

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



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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.

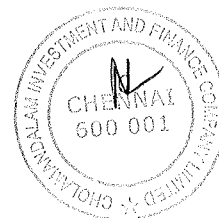
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4. Appointment of Mr. N Ramesh Rajan as an independent director of the company not liable to retire by rotation to hold office for a term of five consecutive years effective 30th October 2018 up to 29th October 2023.
5. Appointment of Mr. Rohan Verma 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.

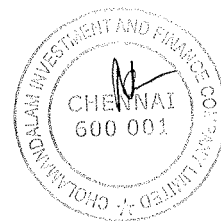
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The Chairman further informed the shareholders that the voting results along with the scrutiniser's report will be placed on the website of the Company, www.cholamandalam.com and on the website of Karvy Fintech Private Limited engaged for providing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

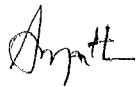
There being no other agenda, the Chairman called the meeting to a close.

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



Consolidated Scrutinizer's Report

31st July, 2019

The Chairman

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

Ref: 41st Annual General Meeting (AGM) of the members of the Company

Dear Sir,

We, R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of **Cholamandalam Investment and Finance Company Limited** vide resolution dated 27th April, 2019 pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and Rule 21 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process held between Saturday, July 27, 2019 (9.00 AM) (IST) to Monday, July 29, 2019 (5.00 PM) (IST) and to conduct the voting process through electronic voting system (Insta Poll) relating to the resolutions set out in the notice of the 41st AGM of the members of the Company, 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.

We now submit our consolidated Report as under:

1. The Company has availed remote e-voting system and electronic voting system at the AGM Venue (Insta Poll) from Karvy Fintech Private Limited for enabling the shareholders to cast their vote under the provisions of the said sections and the Rules made there under.
2. We have scrutinized and reviewed the remote e-voting system, electronic voting system at the AGM Venue (Insta Poll) at the conclusion of AGM. We had unblocked the members who had exercised the votes through remote e-voting after 5.00 P.M. on Monday, the 29th July 2019. Further, we have unblocked the votes cast by the members at the AGM venue in the presence of Mr K Satheesh and Ms. Srinidhi Sridharan who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and voting at the AGM venue is based on the data downloaded from the official website of Karvy Fintech Private Limited.
3. Based on the data downloaded from the Official website of Karvy Fintech Private Limited for the remote E-Voting system and on the basis of the report furnished to us by them on the electronic voting system (Insta Poll) conducted at the AGM Venue, we now submit our consolidated report (Remote E-Voting and Electronic Voting System (Insta Poll)) as under:

41st AGM – CONSOLIDATED SCRUTINIZER'S REPORT
Cholamandalam Investment and Finance Company Limited



Item No. 1 - Adoption of financial statements together with the board's report and auditor's report thereon for the financial year ended 31st March, 2019 (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
276	675572429	21	31115	675603544	99.99999

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
2	55	2	20	75	0.00001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
0	0	1	1600	1600

RESULT:

As the number of votes cast in favour of the resolution exceeds number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 2 – Confirmation of interim dividend paid on equity shares and approval of final dividend for the year ended 31 March, 2019 (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
284	676641594	21	31115	676672709	99.99999

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
2	55	2	20	75	0.00001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
0	0	1	1600	1600

RESULT:

As the number of votes cast in favour of the resolution exceeds number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 3 – Re-appointment of Mr. Arun Alagappan, (DIN : 00291361) director retiring by rotation (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
280	674709963	21	31115	674741078	99.71453

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

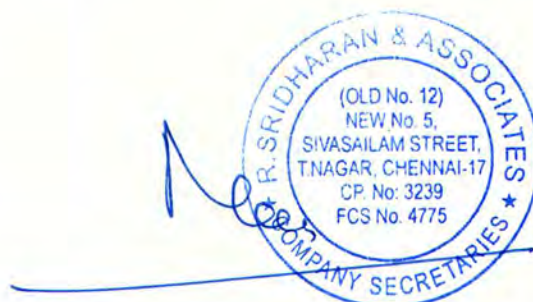
Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
6	1931686	2	20	1931706	0.28547

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
0	0	1	1600	1600

RESULT:

As the number of votes cast in favour of the resolution exceeds the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 4 – Appointment of Mr. N. Ramesh Rajan as an independent director of the company (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
267	666929673	21	31115	666960788	98.56474

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
19	9711976	2	20	9711996	1.43526

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
0	0	1	1600	1600

RESULT:

As the number of votes cast in favour of the resolution exceeds number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 5 – Appointment of Mr. Rohan Verma as an independent director of the company (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
282	676641499	21	31115	676672614	99.99997

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

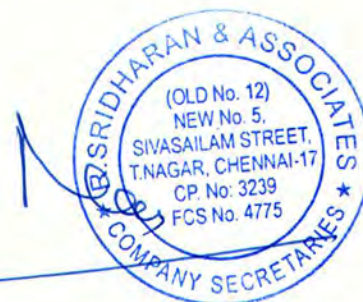
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
4	150	2	20	170	0.00003

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
0	0	1	1600	1600

RESULT:

As the number of votes cast in favour of the resolution exceeds number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 6 – Commission payable to non-executive directors for a term of five years from FY 19-20 (Special Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
277	666843203	21	31115	666874318	98.55196

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
9	9798446	2	20	9798466	1.44804

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
0	0	1	1600	1600

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 with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 7 – Increase in borrowing powers of the company (Special Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
282	676641592	21	31115	676672707	99.99999

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

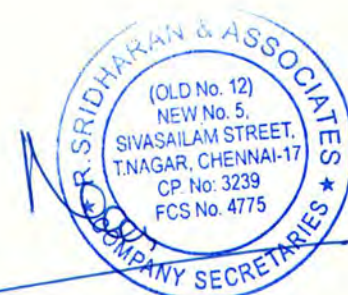
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
4	57	2	20	77	0.00001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
0	0	1	1600	1600

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 with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 8 – Issue of securities on a private placement basis under section 42 of the Companies Act, 2013 (Special Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
265	664697123	21	31115	664728238	98.23481

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
20	11944525	2	20	11944545	1.76519

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
0	0	1	1600	1600

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 with regard to Item no. 8 as set out in the Notice of the AGM is passed with requisite majority.



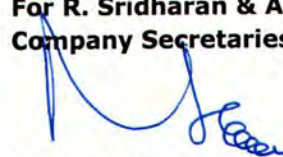


4. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" and those whose votes were declared invalid for each resolution is enclosed.

5. The electronic data relating to remote e-voting and electronic voting system (Insta Poll) and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman of the meeting considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,
Yours faithfully,

For R. Sridharan & Associates
Company Secretaries


CS R. Sridharan
CP No. 3239
FCS No. 4775

