

Cholamandalam Investment and Finance Company Limited

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

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CIN-L65993TN1978PLC007576

E-mail ID: investors@chola.murugappa.com; Website: www.cholamandalam.com

Notice to Members

NOTICE is hereby given that the thirty ninth annual general meeting of the members of Cholamandalam Investment and Finance Company Limited will be held at 4 p.m. on Thursday, 27 July, 2017 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, 2017 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 35% approved by the board of directors on 25 January, 2017 on the outstanding equity shares of ₹ 10/- each of the company for the year ended 31 March, 2017 and paid to those equity shareholders whose names appeared in the register of members as on 7 February, 2017 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, 2017 and be paid to those members, in case of shares held in physical form, whose names appear in the register of members as on 27 July, 2017 and in case of shares held in dematerialised form, 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 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S.R.Batliboi & Associates LLP, Chartered Accountants, bearing registration no.101049W be and are hereby appointed as the statutory auditors of the company for a period of five years from the conclusion of thirty ninth annual general meeting till the conclusion of the forty fourth annual general meeting subject to ratification of such appointment by members at every annual general meeting at a remuneration of ₹ 41 lakhs per annum including the actual travelling and out of pocket expenses incurred in connection with the audit in addition to service tax / other taxes as applicable.

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of sections 196, 197, 203, schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the company hereby approves the appointment, by the board of directors (the board), of Mr. N. Srinivasan (holding DIN 00123338) as the executive vice chairman and managing director of the company for a period of two years from 19 August, 2017 to 18 August, 2019 (both days inclusive) and be paid remuneration by way of salary, allowances, perquisites and incentive as detailed below subject to an overall limit of 5% of the net profits of the company for each financial year computed in the manner prescribed in section 197 of the Act:

a. Salary

₹ 23,00,000/- per month in the scale of ₹ 20,00,000/- p.m. to ₹ 40,00,000 /- p.m. Increments to be decided by the nomination and remuneration committee (NRC).

b. Allowances / Perquisites / Incentive

As may be determined by the NRC.

c. General

- i. In the event of inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites and incentive to Mr. Srinivasan be paid in accordance with schedule V of the Act as may be determined by the board or NRC, and shall not, except with the approval of the Central Government, exceed the limits prescribed under the Act and the rules made there under or any statutory modification or re-enactment thereof.
- ii. Perquisites shall be valued in terms of actual expenditure incurred by the company in providing the benefits. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.
- iii. The aggregate remuneration (including salary, allowances, perquisites and incentive) payable to Mr. Srinivasan for any financial year shall be subject to an overall ceiling of 5% of the net profits of the company for that financial year computed in the manner prescribed under the Act.
- iv. Incentive shall be determined by the NRC based on the company's scheme in force from time to time and subject to achievement of such performance parameters as may be stipulated by the board / NRC.
- v. Mr. Srinivasan will not be entitled to any sitting fees for attending meetings of the board or of any committee thereof.
- vi. Mr. Srinivasan will be subject to all other service conditions as applicable to any other employee of the company.

RESOLVED FURTHER THAT the board of directors of the company including NRC, be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in such terms of appointment and remuneration so as to not exceed the limits specified in schedule V of the Act as may be deemed to be in the best interest of the company.

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

RESOLVED THAT pursuant to the provisions of sections 196, 197, 203, schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the company hereby approves the appointment, by the board of directors (the board), of Mr. Arun Alagappan (holding DIN 00291361), as the executive director of the company for a period of five years from 19 August, 2017 to 18 August, 2022 (both days inclusive) and be paid remuneration by way of salary, allowances, perquisites and incentive as detailed below subject to an overall limit of 5% of the net profits of the company for each financial year computed in the manner prescribed in section 197 of the Act:

a. Salary

₹ 6,71,635/- per month in the scale of ₹ 5,90,000/- p.m. to ₹ 17,50,000/- p.m. Increments to be decided by the nomination and remuneration committee (NRC).

b. Allowances / Perquisites / Incentive

As may be determined by the NRC.

c. Retirement benefits

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

d. General

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

- ii. Perquisites shall be valued in terms of actual expenditure incurred by the company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.
- iii. The aggregate remuneration (including salary, allowances, perquisites, incentive and retirement benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the company for that financial year computed in the manner prescribed under the Act.
- iv. Incentive shall be determined by the NRC based on the company's scheme in force from time to time and subject to achievement of such performance parameters as may be stipulated by the board / NRC.
- v. Mr. Arun Alagappan will not be entitled to any sitting fees for attending meetings of the board or of any committee thereof.
- vi. Mr. Arun Alagappan will be subject to all other service conditions as applicable to any other employee of the company.

RESOLVED FURTHER THAT the board of directors of the company including NRC, be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in such terms of appointment and remuneration so as to not exceed the limits specified in schedule V of the Act as may be deemed to be in the best interest of the company.

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

RESOLVED THAT pursuant to the provisions of sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the rules, regulations, guidelines and circulars as amended from time to time, the Memorandum and Articles of Association of the company and subject to such other requirements as may be prescribed by regulatory authorities from time to time, consent of the members of the company be and is hereby accorded to offer, issue and allot, in one or more series or tranches, secured and unsecured non-convertible debentures on a private placement basis during the period commencing from the date of the thirty ninth annual general meeting until the conclusion of the fortieth annual general meeting, up to an amount not exceeding ₹ 11,500 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 : 14 June, 2017

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. 3, 5, 6 & 7 is annexed.
7. Pursuant to the provisions of section 91 of the Act and the listing regulations, the register of members and share transfer books of the company will remain closed from Friday, 21 July, 2017 to Thursday, 27 July, 2017 (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 27 July, 2017. Members are encouraged to utilise the electronic clearing service (ECS) for receiving dividends by registering their bank mandates.
9. All correspondence relating to change of address, change in the e-mail ID already registered with the company, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to Karvy Computershare Private Ltd., the registrar and share transfer agent (RTA). The members holding shares in dematerialised form may send such communication to their respective depository participant/s (DPs).
10. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form no. SH13, duly filled in to the RTA. The prescribed form can be obtained from the RTA / DPs as well as downloaded from the company’s website, www.cholamandalam.com.
11. All unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the company, have been transferred to the investor education and protection fund (IEPF) established by the Central Government. It may be noted that a reminder has been sent for unclaimed / unpaid dividend in respect of those members having unclaimed dividends. Members wishing to claim dividends, which remain unclaimed are advised to write to the company’s RTA immediately. Members attention is particularly drawn to the “General Shareholders Information” section of the annual report in respect of unclaimed / unpaid dividend. The company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 29 July, 2016 (date of last AGM) on the company’s website, www.cholamandalam.com and also on the website of the Ministry of Corporate Affairs, www.mca.gov.in.
12. As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form to the e-mail address provided by you. Members holding shares in dematerialised form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to RTA.
13. Copies of the annual report for 2017, notice of the 39th AGM along with attendance slip and proxy form are being sent to all the members whose e-mail IDs are registered with the company / DPs for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copies of the aforesaid documents are being sent in the permitted mode.
14. Members may also note that the notice of the 39th AGM and the annual report for 2017 will also be available on the company’s website, www.cholamandalam.com for their download. The physical copies of the aforesaid documents including the relevant documents referred to in the notice and the explanatory statement will also be available for inspection at the company’s registered office during normal business hours on working days up to the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the company’s e-mail id: investors@chola.murugappa.com.

15. SEBI has mandated the submission of the permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their respective DPs. Members holding shares in physical form shall submit their details to RTA.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA for consolidation into a single folio. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialised.
18. Members desirous of obtaining any information / clarification relating to the accounts are requested to submit their query in writing to the company well in advance so as to enable the management to keep the information ready.

By Order of the board

Place : Chennai
Date : 14 June, 2017

P. Sujatha
Company Secretary

ANNEXURE TO THE NOTICE

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

Item no. 3 & 5 - Appointment of Mr. N Srinivasan as a director liable to retire by rotation/Appointment of Mr. N Srinivasan as executive vice chairman and managing director:

Mr. N. Srinivasan has been a director of the company since December, 2006. He is liable to retire by rotation at this AGM and being eligible has offered himself for re-appointment.

The board of directors of the company at its meeting held on 15 March, 2017 pursuant to the recommendation of the nomination and remuneration committee (NRC) and subject to the approval of members, has approved the appointment of Mr. N Srinivasan, as executive vice chairman and managing director of the company for a term of two years from 19 August, 2017 to 18 August, 2019 (both days inclusive). As per section 203 of the Act, managing director is a key managerial personnel of the company.

Mr. Srinivasan is currently an employee of Murugappa Management Services Limited (MMSL), a constituent of the Murugappa Group. Vide a deputation agreement between the company, MMSL and Mr. Srinivasan, services of Mr. Srinivasan will be deputed to the company on a full-time basis for a period of two years on such terms of remuneration as mentioned in the resolution. Mr. Srinivasan shall be subject to the overall superintendence and direction of the board in accordance with legal and governance requirements of Companies Act, 2013 and SEBI Listing Regulations. During the period of deputation, Mr. Srinivasan shall be subject to such performance evaluation as may be laid down by the NRC/board from time to time.

Mr. Srinivasan has over 31 years of experience including over a decade as a non-executive director on the board of the company. He was instrumental in turning around the company during the personal loan losses in 2008 and held office as director-in-charge between October 2008 and August 2010. His rich experience in corporate finance and general management besides financial services industry will benefit the company immensely. Details of his qualification, experience and expertise are disclosed below. The board recommends the resolution appointing him as executive vice chairman and managing director for approval of the members.

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

Item no. 6 - Appointment of Mr. Arun Alagappan as executive director:

The board of directors of the company at its meeting held on 15 March, 2017 has pursuant to the recommendation of the NRC and subject to the approval of members, approved the appointment of Mr. Arun Alagappan, as executive director for a term of five years from 19 August, 2017 to 18 August, 2022 (both days inclusive). As per section 203 of the Act, the executive director is a key managerial personnel of the company.

Mr. Arun Alagappan has over 20 years of experience in the areas of retail business, sales and marketing. His rich experience in various corporate functions including human resources and commercial function will benefit the Company. Details of his qualification, experience and expertise are disclosed below. The board recommends the resolution appointing him as executive director for approval of the members.

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

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

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

The company expects to borrow up to ₹ 11,500 crores by way of NCDs during the period from the conclusion of 39th AGM till the conclusion of the next AGM. The proceeds of the debentures are expected to be utilised for working capital to finance the growth of the lending portfolio of the company in its core businesses, vehicle finance and home equity. Further, in order to maintain its regulatory capital adequacy requirements, the company would issue NCDs in the form of subordinated debt and perpetual debt instruments from time to time.

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

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

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

Name of director	N. Srinivasan	Arun Alagappan
DIN	00123338	00291361
Date of Birth	6 October, 1957	19 July, 1976
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 executive vice chairman and managing director for a period of two years with effect from 19 August, 2017	At the board meeting held on 15 March, 2017, Mr. Arun Alagappan was appointed as executive director for a period of five years with effect from 19 August, 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, MBA from Cardiff Business School, Wales, UK.
Expertise in specific functional areas	Has 33 years of experience in the areas of corporate finance, legal, projects and general management.	President of TI Cycles of India since August 2013 till date. Over 20 years of experience in the areas of retail business, sales, marketing, international business, commercial function, human resources and credit
Number of meetings of the board attended during the year	Attended all 7 meetings of the board held during the year	Not applicable
Directorships in other companies (including foreign companies)	<ol style="list-style-type: none"> 1. Cholamandalam Investment and Finance Company Limited (CIFCL) 2. Tube Investments of India Limited (TII) 3. Cholamandalam MS General Insurance Company Limited (Chola MS) 4. Cholamandalam MS Risk Services Limited 	<ol style="list-style-type: none"> 1. Lakshmi Machine Works Limited 2. Roca Bathroom Products Private Limited 3. M A Alagappan Holdings Private Limited 4. Gen Four Properties Private Limited 5. Southern India Chamber of Commerce & Industry 6. TI Absolute Concepts Private Limited 7. Parry Infrastructure Company Private Limited

Name of director	N. Srinivasan	Arun Alagappan
Memberships in board committees of other companies (includes membership details of all committees)	Chairman 1. Stakeholder Relationship Committee - CIFCL 2. Investment Committee – Chola MS 3. Business Committee – Chola MS Member 4. Audit Committee - CIFCL 5. Business Committee - CIFCL 6. Audit Committee – Chola MS 7. Management Committee – Chola MS 8. Nomination & Remuneration Committee – Chola MS 9. Risk Management Committee - Chola MS 10. Policyholders' Protection Committee - Chola MS 11. Audit Committee - TII 12. Stakeholder Relationship Committee - TII 13. Loans Committee – TII 14. Shares & Debentures Committee – TII	Nil
No. of shares held in the company	25,000 equity shares of ₹ 10/- each	1,90,000 equity shares of ₹ 10/- each
Inter-se relationship with any other directors or KMP of the company	Nil	Nil
Details of remuneration sought to be paid	Refer item no.5	Refer item no.6
Details of remuneration last drawn	Refer corporate governance report	Not applicable

By Order of the board

Place : Chennai
Date : 14 June, 2017

P. Sujatha
Company Secretary

VOTING THROUGH ELECTRONIC MEANS – INSTRUCTIONS

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the listing regulations as amended from time to time, the company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the notice convening the 39th annual general meeting (AGM) scheduled to be held on Thursday, the 27 July, 2017 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 20 July, 2017 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. 20 July, 2017.

The remote e-voting facility begins on Monday, the 24 July, 2017 (9:00 a.m. Indian Standard Time) and ends on Wednesday, the 26 July, 2017 (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 20 July, 2017, 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-3115 (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 – 39th 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-3115 (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 20 July, 2017.
- (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 20 July, 2017, 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 28 July, 2017 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

