
NOTICE TO MEMBERS

NOTICE is hereby given that the 71st Annual General Meeting (AGM) of the members of Cholamandalam Financial Holdings Limited ('the Company') will be held at **3.30 pm IST on Wednesday, the 12th August 2020** through video conferencing or other audio visual means 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, 2020 and the balance sheet as at that date, including the consolidated financial statements, together with the independent auditors' reports thereon be and are hereby considered, approved and adopted.

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

RESOLVED THAT the interim dividend of 65% approved by the Board of Directors on February 26, 2020 on the equity shares of ₹1/- each of the Company and paid to those equity shareholders whose names appeared in the register of members as on March 6, 2020 being the record date fixed for this purpose, be and is hereby confirmed as final dividend for the financial year 2019-20.

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

RESOLVED THAT Mr. Sridharan Rangarajan (holding DIN 01814413), 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.

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

RESOLVED THAT pursuant to the provisions of sections 139, 141, 142 and other applicable provisions 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), the re-appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm registration no.101049W/E300004) as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the 71st AGM until the conclusion of the 76th AGM on a remuneration of ₹12,50,000/- (excluding out of pocket expenses incurred by them in connection with the Audit and applicable taxes) for the FY 2020-21 be and is hereby approved and the Board may decide the remuneration payable to the Statutory Auditors for the subsequent years based on the recommendation of the Audit Committee.

SPECIAL BUSINESS

ITEM NO. 5 - To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, 161 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and 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, Ms. Vasudha Sundararaman (holding DIN 06609400), an additional director, holding office up to the date of this Annual General Meeting be and is hereby appointed as an independent director of the Company not liable to retire by rotation, to hold office for a term of five (5) consecutive years effective February 12, 2020 to February 11, 2025.

ITEM NO. 6 - To consider and if deemed fit, to pass, the following as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. N Ganesh as Manager of the Company for a further period of three (3) years with effect from June 15, 2020 to June 14, 2023 and be paid remuneration as detailed below subject to an overall limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed in section 197 of the Act:

a. Salary

₹2,07,505/- per month in the scale of ₹2,00,000 – ₹4,50,000/- per month. The increments within the scale would be decided by the Nomination & Remuneration Committee of the Board.

b. Allowances

Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance not exceeding 150% of the salary.

c. Incentive

Incentive will be (at 100% level) upto 22.5% of annual pay (annual pay includes salary, perquisites, allowances, incentive and retirement benefits).

d. Perquisites

Perquisites such as house rent allowance, reimbursement of medical expenses and any other perquisites, benefits or amenities as per the Company's scheme(s) in force from time to time.

e. Retirement benefits

- (i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time.
- (ii) Encashment of leave as per rules of the Company in force from time to time.

f. General

- (i) In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Ganesh will be subject to section 197 of the Act and provisions of Section II of Part II of Schedule V to the Act or any other law or enactment for the time being in force.
- (ii) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive and Retirement Benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Act.
- (iii) Mr. Ganesh will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorised to do all such acts, deeds and things as they may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in such terms of re-appointment and remuneration so as to not exceed the limits specified in schedule V of the Act as may be deemed to be in the best interest of the Company.

By Order of the Board

Place : Chennai

Date : June 15, 2020

E Krithika

Company Secretary

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and the Securities and Exchange Board of India (SEBI) vide its circular dated May 12, 2020, have allowed companies to conduct Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') during the calendar year 2020 subject to compliance with requirements mentioned therein. Accordingly, the 71st AGM of the Company is being conducted in an electronic mode through VC / OAVM.
2. Since the 71st AGM is being conducted through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 71st AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Company has enabled VC / OAVM facility for participation of members in the AGM. Instructions for participation in the AGM through VC / OAVM are provided in para II of the 'instructions to members' section given in the Notice.
4. The business set out in the Notice will be transacted through electronic voting (e-voting) system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are provided in para I of the 'instructions to members' section given in the Notice.
5. Corporate members intending to attend the AGM through their authorised representatives are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the AGM through e-mail to investorservices@cfhl.murugappa.com or einward.ris@kfintech.com
6. A statement pursuant to section 102 of the Companies Act, 2013 ('the Act') in respect of businesses set out under item no. 5 & 6 of the Notice is annexed.

7. Information required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') in respect of appointment / re-appointment of directors and auditors is furnished in this Notice.
8. In terms of MCA and SEBI notifications, Notice of the 71st AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those members whose mail addresses are registered with the Company/ Depository participants ('DPs'). Members who have not yet registered their email addresses are requested to follow the procedure provided in para III of the 'instructions to members' section given in the Notice.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contacts or arrangements in which the directors are interested under section 189 of the Act and all other documents referred in the notice will be available for inspection in electronic mode. Members who wish to inspect the documents can send an email to investorservices@cfhl.murugappa.com.
10. All correspondence relating to change of address, change in the e-mail address 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 KFin Technologies Private Limited (KFin), the Registrar and Share Transfer agent ('RTA') of the Company. Members holding shares in dematerialised form may send such communication to their respective DPs.
11. Members who are holding shares in physical form are advised to submit complete particulars of their bank account to our RTA, KFin, to facilitate electronic remittance of dividend. This would help avoiding fraudulent encashment of the warrants.
12. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form no. SH-13, duly filled in, to the RTA. The prescribed form can be obtained from the RTA or the secretarial department of the Company.
13. The Company has transferred unclaimed / unencashed dividends upto the interim dividend for FY 2012-13, from time to time, to the Investor Education and Protection Fund ('IEPF'). Details of unclaimed / unpaid dividends lying with the Company as on March 31, 2019 is available on the website of the Company at <http://www.cholafhl.com/investors/706> and also on the website of the MCA.
Pursuant to the provisions of section 124 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more has been transferred by the Company to the demat account of the IEPF Authority. Details of shares transferred to the IEPF during FY 2019-20 is provided in general shareholders information section of annual report. Shares and dividend transferred to the IEPF Authority can be claimed back by following the procedure for refund as detailed on the website of IEPF, www.iepf.gov.in. Members are requested to contact the RTA or the Company in this regard. Members who have not encashed their warrants in respect of the final dividend declared for FY 2012-13 and subsequent dividends thereon, may write to the Company Secretary or the RTA immediately for claiming their dividends.
14. Members may note that pursuant to the amendments introduced by the Finance Act, 2020, w.e.f. April 1, 2020, the Company will be required to deduct tax at the applicable rates on the dividend declared and paid to the members. Therefore, members who have not furnished their Permanent Account Number (PAN) are requested to submit a copy of the same immediately to the Company / RTA or to the depositories, as the case may be, to avoid deduction of tax at a higher rate. Members seeking non-deduction of tax on their dividends may submit Form 15G/15H as applicable, to the Company at <https://ris.kfintech.com/form15/>.
15. SEBI has mandated the submission of 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 may submit their details to RTA.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to KFin, for consolidation into a single folio.
17. As per regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of this requirement members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
18. To promote green initiative, members are requested to register their 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 the RTA.
19. Since the 71st AGM is being held in an electronic mode through VC / OAVM, the route map is not provided.

By Order of the Board

Place : Chennai
Date : June 15, 2020

E Krithika
Company Secretary

ANNEXURE TO THE NOTICE

A. Information pursuant to regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No.3

Mr. Sridharan Rangarajan, aged 54 years, has been a director of the Company since August 2018. Mr. Sridharan is liable to retire by rotation at this AGM and being eligible has offered himself for re-appointment. He is a member of the Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Board. Brief profile of Mr. Sridharan is provided in the annual report. Details of his qualification, experience and other information pursuant to regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings are furnished in section (c) below.

The Board considers his continued association would be beneficial to the Company and recommends his re-appointment 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.4

The Members of the Company at the 66th AGM held on August 10, 2015, approved the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants ('SRBA LLP'), as the Auditors of the Company for a period of five years from the conclusion of the said AGM. SRBA LLP will complete their present term on conclusion of this AGM.

The Audit Committee of the Board after consideration of various parameters viz. capability to serve, audit experience in the Company's business segment, reputation of the firm, technical knowledge etc., has recommended re-appointment of SRBA LLP for a second term of five years.

M/s S.R. Batliboi & Associates LLP (FRN 101049W/E300004), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. SRBA LLP was established in the year 1965 and is a limited liability partnership firm ('LLP') incorporated in India. It has its registered office at 22, Camac Street, Kolkata and has 11 branch offices in various cities in India. SRBA LLP has a valid peer review certificate and is part of S.R. Batliboi & Affiliates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients.

SRBA LLP have conveyed their consent for re-appointment as the statutory auditors of the Company along with the confirmation that, their appointment, if approved by the members, would be within the limits prescribed under the Act. The proposed statutory audit fees for the FY 20-21 is ₹12,50,000/- (Rupees twelve lakhs fifty thousand only). Approval of the members is sought to authorise the Board to fix remuneration payable to the statutory auditors for subsequent years.

Accordingly, pursuant to the provisions of section 139 of the Act read with rules made thereunder, the Board on the recommendation of the Audit Committee recommends the re-appointment of SRBA LLP as statutory auditors of the Company for a second term of five (5) consecutive years from the conclusion of the 71st AGM till the conclusion of 76th AGM of the Company as set out in the resolution, for approval by the members.

Memorandum of Interest

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

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

Item No.5

Ms. Vasudha Sundararaman, aged 62 years, was appointed as an Additional Director by the Board with effect from February 12, 2020 pursuant to the provisions of section 161 of the Act and holds office upto the date of this AGM. She is a member of the Audit Committee and Nomination & Remuneration Committee of the Board. Brief profile of Ms. Vasudha is provided in the annual report. Details of her qualification, experience and other information pursuant to regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings are furnished in section (c) below.

The Company has received a notice in writing from a member under section 160 of the Act, proposing the candidature of Ms. Vasudha as a director. Ms. Vasudha has given a declaration to the Board that she meets the criteria for independence as provided under section 149 of the Act as well as under applicable provisions of the Listing Regulations. The terms and conditions of her appointment is available for inspection by members till the AGM during the normal business hours.

In the opinion of the Board, Ms. Vasudha fulfils the conditions specified in the Act and Rules made there under for appointment as an independent director (ID) and she is independent of the management.

Pursuant to the provisions of section 149 of the Act, an ID shall hold office for a term up to five consecutive years on the Board of a company and shall not be liable to retire by rotation. Considering Ms. Vasudha's expertise and experience in financial services sector, the Board is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director. Accordingly, the Board recommends the appointment of Ms. Vasudha as an Independent Director not liable to retire by rotation, for a term of five (5) consecutive years as set out in the resolution, for approval by the members.

Memorandum of Interest

Except Ms. Vasudha Sundararaman, 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. N Ganesh was appointed as the Manager of the Company for a period of 3 years with effect from August 9, 2017 and his term of appointment expires on August 8, 2020. He is a member of the Risk Management Committee of the Board. Mr. Ganesh is also the Chief Financial Officer of the Company appointed with effect from February 5, 2018. He is an employee of Chola Mandalam Investment and Finance Company Limited (CIFCL), an associate company and deputed to the Company on a full-time basis vide a deputation agreement executed between the Company, CIFCL and Mr. Ganesh.

In terms of section 203 of the Act, the Board pursuant to the recommendation of the Nomination & Remuneration Committee and subject to the approval of members, re-appointed Mr. Ganesh as the Manager for a further period of three (3) years with effect from June 15, 2020 on the terms and conditions detailed in the resolution.

Mr. Ganesh, aged 47 years, is a Commerce graduate, a member of the Institute of Chartered Accountants of India and a qualified Cost & Works Accountant and a Company Secretary. He has about 24 years of post-qualification work experience in financial services sector in the areas of Corporate Accounting Function, Treasury Management, Financial Accounting, Process and Controls, Internal Audit, Taxation and Compliance.

Mr. Ganesh does not hold any shares in the Company and is not related to any Directors and Key Managerial Personnel of the Company and their relatives. Details of remuneration last drawn is provided in the remuneration related disclosure in the annual report.

The Board recommends the re-appointment of Mr. Ganesh as the Manager on the terms set out in the resolution for approval by the members.

Memorandum of Interest

Except Mr. Ganesh, 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.

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

Details / Name of the Director	Mr. Sridharan Rangarajan	Ms. Vasudha Sundararaman
DIN	01814413	06609400
Date of Birth	16 th March 1966	10 th November 1957
Date of Appointment (Initial appointment)	30 th August 2018	12 th February 2020
Qualification	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.	B.Sc (Zoology) from Stella Maris College, Chennai, M.Sc (Zoology) from Madras University and a Certified Associate of Indian Institute of Bankers.
Expertise in specific functional areas	Has over 30 years of experience in finance, manufacturing, service & distribution, banking and contracting industries.	Has lengthy experience in grass-root, retail aspects of banking for close to 20 years as Branch Head, Head of Personal Banking Division, NRI Division and retail processing.
Terms & Conditions of appointment / re-appointment	As per the resolution under Item no. 3	As per the resolution under Item no. 5
Directorships in other companies (including foreign companies)	1. Chola Mandalam MS General Insurance Company Limited (Chola MS) 2. Chola Mandalam Home Finance Limited (CHFL) 3. Chola Mandalam MS Risk Services Limited 4. Chola Mandalam Health Insurance Limited 5. Net Access India Limited 6. Thukela Refractories Isithebe Pty Limited* 7. CUMI Europe s.r.o*	Nil
Memberships in Board committees of other companies (includes membership details of all committees)	Committee memberships: + Chola MS - Audit Committee, Risk Management Committee, Policyholders' Protection Committee, Business Committee, Investment Committee and Management Committee + CHFL - Audit Committee & Corporate Social Responsibility Committee	Nil
No. of shares held in the Company	Nil	Nil
Inter-se relationship with any other directors or KMP of the company	Nil	Nil

* In the process of de-registration

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

INSTRUCTIONS TO MEMBERS

I. FOR ELECTRONIC VOTING [E-Voting]

Pursuant to the provisions of section 108 of 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 71st Annual General Meeting (AGM) scheduled to be held at 3.30 p.m. on Wednesday, August 12, 2020.

The company has engaged the services of KFin Technologies Private Limited (KFin) to provide remote e-voting facility for members to cast their votes in a secure manner. Mr. R. Sridharan of M/s. R. Sridharan & Associates, Practicing Company Secretaries will act as the scrutiner 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 **Wednesday, August 5, 2020** as the cut-off date. The remote e-voting / voting rights of the members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e. August 5, 2020.

The remote e-voting facility begins on **Saturday, August 8, 2020 (9:00 a.m. Indian Standard Time)** and ends on **Tuesday, August 11, 2020 (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 August 5, 2020, 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 KFin 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.

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)]:

Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.

- (i) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number 5358 (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.
- (ii) After entering these details appropriately, click on "LOGIN".
- (iii) 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.
- (iv) You need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the E-Voting event.
- (vi) Select the EVEN of "Cholamandalam Financial Holdings Limited" and click on "SUBMIT".
- (vii) Now you are ready for e-voting as "Cast Vote" page opens.
- (viii) 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.
- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- (x) 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.
- (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(s).
- (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@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "CFHL – 71st AGM".

B. Members whose e-mail addresses are not registered with the Company / DPs [including members holding shares in physical form]:

Members may follow the procedure for registration of e-mail address and obtaining User ID and Password provided under section (III) below and then follow all steps from sl. no. (i) to sl. no. (xiii) above to cast your vote by electronic means.

C. Voting during the AGM:

Members participating in the AGM and who have not cast their vote through remote e-voting are eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. Members may click on the voting icon (🗳️) on the left side of the screen to cast their votes.

D. Other Instructions

- (i) In case of any queries, you may refer Help & FAQ section of KFin at <https://evoting.karvy.com/public/Faq.aspx> or call KFin on 040-67162222 & Toll-free No. 1800 3454 001.
- (ii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of August 5, 2020.
- (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 August 5, 2020, may obtain the User ID and password by sending a request through email to einward.ris@kfintech.com. However, if you are already registered with KFin for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot user details / Password" option available on <https://evoting.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 during the AGM.
- (vi) A member can opt for only one mode of voting i.e., either through remote e-voting or voting during 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 voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.
- (viii) The voting results declared along with the scrutiniser's report will be placed on the company's website, www.cholafhl.com and on the website of KFin at <https://evoting.karvy.com/public/Downloads.aspx> after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).

II. FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM)

The Company has engaged M/s KFin Technologies Private Limited (KFin) to provide VC / OAVM facility to conduct the 71st AGM in an electronic manner. Procedure for participating in the AGM through VC / OAVM and the related matters are given below:



Cholamandalam Financial Holdings Limited

Annual Report 2019-20

Murugappa Group

Founded in 1900, the INR 381 Billion (₹38,105 Crores) Murugappa Group is one of India's leading business conglomerates. The Group has 28 businesses including nine listed Companies traded in NSE & BSE. Headquartered in Chennai, the major Companies of the Group include Carborundum Universal Ltd., Cholamandalam Financial Holdings Ltd., Cholamandalam Investment and Finance Company Ltd., Cholamandalam MS General Insurance Company Ltd., Coromandel International Ltd., Coromandel Engineering Company Ltd., E.I.D. Parry (India) Ltd., Parry Agro Industries Ltd., Shanthi Gears Ltd., Tube Investments of India Ltd., and Wendt (India) Ltd.

Market leaders in served segments including Abrasives, Auto Components, Transmission systems, Cycles, Sugar, Farm Inputs, Fertilisers, Plantations, Bio-products and Nutraceuticals, the Group has forged strong alliances with leading international companies such as Groupe Chimique Tunisien, Foskor, Mitsui Sumitomo, Morgan Advanced Materials, Sociedad Química y Minera de Chile (SQM), Yanmar & Co. and Compagnie Des Phosphat De Gafsa (CPG). The Group has a wide geographical presence all over India and spanning 6 continents.

Renowned brands like BSA, Hercules, Montra, Mach City, Ballmaster, Ajax, Parry's, Chola, Gromor, Shanthi Gears and Paramfos are from the Murugappa stable. The Group fosters an environment of professionalism and has a workforce of over 51,000 employees.

For more details, visit www.murugappa.com

The Spirit of the Murugappa Group



These **five lights** guide us as we navigate through professional and personal decisions.