

## **Cholamandalam Investment and Finance Company Limited**

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

Phone: 044 4090 7172; Fax: 044 2534 6464;

CIN-L65993TN1978PLC007576

E-mail ID: [investors@chola.murugappa.com](mailto:investors@chola.murugappa.com); Website: [www.cholamandalam.com](http://www.cholamandalam.com)

## **Notice to Members**

**NOTICE** is hereby given that the forty third 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 Friday, 30 July, 2021 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 audited standalone financial statements of the company for the year ended 31 March, 2021, the board's report including the independent auditors' report 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 audited consolidated financial statements of the company for the year ended 31 March, 2021, including the independent auditors' report thereon, be and are hereby considered, approved and adopted.
3. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**  
**RESOLVED THAT** an interim dividend of 65% approved by the board of directors on 29 January, 2021 on the outstanding equity shares of ₹ 2/- each of the company for the year ended 31 March, 2021 and paid to those members whose names appeared in the register of members as on 10 February, 2021 being the record date fixed for this purpose be and are hereby confirmed.  
**RESOLVED FURTHER THAT** a final dividend of 35% as recommended by the board of directors be and is hereby declared on the outstanding equity shares of ₹ 2/- each of the company for the year ended 31 March, 2021 and be paid to those members, in case of shares held in physical form, whose names appear in the register of members as on 30 July, 2021 and in case of beneficial holders whose shares are held in dematerialised form as on 30 July, 2021, as per the details furnished by the depositories for this purpose.
4. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**  
**RESOLVED THAT** Mr. Ravindra Kumar Kundu (holding DIN: 07337155), 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.
5. 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 and RBI guidelines on appointment of statutory auditors of banks and NBFCs (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Price Waterhouse LLP, bearing registration no.301112E/E300264 be and are hereby appointed as the joint statutory auditors of the company for a period of three years from the conclusion of forty third annual general meeting till the conclusion of the forty sixth annual general meeting.  
**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 joint 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.

6. 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 and RBI guidelines on appointment of statutory auditors of banks and NBFCs (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Sundaram & Srinivasan, Chartered Accountants, bearing registration no.0042075 be and are hereby appointed as the joint statutory auditors of the company for a period of three years from the conclusion of forty third annual general meeting till the conclusion of the forty sixth annual general meeting.

**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 joint 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.

**SPECIAL BUSINESS:**

7. 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 Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the company, Mr. Vellayan Subbiah (holding DIN: 01138759), an additional director, holding office up to the date of this annual general meeting and in respect of whom the company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Act, be and is hereby appointed as a director of the company liable to retire by rotation.

8. 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 Regulation 17 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.A.M. Arunachalam (holding DIN: 00202958), an additional director, holding office up to the date of this annual general meeting and in respect of whom the company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Act, be and is hereby appointed as a director of the company liable to retire by rotation.

9. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**
- RESOLVED THAT** pursuant to the provisions of section 149, 150, 152, 161, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Articles of Association of the company, Mr. Anand Kumar (holding DIN: 00818724), an additional director, holding office up to the date of this annual general meeting and in respect of whom the company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Act 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 16 March, 2021 to 15 March, 2026 (both days inclusive).

10. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**
- RESOLVED THAT** pursuant to the provisions of section 149, 150, 152, 161, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Articles of Association of the company, Mr. Bharath Vasudevan (holding DIN: 09104808), an additional director, holding office up to the date of this annual general meeting and in respect of whom the company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Act 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 16 March, 2021 to 15 March, 2026 (both days inclusive).

11. 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 third annual general meeting until the conclusion of the forty fourth 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 : 5 July, 2021

**P. Sujatha**  
Company Secretary

**NOTES:**

- 1. Pursuant to the general circular number 02/2021 issued by the Ministry of Corporate Affairs (MCA) and circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI) ("the Circulars"), in view of the difficulties faced due to resurgence of COVID-19, companies are allowed to hold annual general meeting (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, attendance slip and route map 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 [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the name format "Chola – 43<sup>rd</sup> 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. The explanatory statement pursuant to section 102 of the Companies Act, 2013 ("the Act") and Regulation 36 of Listing Regulations in respect of businesses set out above in resolution nos. 5 to 11 is annexed.
6. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of appointment / re-appointment of directors and appointment of auditors is furnished and forms a part of the notice.
7. Pursuant to the provisions of section 91 of the Companies Act, 2013 and the listing regulations, the register of members and share transfer books of the company will remain closed from Monday, 26 July, 2021 to Friday, 30 July, 2021 (both days inclusive). 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 2021 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](http://www.cholamandalam.com), website of RTA: <https://evoting.kfintech.com/public/Downloads.aspx> and on the websites of stock exchanges: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). For any communication, the members may send requests to the company's e-mail id: [investors@chola.murugappa.com](mailto: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](http://www.cholamandalam.com).
11. The company has transferred the unclaimed or un-encashed dividends for financial years up to 2013 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 2014 are available on the website of the company, [www.cholamandalam.com](http://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 up to financial year 2020, 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. Members may note that in terms of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1 April, 2020 and the company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the company/ KFin (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
  - i. A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents on the link <https://ris.kfintech.com/form15/> on or before 20 July, 2021. Shareholders are requested to note that in case their PAN is not registered, or his/her PAN is not linked with Aadhaar number within the due date notified by Central Government, the tax will be deducted at a higher rate of 20%.
  - ii. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, and any other document which may be required to avail the tax treaty benefits by uploading the documents on the link <https://ris.kfintech.com/form15/> on or before 20 July, 2021.
  - iii. Dividend, if any, declared will be paid subject to deduction of income-tax at source (TDS) at applicable rates. In respect of resident individuals, if the dividend payment is in excess of ₹ 5,000 (collectively for all folios with the same PAN number) the TDS will be at the rate of 10%. For all other categories of shareholders, please refer to the TDS rates provided in the Income Tax Act/Rules and in addition may also refer to the company's website [www.cholamandalam.com](http://www.cholamandalam.com). Wherever, TDS is made, TDS certificates will be sent to the concerned shareholders through email or post, as the case may be.
  - iv. Shareholders who have not filed returns with Income Tax Authority for the financial years 2018-19 and 2019-20 before the due date and aggregate of TDS is ₹ 50,000 or more in each of these two years, the TDS will be at the rate of 20% for dividend paid on or after 1 July, 2021.
  - v. The documents submitted in this regard, are subject to verification by the company and in case of ambiguity, the company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961.

14. Pursuant to SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
15. 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.
16. 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.
17. 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, 2021. Members seeking to inspect such documents can send an email to [investors@chola.murugappa.com](mailto:investors@chola.murugappa.com).

By Order of the board

Place : Chennai  
Date : 5 July, 2021

**P. Sujatha**  
Company Secretary

## **ANNEXURE TO THE NOTICE**

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

#### **Item No.7 - Appointment of Mr. Vellayan Subbiah 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. Vellayan Subbiah (holding DIN: 01138759) was appointed as an additional director of the company on 11 November, 2020 and holds office up to the date of this AGM. Details of his qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this statement. In compliance with the provisions of section 152 of the Act and the Listing Regulations, the appointment of Mr. Vellayan is being placed before the members for their approval.

Except Mr. Vellayan Subbiah, being the appointee, none of the directors or key managerial personnel of the company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution.

#### **Item No.8 - Appointment of Mr. M.A.M. Arunachalam 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.A.M. Arunachalam (holding DIN: 00202958) was appointed as an additional director of the company on 29 January, 2021 and holds office up to the date of this AGM. Details of his qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this statement. In compliance with the provisions of section 152 of the Act and the Listing Regulations, the appointment of Mr. Arunachalam is being placed before the members for their approval.

Except Mr. M.A.M. Arunachalam, being the appointee, none of the directors or key managerial personnel of the company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution.

#### **Item No.9 - Appointment of Mr. Anand Kumar 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, Mr. Anand Kumar (holding DIN: 00818724) was appointed as an additional director of the company effective 16 March, 2021 and holds office up to the date of this AGM. Details of his qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this statement. Mr. Anand Kumar 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. Anand Kumar 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. Anand Kumar as an ID for a term of five consecutive 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. Anand Kumar is being placed before the members for their approval.

Except Mr. Anand Kumar, being the appointee, none of the directors or key managerial personnel of the company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution.

**Item No.10 - Appointment of Mr. Bharath Vasudevan 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, Mr. Bharath Vasudevan (holding DIN: 09104808) was appointed as an additional director of the company effective 16 March, 2021 and holds office up to the date of this AGM. Details of his qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this statement. Mr. Bharath 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. Bharath 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. Bharath as an ID for a term of five consecutive 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. Bharath is being placed before the members for their approval.

Except Mr. Bharath Vasudevan, being the appointee, none of the directors or key managerial personnel of the company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution.

The company has received a notice in writing from a member under the provisions of section 160 of the Act proposing the candidatures of Mr. Vellayan, Mr. Arunachalam, Mr. Anand Kumar and Mr. Bharath as directors of the company.

**Item No.11 - Issue of securities on a private placement basis:**

Pursuant to the provisions of section 42 of the Companies Act, 2013 read with 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. The company proposes to borrow up to ` 30,000 crores by way of NCDs during the period from the conclusion of 43<sup>rd</sup> AGM till the conclusion of the 44<sup>th</sup> AGM. The proceeds of the issue are expected to be utilised for working capital to finance the growth of the lending portfolio of the company in its core businesses. 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.11 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.

**B. DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item Nos. 5 & 6 – Appointment of M/s. Price Waterhouse LLP and M/s. Sundaram & Srinivasan, Chartered Accountants as Joint Statutory Auditors:**

M/s. S.R. Batliboi and Associates (SRB) were appointed as the statutory auditors of the company at the 39<sup>th</sup> AGM of the company held in July, 2017 and will be completing 4 years of continuous service at the ensuing AGM of the company scheduled on 30 July, 2021. Pursuant to the RBI circular dated 27 April, 2021 on Guidelines for appointment of statutory auditors of banks and NBFCs, SRB will be ineligible to continue beyond 30 September, 2021. In view of the same, SRB had communicated their intention to resign as statutory auditors of the company and the resignation will be effective upon signing the limited review reports for the quarter ending 30 June, 2021. Further, in compliance with the aforesaid RBI circular, the statutory audit of the company should be conducted under joint audit of a minimum of two audit firms. Accordingly, the Board recommends the appointment of M/s. Price Waterhouse LLP and M/s. Sundaram & Srinivasan, Chartered Accountants as Joint statutory auditors of the company for approval.

|  |  |
|--|--|
| Proposed statutory audit fee payable to auditors | Up to ₹ 52 lakhs of statutory audit fees for the period ending 31 March, 2022 in aggregate for both the statutory auditors of the company as may be decided by the Board of Directors including any committee thereof.   |
| Terms of appointment                             | M/s. Price Waterhouse LLP (PWC) and M/s. Sundaram & Srinivasan, Chartered Accountants (S&S) are recommended for appointment for a term of three years from the closure of 43 <sup>rd</sup> Annual General Meeting till the closure of 46 <sup>th</sup> Annual General Meeting.   |
| Material change in fee payable                   | No material change in fee for the proposed auditors. Outgoing auditors were paid a statutory audit fees ₹ 47.30 lakhs for FY 21.   |
| Basis of recommendation and auditor credentials  | <p>The recommendations are based on the fulfilment of the eligibility criteria prescribed by RBI guidelines and the Companies Act, 2013 with regard to the full time partners, statutory and branch audit experience of the firms, capability, independence assessment, audit experience of banks and NBFCs.</p> <p><b>PWC</b></p> <p>PWC is one of the oldest professional services firms with pan India presence. The firm has more than 2000 staff and more than 75 audit partners in India. The audit firm has valid Peer Review certificate. PWC is primarily engaged in providing audit and assurance services to its clients.</p> <p><b>S&amp;S</b></p> <p>S&amp;S was established in 1943 providing various audit and advisory services. The firm has experience of over seven decades in various sectors including NBFCs and banks. The firm has 12 partners servicing more than 300 clients. The audit firm has valid peer review certificate.</p> |

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

| Name of the director                      | Mr. Vellayan Subbiah  | Mr. M.A.M. Arunachalam   | Mr. Anand Kumar   | Mr. Bharath Vasudevan   |
|---|---|--|---|---|
| DIN                                       | 01138759  | 00202958   | 00818724  | 09104808  |
| Date of Birth                             | 7 August, 1969  | 18 June, 1967  | 14 October, 1967  | 24 July, 1974   |
| Date of Appointment (Initial appointment) | 11 November, 2020<br>- Appointed as an additional director of the company.<br>- Was the Managing Director of the company from 19 August, 2010 to 18 August, 2017.   | 29 January, 2021<br>- Appointed as an additional director of the company.  | 16 March, 2021<br>- Appointed as an additional director in the capacity of independent director of the company.                         | 16 March, 2021<br>- Appointed as an additional director in the capacity of independent director of the company. |
| Qualification                             | B.Tech in Civil Engineering from IIT Madras and holds a Masters in Business Administration from University of Michigan.   | MBA from the University of Chicago, USA.   | MBA from Vanderbilt University, U.S.A.  | B.Tech in Mechanical Engineering from IIT Madras and MBA from Indian Institute of Management, Bangalore.        |
| Expertise in specific functional areas    | Has rich experience of over 23 years in consulting, technology and financial services in different positions across various industries viz., McKinsey & Co, 24/7 Customer Inc, Sundaram Fasteners & Laserwords. | Has over 15 years of experience in management and marketing. Is the chairman of Tube Investments of India Limited and Parry Enterprises India Limited (PEIL). Was the managing director of PEIL till March 2019, a Murugappa group business arm which is into polynets, general marketing, travels and solar energy. | Has over 28 years of experience in investments, mergers & acquisitions, equity capital markets and leveraged finance in Southeast Asia. | Has over 20 years of experience in Retail financial services across geographies and companies.                  |

| <b>Name of the director</b>  | <b>Mr. Vellayan Subbiah</b>   | <b>Mr. M.A.M. Arunachalam</b>  | <b>Mr. Anand Kumar</b>  | <b>Mr. Bharath Vasudevan</b>                                      |
|--|---|--|---|---|
| Number of meetings of the board attended during the year   | Attended 4 out of 4 meetings of the board held during his tenure.   | Attended 3 out of 3 meetings of the board held during his tenure.  | Attended 2 out of 2 meetings of the board held during his tenure.   | Attended 2 out of 2 meetings of the board held during his tenure. |
| Directorships in other public and private companies  | <ol style="list-style-type: none"> <li>1. Tube Investments of India Limited (TII)</li> <li>2. Cholamandalam Financial Holdings Limited (CFHL)</li> <li>3. Ambadi Investments Limited (AIL)</li> <li>4. SRF Limited (SRF)</li> <li>5. Shanthi Gears Ltd.</li> <li>6. C G Power &amp; Industrial Solutions Limited (CG Power)</li> <li>7. Cherrytin Online Private Ltd.</li> <li>8. DOT IOT Technologies Private Limited</li> </ol>   | <ol style="list-style-type: none"> <li>1. Tube Investments of India Limited (TII)</li> <li>2. Cholamandalam Home Finance Limited (CHFL)</li> <li>3. Coromandel Engineering Company Limited (CECL)</li> <li>4. Ambadi Investments Limited (AIL)</li> <li>5. Parry Enterprises India Limited (PEIL)</li> <li>6. Shanthi Gears Ltd.</li> <li>7. C G Power &amp; Industrial Solutions Limited (CG Power)</li> <li>8. New Ambadi Estates Private Limited</li> <li>9. A R Lakshmi Achi Trust (Sec. 8 Private - Company)</li> </ol>       | <ol style="list-style-type: none"> <li>1. Tube Investments of India Limited (TII)</li> <li>2. TVS Supply Chain Solutions Limited</li> <li>3. DRSR Logistics Services Private Limited</li> </ol> | Nil   |
| Memberships in board committees of other companies (includes membership details of all committees) | <p><b>Chairman:</b></p> <ol style="list-style-type: none"> <li>1. Stakeholder Relationship Committee – CG Power</li> <li>2. Risk Management Committee – CG Power</li> </ol> <p><b>Member:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – CG Power and SRF</li> <li>2. Nomination and Remuneration Committee – CG Power</li> <li>3. Shares &amp; Debenture Committee- TII</li> <li>4. Loans Committee - TII</li> <li>5. Stakeholder Relationship Committee - TII</li> </ol> | <p><b>Chairperson:</b></p> <ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committees – TII &amp; CECL</li> <li>2. Shares and Debentures Committee – TII</li> <li>3. Loans Committee - TII</li> </ol> <p><b>Member:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee – PEIL, CECL &amp; TII</li> <li>2. Stakeholders Relationship Committee – CG Power</li> <li>3. Nomination and Remuneration Committee – PEIL &amp; TII and CG Power</li> <li>4. Risk Management Committee - TII</li> </ol> | Nil   | Nil   |
| No. of shares held in the company  | Nil   | 65,000 equity shares of ₹ 2 each   | Nil   | Nil   |
| No. of shares held in the company as a beneficial owner  | Nil   | Nil  | Nil   | Nil   |
| 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 corporate governance report   | Refer corporate governance report                                 |
| Details of remuneration last drawn   | Not Applicable  | Not Applicable   | Not Applicable  | Not Applicable  |



## INSTRUCTIONS:

### A. Instructions for the Remote e-voting for the 43<sup>rd</sup> Annual General Meeting of the company through VC:

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 Friday, the 30 July, 2021 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, 2021 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, 2021. 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.

The remote e-voting facility begins on Tuesday, the 27 July, 2021 (9:00 a.m. IST) and ends on Thursday, the 29 July, 2021 (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.

**B. 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 queries" 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, 2021 at 9 a.m. till 27 July, 2021 at 5 p.m.

**C. 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, 2021 at 9 a.m. till 27 July, 2021 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.

### D. Instructions for e-voting:

#### a) Login method for remote e-Voting for individual shareholders holding securities in demat mode.

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p><b>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</b></p> <ol style="list-style-type: none"><li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li><li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</li><li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li></ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"><li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>III. Proceed with completing the required fields.</li><li>IV. Follow steps given in point 1.</li></ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"><li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li><li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li><li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li><li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting service provider name, i.e., KFin.</li><li>V. On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.</li></ol> |

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with CDSL                            | <p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi.</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The menu will have links of ESP i.e. KFin e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat account number and PAN.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFin where the e-Voting is in progress.</li> </ol> |
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>   |

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type                | Helpdesk details  |
|---------------------------|---|
| Securities held with NSDL | Please contact NSDL helpdesk at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| Securities held with CDSL | Please contact CDSL helpdesk at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

**b) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- 1) Members whose email IDs are registered with the company/ depository participant(s), will receive an email from KFin which will include details of E-Voting Event Number (5969), USER ID and password. Members will have to follow the following process:
  - 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 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 will be mandatorily required to 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 the password and update the 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. Login again with the new credentials.
  - vi. On successful login, the system will prompt 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.
  - 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).
- 2) Members whose email IDs are not registered with the company/depository participants(s), are requested to follow the following process:
- a. Members may temporarily get their email ID and mobile number registered with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - b. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and client master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
  - c. After receiving the e-voting instructions, please follow the steps from sl. no. (i) to sl. no. (xiii) in pt.1) to cast your vote by electronic means.

**E. Instructions for the members for attending the 43<sup>rd</sup> AGM of the company through VC:**

1. Members can attend the AGM through the link <https://emeetings.kfintech.com/> by using their remote e-voting credentials.
2. 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 2000 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.
3. 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.
4. 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.

|        |  |
|--------|--|
| Step 1 | Access the URL <a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a> |
| 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                                 |

## **F. Instructions for members for e-voting during the AGM session:**

Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform of KFin. Members may click on the voting icon displayed on the screen to cast their votes.

### **Other instructions:**

- I. E-Voting Event Number - 5969 (EVEN).
- II. Members may refer to the Help & Frequently Asked Questions (FAQs) section of <https://evoting.kfintech.com/public/Faq.aspx> or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin on & Toll-free No. 1-800-3094-001 for any technical assistance or support before or during the AGM.
- III. 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).
- IV. 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, 23 July, 2021.
- V. The members, whose names appear in the Register of Members / list of beneficial owners as on Friday, 23 July, 2021, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- VI. 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, may obtain the login ID and password by sending a request to the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if you are already registered with KFin for remote e-voting then member can use his/her existing user ID and password for casting your vote.
- VII. In case a person has become a member of the company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399:
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- VIII. 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.
- IX. 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.
- X. 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, 2021 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.
- XI. The voting results declared along with the scrutiniser's report shall be placed on the company's website, [www.cholamandalam.com](http://www.cholamandalam.com) and on the website of KFin, <https://evoting.kfintech.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.