
NOTICE TO MEMBERS

NOTICE is hereby given that the 72nd 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 4th August 2021** through video conference 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 Audited Standalone Financial Statements of the Company for the year ended March 31, 2021, the Reports of the Board of Directors and the Independent Auditors 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 Audited Consolidated Financial Statements of the Company for the year ended March 31, 2021, and the Independent Auditors' Report thereon, be and are hereby considered, approved and adopted.

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

RESOLVED THAT a final dividend of ₹0.55 on the equity share of face value of ₹1/- each be declared for the year ended March 31, 2021 and that the same be paid to those shareholders whose names appear in the Register of Members as on August 4, 2021 in case the shares are held in physical form and in case of beneficial holders whose shares are held in dematerialised form as on August 4, 2021 as per the details furnished by the depositories for this purpose.

ITEM NO. 4 - 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.

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the RBI guidelines on appointment of statutory auditors of Banks and NBFCs (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Sharp & Tannan Associates, Chartered Accountants (Firm Registration No. 109983W), be and are hereby appointed as the statutory auditors of the Company for a period of three years commencing from the conclusion of the Seventy Second Annual General Meeting till the conclusion of the Seventy Fifth Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and are hereby authorised to fix the remuneration payable to the statutory auditors of the Company, from time to time including the actual travelling and out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period.

SPECIAL BUSINESS

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 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Vellayan Subbiah (holding DIN 0113875), an additional director, holding office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Act, be and is hereby appointed as a director of the Company liable to retire by rotation.

By Order of the Board

Place : Chennai

Date : June 25, 2021

E Krithika

Company Secretary

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 and the Securities and Exchange Board of India (SEBI) vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 have allowed companies to conduct Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') subject to compliance with requirements mentioned therein. Accordingly, the 72nd AGM of the Company is being held in an electronic mode through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the 72nd AGM is being conducted through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 72nd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Company has enabled VC facility for participation of members in the AGM. Instructions for participation in the AGM through VC are provided in 'instructions to members' section given in the Notice.
4. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum for the meeting under section 103 of the Companies Act, 2013 ('the Act').
5. 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. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, electronic voting ('e-Voting') facility has been enabled to all the individuals holding shares in demat accounts, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail addresses with their DPs to access e-Voting facility. Instructions and other information relating to e-voting are provided in 'instructions to members' section given in the Notice.
6. 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 - 72nd AGM"
7. A statement pursuant to section 102 of the Act in respect of business set out under item no. 6 of the Notice is annexed.
8. Pursuant to the provisions of section 91 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the register of members and share transfer books of the Company will remain closed from Thursday, July 29, 2021 to Wednesday, August 4, 2021 (both days inclusive).
9. The final dividend of ₹0.55/- (55%) per equity share of the Company, as recommended by the Board, if declared at this AGM, will be paid, subject to the provisions of section 126 of the Act, to those members whose names stand registered in the company's register of members as on August 4, 2021. Members are encouraged to utilise the electronic clearing service (ECS) for receiving dividends by registering their bank mandates.
10. Information required under the Listing Regulations in respect of appointment / re-appointment of directors and appointment of auditors is furnished in the Notice.
11. In terms of MCA and SEBI notifications, Notice of the 72nd AGM along with the Annual Report 2020-21 are being sent only through electronic mode to members whose e-mail addresses are registered with the Company / Depository participants ('DPs'). Members who have not yet registered their e-mail addresses are requested to follow the procedure provided in the 'instructions to members' section given in the Notice. Members may note that the notice of the AGM and the annual report will also be available on the Company's website, www.cholafhl.com, website of RTA: <https://evoting.kfintech.com/public/Downloads.aspx> and on the websites of stock exchanges: www.bseindia.com and www.nseindia.com. For any communication, the members may send requests to the Company's e-mail id: investorservices@cfhl.murugappa.com.
12. 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 e-mail to investorservices@cfhl.murugappa.com.

13. 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 ('KFintech'), the Registrar and Share Transfer agent ('RTA') of the Company. Members holding shares in dematerialised form may send such communication to their respective DPs.
14. Members who are holding shares in physical form are advised to submit complete particulars of their bank account to our RTA, KFintech, to facilitate electronic remittance of dividend. This would help avoiding fraudulent encashment of the warrants.
15. 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 Company.
16. The Company has transferred unclaimed / un-encashed dividends upto the interim dividend for FY 2013-14, 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, 2020 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 movement in shares in the demat account of the IEPF during the year 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 en-cashed their warrants in respect of the final dividend declared for FY 2013-14 and subsequent dividends thereon, may write to the Company Secretary or the RTA immediately for claiming their dividends.
17. Members may note that pursuant to the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends declared and paid by the Company with effect from April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to complete and / or update their residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by July 24, 2021. Members may note that in the absence of the PAN details, the Company would be required to deduct tax at a higher rate prescribed under the Income Tax, 1961. Members seeking non-deduction of tax on their dividends may submit Form 15G/15H as applicable to the Company on a yearly basis at the link <https://ris.kfintech.com/form15/>. Detailed information with respect to tax deduction at source on dividend payments including the formats of Form 15G/Form 15H for seeking exemption is available on the Company's website at <http://www.cholafhl.com/investors/983>. Members may contact KFintech or the Company in case of any clarification in this regard.
18. 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 respective DPs. Members holding shares in physical form may submit their details to RTA.
19. 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 KFintech, for consolidation into a single folio.
20. As per regulation 40 of the Listing Regulations, 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.
21. 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.
22. Since the 72nd AGM is being held in an electronic mode through VC, the route map is not provided.

By Order of the Board

Place : Chennai
Date : June 25, 2021

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.4

Mr. M M Murugappan, aged 65 years, has been a director of the Company since November 2017. Mr. Murugappan is liable to retire by rotation at this AGM and being eligible has offered himself for re-appointment.

Mr. Murugappan holds a Bachelor's degree in Chemical Engineering from the AC College of Technology, University of Madras, and a Master of Science Degree in Chemical Engineering from the University of Michigan, USA. He has over 43 years of experience in diverse areas including strategy & business development, technology and human resources.

He serves as the Chairman and Board member of various companies, details of which are furnished in the annual report. Mr. Murugappan is the Chairman of Stakeholders Relationship Committee and Risk Management Committee and a member of Nomination & Remuneration Committee of the Board.

Other information pursuant to regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings are furnished under 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.

ITEM NO.5

M/s. S.R.Batliloi & Associates LLP ('SRB'), Chartered Accountants (Firm Registration No. 101049W/E300004) have been the statutory auditors of the Company since FY 2015-16 and will be completing 6 years of continuous service at the conclusion of the 72nd AGM. Pursuant to the RBI circular dated April 27, 2021 on Guidelines for appointment of statutory auditors of Banks and NBFCs ('the RBI guidelines'), SRB will be ineligible to continue beyond September 30, 2021. In view of the same, SRB had communicated their intention to resign as statutory auditors of the Company and the resignation will be effective upon signing the limited review reports for the quarter ending June 30, 2021. Further, in compliance with the RBI guidelines and pursuant to the recommendation of the Audit Committee, the Board recommends the appointment of M/s. Sharp & Tannan Associates, Chartered Accountants, as statutory auditors of the Company for approval by the members.

Terms of appointment	M/s. Sharp & Tannan Associates are recommended for appointment for a period of three consecutive years from the conclusion of the 72 nd Annual General Meeting till the conclusion of the 75 th Annual General Meeting.
Basis of recommendation and auditor credentials	The recommendation is based on the fulfillment of the eligibility criteria prescribed under the Companies Act, 2013 and the RBI guidelines with regard to the full time partners, audit experience of the firm including NBFCs, capability, independence assessment etc. M/s. Sharp & Tannan Associates, Chartered Accountants ('the firm') is headquartered at Mumbai. The firm has pan India presence through its ICAI registered network 'Sharp and Tannan and Affiliates' ('Sharp & Tannan Group') with 10 offices in various cities in India and is a part of the forum of firms. The firm has a valid peer review certificate. The firm has 9 partners and over 200 staff. The Sharp & Tannan Group has over 85 years of existence and has extensive experience in assurance, consulting, governance and risk advisory, taxation services.
Proposed statutory audit fee payable to auditors	₹12,50,000/- (excluding out of pocket expenses incurred by them in connection with the Audit and applicable taxes) for the period ending March 31, 2022.
Material change in fee payable	No change in the proposed fee payable to Sharp & Tannan Associates, from the fee paid to the outgoing auditor.

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

ITEM NO.6

Mr. Vellayan Subbiah, aged 51 years, has been appointed as an Additional Director on the Board with effect from November 11, 2020 pursuant to the provisions of section 161 of the Act and holds office till the date of this AGM.

Mr. Vellayan Subbiah holds a Bachelor of Technology in Civil Engineering from IIT Madras and a Masters degree in Business Administration from the University of Michigan, USA. He has over 24 years of work experience in consulting, technology, engineering and financial services. He is currently the Managing Director of Tube Investments of India Limited. Mr. Vellayan serves as the Chairman and Board member of various companies, details of which are furnished in the annual report.

Other information pursuant to regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings are furnished under Section (C) below. The Company has received a notice in writing from a member under section 160 of the

Act, proposing the candidature of Mr. Vellayan as a director of the Company. Mr. Vellayan has given a declaration confirming eligibility criteria for appointment as a director prescribed under the Act and the Listing Regulations.

Considering Mr. Vellayan's expertise and varied experience in corporate sector, the Board recommends the appointment of Mr. Vellayan Subbiah as a Director liable to retire by rotation as set out in the resolution, for approval by the members.

Memorandum of Interest

Except Mr. Vellayan Subbiah, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution.

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. M M Murugappan	Mr. Vellayan Subbiah
DIN	00170478	01138759
Date of Birth	12 th November 1955	7 th August, 1969
Date of Appointment (Initial appointment)	11 th November, 2017	11 th November, 2020
Terms & Conditions of appointment / re-appointment	As per the resolution under Item no. 4	As per the resolution under Item no. 6
Number of meetings of the Board attended during the year	6 out of 6 meetings	3 out of 3 meetings held during his tenure on the Board
Directorships in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Carborundum Universal Limited (CUMI) 2. Cholamandalam MS General Insurance Company Limited (Chola MS) 3. Cyient Limited (Cyient) 4. Ambadi Investments Limited (AIL) 5. Murugappa Organo Water Solutions Private Limited 6. M M Muthiah Research Foundation 7. IIT Madras Research Park 8. Idea Lab (India) Private Limited 9. Chennai Willingdon Corporate Foundation 	<ol style="list-style-type: none"> 1. SRF Limited (SRF) 2. Cholamandalam Investment and Finance Company Limited (CIFCL) 3. CG Power and Industrial Solutions Limited (CG Power) 4. Tube Investments of India Limited (TII) 5. Shanthi Gears Limited 6. Ambadi Investments Limited (AIL) 7. Cherrytin Online Private Limited 8. DOT IOT Technologies Private Limited
Memberships in Board committees of other companies (includes membership details of all committees)	<p>Chairman:</p> <ul style="list-style-type: none"> + CUMI - Stakeholders Relationship Committee + Chola MS - Corporate Social Responsibility Committee, Business Committee, Investment Committee and Management Committee <p>Member:</p> <ul style="list-style-type: none"> + CUMI - Investment Committee + Chola MS - Nomination & Remuneration Committee, Risk Management Committee + Cyient - Audit Committee, Nomination & Remuneration Committee, Risk Management Committee + AIL - Corporate Social Responsibility Committee, Share Transfer Committee, Group Risk Management Committee, Borrowing Committee 	<p>Chairman:</p> <ul style="list-style-type: none"> + CIFCL - Corporate Social Responsibility Committee, Business Committee + CG Power - Stakeholders Relationship Committee, Risk Management Committee <p>Member:</p> <ul style="list-style-type: none"> + SRF - Audit Committee + CIFCL - IT Strategy Committee, Nomination & Remuneration Committee + CG Power - Audit Committee, Nomination & Remuneration Committee + TII - Stakeholders Relationship Committee, Shares & Debentures Committee, Loans Committee
No. of shares held in the Company	8,42,405 equity shares of ₹1/- each	Nil
No. of shares held as a beneficial owner	12,09,855 equity shares of ₹1/- each	Nil
Inter-se relationship with any other directors or KMP of the Company	None	None

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

INSTRUCTIONS TO MEMBERS

I. FOR REMOTE 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 **72nd Annual General Meeting (AGM) scheduled to be held at 3.30 p.m. on Wednesday, August 4, 2021.**

The Company has engaged KFin Technologies Private Limited ('KFintech') 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 scrutiniser to scrutinise e-voting and conduct the 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 **July 28, 2021**, as the cut-off date. The 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 28, 2021.

The remote e-voting facility begins on **Saturday, July 31, 2021 (9:00 a.m. IST) and ends on Tuesday, August 3, 2021, 2021 (5:00 p.m. IST)**. During this period, members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 28, 2021, are entitled to avail the facility to cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting facility shall be disabled by KFintech 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. Login method for remote e-Voting for Individual Shareholders holding securities in demat mode

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal</p> <p>V. Click on e-Voting service provider name to cast your vote</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the demat Account</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. Members can also login using the login credentials of their demat accounts through their DP registered with NSDL /CDSL for e-Voting facility</p> <p>II. Once logged-in, members will be able to see e-Voting option. Click on e-Voting option, members will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature</p> <p>III. Click on options available against company name or e-Voting service provider - KFintech and members will be redirected to e-Voting website of KFintech for casting vote during the remote e-Voting period without any further authentication</p>

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

- 1) Members whose e-mail addresses are registered with the Company/ Depository Participants(s), will receive an e-mail from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. Members to follow the following process:
 - (i) Open your web browser during the voting period and navigate to <https://evoting.kfintech.com/>
 - (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number 5952 (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 KFintech 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).
- 2) Members whose e-mail addresses are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, are requested to follow the following process:
- (i) Members may temporarily get their e-mail address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the e-mail address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - (ii) Alternatively, member may send an e-mail request at the e-mail id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - (iii) After receiving the e-voting instructions, members shall follow the aforesaid procedure to cast their votes by electronic means.

II. FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCING (VC) AND E-VOTING DURING THE MEETING

The Company has engaged KFinTech to provide VC facility to conduct the 72nd AGM in an electronic manner. Procedure for participating in the AGM through VC and the related matters are given below:

- (i) Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the e-mail received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- (ii) The facility for joining AGM through VC/ OAVM shall open atleast 30 minutes before the commencement of the meeting.
- (iii) Upto 2000 members will be allowed to participate in the AGM on first come first serve basis. This restriction is not applicable for participation of large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

- (iv) Members are encouraged to participate in the AGM through laptops or desktops using Google Chrome for better experience. Members are also required to allow camera and use internet with good speed to avoid any disturbance during the meeting. Members may further note that connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may face audio/video loss due to fluctuations in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to avoid such issues.
- (v) Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon displayed on the screen to cast their votes.
- (vi) **Posting of queries prior to AGM:** Shareholders who would like to express their views/raise queries on the official business during the AGM, may please log into <https://emeetings.kfintech.com> using the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option to post their queries/views/questions in the window provided therein. The window for posting queries/questions/views will remain open from **9.00 am on July 29, 2021 and close at 5.00 pm on August 1, 2021.**
- (vii) **Speaker Registration:** Members who wish to speak at the AGM may log into <https://emeetings.kfintech.com> using the user id and password provided in the mail received from KFintech and click on the tab "Speaker Registration" The speaker registration will commence at **9.00 am on July 29, 2021 and close at 5.00 pm on August 1, 2021.**

Only members who have registered themselves as a speaker will be allowed to speak or ask questions during the AGM. Speakers are requested to submit their queries at the time of registration, to enable the Company to respond appropriately. The Company reserves the right to restrict the number of speakers asking questions depending on the availability of time.

III. OTHER INSTRUCTIONS

- (i) E-Voting Event Number (EVEN) for Cholamandalam Financial Holdings Limited : 5952
- (ii) In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - 1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 - 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - 3. Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (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 28, 2021.
- (iv) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- (v) A member can opt for only single mode of voting i.e., through remote e-Voting or voting during the AGM. If a member casts votes by both modes, then voting done through remote e-Voting shall prevail and vote at the AGM shall be treated as invalid.
- (vi) 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.
- (vii) The scrutiniser shall immediately after conclusion of voting, 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 KFintech at <https://evoting.kfintech.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).
- (ix) In case of any query and/or grievance, in respect of e-voting, members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available on KFintech's website at the download section of <https://evoting.kfintech.com>. Members seeking any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-3094-001 or send an e-mail to evoting@kfintech.com.



Key details regarding the 72nd AGM of the Company for reference of the members

SN	Particulars	Details
1	Link for attending the AGM through VC	https://emeetings.kfintech.com/
2	Cut Off date	July 28, 2021
3	Book Closure Date	July 29, 2021 to August 4, 2021 (both days inclusive)
4	Remote E-Voting period	From 9.00 am on July 31, 2021 till 5.00 pm on August 3, 2021
5	Link for members to temporarily update e-mail address to receive the AGM documents	https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx
6	Last date for publishing results of the e-voting	August 6, 2021
7	Contact details of the RTA	Mr. Rajkumar Kale, AGM - Corporate Registry (Unit: Cholamandalam Financial Holdings Limited) KFin Technologies Private Limited E-mail: einward.ris@kfintech.com ; evoting@kfintech.com Contact No.: 040 - 6716 2222
8	Technical assistance for e-voting and VC participation for AGM	KFin Technologies Private Limited Toll free No.: 1-800-3094-001 E-mail : evoting@kfintech.com
9	Contact details of the Company	E-mail: investorservices@cfhl.murugappa.com ; Contact No.: 044 - 40907638