either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.

(vii) The scrutiniser shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter 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 on or before 31 July, 2016 of the total votes cast in favour or against, if any, to the chairman of the company or person authorised by him in writing who shall countersign the same.

(viii) The results shall be declared after the AGM 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 Karvy, *https://evoting.karvy.com* after the result is declared by the chairman / authorised person and simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.

ROUTE MAP FOR AGM VENUE

