

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 fortieth annual general meeting of the members of Cholamandalam Investment and Finance Company Limited will be held at 4 p.m. on Thursday, 26 July, 2018 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, 2018 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 the interim dividend of 45% approved by the board of directors on 30 January, 2018 on the outstanding equity shares of ₹ 10/- each of the company for the year ended 31 March, 2018 and paid to those equity shareholders whose name appeared in the register of members as on 12 February, 2018 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, 2018 and be paid to those members, in case of shares held in physical form, whose names appear in the register of members as on 26 July, 2018 and in case of beneficial holders whose shares are held in dematerialised form as on 26 July, 2018, as per the details furnished by the depositories for this purpose.

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

RESOLVED THAT Mr. N. Srinivasan (holding DIN 00123338), 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.

4. To consider and if deemed fit, to pass, 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 ("the Act") 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. S. R. Batliboi & Associates LLP, Chartered Accountants, bearing registration no.101049W as the statutory auditors of the company from the conclusion of fortieth annual general meeting till the conclusion of forty fourth annual general meeting at a remuneration of ₹ 41 lakhs for FY 18-19 including the actual travelling and out of pocket expenses incurred in connection with the audit in addition to taxes as applicable be and is hereby ratified.

RESOLVED FURTHER THAT the board of directors of the company (including any committee thereof) be and is hereby authorised to fix the remuneration payable to the statutory auditors of the company, from time to time including the actual travelling and out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period till the conclusion of forty fourth annual general meeting.

SPECIAL BUSINESS:

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 ("the Act") 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 and the Articles of Association of the company, Mr. Ashok Kumar Barat (holding DIN 00492930), 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 5 consecutive years effective 31 October, 2017 up to 30 October, 2022.

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

RESOLVED THAT pursuant to the provisions of section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the company, Mr. M. M. Murugappan (holding DIN 00170478), an additional director, holding office up to the date of this annual general meeting be and is hereby appointed as a director of the company liable to retire by rotation.

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)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members 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), to borrow from time to time such sum or sums of money as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed an amount of ₹ 60,000 crores.

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 ("the Act") 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 fortieth annual general meeting until the conclusion of the forty first annual general meeting, up to an amount not exceeding ₹ 18,000 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 : 31 May, 2018

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. 5, 6, 7 & 8 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 Friday, 20 July, 2018 to Thursday, 26 July, 2018 (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 26 July, 2018. Members are encouraged to utilise the electronic clearing service (ECS) for receiving dividends by registering their bank mandates.
9. The Members vide resolution dated 27 July, 2017 had appointed M/s. S. R. Batliboi & Associates LLP, chartered accountants, as statutory auditors of the company from the conclusion of 39th AGM till the conclusion of the 44th AGM subject to ratification of such appointment by members at every AGM. The requirement of ratification by members at every AGM is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate affairs. Accordingly, a one time ratification till the conclusion of 44th AGM is proposed.
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 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).
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 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.
12. The Company has transferred the unclaimed or un-encashed dividends for financial years up to 2010 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 2011 are available on the website of the company, www.cholamandalam.com. Also, pursuant to section 124(2) of the Act, the company has uploaded details of unpaid and unclaimed amounts lying with the company in respect of dividends declared in financial year 2017, 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 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.
14. Copies of the annual report for 2018, notice of the 40th 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.
15. Members may also note that the notice of the 40th AGM and the annual report for 2018 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.
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.
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 : 31 May, 2018

P. Sujatha
Company Secretary

ANNEXURE TO THE NOTICE

A. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act):

Item No.5 - Appointment of Mr. Ashok Kumar Barat as an independent director:

Pursuant to the provisions of section 161 of the Act and based on the recommendation of the nomination and remuneration committee, Mr. Ashok Kumar Barat was appointed as an additional director of the company on 31 October, 2017 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 below. The company has received a notice in writing from a member under the provisions of section 160 of the Act proposing the candidature of Mr. Barat as a director. Mr. Barat has given a declaration to the board that he meets the criteria of independence as provided under section 149 of the Act as well as under applicable provisions of the Listing Regulations. In the opinion of the board, Mr. Barat fulfills the conditions specified in the Act 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. Barat as an ID for a term of five years. In compliance with the provisions of

section 149 read with schedule IV of the Act and applicable provisions of the Listing Regulations, the appointment of Mr. Barat is being placed before the members for their approval.

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

Item No.6 - Appointment of Mr. M. M. Murugappan as a director liable to retire by rotation:

Pursuant to the provisions of section 161 of the Act and based on the recommendation of the nomination and remuneration committee, Mr. M. M. Murugappan was appointed as an additional director of the company on 31 May, 2018 and holds office up to the date of this AGM. The company has received a notice in writing from a member under the provisions of section 160 of the Act proposing the candidature of Mr. Murugappan as a director. Accordingly, the board recommends the appointment of Mr. Murugappan as a director liable to retire by rotation.

In compliance with the provisions of section 152 of the Act and applicable provisions of the Listing Regulations, the appointment of Mr. Murugappan is being placed before the members for their approval.

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

Item No.7 - Approval of borrowing powers of the Company:

Under section 180(1)(c) of the Act, sanction of the company is required for enabling the board of directors to borrow money in excess of paid-up share capital and free reserves of the company by way of a special resolution. At the annual general meeting held on 31 July, 2014, 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 ₹ 40,000 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 ₹ 60,000 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)(c) of the Act seeking approval of the shareholders to authorise the directors to borrow in excess of the aggregate of the paid-up capital and free reserves up to a sum not exceeding ₹ 60,000 crores.

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 and their relatives are 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 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 proposes to borrow up to ₹ 18,000 crores by way of NCDs during the period from the conclusion of 40th 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 and their relatives are concerned or interested in the resolution.

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. N. Srinivasan	Mr. Ashok Kumar Barat	Mr. M.M. Murugappan
DIN	00123338	00492930	00170478
Date of Birth	6 October, 1957	5 December, 1956	12 November, 1955
Date of Appointment (Initial appointment)	29 December, 2006 - Appointed as a non-executive director of the company Further, at the board meeting held on 15 March, 2017, Mr. Srinivasan was appointed as the executive vice chairman & managing director for a period of two years with effect from 19 August, 2017	30 October, 2017 - Appointed as an additional director of the company	31 May, 2018 - Appointed as an additional director of the company. Had earlier served as a non executive director on the board from January 2015 till October 2017
Qualification	Graduate in Commerce, Associate member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India	Graduate in Commerce, Fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India	Holds a degree in Bachelor of Technology in Chemical Engineering from University of Madras and a Master of Science in Chemical Engineering from University of Michigan
Expertise in specific functional areas	Has 34 years of experience in the areas of corporate finance, legal, projects and general management	Has varied experience in the fields of Finance, M&A, Strategy and Governance. He has worked in different roles, operational and staff, as a CFO, Managing Director and CEO and Country Manager	Has over 40 years of experience in the diverse areas including strategy & business development, technology, R&D and human resources
Number of meetings of the board attended during the year	Attended all 7 meetings of the board held during the year	Attended all 4 meetings of the board during the year in his tenure	Attended all 3 meetings of the board held during his tenure
Directorships in other companies (including foreign companies)	<ol style="list-style-type: none"> 1. TI Financial Holdings Limited (TIFHL) 2. Cholamandalam MS General Insurance Company Limited (Chola MS) 3. Cholamandalam MS Risk Services Limited 4. Cholamandalam Health Insurance Company Limited 5. White data Systems India Private Limited 	<ol style="list-style-type: none"> 1. Mahindra Intertrade Limited (Mahindra) 2. DCB Bank Limited 3. Wacker Metroak Chemicals Private Limited 4. The Council of EU Chambers of Commerce in India 5. Pro Green Holdings Limited (Foreign Company, UAE) 	<ol style="list-style-type: none"> 1. Tube Investments of India Limited 2. TI Financial Holdings Limited 3. Cholamandalam MS General Insurance Company Limited (Chola MS) 4. Wendt India Ltd. (Wendt) 5. Carborundum Universal Limited (CUMI) 6. Mahindra and Mahindra Limited (M&M) 7. Cyient Limited (Cyient) 8. Coromandel International Ltd (CIL) 9. Ambadi Investments Limited (AIL) 10. Murugappa Organo Water Solutions Private Limited

Name of the Director	Mr. N. Srinivasan	Mr. Ashok Kumar Barat	Mr. M.M. Murugappan
			11. M. M. Muthiah Research Foundation 12. Idea Lab (India) Private Limited 13. IIT Madras Research Park 14. Volzhsky Abrasive Works
Memberships in board committees of other companies (includes membership details of all committees)	<p>Chairman</p> <ol style="list-style-type: none"> Investment Committee - Chola MS Business Committee - Chola MS <p>Member</p> <ol style="list-style-type: none"> Audit Committee - Chola MS & TIFHL Stakeholder Relationship Committee - CIFCL & TIFHL Nomination & Remuneration Committee - Chola MS Corporate Social Responsibility Committee - CIFCL & TIFHL Risk Management Committee - CIFCL & Chola MS Business Committee - CIFCL Management Committee - Chola MS Policyholders' Protection Committee - Chola MS 	<p>Chairman</p> <ol style="list-style-type: none"> Audit Committee - DCB Fraud Reporting & Monitoring Committee - DCB <p>Member</p> <ol style="list-style-type: none"> Audit Committee - Mahindra Nomination & Remuneration Committee - CIFCL Risk Management Committee Capital Raising Committee Willful Defaulters Review Committee 	<p>Chairman:</p> <ol style="list-style-type: none"> Audit Committee - Cyient, Stakeholder Relationship Committee - TII, CUMI, Wendt, TIFHL CSR – TIFHL, CholaMS Risk Management Committee - Cyient Shares and Debentures Committee - TII Governance Nomination and Remuneration Committee - M&M R & D Committee - M&M Management Committee - CholaMS <p>Member:</p> <ol style="list-style-type: none"> Audit Committee - M&M, AIL, Nomination and Remuneration Committee - TII, Cyient, TIFHL, CSR Committee - AIL, Risk Management Committee - M&M & CholaMS Investment Committee - CUMI, CholaMS, Borrowing Committee - AIL, Share Transfer Committee - AIL, Business Committee - CholaMS
No. of shares held in the company	25,000 equity shares of ₹ 10 each	Nil	18,418 equity shares of ₹ 10 each
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	Commission of ₹ 7.50 lakhs as recommended by the shareholders at the AGM 2014 of the company	Commission of ₹ 7.50 lakhs as recommended by the shareholders at the AGM 2014 of the company
Details of remuneration last drawn	Refer corporate governance report	Not Applicable	Refer corporate governance report

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 40th annual general meeting (AGM) scheduled to be held on Thursday, the 26 July, 2018 at 4 p.m.

The company has engaged the services of 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 19 July, 2018 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. 19 July, 2018.

The remote e-voting facility begins on Monday, the 23 July, 2018 (9:00 a.m. Indian Standard Time) and ends on Wednesday, the 25 July, 2018 (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 19 July, 2018, 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-3822 (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 - 40th 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-3822 (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 19 July, 2018.
- (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 19 July, 2018, 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 27 July, 2018 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

