

Cholamandalam Investment and Finance Company Limited

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

Tel: 044-4090 7172; Fax: 044-25346464

CIN: L65993TN1978PLC007576

Email: investors@chola.murugappa.com; Website: www.cholamandalam.com

NOTICE OF POSTAL BALLOT

Pursuant to section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014

To

The members of Cholamandalam Investment and Finance Company Limited

NOTICE is hereby given pursuant to section 110 of the Companies Act, 2013, ("Act") read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, that the enclosed resolution is proposed to be passed by way of postal ballot for the following purpose:

As a special resolution

For seeking the approval of the members of the company under section 62(1)(c) of the Act to offer, issue and allot equity shares of face value of ₹ 2/- each for an aggregate amount not exceeding ₹1,000 Crores (Rupees One Thousand Crores only), in one or more tranches, by way of qualified institutions placement to eligible qualified institutional buyers in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("Issue").

For members opting for e-voting:

The company is pleased to provide e-voting facility as an alternate, to all its members, to enable them to cast their votes electronically, instead of physical postal ballot form on the resolution set forth in the postal ballot notice. The company has engaged the services of KFin Technologies Private Limited (KFin) to provide the e-voting facility. In case a member has voted through remote e-voting facility, he/she is not required to send the physical postal ballot form to the scrutiniser.

You are requested to read the instructions printed on the postal ballot form carefully and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the scrutiniser **on or before the close of working hours (5 p.m.) on Monday, January 13, 2020**. Please note that any postal ballot form(s) received after the closing hours of the said date will be treated as invalid i.e., as not having been received. No other form or photocopy thereof is permitted. The scrutiniser will submit his report to the chairman of the company after completion of the scrutiny of the postal ballots (including remote e-voting). The results of the postal ballot will be announced by the chairman or any other director of the company at 2.30 p.m. on Tuesday, January 14, 2020 at the registered office of the company at "Dare House", No. 2, N.S.C. Bose Road, Parrys, Chennai - 600 001. The result of the postal ballot along with scrutiniser's report will also be displayed at the registered office of the company and posted on the company's website, www.cholamandalam.com and on the KFin's website, www.evoting.karvy.com as well as on stock exchanges website viz. www.bseindia.com and www.nseindia.com.

The resolution if passed by requisite majority, shall be deemed to have been passed on Monday, January 13, 2020, being the last date for receipt of duly completed postal ballot forms/ e-voting.

The resolution being special resolution will be declared as passed if votes cast in favour of the resolution are not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.

In compliance with the provisions of section 108 of the Act read with rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may cast their votes either through postal ballot or through electronic form (e-voting). Those members opting for e-voting may follow the procedure, as recommended by KFin as stated in this notice.

By Order of the Board

Chennai
December 12, 2019

P. Sujatha
Company Secretary

RESOLUTION FOR POSTAL BALLOT

(Pursuant to section 110 of the Companies Act, 2013)

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**the Act**"), read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), the uniform listing agreement entered into by the Company with the stock exchanges on which the equity shares having face value of ₹2/- each of the Company ("Equity Shares") are listed, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed there under, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**GoI**") and amended from time to time, and subject to other applicable rules, regulations and guidelines issued by Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and / or any other competent authorities, whether in India or abroad (herein referred to as "**Applicable Regulatory Authorities**"), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors ("**Board**", which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, consent, authority and approval of the members of the company be and is hereby accorded to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for SEBI categories of persons as may be permitted), with or without green shoe option, such number of Equity Shares (hereinafter referred to as "**Securities**") in one or more tranches, by way of qualified institutions placement through issue of placement document or other permissible/ requisite offer document to eligible qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds

and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “Investors”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹1,000 Crores (Rupees One Thousand Crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the issue of Securities and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case of issue and allotment of Securities made by way of a qualified institutional placement (“QIP”) in terms of Chapter VI of the SEBI ICDR Regulations,

- (a) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- (b) the Securities issued shall rank *pari passu* in all respects including entitlement to dividend with the existing Securities of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
- (c) the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- (d) the Board may however, at its absolute discretion in accordance with applicable law, also offer Securities a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations and
- (e) no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Securities, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any

question or difficulty that may arise in regard to issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such consultants, book running lead managers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, and any other advisors and professionals as may be required to be appointed, involved or concerned in the issue and allotment of securities and to pay them such fees, commission, brokerage and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, memorandum, documents, etc. with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of securities and settle any questions or difficulties that may arise in connection with the aforesaid resolution.

By Order of the Board

Chennai
December 12, 2019

P. Sujatha
Company Secretary

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ["Act"]

The Board of directors at its meeting held on December 12, 2019 considered a capital raising proposal for the Company to meet the projected business growth, to augment the long-term resources of the Company for meeting funding requirements of its business activities, to improve the capital adequacy ratio of the Company and for other general corporate purposes.

Accordingly, the Board considered infusing additional capital not exceeding ₹1,000 Crores through Qualified Institutions Placement ("**QIP**") to eligible investors in accordance with Chapter VI of the SEBI ICDR Regulations.

Pursuant to the provisions of section 62(1)(c) of the Companies Act, 2013, approval of the members is required for the proposed allotment of Securities through QIP. Accordingly, the consent of the members is being sought, pursuant to the applicable provisions of the Companies Act, 2013 read with Rules made there under including SEBI ICDR Regulations and in terms of the provisions of the Listing Agreement to issue and allot Securities through QIP as stated in the resolution. The proposed special resolution seeks the enabling authorisation of the members of the Company to the Board, without the need of any further approval from the members, to issue and allot Securities through QIP, in accordance with the provisions of Chapter VI of SEBI ICDR Regulations.

The proceeds of the proposed issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Securities issued shall rank *pari passu* in all respects including entitlement to dividend with the existing Securities of the Company as may be provided under the terms of issue and in accordance with the placement document(s). The Securities allotted would be listed on the Stock Exchanges where

the share of company is listed. The issue and allotment would be subject to the availability of regulatory approvals, if any.

Since, the pricing and other terms of the QIP will be decided at a later stage, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the Equity Shares that may be issued to the qualified institutional buyers in the QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

The allotment of Equity Shares or other Eligible Securities shall be completed within 365 days from the date of resolution passed by the Members.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post issue of Securities that may be held by them and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate time and mode). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

Accordingly, the Board recommends the resolution for approval of the members to be passed as a special resolution.

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

By Order of the Board

Chennai
December 12, 2019

P. Sujatha
Company Secretary

Voting through electronic means - Instructions

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the listing regulations as amended from time to time, the company is pleased to offer e-voting facility to members to exercise their votes electronically on resolution set forth in the postal ballot.

The company has engaged the services of KFin to provide remote e-voting facility to enable members to provide their votes in a secure manner.

The board of directors of the company has appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, Practising Company Secretaries, Chennai, as scrutiner for conducting the postal ballot voting process including remote e-voting process in a fair and transparent manner. In terms of the requirements of the Act and the rules made there under, the company has fixed December 6, 2019 as the cut-off date. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

The e-voting facility commences on Sunday, December 15, 2019 (09:00 a.m. IST) and ends on Monday, January 13, 2020 (05:00 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 of December 6, 2019, are entitled to avail the facility to cast their vote electronically. The 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/ she shall not be allowed to change it subsequently.

The instructions for members voting electronically are as under:

A. For members receiving an e-mail from KFin, e-voting service provider [for members whose e-mail addresses are registered with the company/ DP(s)]:

- (i) Open your web browser during the voting period and navigate to **<https://evoting.karvy.com>**
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be **E-Voting Event Number- 5169** (EVEN) followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you

are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-voting event.
- (vii) Select the EVENT of Cholamandalam Investment and Finance Company Limited and click on "SUBMIT".
- (viii) Now you are ready for e-voting as "Cast Vote" page opens.
- (ix) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (x) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- (xi) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (xii) 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.
- (xiii) Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutiniser at e-mail, rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Chola - Postal Ballot".

B. Members holding shares in dematerialised form whose e-mail IDs are not registered with the company / DPs [for members holding shares in physical form as well as those members who have received physical copy of the postal ballot notice]:

- (i) E-Voting Event Number-5169 (EVEN), User ID and Password is provided in the Postal Ballot Form.
- (ii) Please follow all steps from sl. no.(i) to sl. no.(xiii) above to cast your vote by electronic means.

Other instructions:

- (i) In case of queries, you may refer Help & FAQ section of <https://evoting.karvy.com> or call KFin on 040-67162222 & Toll-free No.18003454001.
- (ii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (iii) Members holding shares as on the cut-off date, Friday, December 6, 2019 shall have the voting rights on the resolution.
- (iv) The scrutiniser shall upon conclusion of the e-voting period 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 of the votes cast in favour or against, if any and forward to the director of the company or person authorised by him in writing who shall countersign the same.
- (v) The results shall be declared at the registered office of the company. The results declared along with the scrutiniser's report shall be placed on the company's website, www.cholamandalam.com and on the website of KFin, <https://evoting.karvy.com> after the result is declared by the director / authorised person and simultaneously communicated to BSE Limited and National Stock Exchange of India Limited. The resolution if passed by requisite majority, shall be deemed to have been passed on January 13, 2020, being the last date for receipt of duly completed postal ballot forms / e-voting.