

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 forty second annual general meeting (AGM) of the members of Cholamandalam Investment and Finance Company Limited will be held at 3.30 p.m. Indian Standard Time (IST) on Thursday, 30 July, 2020 through video conference (VC) 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, 2020 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 50% approved by the board of directors on 12 December, 2019 on the outstanding equity shares of ₹ 2/- each of the company for the year ended 31 March, 2020 and paid to those equity members whose names appeared in the register of members as on 24 December, 2019 being the record date fixed for the purpose and second interim dividend of 35% approved by the board of directors on 26 February, 2020 on the outstanding equity shares of ₹ 2/- each of the company for the year ended 31 March, 2020 and paid to those equity members whose names appeared in the register of members as on 5 March, 2020 being the record date fixed for the purpose be and are hereby confirmed as final dividend.

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

RESOLVED THAT Mr. M.M. Murugappan (DIN 00170478), 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, Ms. Bhama Krishnamurthy (DIN 02196839), 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 from 31 July, 2019 to 30 July, 2024 (both days inclusive).

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, 198, 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, of Mr. Arun Alagappan (holding DIN 00291361) as the managing director of the company, by the board of directors (the board), for a period of five years from 15 November, 2019 to 14 November, 2024 (both days inclusive) and be paid remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and other benefits 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

₹ 8,88,660/- 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. 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 other benefits to Mr. Alagappan as may be determined by the board or NRC, be paid in accordance with section II of part II of Schedule V of the Act and 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. Alagappan 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. Alagappan will not be entitled to any sitting fees for attending meetings of the board or of any committee thereof.
- vi. Mr. 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.

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, 198, 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, of Mr. Ravindra Kumar Kundu (holding DIN 07337155) as the executive director of the company, by the board of directors (the board), for a period of five years from 23 January, 2020 to 22 January, 2025 (both days inclusive) and be paid remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and other benefits 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

₹ 6,70,920/- per month in the scale of ₹ 6,50,000/- p.m. to ₹ 15,00,000/- 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 absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits to Mr. Ravindra Kumar Kundu as may be determined by the Board or NRC be paid in accordance with section II of part II of Schedule V of the Act and 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 other benefits) payable to Mr. Ravindra Kumar Kundu 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.
- v. Mr. Ravindra Kumar Kundu will not be entitled to any sitting fees for attending meetings of the board or of any committee thereof.
- vi. Mr. Ravindra Kumar Kundu 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, 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 second annual general meeting until the conclusion of the forty third annual general meeting, up to an amount not exceeding ₹ 30,000 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 : 3 June, 2020

P. Sujatha
Company Secretary

NOTES:

- 1. Pursuant to the general circular numbers 14, 17 and 20/2020 issued by the Ministry of Corporate Affairs (MCA) and circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) ("the Circulars"), companies are allowed to hold AGM through VC. In compliance with the Circulars, the AGM of the company is being held through VC.**
- 2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since the AGM is being held through VC, the facility for appointment of proxies by the members will not be available. Hence, proxy form and attendance slip are not attached to this notice**
- 3. Corporate / institutional shareholders are 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 evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Chola - 42nd AGM".**
4. The business set out in the notice will be transacted through remote electronic voting system and the company is also providing facility for voting by electronic means in the AGM held through VC. Detailed instructions and other information relating to access and participation in the AGM, voting in the AGM and remote e-voting is given as an annexure to this notice.
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 is annexed.
7. All correspondence relating to change of address, e-mail ID, 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 KFin Technologies Private Limited (KFIN), 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).
8. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a 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. 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. In compliance with the Circulars, the notice of the AGM and annual report for FY 2020 are sent only through electronic mode to all those shareholders whose email addresses are registered with the RTA / DPs.

9. Members may note that the notice of the AGM and the annual report will also be available on the company's website, www.cholamandalam.com, website of RTA: <https://evoting.karvy.com/public/Downloads.aspx> and on the websites of stock exchanges: www.bseindia.com and www.nseindia.com. For any communication, the members may send requests to the company's e-mail id: investors@chola.murugappa.com.
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. 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.
11. The company has transferred the unclaimed or un-encashed dividends for financial years up to 2012 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 dividend history, due dates for transfer to IEPF, and the details of unclaimed amounts lying with the company in respect of dividends declared since 2013 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 2019, 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.
12. 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.
13. 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 / RTA.
14. Members desirous of obtaining any information / clarification relating to the accounts may submit their query through KFIN video conferencing platform as mentioned in the instructions annexed to this notice so as to enable the management to keep the information ready.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection by the members up to the date of AGM, i.e. July 30, 2020. Members seeking to inspect such documents can send an email to investors@chola.murugappa.com.

By Order of the board

Place : Chennai
Date : 3 June, 2020

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 Ms. Bhama Krishnamurthy as an independent director:

Pursuant to the provisions of section 161 of the Companies Act, 2013 (the Act) and based on the recommendation of the nomination and remuneration committee, Ms. Bhama Krishnamurthy (holding DIN 02196839) was appointed as an additional director of the company effective 31 July, 2019 and holds office up to the date of this AGM. Details of her 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 statement. The company has received a notice in writing from a member under the provisions of section 160 of the Act proposing the candidature of Ms. Krishnamurthy as a director. Ms. Krishnamurthy has given a declaration to the board that she 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, Ms. Krishnamurthy 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 Ms. Krishnamurthy 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 Ms. Krishnamurthy 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 Ms. Krishnamurthy.

Item No.5 - Appointment of Mr. Arun Alagappan as the managing director:

The board at its meeting held on 5 November, 2019 had pursuant to the applicable provisions of the Act and based on the recommendation of the nomination and remuneration committee and subject to the approval of the members, approved the appointment of Mr. Arun Alagappan (holding DIN 00291361) as the managing director of the company for a term of five years from 15 November, 2019 to 14 November, 2024 (both days inclusive). As per section 203 of the Act, managing director is a key managerial personnel of the company.

Mr. Alagappan has been the executive director of the company since 19 August, 2017. Mr. Alagappan has over 20 years of experience including 3 years in the company in the areas of financial services industry, 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, 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 board recommends the appointment of Mr. Alagappan as the managing director for a term of five years and the same 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. Alagappan.

Item No.6 - Appointment of Mr. Ravindra Kumar Kundu as the executive director:

The board at its meeting held on 23 January, 2020 had pursuant to the applicable provisions of the Act and based on the recommendation of the nomination and remuneration committee and subject to the approval of the members, approved the appointment of Mr. Ravindra Kumar Kundu (holding DIN 07337155) as the executive director of the company for a term of five years from 23 January, 2020 to 22 January, 2025 (both days inclusive). As per section 203 of the Act, Mr. Kundu, being a whole-time director is a key managerial personnel of the company.

Mr. Kundu joined the company as Senior Executive Marketing in 2000 and handled various functions including credit, collections before taking up the role of Business Head of Vehicle Finance division of the company. He has over 30 years of professional experience in automotive and financial services industry including 20 years in the company.

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 statement. 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. Kundu as a director. Accordingly, the board recommends the appointment of Mr. Kundu as the executive director for a term of five years and the same 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. Kundu.

Item No.7 - 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 ₹ 30,000 crores by way of NCDs during the period from the conclusion of 42nd 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.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.

By Order of the board

Place : Chennai
Date : 3 June, 2020

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. M.M. Murugappan	Ms. Bhama Krishnamurthy	Mr. Arun Alagappan	Mr. Ravindra Kumar Kundu
DIN	00170478	02196839	00291361	07337155
Date of Birth	12 November, 1955	19 December, 1954	19 July, 1976	7 July, 1968
Date of Appointment (Initial appointment)	31 May, 2018 - Appointed as an additional director of the company. Had served the board of the company as a non-executive director from January 2015 till October 2017	At the board meeting held on 30 July, 2019, Ms. Bhama Krishnamurthy was appointed as an additional director, in the capacity of an independent director of the company with effect from 31 July, 2019.	19 August 2017 - appointed as the executive director of the company. Further at the board meeting held on 5 November, 2019, Mr. Arun Alagappan was appointed as the managing director for a period of five years with effect from 15 November, 2019.	At the board meeting held on 23 January, 2020, Mr. Ravindra Kumar Kundu was appointed as the executive director for a period of five years with immediate effect.

Name of the director	Mr. M.M. Murugappan	Ms. Bhama Krishnamurthy	Mr. Arun Alagappan	Mr. Ravindra Kumar Kundu
Qualification	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	Holds a Masters in Science from Mumbai University.	Graduate in Commerce, completed the Owner President / Management Program at Harvard Business School	Graduate in Commerce and has completed Post Graduate Programme in Management for Senior Executives from the Kellogg School of Management, Indian School of Business and an Executive Programme in Global Business Management from the Indian Institute of Management Calcutta.
Expertise in specific functional areas	Has over 41 years of experience in the diverse areas including strategy, planning, governance, technology, management and leadership.	She has a career spanning over 35 years in IDBI (now IDBI Bank) and SIDBI, an Apex Development Bank for MSMEs in India covering almost all areas of development banking operations and has varied experience including resource raising and management, forex, treasury operations, credit dispensation and management, risk management, credit function, head of branch operations and human resources division.	He has over 20 years of experience including 3 years in the company in the areas of financial services industry, retail business, sales, marketing, international business, commercial function, human resources and credit.	He has over 30 years of professional experience in automotive and financial services industry including 20 years in the company in various functions including credit, collections and business of vehicle finance division.
Number of meetings of the board attended during the year	Attended all 7 meetings of the board held during the year.	Attended all 5 meetings of the board held during her tenure.	Attended all 7 meetings during the year.	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. Tube Investments of India Limited (TII) 2. Cholamandalam Financial Holdings Limited (CFHL) 3. Cholamandalam MS General Insurance Company Limited (Chola MS) 4. Carborundum Universal Limited (CUMI) 5. Mahindra and Mahindra Limited (M&M) 6. Cyient Limited (Cyient) 7. Coromandel International Ltd (CIL) 8. Ambadi Investments Limited (AIL) 9. Murugappa Organo Water Solutions Private Limited 	<ol style="list-style-type: none"> 1. Reliance Industrial Infrastructure Limited (RIIL) 2. Five Star Business Finance Limited (FSBFL) 3. Muthoot Microfin Limited (MML) 4. CSB Bank Ltd., (Formerly The Catholic Syrian Bank Ltd.) (CSB) 5. Network 18 Media & Investments Limited (NMIL) 6. Thirumalai Chemicals Limited 	<ol style="list-style-type: none"> 1. Lakshmi Machine Works Limited (LMW) 2. Cholamandalam Home Finance Limited (CHFL) 3. Southern India Chamber of Commerce & Industry 4. Madras Race Club 5. M A Alagappan Holdings Private Limited 6. Gen Four Properties Private Limited 7. Roca Bathroom Products Private Limited 8. White Data Systems India Private Limited 	<ol style="list-style-type: none"> 1. Cholamandalam Securities Limited 2. White Date Systems India Private Limited

Name of the director	Mr. M.M. Murugappan	Ms. Bhama Krishnamurthy	Mr. Arun Alagappan	Mr. Ravindra Kumar Kundu
	10. M. M. Muthiah Research Foundation 11. Idea Lab (India) Private Limited 12. IIT Madras Research Park 13. Volzhsky Abrasive Works 14. Chennai Willingdon Corporate Foundation (Director in casual vacancy)			
Memberships in board committees of other companies (includes membership details of all committees)	<p>Chairman:</p> <ol style="list-style-type: none"> 1. Stakeholder Relationship Committee - TII, CUMI & CFHL 2. Corporate Social Responsibility Committee - CFHL & CholaMS 3. Risk Management Committee - CFHL 4. Shares and Debentures Committee - TII 5. Governance, Nomination and Remuneration Committee - M&M 6. Business Committee - CholaMS 7. Management Committee - CholaMS 8. Loans Committee - TII 9. Investment Committee - CholaMS <p>Member:</p> <ol style="list-style-type: none"> 1. Audit Committee - M&M & Cyient 2. Nomination and Remuneration Committee - TII, Cyient, CFHL & CholaMS 3. CSR Committee - AIL 4. Risk Management Committee - M&M, Cyient & CholaMS 5. Borrowing Committee - AIL 6. Share Transfer Committee - AIL 7. R&D Committee - M&M 	<p>Chairperson:</p> <ol style="list-style-type: none"> 1. Nomination and Remuneration Committee - CSB 2. Management Committee - CSB <p>Member:</p> <ol style="list-style-type: none"> 1. Audit Committee - RIIIL, FSBFL, MML & NMIL 2. Stakeholders Relationship Committee - CSB 3. Corporate Social Responsibility Committee - RIIIL, CSB & FSBFL 4. Nomination and Remuneration - Committee - RIIIL & MML 5. Risk Management Committee - CSB & FSBFL 	<p>Chairman:</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee - CHFL <p>Member:</p> <ol style="list-style-type: none"> 1. Audit Committee - CHFL 2. Corporate Social Responsibility Committee - LMW 	Nil

Name of the director	Mr. M.M. Murugappan	Ms. Bhama Krishnamurthy	Mr. Arun Alagappan	Mr. Ravindra Kumar Kundu
No. of shares held in the company	21,035 equity shares of ₹ 2 each	Nil	9,50,000 equity shares of ₹ 2 each	80,235 equity shares of ₹ 2 each
Inter-se relationship with any other directors or KMP of the company	Nil	Nil	Nil	Nil
Details of remuneration sought to be paid	Refer corporate governance report	Refer corporate governance report	Refer item no.5	Refer item no.6
Details of remuneration last drawn	Refer corporate governance report	Not Applicable	Refer corporate governance report	Refer corporate governance report

INSTRUCTIONS:

A. Instructions for the Members for attending the 42nd AGM of the company through VC:

- The company has engaged the services of KFin Technologies Private Limited (KFIN) to provide VC facility, remote e-voting and voting in the AGM in a secure manner. Members can attend the AGM through the link <https://emeetings.kfintech.com/> by using their remote e-voting credentials.
- The facility for joining the AGM will be opened 30 minutes before the scheduled time of the meeting on first cum first serve basis up to 1000 members. In respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders relationship committee and auditors, the restrictions on number of members will not be applicable.
- Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity. It is recommended to use a stable Wi-Fi or LAN connection.
- The attendance of the members (members logins) attending the AGM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

B. Procedure for members to join the AGM:

Step 1	Access the URL https://emeetings.kfintech.com/
Step 2	Enter the login credentials (i.e., User ID and password provided for remote e-voting)
Step 3	Please select the name of the meeting
Step 4	Click on 'Video Conference' option
Step 5	Click on the red square box with a video icon to join the VC

C. Submission of questions prior to AGM: Members who would like to express their views/raise questions may please log into <https://emeetings.kfintech.com> and click on "Post your Questions" and post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email ID, mobile number. Please note that, questions will be answered only if the member continues to hold the shares as of cut-off date. The facility for posting questions will be open from 24 July, 2020 at 9 a.m. till 27 July, 2020 at 5 p.m.

D. Registration as a speaker at the AGM: Members who wish to speak at the AGM may log into <https://emeetings.kfintech.com> and click on the "Speaker Registration" icon by mentioning their name, demat account number/folio number, city, e-mail id and mobile number. The facility for registration as a speaker will be open from 24 July, 2020 at 9 a.m. till 27 July, 2020 at 5 p.m. The company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.

E. Instructions for members for e-voting during the AGM session:

- The e-voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page for casting their votes.

2. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those members, who are present in the AGM and have not cast their vote on the resolutions through remote e-voting, shall be eligible to vote through e-voting system available during the AGM.

F. Remote e-voting - 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 AGM scheduled to be held on Thursday, the 30 July, 2020 at 3.30 p.m.

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 e-voting process in 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, 2020 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, 2020.

The remote e-voting facility begins on Monday, the 27 July, 2020 (9:00 a.m. IST) and ends on Wednesday, the 29 July, 2020 (5:00 p.m. IST). During this period, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date, are entitled to avail the facility to cast their vote through remote e-voting.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN 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 KFIN, e-voting service provider [for members whose e-mail addresses are registered with the RTA / DP(s)]:**
 - i. Open your web browser during the voting period and navigate to <https://evoting.kfintech.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 - **5353** (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 KFin 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).

b) Members holding shares in dematerialised / physical form whose e-mail ids are not registered with the RTA / DPs:

- i. Members who have not registered their e-mail address, may provide their e-mail address and mobile number to the RTA to their e-mail id einward.ris@kfintech.com for receiving the soft copy of the annual report, notice of AGM and e-voting instructions along with the User ID and password. In case of any queries, members may write to einward.ris@kfintech.com. Members may also access the link https://ris.kfintech.com/email_registration/ and directly register their e-mail address and mobile number for receiving a soft copy of the said documents relating to the AGM.
- ii. E-Voting Event Number - **5353** (EVEN).
- iii. Please follow all steps from sl. no. (i) to sl. no. (xiii) above to cast your vote by electronic means.

Other instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com/public/Faq.aspx> or call KFIN 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.
- 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, 2020, may obtain the login ID and password by sending a request at evoting@kfintech.com. On receipt of user ID and password, please follow the steps from sl. no. (i) to sl. no. (xiii) mentioned in point a) above to cast your vote by electronic means. However, if you are already registered with KFIN 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.kfintech.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, 2020 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 KFIN, <https://evoting.karvy.com/public/Downloads.aspx> - (Select Document Type:Results) after the result is declared by the chairman / authorised person and simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.