

July 3, 2019

**Listing Department
Wholesale Debt Market Segment
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051**

Dear Sir,

Sub: Notice for the annual general meeting and Annual Report for the financial year 2018-2019

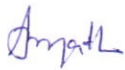
We enclose herewith the following:

1. Notice convening the 41st annual general meeting and
2. Annual report for the year ended 31st March, 2019

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

Cholamandalam Investment and Finance Company Limited

Registered Office: "Dare House", No.2, N.S.C. Bose Road, Parrys, Chennai - 600 001.

Phone: 044 4090 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 forty first annual general meeting of the members of Cholamandalam Investment and Finance Company Limited will be held at 3.30 p.m. on Tuesday, 30 July, 2019 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, 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, 2019 and the balance sheet as at that date, including the consolidated financial statements, together with the independent auditors' reports thereon be and are hereby considered, approved and adopted.

2. To consider and if deemed fit, to pass, the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT an interim dividend of 45% approved by the board of directors on 30 January, 2019 on the outstanding equity shares of ₹ 10/- each of the company for the year ended 31 March, 2019 and paid to those equity members whose names appeared in the register of members as on 11 February, 2019 being the record date fixed for this purpose be and is hereby confirmed.

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, 2019 and be paid to those members, in case of shares held in physical form, whose names appear in the register of members as on 30 July, 2019 and in case of beneficial holders whose shares are held in dematerialised form as on 30 July, 2019, as per the details furnished by the depositories for this purpose.

RESOLVED FURTHER THAT upon approval by shareholders and subject to completion of other regulatory processes for sub-division of equity shares of ₹ 10 each into 5 equity shares of ₹ 2 each fully paid-up, the final dividend payable shall be proportionate to the face value i.e., ₹ 0.40 per equity share of ₹ 2 each.

3. To consider and if deemed fit, to pass, the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT Mr. Arun Alagappan (DIN 00291361), 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.

SPECIAL BUSINESS:

4. To consider and if deemed fit, to pass, the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of section 149, 150, 152, 161, schedule IV 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) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Articles of Association of the company, Mr. N. Ramesh Rajan (DIN 01628318), an additional director, holding office up to the date of this annual general meeting be and is hereby appointed as an independent director of the company not liable to retire by rotation, to hold office for a term of five consecutive years effective 30 October, 2018 up to 29 October, 2023.

5. To consider and if deemed fit, to pass, the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of section 149, 150, 152, 161, schedule IV 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) and applicable provisions of the SEBI Listing Regulations and the Articles of Association of the company, Mr. Rohan Verma (DIN 01797489), an additional director, holding office up to the date of this annual general meeting be and is hereby appointed as an independent director of the company not liable to retire by rotation, to hold office for a term of five consecutive years effective 25 March, 2019 up to 24 March, 2024.

6. To consider and if deemed fit, to pass, the following as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI Listing Regulations, the relevant provisions of the Memorandum and Articles of Association of the company and subject to such approvals as may be required, the non-executive directors (excluding managing director / executive director / whole-time directors but including alternate directors, if any) be paid remuneration by way of commission for a period of five financial years commencing from 1 April, 2019, a sum not exceeding 1% of the net profits of the company for each financial year, as computed in the manner laid down under section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to decide, from time to time the maximum commission payable to directors subject to the above ceiling of 1% and also to decide from time to time, the quantum and manner of distribution of the commission to one or more directors within the limit prescribed.

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to take all steps, as may be necessary, desirable or expedient to give effect to this resolution.

7. To consider and if deemed fit, to pass, the following as a **SPECIAL RESOLUTION:**

RESOLVED THAT in supersession of the resolutions passed earlier and pursuant to the provisions of section 180(1)(a), 180(1)(c) and all other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the company, approval of the members of the company be and is hereby accorded to the board of directors of the company (hereinafter referred to as "the board" which term shall be deemed to include any committee thereof which the board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to borrow moneys from time to time and, if it thinks fit, for creation of such mortgage, charge and/or hypothecation as may be necessary, in addition to the existing charges, mortgages and hypothecations, if any, created by the company, on such of the assets of the company, both present and future, and/or on the whole or substantially the whole of the undertaking or the undertakings of the company, in such manner as the board may direct, in favour of financial institutions, investment institutions, banks, insurance companies, mutual funds, trusts, other bodies corporate or any other person(s) (hereinafter referred to as the "lending agencies") and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments, including but not restricted to securing those facilities which have already been sanctioned, including any enhancement therein, even though the moneys

to be borrowed together with the moneys already borrowed by the company may exceed at anytime, the aggregate of the paid-up share capital, free reserves and securities premium reserve of the Company, upto a limit of an outstanding aggregate value of ₹ 75,000 crores (apart from temporary loans obtained from the company's bankers in the ordinary course of business), together with interests thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the company to the trustees under the trust deed and to the lending agencies under their respective agreements/loan agreements/debenture trust deeds entered/to be entered into by the company in respect of the said borrowings.

8. To consider and if deemed fit, to pass, the following as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of sections 42, 71 and other applicable provisions, if any, 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, RBI directions 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 forty first annual general meeting until the conclusion of the forty second annual general meeting, up to an amount not exceeding ₹ 26,000 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 : 27 April, 2019

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of appointment / 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. 4, 5, 6, 7 & 8 is annexed.
7. Pursuant to the provisions of section 91 of the Companies Act, 2013 and the listing regulations, the register of members and share transfer books of the company will remain closed from Wednesday, 24 July, 2019 to Tuesday, 30 July, 2019 (both days inclusive).
8. The final dividend of 20% 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 Companies Act, 2013, to those members or their mandatees whose names stand registered in the company's register of members as on 30 July, 2019. Members are encouraged to utilise the electronic clearing service (ECS) for receiving dividends by registering their bank mandates.
9. Upon sub-division of equity shares of ₹ 10 (Rupees Ten) each into 5 (Five) equity shares of face value of ₹ 2 (Rupee Two) each fully paid-up, the final dividend if declared at the ensuing AGM would be paid proportionately at the rate of 20% on the equity shares of ₹ 2 each i.e. ₹ 0.40 per share.
10. 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 Karvy Fintech Private Limited, 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).
11. 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 Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed form no. SH 13, 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.
12. The company has transferred the unclaimed or un-encashed dividends for financial years up to 2011 and unclaimed shares to the Investor Education and Protection Fund (IEPF) established by the Central Government. The company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years from the date of transfer to unpaid dividend account. Members who have a valid claim to any unclaimed dividends which are not yet transferred are advised to write to the company's RTA immediately. The detailed dividend history, due dates for transfer to IEPF, and the details of unclaimed amounts lying with the company in respect of dividends declared since 2012 are available on the website of the company, www.cholamandalam.com. Also, pursuant to section 124(2) of the Companies Act, 2013, the company has uploaded details

of unpaid and unclaimed amounts lying with the company in respect of dividends declared in financial year 2018, on the website of the company. It may be noted that a reminder has been sent for unclaimed / unpaid dividend in respect of those members having unclaimed dividends. Members attention is particularly drawn to the "General Shareholders Information" section of the annual report in respect of unclaimed / unpaid dividend.

13. As an eco-friendly measure intending to benefit the environment and 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 Depository Participants (DP) and those holding shares in physical form, may send such communication to Registrar & Share Transfer Agent (RTA).
14. Copies of the annual report for 2019, notice of the 41st AGM along with attendance slip and proxy form are being sent by email 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.
15. Members may note that the notice of the 41st AGM and the annual report for 2019 will also be available on the company's website, www.cholamandalam.com for 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. For any communication, the members may also send requests to the company's e-mail id: investors@chola.murugappa.com.
16. 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.
17. 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.
18. 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. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTAs.
19. 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 : 27 April, 2019

P. Sujatha
Company Secretary

ANNEXURE TO THE NOTICE

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

Item No.4 - Appointment of Mr. N. Ramesh Rajan as an independent director:

Pursuant to the provisions of section 161 of the Companies Act, 2013 and based on the recommendation of the nomination and remuneration committee, Mr. N. Ramesh Rajan (holding DIN 01628318) was appointed as an additional director of the company on 30 October, 2018 and holds office up to the date of this AGM. Details of his qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this explanatory statement. The company has received a notice in writing from a member under the provisions of section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rajan as a director. Mr. Rajan has given a declaration to the board that he meets the criteria of independence as provided under section 149 of the Companies Act, 2013 as well as under applicable provisions of the Listing Regulations. In the opinion of the board, Mr. Rajan fulfills the conditions specified in the Companies Act, 2013 and rules made there under for appointment as an independent director (ID). Pursuant to the provisions of section 149 of the Companies Act, 2013, an ID shall hold office for a term up to five consecutive years on the board of a company and shall not be liable to retire by rotation. Accordingly, the board recommends the appointment of Mr. Rajan as an ID for a term of five years. In compliance with the provisions of section 149 read with schedule IV of the Companies Act, 2013 and applicable provisions of the Listing Regulations, the appointment of Mr. Rajan is being placed before the members for their approval.

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

Item No.5 - Appointment of Mr. Rohan Verma as an independent director:

Pursuant to the provisions of section 161 of the Companies Act, 2013 and based on the recommendation of the nomination and remuneration committee, Mr. Rohan Verma (holding DIN 01797489) was appointed as an additional director of the company on 25 March, 2019 and holds office up to the date of this AGM. Details of his qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings are disclosed herein as an annexure to this explanatory statement. The company has received a notice in writing from a member under the provisions of section 160 of the Companies Act, 2013 proposing the candidature of Mr. Verma as a director. Mr. Verma has given a declaration to the board that he meets the criteria of independence as provided under section 149 of the Companies Act, 2013 as well as under applicable provisions of the Listing Regulations. In the opinion of the board, Mr. Verma fulfills the conditions specified in the Companies Act, 2013 and rules made there under for appointment as an independent director (ID). Pursuant to the provisions of section 149 of the Act, an ID shall hold office for a term up to five consecutive years on the board of a company and shall not be liable to retire by rotation. Accordingly, the board recommends the appointment of Mr. Verma as an ID for a term of five years. In compliance with the provisions of section 149 read with schedule IV of the Companies Act, 2013 and applicable provisions of the Listing Regulations, the appointment of Mr. Verma is being placed before the members for their approval.

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

Item No.6 - Commission payable to non-executive directors for a term of five years from FY 19-20:

At the thirty sixth annual general meeting of the company held on 31 July, 2014, the members had approved the payment to non-executive directors, remuneration by way of commission upto one percent of the net profits of the company as computed under section 198 of the Companies Act, 2013 for a period of five financial years commencing from 1 April, 2014. As the approval is available only up to the financial year 2018-2019, the board recommends the resolution for the approval of members for a further period of five consecutive financial years commencing from 1 April, 2019. The remuneration will be distributed amongst all or some of the directors in accordance with the directions given by the board.

Accordingly, it is proposed that in terms of section 197 of the Companies Act, 2013, the directors be paid remuneration not exceeding one percent of the net profits of the company computed in accordance with the provisions of the Companies Act, 2013 for each of the five financial years with effect from 1 April, 2019.

All the directors except Mr. Arun Alagappan is interested or concerned in the above resolution to the extent of the commission that they may receive. None of the key managerial personnel or their relatives is concerned or interested in the resolution set forth in item no. 6 of the notice.

Item No.7 - Approval for increase in borrowing powers of the company:

Under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, sanction of the company by way of a special resolution is required for enabling the board of directors to borrow money in excess of paid-up share capital and free reserves of the company and to create charge, mortgage, hypothecation, lien, pledge over its assets / properties in favour of its lenders for the purposes of securing the loan / credit facilities extended by them to the company. At the annual general meeting held on 26 July, 2018, sanction was accorded by the members by way of a special resolution to the board of directors to borrow money over and above the aggregate of the paid-up share capital and free reserves of the company up to a limit of ₹ 60,000 crores. In view of the increased volume of operations of the company planned for the next few years, it is considered necessary to increase the borrowing limits of the company to ₹ 75,000 crores. Hence, the resolution as set out in item no.7 is being sought, by way of a special resolution, pursuant to section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 seeking approval of the shareholders to authorise the board of directors to borrow in excess of the aggregate of the paid-up capital and free reserves up to a sum not exceeding ₹ 75,000 crores and to create charge, mortgage, hypothecation, lien, pledge over the assets / properties of the company. The board recommends the resolution as set out in item no.7 of the Notice for approval of the members.

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

Item No.8 - Issue of securities on a private placement basis:

Pursuant to the provisions of section 42 of the Companies Act, 2013 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 proposes to borrow up to ₹ 26,000 crores by way of NCDs during the period from the conclusion of 41st 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 as set out in item no.8 of the Notice for approval of the members.

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

By Order of the board

Place : Chennai
Date : 27 April, 2019

P. Sujatha
Company Secretary

B. DISCLOSURE UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director	Mr. Arun Alagappan	Mr. N. Ramesh Rajan	Mr. Rohan Verma
DIN	00291361	01628318	01797489
Date of Birth	19 July, 1976	5 December, 1956	31 August, 1985
Date of Appointment (Initial appointment)	At the board meeting held on 15 March, 2017, Mr. Arun Alagappan was appointed as an executive director for a period of five years with effect from 19 August, 2017.	30 October, 2018 - Appointed as an additional director, in the capacity of an independent director of the company.	25 March, 2019 - Appointed as an additional director, in the capacity of an independent director of the company.
Qualification	Graduate in Commerce, MBA from Cardiff Business School, Wales, UK.	Holds a degree in Bachelor of Commerce and a fellow member of the Institute of Chartered Accountants of India.	Holds a degree in Bachelor of Science in Electrical Engineering from Stanford University and a MBA from London Business School.
Expertise in specific functional areas	He has 20 years of experience in the areas of retail business, sales, marketing, international business, commercial function, human resources and credit	He has 37 years of experience in finance, strategy and operations.	He has over 12 years of experience in Information Technology and business operations.
Number of meetings of the board attended during the year	Attended all 6 meetings during the year.	Attended all 3 meetings of the board held during his tenure.	Not applicable
Directorships in other companies (including foreign companies)	1. Roca Bathroom Products Private Limited 3. Cholamandalam Home Finance Limited (CHFL) 5. Southern India Chamber Of Commerce & Industry 6. Lakshmi Machine Works Limited 7. M A Alagappan Holdings Private Limited 8. Gen Four Properties Private Limited 9. White Data Systems India Private Limited	1. TTK Healthcare Limited 2. Indo - National Limited (INL) 3. Kinenco Limited (Subsidiary of INL)	1. C.E. Info Systems Private Limited 2. Infidreams Industries Private Limited

Name of the Director	Mr. Arun Alagappan	Mr. N. Ramesh Rajan	Mr. Rohan Verma
Memberships in board committees of other companies (includes membership details of all committees)	Member 1. Audit Committee - CHFL 2. Corporate Social Responsibility Committee - CHFL	Chairman 1. Audit Committee - INL 2. Stakeholders Relationship Committees - INL 3. Risk Management Committee - INL 4. Corporate Social Responsibility Committee - INL Member 1. Nomination & Remuneration Committee - INL	Nil
No. of shares held in the company	1,90,000 equity shares of ₹ 10 each	Nil	Nil
Inter-se relationship with any other directors or KMP of the company	Nil	Nil	Nil
Details of remuneration sought to be paid	Refer corporate governance report	Is eligible to be paid commission as may be determined by the board from time to time subject to the overall limit of 1% of the net profits of the company	Is eligible to be paid Commission as may be determined by the board from time to time subject to the overall limit of 1% of the net profits of the company
Details of remuneration last drawn	Refer corporate governance report	Not Applicable	Not Applicable

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 41st annual general meeting (AGM) scheduled to be held on Tuesday, the 30 July, 2019 at 3.30 p.m.

The company has engaged the services of Karvy Fintech 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 23 July, 2019 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. 23 July, 2019.

The remote e-voting facility begins on Saturday, the 27 July, 2019 (9:00 a.m. Indian Standard Time) and ends on Monday, the 29 July, 2019 (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 23 July, 2019, 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 - 4636 (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 - 41st 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 - 4636 (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 23 July, 2019.
- (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 23 July, 2019, 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, 2019 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

