
NOTICE TO MEMBERS

NOTICE is hereby given that the Seventieth Annual General Meeting (AGM) of the members of Cholamandalam Financial Holdings Limited (formerly, TI Financial Holdings Limited) will be held at 3.00 pm on Thursday, **1st August, 2019** at T T K Auditorium, The Music Academy, No. 168 (Old No.306), T T K Road, Chennai - 600 014 to transact the following business:

ORDINARY BUSINESS

Item No.1 - To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**:

RESOLVED THAT the board's report, the statement of profit and loss and the cash flow statement for the year ended March 31, 2019 and the balance sheet as at that date, including the consolidated financial statements, together with the independent auditors' reports thereon be and are hereby considered, approved and adopted.

Item No.2 - To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**:

RESOLVED THAT the interim dividend of 60% approved by the Board of Directors on February 4, 2019 on the equity shares of ₹ 1/- each of the Company for the year ended March 31, 2019 and paid to those equity shareholders whose names appeared in the register of members as on February 15, 2019 being the record date fixed for this purpose, be and is hereby confirmed.

RESOLVED FURTHER THAT a final dividend of 65% as recommended by the Board of Directors, be and is hereby declared on the equity shares of ₹ 1/- each of the Company for the year ended March 31, 2019 and be paid to those members, in case of shares held in physical form, whose names appear in the register of members as on August 1, 2019 and in case of beneficial holders whose shares are held in dematerialised form as on August 1, 2019, as per the details furnished by the depositories for this purpose.

Item No.3 - To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**:

RESOLVED THAT Mr. M M Murugappan (holding DIN 00170478), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.

SPECIAL BUSINESS

Item No.4 - To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**:

RESOLVED THAT Mr. Ashok Kumar Barat (holding DIN 00492930), who was appointed by the Board of Directors, as an Additional Director with effect from August 1, 2018 and who holds office up to the date of this Annual General Meeting in terms of section 161(1) of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Ashok Kumar Barat, who meets the criteria for independence as provided in section 149(6) of the Act and regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing August 1, 2018 to July 31, 2023, be and is hereby approved.

Item No.5 - 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 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Sridharan Rangarajan (holding DIN 01814413), an Additional Director, holding office up to the date of this Annual General Meeting be and is hereby appointed as a director of the Company liable to retire by rotation.

Item No.6 - 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 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. V Ravichandran (holding DIN 00110086), an Additional Director, holding office up to the date of this Annual General Meeting be and is hereby appointed as a director of the Company liable to retire by rotation.

Item No.7 - To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT Mr. Balasubramanyan Ramaratnam (holding DIN 07525213), who was appointed by the Board of Directors, as an Additional Director with effect from March 18, 2019 and who holds office up to the date of this Annual General Meeting in terms of section 161(1) of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Ramaratnam, who meets the criteria for independence as provided in section 149(6) of the Act and regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing March 18, 2019 to March 17, 2024, be and is hereby approved.

Item No.8 - To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company, the Directors of the Company (excluding Managing Director(s)/Executive Director(s)/Whole-time Director(s) but including the Alternate Directors) be paid remuneration by way of commission for a period of five financial years commencing from April 1, 2019, not exceeding 1% of the net profits of the Company computed in accordance with the provisions of section 198 of the Companies Act, 2013 for each financial year.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide from time to time, the quantum and manner of distribution of commission, to one or more Directors, including the Chairman within the limit of 1% prescribed above.

RESOLVED FURTHER THAT the aforesaid commission shall be in addition to the fees payable to such Directors for attending the meetings of the Board and Committees thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution.

By Order of the Board

Place : Chennai

Date : May 3, 2019

E Krithika

Company Secretary

NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting ("AGM") may appoint one or more proxies to attend and vote instead of him / her. The proxy need not be a member of the company. Proxy to be valid shall be deposited at the registered office of the company at least forty eight hours before the commencement of the meeting. A person shall not act as a proxy for more than fifty members and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A person holding more than 10% (ten percent) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy form for the AGM is enclosed.**
- 2. The business set out in the notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice at the end.**
- 3. Members / proxies are requested to bring their duly filled in attendance slips enclosed herewith to attend the meeting mentioning therein details of their DP and Client ID / Folio No.**

4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the AGM.
5. Information required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in respect of appointment / re-appointment of directors is furnished and forms part of the Notice.
6. A statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of businesses under item nos. 4 to 8 of the Notice is annexed.
7. Pursuant to the provisions of section 91 of the Act and the Listing Regulations, the register of members and share transfer books of the company will remain closed from Friday, July 26, 2019 to Thursday, August 1, 2019 (both days inclusive).
8. The final dividend of ₹ 0.65 per equity share of the company, as recommended by the Board, if declared at the ensuing AGM, will be paid, subject to the provisions of section 126 of the Act, to those members or their mandatees whose names stand registered in the company's register of members as on August 1, 2019. Members are encouraged to utilise the electronic clearing service (ECS) for receiving dividends by registering their bank mandates.
9. At the 66th AGM held on August 6, 2015, M/s. S R Batliboi & Associates LLP, Chartered Accountants were appointed as the Statutory Auditors of the Company for a period of five years viz., from the conclusion of the 66th AGM till the conclusion of the 71st AGM subject to ratification by members at every AGM. Pursuant to the Companies (Amendment) Act, 2017 notified with effect from May 7, 2018, the requirement for ratification of statutory auditors' appointment at every AGM stands omitted. Accordingly, no resolution is being proposed in this regard at the 70th AGM.
10. All correspondence relating to change of address, change in the e-mail ID already registered with the company, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to Karvy Fintech Private Limited, 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).
11. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form no. SH13, duly filled in, to the RTA. The prescribed form can be obtained from the RTA / DPs.
12. The Company has transferred the unclaimed or unpaid dividends declared upto the interim dividend for FY 2011-12, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unclaimed and unpaid amounts lying as on July 31, 2018 (date of previous AGM) on the website of the Company, www.cholafhl.com and also on the website of the Ministry of Corporate Affairs.

In terms of section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has, during the year 2018-19, transferred equity shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, to the IEPF Authority and the details of the same have been uploaded on the website of the Company, www.cholafhl.com. Shares and dividend transferred to IEPF Authority can be claimed back by filing online application in Form IEPF-5 alongwith requisite documents. Shareholders are requested to contact the Company's RTA - Karvy Fintech Private Limited or the Company in this regard.

Members who have not encashed their warrants in respect of the final dividend declared in financial year 2011-12 and subsequent dividends thereon, may write to the Company Secretary or the RTA immediately for claiming their dividends.

13. As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form to the e-mail address provided by you. Members holding shares in dematerialized form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to RTA.
14. Copies of the annual report for 2019, notice of the 70th AGM along with attendance slip and proxy form are being sent to all the members whose e-mail IDs are registered with the company / DPs for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copies of the aforesaid documents are being sent in the permitted mode.
15. Members may also note that the notice of the 70th AGM and the annual report for 2019 will also be available on the company's website, www.cholafhl.com for their download. Relevant documents referred to in the proposed resolutions, the register of directors and key managerial personnel and their shareholding under section 170 of the Act and the register of contracts or arrangements in which the directors are interested under section 189 of the Act will be available for inspection at the company's registered office during normal business hours on working days up to the date of the meeting.

Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the company's e-mail id: investorservices@cfhl.murugappa.com.

16. SEBI has mandated the submission of 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 DPs. Members holding shares in physical form shall submit their details to RTA.
17. As per SEBI mandate, effective April 1, 2019, securities of listed companies can be transferred only in dematerialised form. In view of this requirement and to avail various benefits of dematerialisation, members holding shares in physical form are requested to get their shares dematerialised.
18. Members desirous of obtaining any information / clarification relating to the accounts are requested to submit their query in writing to the company well in advance to enable us to keep the information ready.

By Order of the Board

Place : Chennai

Date : May 3, 2019

E Krithika

Company Secretary

ANNEXURE TO THE NOTICE

A. Details of Director seeking re-appointment at the 70th Annual General Meeting [Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Item No.3

Mr. M M Murugappan, aged 63 years, has been a director of the company since November 2017 and is liable to retire by rotation at this AGM and being eligible has offered himself for re-appointment. He is the Chairman of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee and a member of Nomination and Remuneration Committee of the Board.

Details of his qualification, experience and other information pursuant to regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings are furnished under Section C of the notice.

The Board considers his continued association would be beneficial to the Company and recommends his reappointment as a Director liable to retire by rotation for approval by the members.

B. Statement in respect of Special Business [Pursuant to Section 102 of the Companies Act, 2013]

Item No.4

Mr. Ashok Kumar Barat, aged 62 years, was appointed as an Additional Director by the Board with effect from August 1, 2018 pursuant to the provisions of section 161 of the Act and holds office upto the date of this AGM. He is the Chairman of Nomination & Remuneration Committee and a member of the Audit Committee and Corporate Social Responsibility Committee of the Board. Details of his qualification, experience and other information pursuant to regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings are furnished under Section C of the notice.

The Company has received a notice in writing from a member under section 160 of the Act, proposing the candidature of Mr. Barat as a director. Mr. Barat has given a declaration to the Board that he meets the criteria for 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. Barat fulfills the conditions specified in the Act and Rules made there under for appointment as an independent director and he is independent of the management.

Accordingly, the Board recommends the appointment of Mr. Barat as an Independent Director not liable to retire by rotation, for a term of five consecutive years as set out in the resolution, for approval by the members.

Memorandum of Interest

Except Mr. Ashok Kumar Barat, 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.5

Mr. Sridharan Rangarajan, aged 53 years, was appointed as an Additional Director by the Board on August 30, 2018 pursuant to the provisions of section 161 of the Act and holds office upto the date of this AGM. He is a member of the Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Board.

Details of his qualification, experience and other information pursuant to regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings are furnished under Section C of the notice.

The Company has received a notice in writing from a member under section 160 of the Act, proposing the candidature of Mr. Sridharan as a director. Mr. Sridharan has given his consent and disclosures as required under the Act and the Listing Regulations.

Accordingly, the Board recommends the appointment of Mr. Sridharan as a Director liable to retire by rotation for approval by the members.

Memorandum of Interest

Except Mr. Sridharan Rangarajan, 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.6

Mr. V Ravichandran, aged 62 years, was appointed as an Additional Director by the Board on March 18, 2019 pursuant to the provisions of section 161 of the Act and holds office upto the date of this AGM.

Details of his qualification, experience and other information pursuant to regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings are furnished under Section C of the notice. The Company has received a notice in writing from a member under section 160 of the Act, proposing the candidature of Mr. Ravichandran as a director. Mr. Ravichandran has given his consent and disclosures as required under the Act and the Listing Regulations.

Accordingly, the Board recommends the appointment of Mr. Ravichandran as a Director liable to retire by rotation for approval by the members.

Memorandum of Interest

Except Mr. Ravichandran, 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.7

Mr. Balasubramanyan Ramaratnam, aged 64 years, was appointed as an Additional Director by the Board on March 18, 2019 pursuant to the provisions of section 161 of the Act and holds office upto the date of this AGM. He is a member of the Audit Committee, Stakeholders Relationship Committee and Risk Management Committee of the Board.

Details of his qualification, experience and other information pursuant to regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings are furnished under Section C of the notice. The Company has received a notice in writing from a member under section 160 of the Act, proposing the candidature of Mr. Ramaratnam as a director. Mr. Ramaratnam has given a declaration to the Board that he meets the criteria for 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. Ramaratnam fulfills the conditions specified in the Act and Rules made there under for appointment as an independent director and he is independent of the management.

Accordingly, the Board recommends the appointment of Mr. Ramaratnam as an Independent Director not liable to retire by rotation, for a term of five consecutive years as set out in the resolution, for approval by the members.

Memorandum of Interest

Except Mr. Ramaratnam, 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

The Non-Executive Directors including Independent Directors of the Company possess professional expertise and experience in varied fields such as finance, banking, technology, engineering, corporate strategy & management and compliance. The Board is of the view that adequate compensation be given to the Non-Executive Directors ("NEDs") in recognition for their time and efforts.

The members at the 65th annual general meeting held on August 6, 2014, had approved payment of remuneration by way of commission to non executive directors of the Company for a period of 5 financial years commencing from April 1, 2014 to March 31, 2019 for an amount not exceeding 1% of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 for each financial year. As the validity of the approval expired on March 31, 2019, resolution seeking approval for a further period of five financial years is placed before the members.

The Remuneration policy adopted by the Board provides the framework for remuneration of members of the Board of Directors, Key Managerial Personnel and other employees of the Company. The policy provides that commission payable to NEDs will be restricted to a fixed sum within the limits prescribed under section 197 of the Act, payable annually on the basis of their tenure as director during a financial year.

The Board recommends payment of remuneration by way of commission to NEDs upto a sum not exceeding 1% of the net profits of the Company computed in accordance with section 198 of the Companies Act, 2013 for each financial year. The said commission shall be in addition to the fees payable to NEDs for attending the meetings of the Board and Committees thereof. Details of directors as required under Secretarial Standard on General Meetings is available in the Corporate Governance Report.

Pursuant to Article 96 of the Articles of Association of the Company, approval of the members is sought by means of a special resolution set out under item no. 8 of the notice.

Memorandum of Interest

All the Directors and their relatives are concerned or interested in the above resolution to the extent of the commission that they may receive. None of the Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution.

C. Disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Details / Name of the Director	Mr. M M Murugappan	Mr. Ashok Kumar Barat	Mr. Sridharan Rangarajan	Mr. V Ravichandran	Mr. B Ramaratnam
DIN	00170478	00492930	01814413	00110086	07525213
Date of Birth	12 th November 1955	5 th December 1956	16 th March 1966	09 th June 1956	13 th February 1955
Date of Appointment (Initial appointment)	11 th November, 2017	01 st August 2018	30 th August 2018	18 th March 2019	18 th March 2019
Qualification	Bachelor's Degree in Chemical Engineering from the University of Madras and a Master of Science in Chemical Engineering from the University of Michigan, USA.	Commerce graduate and a Fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.	Commerce graduate, an Associate member of the Institute of Chartered Accountants of India and Graduate member of the Institute of Cost and Works Accountants of India.	Engineering graduate and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He is a qualified Cost Accountant and a Company Secretary.	Graduated from the University of Mumbai and is a member of the Institute of Chartered Accountants of India.
Expertise in specific functional areas	Has over 40 years of experience in diverse areas including strategy & business development, technology, research & development and human resources.	Has varied experience in the fields of finance, M&A, strategy and governance. He has worked in different roles, operational and staff, as a CFO, Managing Director, CEO and Country Manager.	Has over 29 years of experience in finance, manufacturing, service & distribution, banking and contracting industries.	Has over three decades of experience in the fields of finance and marketing.	Has experience in the areas of statutory and internal audit, due diligence, SOX compliance and other professional services.
Terms & Conditions of appointment / re-appointment	Appointed as a Non-Executive Director liable to retire by rotation, by the shareholders at the 69 th AGM held on July 31, 2018.	As per the resolution under item no. 4	As per the resolution under item no. 5	As per the resolution under item no. 6	As per the resolution under item no. 7
Directorships in other companies (including foreign companies)	<ol style="list-style-type: none"> 1. Tube Investments of India Limited (TII) 2. Coromandel International Limited (CIL) 3. Cholamandalam Investment and Finance Company Limited (CIFCL) 4. Cholamandalam MS General Insurance Company Limited (Chola MS) 5. Carborundum Universal Limited (CUMI) 6. Mahindra & Mahindra Limited (M&M) 7. Cyient Limited (Cyient) 8. Ambadi Investments Limited (AIL) 9. Murugappa Organo Water Solutions Private Limited 	<ol style="list-style-type: none"> 1. Cholamandalam Investment and Finance Company Limited (CIFCL) 2. Cholamandalam Home Finance Limited (CHFL) 3. Bata India Limited 4. Birlasoft Limited (Birlasoft) 5. Mahindra Intertrade Limited (MIL) 6. DCB Bank Limited (DCB) 7. The Council of EU Chambers of Commerce in India 8. Wacker Metroark Chemicals Private Limited 	<ol style="list-style-type: none"> 1. Cholamandalam MS General Insurance Company Limited (Chola MS) 2. Cholamandalam Home Finance Limited (CHFL) 3. Cholamandalam MS Risk Services Limited 4. Cholamandalam Health Insurance Limited 5. Net Access India Limited 6. Thukela Refractories Isithebe Pty Limited 7. CUMI Europe s.r.o 	<ol style="list-style-type: none"> 1. E.I.D.-Parry (India) Limited (EID) 2. Coromandel International Limited (CIL) 3. Parry Sugars Refinery India Private Limited (Parry Sugars) 4. Parry Infrastructure Company Private Limited 5. Yanmar Coromandel Agrisolutions Private Limited 6. CFL Mauritius Limited 7. US Nutraceuticals LLC 8. Parry America Inc 9. Foskor Pty Limited 10. Alimtec S.A. 	Redington (India) Limited (Redington)

Details / Name of the Director	Mr. M M Murugappan	Mr. Ashok Kumar Barat	Mr. Sridharan Rangarajan	Mr. V Ravichandran	Mr. B Ramaratnam
	10. M M Muthiah Research Foundation 11. IIT Madras Research Park 12. Idea Lab (India) Private Limited 13. Volzhsky Abrasive Works 14. Chennai Willingdon Corporate Foundation				
Memberships in Board committees of other companies (includes membership details of all committees)	Chairman 1. Stakeholders Relationship Committee - TII, CUMI 2. Nomination & Remuneration Committee - M&M 3. Risk Management Committee - Chola MS 4. Corporate Social Responsibility Committee - Chola MS 5. Business Committee - Chola MS & CIFCL 6. Investment Committee - Chola MS 7. Management Committee - Chola MS Member 1. Audit Committee - Cyient, M&M 2. Nomination & Remuneration Committee - Chola MS, TII, Cyient 3. Risk Management Committee - Chola MS, CIFCL, M&M, Cyient 4. Corporate Social Responsibility Committee - CIFCL, AIL 5. Borrowing Committee - AIL	Chairman 1. Audit Committee - CHFL, DCB, Birlasoft 2. IT Strategy Committee - CIFCL 3. Fraud Reporting & Monitoring Committee - DCB Member 1. Audit Committee - CIFCL, MIL 2. Stakeholders Relationship Committee- CIFCL, Birlasoft 3. Nomination & Remuneration Committee - CIFCL, MIL 4. Risk Management Committee - CIFCL, DCB, Birlasoft 5. Business Committee - CIFCL 6. Capital Raising Committee - DCB 7. Willful Defaulters Review Committee - DCB	Member 1. Audit Committee - Chola MS, CHFL 2. Risk Management Committee - Chola MS 3. Corporate Social Responsibility Committee - CHFL 4. Policyholders' Protection Committee - Chola MS 5. Business Committee - Chola MS 6. Investment Committee - Chola MS 7. Management Committee - Chola MS	Chairman 1. Stakeholders Relationship Committee - EID Member 1. Stakeholders Relationship Committee - CIL 2. Nomination & Remuneration Committee - EID 3. Risk Management Committee - EID, CIL 4. Corporate Social Responsibility Committee- EID, CIL 5. Loans and Investment Committee - EID, Parry Sugars 6. NPA Disposal Committee - EID 7. Banking and Borrowing Committee - CIL	Chairman 1. Audit Committee - Redington 2. Stakeholders Relationship Committee- Redington Member 1. Corporate Social Responsibility Committee - Redington
No. of shares held in the Company	842405 equity shares of ₹ 1/- each	Nil	Nil	4951 equity shares of ₹ 1/- each	Nil
Inter-se relationship with any other directors or KMP of the company	Nil	Nil	Nil	Nil	Nil

For further details, please refer the Corporate Governance Report which forms part of the Annual Report.

INSTRUCTIONS FOR ELECTRONIC VOTING [E-Voting]

VOTING THROUGH ELECTRONIC MEANS – INSTRUCTIONS

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the listing regulations as amended from time to time, the company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the notice convening the 70th Annual General Meeting (AGM) scheduled to be held at 3.00 p.m. on Thursday, August 1, 2019.

The company has engaged the services of Karvy Fintech Private Limited (Karvy) to provide remote e-voting facility for members to cast their votes in a secure manner.

The Board of Directors have appointed Mr. R. Sridharan or failing him Mr. G Subramaniam of M/s. R. Sridharan & Associates, Practicing Company Secretaries as the scrutiniser to scrutinise e-voting and conduct the voting process at the AGM in a fair and transparent manner. In terms of the requirements of the Act and the Rules made there under, the company has fixed Thursday, July 25, 2019 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. July 25, 2019.

The remote e-voting facility begins on Saturday, July 27, 2019 (9:00 a.m. Indian Standard Time) and ends on Wednesday, July 31, 2019 (5:00 p.m. Indian Standard Time). During this period, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 25, 2019, are entitled to avail the facility to cast their vote electronically / voting in the general meeting, as the case may be.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting facility shall be disabled by Karvy upon expiry of the aforesaid period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently or cast the vote again.

The instructions for members voting electronically are as under:

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

- (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number-4613 (EVEN) followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting event.
- (vii) Select the EVEN of "Cholamandalam Financial Holdings Limited" and click on "SUBMIT".
- (viii) Now you are ready for e-voting as "Cast Vote" page opens.
- (ix) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (x) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.

- (xi) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (xii) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (xiii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
- (xiv) Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.,) are also required to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutiniser at e-mail, rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "CFHL – 70th AGM".

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

- (i) E-Voting Event Number-4613 (EVEN), User ID and Password is provided in the Attendance Slip.
- (ii) Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast your vote by electronic means.

C. Voting at AGM:

The members who have not cast their vote electronically, can exercise their voting rights at the AGM. The company will make necessary arrangements in this regard at the AGM venue.

OTHER INSTRUCTIONS:

- (i) In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> or call Karvy on 040-67162222 & Toll-free No. 1800 3454 001.
- (ii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of July 25, 2019.
- (iv) Any person who acquires shares of the company and becomes a member of the company after dispatch of the notice to the members and holding shares as on the cut-off date of July 25, 2019, may obtain the login ID and password by sending a request at evoting@karvy.com. On receipt of user ID and password, please follow the steps from sl.no. (i) to sl. no. (xiv) mentioned in point A above to cast your vote by electronic means. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot user details / Password" option available on <https://evoting.karvy.com>.
- (v) Members who have cast their votes through remote e-voting may also attend the AGM. However, those members are not entitled to cast their vote again in the AGM.
- (vi) A member can opt for only one mode of voting i.e., either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
- (vii) The scrutiniser shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the company and make a consolidated scrutiniser's report on or before August 3, 2019 of the total votes cast in favour or against, if any, to the chairman of the company or person authorised by him in writing who shall countersign the same.
- (viii) The results shall be declared after the AGM of the company. The results declared along with the scrutiniser's report shall be placed on the company's website, www.cholafhl.com and on the website of Karvy, <https://evoting.karvy.com> after the result is declared by the chairman / authorised person and simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.