

September 8, 2023



<p>The Secretary National Stock Exchange of India Limited Capital Market – Listing, Exchange Plaza, 5th Floor, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai 400 051 NSE SCRIP CODE: CHOLAFIN EQ</p>	<p>The Secretary BSE Ltd. 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001 BSE SCRIP CODE: 511243</p>
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Dear Sirs / Madam,

Sub: Outcome of Postal Ballot and Disclosure of Voting Results of Postal Ballot through Remote E-voting in accordance with Regulations 30 and 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is in furtherance to our letter dated 8th August, 2023, regarding Notice of Postal Ballot dated 1st August, 2023 ("Notice") issued to the Members of the Company seeking their approval in relation to the Special Resolution to be passed through the mode of Remote E-voting only for issuance and allotment of equity shares and/or convertible securities for an aggregate amount not exceeding Rs.4,000 crores (Rupees four thousand crores only), by way of qualified institutions placement to eligible qualified institutional buyers in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Remote E-voting period for the Postal Ballot ended on Thursday, September 7, 2023, at 5:00 p.m. (IST) and thereafter, the Scrutinizer, Mr. R. Sridharan of M/s. R. Sridharan & Associates, practicing company secretary, Chennai submitted his report on the voting results.

The details of the voting results of the Postal Ballot through Remote E-voting mode, are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report.

The aforesaid Special Resolution has been passed by the Members with requisite majority and is deemed to have been passed on Thursday, September 7, 2023, being the last date specified by the Company for the Remote E-voting process.

The Results along with the Scrutinizer's Report are being hosted on the website of the Company: www.cholamandalam.com and on the website of website of NSDL at www.evoting.nsdl.com. This intimation shall also be deemed to be a disclosure of the proceedings under Regulation 30 read with Para A (13) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on record.

Yours faithfully,
For Cholamandalam Investment and Finance Company Limited

P. Sujatha
Company Secretary

Encl: As above

Cholamandalam Investment and Finance Company Ltd.

"Chola Crest", C54-55 & Super B-4, Thiru-Vi-Ka Industrial Estate,
Guindy, Chennai - 600032. Tel.: 044 4090 7172 | Fax: 044 4090 6464
Toll-Free No.: 1800 102 4565 | Website: www.cholamandalam.com
CIN: L65993TN1978PLC007576

	CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED
Date of the AGM/EGM-Postal Ballot	07-Sep2023
Total number of shareholders on record date	169918
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION for seeking approval of the members of the Company to offer, issue and allot equity shares and/or convertible securities for an aggregate amount not exceeding Rs.4,000 crores (Rupees four thousand crores only), through a single or separate offer documents, in one or more tranches, by way of qualified institutions placement to eligible qualified institutional buyers in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	42,30,80,654	41,28,05,692	97.5714	41,28,05,692	0	100.0000	0.0000	0	0
	Poll		Not applicable	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		Not applicable	0.0000	0	0	0.0000	0.0000	0	0
	Total		41,28,05,692	97.5714	41,28,05,692	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	33,83,41,846	28,98,49,131	85.6675	28,97,93,038	56,093	99.9806	0.0193	0	0
	Poll		Not applicable	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		Not applicable	0.0000	0	0	0.0000	0.0000	0	0
	Total		28,98,49,131	85.6675	28,97,93,038	56,093	99.9806	0.0194	0	0
Public- Non Institutions	E-Voting	6,08,81,577	25,00,714	4.1075	24,91,138	9,576	99.6170	0.3829	0	0
	Poll		Not applicable	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		Not applicable	0.0000	0	0	0.0000	0.0000	0	0
	Total		25,00,714	4.1075	24,91,138	9,576	99.6171	0.3829	0	0
Total		82,23,04,077	70,51,55,537	85.7536	70,50,89,868	65,669	99.9907	0.0093	0	0

8th September, 2023

The Chairman
Cholamandalam Investment and Finance Company Limited,
"Chola Crest"
C54-55 & Super B-4, Thiru Vi Ka Industrial Estate
Guindy, Chennai – 600032.

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **Cholamandalam Investment and Finance Company Limited** on August 1, 2023, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process conducted through remote e-voting in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the resolution
Sections 23, 42, 62(1)(c), 71 of the Companies Act, 2013	<p>SPECIAL RESOLUTION</p> <p>RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act"), read with the applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the uniform listing agreement entered into by the Company with the stock exchanges on which the securities of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed there under, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("GoI") and amended from time to time, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board</p>

of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**"), the Registrar of Companies, Tamil Nadu at Chennai and / or any other competent authorities, whether in India or abroad (herein referred to as "**Applicable Regulatory Authorities**"), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors ("**Board**", which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, consent, authority and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of face value of Rs.2 each ("**Equity Shares**") and/or compulsorily convertible securities (hereinafter referred to as "**Securities**") in one or more tranches, by way of qualified institutions placement through issue of one or more placement document or other permissible/ requisite offer document to eligible qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of securities of the Company or not (collectively called the "**Investors**") to all or any of them, jointly or severally through one or more offer/placement document and/or other letter or circular ("**Offering Circular**") as may be decided by the Board or its duly constituted committee thereof in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹4,000 crores (Rupees four thousand crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) by offering the Securities at such time or times, at such price or prices, at a discount or premium to

market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its sole and absolute discretion including the discretion to determine the categories of Investors at the time of such offer, issue and allotment of Securities of the Company, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) as the Board in its absolute discretion may deem fit and appropriate (the '**Issue**') for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Securities shall be:

a) In case of allotment of Equity Shares, the date of the meeting in which the Board decides to open the issue of Securities or such other date, as may be prescribed in accordance with applicable law;

b) In case of allotment of convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of convertible Securities become entitled to apply for the Equity Shares or such other date, as may be prescribed in accordance with applicable law;

and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolutions:

(a) the Securities proposed to be issued, offered and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Act and other applicable laws;

(b) in case of issue of convertible Securities, the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of Equity Shares into other securities, issue of Equity Shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring; and

(c) a minimum of 10% of the Securities shall be allotted to

mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.

RESOLVED FURTHER THAT in case of issue and allotment of Securities made by way of a qualified institutional placement ("**QIP**") in terms of Chapter VI of the SEBI ICDR Regulations, a) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;

b) the tenure of the convertible Securities issued through qualified institutions placement shall not exceed 60 months or such other period permitted under law, from the date of allotment;

c) the Equity Shares issued shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s) subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

d) the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;

e) the Board may, at its absolute discretion in accordance with applicable law, also offer Securities at a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;

f) no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;

g) the Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more

Stock Exchanges in India.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities, premium on redemption at the option of the Company, or variation of the price or period of conversion of the Securities into Equity Shares or issuance of Equity Shares during the period of the Securities or terms pertaining to voting rights or options for early redemption of Securities, and the Board or a duly authorized committee thereof, subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Securities, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities (including in relation to the issue of such Securities in one or more tranches from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo-moto decide in its

absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and including the negotiation, finalization, approval, execution, delivery including signing any declaration or notice required in connection with the draft as well as final offer document(s), placement document, placement agreement, escrow agreement, certificates, consents, affidavits, applications, undertakings/ indemnity, and any addenda or corrigenda thereto, as applicable, as well as all documents, forms, instruments, letters and writings, ancillary to or required in connection with the Issue, with any applicable regulatory authorities or agencies, as may be required, which may determine the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹100 crores, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations, authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, signing of declarations, file any necessary forms with Applicable Regulatory Authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient. Furthermore, all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved, confirmed and ratified in all respects.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of Directors or any Director(s) or Officer(s) of the Company in

	such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of securities and settle any questions or difficulties that may arise in connection with the aforesaid resolution.
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WE REPORT that in compliance with framework issued by the Ministry of Corporate Affairs (MCA) through its circular No. 14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated 13th April, 2020, General Circular No.3/2022 dated 5th May, 2022 and General Circular No.11/2022 dated 28th December, 2022, the Company has sent Postal Ballot Notice dated August 1, 2023 in electronic form only to those Members who have registered their email address with the Depositories and Registrar and Share Transfer Agent.

WE REPORT that the management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot through remote e-voting only, on the resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for Postal Ballot through remote e-voting only is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the remote e-voting provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company.

We report that as stated in the notice sent to the members, the Company had fixed September 7, 2023 as the last date for remote e-voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS LINE**" in 'English' on August 9, 2023 and "**DINAMANI**" in vernacular language 'Tamil' on August 9, 2023 informing about the despatch of the Postal Ballot Notice and other related matters mentioned therein. We have received remote e-voting from the members during the period **August 9, 2023 (9:00 a.m. IST) to September 7, 2023 (5:00 p.m. IST)**.

The shareholders of the Company as on the "cut off" date i.e. Friday, August 4, 2023 were entitled to vote as set out in the notice of the Postal Ballot.

All the votes exercised upto the closure of working hours (**5:00 p.m. IST**) on Thursday, September 7, 2023, the last date fixed by the Company for receipt of remote e-voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and electronic record containing the Shareholders Name, Address, Folio/Client ID Number, number of Shares held, Number of Votes Cast, Assented, Dissented and Rejected were generated.

We REPORT that out of **169918** Shareholders, we have received valid remote e-voting from **2526** Shareholders and the details of remote e- voting results are given below:

Receipt of Postal Ballot remote e-voting	August 9, 2023 (9:00 a.m. IST) to September 7, 2023 (5:00 p.m. IST)
Total No. of Shareholders	169918
Total No. of Shares	822304077

SPECIAL RESOLUTION for seeking approval of the members of the Company to offer, issue and allot equity shares and/or convertible securities for an aggregate amount not exceeding Rs.4,000 crores (Rupees four thousand crores only), through a single or separate offer documents, in one or more tranches, by way of qualified institutions placement to eligible qualified institutional buyers in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(i) Votes in **favour** of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	% of total number of valid votes cast
2476	705089868	99.99

(ii) Votes **against** the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	% of total number of valid votes cast
50	65669	0.01

(iii) **Invalid** Votes:

Number of members voted in remote e-voting	Number of votes cast (Shares) remote e-voting
NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** under Sections 23, 42, 62(1)(c), 71 of the Companies Act, 2013, as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

We FURTHER REPORT that as per the notice of Postal Ballot dated August 1, 2023 approved by the Board of Directors on August 1, 2023, the results of the remote e-voting will be announced by the Chairman or any person authorised by him on or before Friday, September 8, 2023. The results of the voting along with the Scrutinizer's Report will be made available on the Company's website viz., www.cholamandalam.com and also on the website of NSDL at www.evoting.nsdl.com and shall be communicated to the Stock Exchanges where the Company's shares are listed.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman considers, approves and signs the minutes of the Postal Ballot.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot remote e-voting.

Thanking You

Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**

R
SRIDHAR
AN



Digitally signed
by R SRIDHARAN
Date: 2023.09.08
10:22:32 +05'30'

**CS R SRIDHARAN
FCS No. 4775
C P No. 3239
PR No. 657/2020
UDIN: F004775E000969134**

Place: Chennai