

July 31, 2019

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

Dear Sirs,

Sub: Proceedings of 41st Annual General Meeting (AGM) and Voting Results.

We wish to inform you that the 41st AGM of the Company was held yesterday at 3.30 p.m. and the business as mentioned in the notice dated 27th April 2019 were transacted.

In this regard, please find enclosed the following:

1. Summary of proceedings under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
3. Report of Scrutiniser dated 31st July, 2019 pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014.

Further, we wish to inform you that Ms. Bharati Rao, Independent non-executive Director retired at the conclusion of the 41st AGM.

We request you to kindly take the above on record.

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

Summary of Proceedings of the 41st Annual General Meeting (AGM):

The 41st AGM of the members of Cholamandalam Investment and Finance Company Limited ("the Company") was held on Tuesday, 30th July, 2019 at 3.30 p.m. at The Music Academy, New No. 168 (Old No. 306), T.T.K Road, Royapettah, Chennai 600 014. Mr. M M Murugappan chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. He introduced the other directors, secretary and the senior management who were seated on the dais. He further mentioned that Ms. Bharati Rao, independent director and Chairperson of Stakeholders Relationship Committee was unable to participate in the AGM due to certain unavoidable personal circumstances. Under clause 4 of secretarial standards on general meetings Ms. Rao had authorised Mr. Ashok Kumar Barat, Director to answer queries of shareholders. The Chairman informed that the copies of the AGM notice together with the annual report had been sent to all the shareholders and the Company had provided the remote e-voting facility to the shareholders. He further informed that electronic voting facility at the venue may be used by those shareholders who had not exercised their right to vote through remote e-voting.

Further, the Chairman informed that the Register of Directors, Key Managerial Personnel and Directors' shareholding and the Register of Contracts or Arrangements in which the Directors are interested maintained in accordance with the provisions of the Companies Act, 2013, the draft letter for appointment of independent director, the certificate received from the Auditors of the Company, M/s. S.R.Batliboi & Associates LLP, certifying that the Employee Stock Option Scheme (ESOP) – 2007 and ESOP 2016 of the Company has been implemented in accordance with the Securities and Exchange Board of India Regulations and the resolutions passed by the members in this regard on 30th July, 2007 and 3rd January 2017 were available for inspection by the members at any time during the meeting.

The notice of the meeting was taken as read with the permission of members since it was already circulated to them. Members were informed that the auditors' report on the financial statement of the Company and the secretarial audit report for the year ended 31 March, 2019 did not have any qualifications or observations or comments or other remarks on financial transactions or matters as having any adverse effect on the functioning of the Company. Accordingly, the auditors' report was not required to be read out at the meeting, as provided in the Companies Act, 2013.

The following items of business, as per the notice of AGM dated 27th April 2019, were transacted at the meeting:

1. Adoption of Standalone & Consolidated Financial Statements, Board's Report & Independent Auditors Report for the year ended 31st March, 2019.
2. Confirmation of the interim dividend of 45% paid on the equity shares and approval of the final dividend of 20% on the equity shares for the year ended 31st March, 2019.
3. Re-appointment of Mr. Arun Alagappan, as a director liable to retire by rotation.

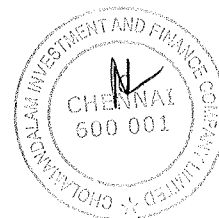
Cholamandalam Investment and Finance Company Ltd.

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



4. Appointment of Mr. N Ramesh Rajan as an independent director of the company not liable to retire by rotation to hold office for a term of five consecutive years effective 30th October 2018 up to 29th October 2023.
5. Appointment of Mr. Rohan Verma as an independent director of the company not liable to retire by rotation to hold office for a term of five consecutive years effective 25th March 2019 up to 24th March 2024.
6. Approval for payment of Commission to non-executive directors up to 1% of net profits for a term of five years commencing from 1 April, 2019.
7. Approval for increasing the overall borrowing powers of the company upto a limit of Rs.75,000 crores.
8. Approval 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 forty first annual general meeting until the conclusion of forty second annual general meeting, up to an amount not exceeding Rs.26,000 crores.

The Board of Directors of the Company had appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, Practicing Company Secretary as the scrutiniser for conducting the remote e-voting and voting process at the AGM.

The Chairman made a brief speech covering the economic over view and fiscal scenario during FY 19, Company performance in disbursements, assets under management, vehicle finance, home equity, home loan business and subsidiaries performance during FY 19 and outlook. Chairman, on behalf of the board welcomed Mr. Ramesh Rajan and Mr. Rohan Verma, Independent Directors and recorded appreciation for the significant contributions made by Ms. Rao towards the success of the company during her tenure as a director. The Chairman thanked the business partners, bankers, manufacturers, employees and shareholders for their consistent support.

Mr. Arun Alagappan, Executive Director made a brief presentation on the developments in the Company during the financial year 2018-19, the initiatives planned during the current financial year and also shared the performance of the Company for the quarter ended 30th June, 2019 as approved by the Board earlier during the day. The Executive Director thanked the Board of directors for their support and able guidance.

The Chairman invited queries from members regarding the accounts and operations of the Company during the year 2018-19 and provided clarifications to them. There was general appreciation on all round good performance of the Company. There were clarifications sought relating to various disclosures in the annual report, election of small shareholder director, operating expenses, foreign currency loans, CSR spends, requisition for bonus issue and increased dividends. After the queries and comments were made by the members on the agenda items as well as on the performance and operations of the Company and the related issues, the Chairman answered them appropriately.

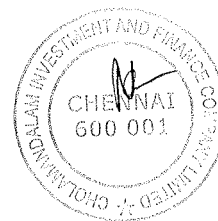
Cholamandalam Investment and Finance Company Ltd.

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

The Chairman further informed the shareholders that the voting results along with the scrutiniser's report will be placed on the website of the Company, www.cholamandalam.com and on the website of Karvy Fintech Private Limited engaged for providing e-voting before 3.30 p.m. on 31st July, 2019 and will be communicated to the stock exchanges.

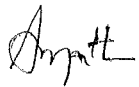
There being no other agenda, the Chairman called the meeting to a close.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For Cholamandalam Investment and Finance Company Limited



P Sujatha
Company Secretary

