

## **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

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## **Notice to Members**

**NOTICE** is hereby given that the forty fourth annual general meeting (AGM) of the members of Cholamandalam Investment and Finance Company Limited will be held at 4 p.m. Indian Standard Time (IST) on Friday, 29 July, 2022 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, 2022, 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, 2022, 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 1 February, 2022 on the outstanding equity shares of ₹ 2/- each of the company for the year ended 31 March, 2022 and paid to those members whose names appeared in the register of members as on 11 February, 2022 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, 2022 and be paid to those members, in case of shares held in physical form, whose names appear in the register of members as on 25 July, 2022 and in case of beneficial holders whose shares are held in dematerialised form as on 25 July, 2022, 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. Vellayan Subbiah (holding DIN: 01138759), 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:**

5. To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION:**  
**RESOLVED THAT** in supersession of the resolution passed on 30 July, 2019 and pursuant to the provisions of section 180(1)(a), 180(1)(c) and all other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the company, approval of the members of the company be and is hereby accorded to the board of directors of the company (hereinafter referred to as "the board" which term shall be deemed to include any committee thereof which the board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to borrow monies from time to time and, if it thinks fit, for creation of such mortgage, charge and/or hypothecation as may be necessary, in addition to the existing

charges, mortgages and hypothecations, if any, created by the company, on such of the assets of the company, both present and future, and/or on the whole or substantially the whole of the undertaking or the undertakings of the company, in such manner as the board may direct, in favour of financial institutions, investment institutions, banks, insurance companies, mutual funds, trusts, other bodies corporate or any other person(s) (hereinafter referred to as the "lending agencies") and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments, including but not restricted to securing those facilities which have already been sanctioned, including any enhancement therein, even though the monies to be borrowed together with the monies already borrowed by the company may exceed at anytime, the aggregate of the paid-up share capital, free reserves and securities premium reserve of the company, upto a limit of an outstanding aggregate value of ₹ 1,10,000 crores (apart from temporary loans obtained from the company's bankers in the ordinary course of business), together with interests thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the company to the trustees under the trust deed and to the lending agencies under their respective agreements/loan agreements/debenture trust deeds entered/to be entered into by the company in respect of the said borrowings.

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

**RESOLVED THAT** pursuant to the provisions of sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the company, approval be and is hereby granted for the remuneration payable to Mr. Vellayan Subbiah, non-executive chairman by way of commission, a sum of ₹ 100 lakhs (Rupees one hundred lakhs only) for the financial year ended 31 March, 2022.

**RESOLVED FURTHER THAT** the board of directors (including any committee thereof) be and is hereby authorised to take all steps, as may be necessary, desirable or expedient to give effect to the aforesaid resolution.

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

**RESOLVED THAT** pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, (including any statutory modification or re-enactment thereof, for the time being in force) ("the Act"), and subject to all other applicable laws and regulations including but not limited to all necessary statutory or regulatory approvals, permissions, consents and sanctions which may be agreed to by the board of directors of the company, consent of the members of the company be and is hereby accorded to append the following sub-clause (k) after sub-clause (j) of clause 13. III (A) in the Memorandum of Association of Company as "Objects to be pursued by the Company":

"(k) To promote, develop, design, setup, issue, operate, carry on and undertake all forms of payments services business including electronic and virtual payment systems services, e-wallets, mobile-wallets, cash card, payment gateways services, prepaid and postpaid payment instruments payment systems including open/ closed/ semi-closed systems payment instruments, in India and abroad in any manner whatsoever, subject to necessary regulatory approvals."

**RESOLVED FURTHER THAT** the Board of Directors, the executive director, chief financial officer and the company secretary of the Company be and are hereby severally authorised to take all such actions as may be necessary, desirable, or expedient and to do all such necessary acts, deeds, and things that may be incidental or pertinent to give effect to the aforesaid resolution.

By Order of the board

Place : Chennai

**P. Sujatha**

Date : 17 June, 2022

Company Secretary

**NOTES:**

- 1. Pursuant to the general circular number 02/2022 issued by the Ministry of Corporate Affairs (MCA) and circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by the Securities and Exchange Board of India (SEBI) ("the Circulars"), companies are allowed to hold annual general meeting (AGM) through VC. In compliance with the circulars, the 44<sup>th</sup> 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 – 44<sup>th</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 are 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 re-appointment of director is furnished and forms part of the notice.
6. 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, 25 July, 2022 to Friday, 29 July, 2022 (both days inclusive).
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 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. The final dividend of 35% per equity share of the company, as recommended by the board, if declared at the ensuing AGM, will be paid, subject to the provisions of section 126 of the Companies Act, 2013, to those members or their mandates whose names stand registered in the company's register of members as on 25 July, 2022. Members are encouraged to utilise the electronic clearing service (ECS) for receiving dividends by registering their bank mandates.
9. 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 2022 are sent only through electronic mode to all those shareholders whose email addresses are registered with the RTA / DPs and physical / hard copies of the same will not be sent, unless requested by the member.
10. 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).
11. As per the SEBI circular dated 3 November, 2021, facility for registering nomination is available for members in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be obtained from the RTA / DPs or downloaded from the company's website, <https://www.cholamandalam.com/sebi-norms.aspx>.
12. The company has transferred the unclaimed or un-encashed dividends for financial years up to 2014 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 2015 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 2021, on the website of the company. It may be noted that a reminder has been sent for unclaimed / unpaid dividend in respect of those members having unclaimed dividends. Members attention is particularly drawn to the "General Shareholders Information" section of the annual report in respect of unclaimed / unpaid dividend.
13. SEBI vide circular dated 3 November, 2021, has mandated furnishing of details like PAN, nomination, mobile number, email address, specimen signature, bank details by the respective shareholders. Relevant details and forms prescribed by SEBI in this regard are available on the website of the company at <https://www.cholamandalam.com/sebi-norms.aspx>. 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.

14. Members may note that in terms of the Income Tax Act, 1961, dividend income will be taxable in the hands of shareholders and the company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The prescribed rates for various categories are as per the Finance Act, 2020 and amendments thereof.
- 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, 2022. 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 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, 2022.
  - iii. Dividend 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). TDS Certificates will be available at and can be downloaded from <https://ris.kfintech.com/clientservices/tds/certificate.aspx>.
  - iv. Shareholders who have not filed returns with Income Tax Authority for the financial years 2019-20 and 2020-21 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.
  - 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.
15. 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.
16. 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. Further, SEBI vide its notification dated 24 January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the company or RTA, for assistance in this regard.
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 29, 2022. Members seeking to inspect such documents can send an email to [investors@chola.murugappa.com](mailto:investors@chola.murugappa.com).
18. Members desirous of obtaining any information / clarification relating to the financials are requested to 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.

By Order of the board

Place : Chennai  
Date : 17 June, 2022

**P. Sujatha**  
Company Secretary

## ANNEXURE TO THE NOTICE

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

#### **Item No.5 - Approval for increase in borrowing powers of the company:**

Under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, sanction of the company by way of a special resolution is required for enabling the board of directors to borrow money in excess of paid-up share capital and free reserves of the company and to create charge, mortgage, hypothecation, lien, pledge over its assets / properties in favour of its lenders for the purposes of securing the loan / credit facilities extended by them to the company. At the annual general meeting held on 30 July, 2019, sanction was accorded by the members by way of a special resolution to the board of directors to borrow money over and above the aggregate of the paid-up share capital and free reserves of the company up to a limit of ₹ 75,000 crores. In view of the increased volume of operations of the company planned for the next few years, it is considered necessary to increase the borrowing limits of the company to ₹ 1,10,000 crores. Hence, the resolution as set out in item no.5 is being sought, by way of a special resolution, pursuant to section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 seeking approval of the shareholders to authorise the board of directors to borrow in excess of the aggregate of the paid-up capital and free reserves up to a sum not exceeding ₹ 1,10,000 crores and to create charge, mortgage, hypothecation, lien, pledge over the assets / properties of the company. The board recommends the resolution as set out in item no.5 of the Notice for approval of the members.

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

#### **Item No.6 - Approval for commission payable to Mr. Vellayan Subbiah, non-executive chairman for financial year ended 31 March, 2022:**

The members at the forty first annual general meeting of the company held on 30 July, 2019, approved the payment of remuneration to non-executive directors, by way of commission up to one percent of the net profits of the company as computed under section 198 of the Companies Act, 2013.

Though shareholders have approved payment of commission up to one per cent of net profits of the company for each year, the actual commission paid to the directors is restricted to a fixed sum within the above limit. This sum is reviewed periodically taking into consideration various factors such as performance of the company, time spent by the non-executive directors (NEDs) for attending to the affairs and business of the company and extent of responsibilities cast on NEDs and other relevant factors. In keeping with evolving trends in industry and considering the increased time spent by Mr. Vellayan Subbiah, he is being proposed a differential commission.

Mr. Vellayan Subbiah has been associated with the company as the managing director between August 2010 till August 2017 and as the non-executive chairman from November 2020. Under his chairmanship, the PBT of the company has grown from ₹ 2,038 crores to over ₹ 2,891 crores. In view of the considerable amount of time spent by him towards the affairs reviewing the performance of various businesses of the company and its subsidiaries along with senior management team on a periodic basis, devising the long-term strategy, participating in monthly ALCO meetings and periodical investor calls, giving strategic directions to the management and advising the company in exploring new opportunities it is proposed that a differential commission of ₹ 100 lakhs (Rupees one hundred lakhs only) be paid to Mr. Vellayan Subbiah for the financial year ended 31 March, 2022. The proposed remuneration is within the overall limit of one percent of the net profits of the company as computed under section 198 of the Companies Act, 2013 for the financial year ended 31 March, 2022.

Further, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, if the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, the approval of members by special resolution shall be obtained.

The board believes that the remuneration proposed to Mr. Vellayan Subbiah commensurate with his contributions and the time spent by him on matters concerning the company. Accordingly, the board recommends the payment of remuneration by way of commission to Mr. Vellayan Subbiah for FY 22 for the approval of members and the same is being placed before the members for their approval.

Except Mr. Vellayan Subbiah, none of the directors or key managerial personnel of the company or their relatives is concerned or interested in the resolution set forth in item no. 6 of the notice.

#### **Item No.7 - Alteration in Memorandum of Association for change in the objects of the company:**

Your company as a part of its overall strategy is exploring various avenues within the ecosystem to expand its customer base. Considering the opportunities available in the digital payments ecosystem your company proposes to participate in Prepaid Payment Instrument Issuer space subject to necessary regulatory approvals.

Currently, the object clause of the Memorandum of Association (MOA) of the company does not specifically provide for carrying out any form of payments business as Prepaid Payments Instrument (PPI) Issuers and/or operate payment systems for PPIs. The Board is of the opinion that adding payments services to the basket of products currently offered by the company will add value to the customers and shareholders. In this regard, the Board considered and recommended the amendments in the object clause of the MOA of the company as set out in item no.7 of the Notice for approval of the members.

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

The existing memorandum of association of the company will be open for inspection at the registered office of the company during business hours on all working days between 11.00 a.m and 2.00 p.m up to 29 July, 2022.

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

<b>Name of the director</b>	<b>Mr. Vellayan Subbiah</b>
DIN	01138759
Date of Birth	7 August, 1969
Date of Appointment (Initial appointment)	Appointed as an additional director of the company on 11 November, 2020.
Qualification	B. Tech in Civil Engineering from IIT Madras and holds a Master's in Business Administration from University of Michigan.
Expertise in specific functional areas	Has rich experience of over 25 years in consulting, technology and financial services and engineering in different positions across various industries. Has worked with McKinsey & Co, 24/7 Customer Inc. Is the executive vice chairman of Tube Investments of India Limited.
Number of meetings of the board attended during the year	Attended 6 out of 6 meetings of the board held during the year.
Directorships in other public and private companies	1. Tube Investments of India Limited (TII) 2. SRF Limited (SRF) 3. Cholamandalam Financial Holdings Limited (CFHL) 4. C G Power & Industrial Solutions Limited (CG Power) 5. Ambadi Investments Limited (AIL) 6. Cherrytin Online Private Ltd. 7. DOT IOT Technologies Private Limited 8. TI Clean Mobility Private Limited
Memberships in board committees of other companies (includes membership details of all committees)	<b>Chairman:</b> 1. Stakeholder Relationship Committee – CG Power 2. Risk Management Committee – CG Power <b>Member:</b> 3. Audit Committee – CG Power and SRF 4. Stakeholder Relationship Committee – TII 5. Nomination and Remuneration Committee – CG Power 6. Shares & Debenture Committee- TII 7. Loans Committee - TII
No. of shares held in the company	Nil
No. of shares held in the company as a beneficial owner	Nil
Inter-se relationship with any other directors or KMP of the company	Nil
Details of remuneration sought to be paid	₹ 100 lakhs
Details of remuneration last drawn	₹ 3.86 lakhs (for the period 11 November, 2020 to 31 March, 2021)

## INSTRUCTIONS:

### A. Instructions for the Remote e-voting for the 44<sup>th</sup> Annual General Meeting of the company:

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 29 July, 2022 at 4 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 22 July, 2022 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. 22 July, 2022. The company has engaged the services of KFin Technologies 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 26 July, 2022 (9:00 a.m. IST) and ends on Thursday, the 28 July, 2022 (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 23 July, 2022 at 9 a.m. till 26 July, 2022 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 23 July, 2022 at 9 a.m. till 26 July, 2022 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 and follow steps given in point 1 above.</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 enter the e-voting module of NSDL. Click on "Active E-Voting Cycles/VC or OAVMs" option under e-voting. You will see company name on the next screen. Click on the e-voting link available or select e-voting service provider "KFinTech" and you will be re-directed to the evoting page of KFinTech to cast your vote without any further authentication.</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 and follow the steps given in point 1 above.</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. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available or select EVoting Service Provider "KFinTech" and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</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. For technical Assistance: Members facing any technical issue related to login can contact the respective depository's helpdesk by sending a request on the e-mail id's or contact on the phone nos. provided below:

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 (6666), 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. 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).
- 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 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. Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants/the Company's Registrar & Transfer Agent, KFinTech to enable servicing of Notices/documents/ Annual Reports electronically to their e-mail address.
  - d. 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 44<sup>th</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 - 6666 (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. 1800-309-4001 [from 9:00 A.M. (IST) to 6:00 P.M. (IST) on all working days]. 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, 22 July, 2022.
- V. The members, whose names appear in the Register of Members / list of beneficial owners as on Friday, 22 July, 2022, 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: MYEPWD <SPACE> IN12345612345678
    2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
    3. Example for Physical: 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 30 July, 2022 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.