

September 9, 2024

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	The Secretary BSE Ltd. 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001 BSE SCRIP CODE: 511243
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Dear Sirs / Madam,

Sub: Outcome of Postal Ballot and Disclosure of Voting Results conducted through remote E-voting in accordance with Regulations 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, 2024 informing the exchanges regarding the dispatch of Notice of Postal Ballot dated 26th July, 2024 ("Notice") issued to the Members of the Company seeking approval through remote E-voting in relation to the below mentioned resolutions:

S. No.	Type of resolution	Particulars
1	Special Resolution	Appointment of Mr. Ramkumar Ramamoorthy as an Independent Director
2	Ordinary Resolution	Appointment of Mr. Ravindra Kumar Kundu as the Managing Director

The Remote E-voting had begun on Friday, 9 August, 2024 at 9:00 a.m. (IST) and concluded on Saturday, September 7, 2024, at 5:00 p.m. (IST). Mr. R. Sridharan of M/s. R. Sridharan & Associates, practicing company secretary, Chennai, Scrutinizer submitted his report on the voting results today.

The details of the voting results of the Postal Ballot through remote E-voting mode is 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 resolutions have been passed by the Members with requisite majority and is deemed to have been passed on Saturday, September 7, 2024, being the last date for remote E-voting.

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

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 NSDL at www.evoting.nsdl.com.

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 LIMITED
Date of the AGM/EGM	07-SEP-2024
Total number of shareholders on record date	155963
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 - Appointment of Mr. Ramkumar Ramamoorthy, (DIN: 07936844) as an Independent Director of the Company									
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	42,28,77,095	42,04,51,392	99.43	42,04,51,392	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		42,04,51,392	99.43	42,04,51,392	0	100.00	0.00	0	0
Public- Institutions	E-Voting	36,58,23,317	29,73,55,868	81.28	29,39,61,498	33,94,370	98.86	1.14	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		29,73,55,868	81.28	29,39,61,498	33,94,370	98.86	1.14	0	0
Public- Non Institutions	E-Voting	5,15,40,780	39,11,809	7.59	39,09,684	2,125	99.95	0.05	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		39,11,809	7.59	39,09,684	2,125	99.95	0.05	0	0
Total		84,02,41,192	72,17,19,069	85.89	71,83,22,574	33,96,495	99.53	0.47	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Ravindra Kumar Kundu (DIN: 07337155) as the Managing Director of the Company									
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	42,28,77,095	42,04,51,392	99.43	42,04,51,392	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		42,04,51,392	99.43	42,04,51,392	0	100.00	0.00	0	0
Public- Institutions	E-Voting	36,58,23,317	29,75,69,368	81.34	28,71,40,698	1,04,28,670	96.50	3.50	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		29,75,69,368	81.34	28,71,40,698	1,04,28,670	96.50	3.50	0	0
Public- Non Institutions	E-Voting	5,15,40,780	39,11,627	7.59	39,04,309	7,318	99.81	0.19	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		39,11,627	7.59	39,04,309	7,318	99.81	0.19	0	0
Total		84,02,41,192	72,19,32,387	85.92	71,14,96,399	1,04,35,988	98.55	1.45	0	0

9th September, 2024

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 Resolutions through Postal Ballot

Pursuant to the resolutions passed by the Board of Directors of **Cholamandalam Investment and Finance Company Limited** on 26th July, 2024, 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 resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013.	SPECIAL 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 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and in terms of the provisions of the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, as amended from time to time and/or any other applicable laws (including statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company, Mr. Ramkumar Ramamoorthy, (DIN: 07936844), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from 26 July, 2024, and who meets the criteria of independence under Section 149(6) of the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director, 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 consecutive years commencing from 26 July, 2024 to 25 July, 2029 (both days inclusive).

Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

ORDINARY RESOLUTION

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), and in terms of the provisions of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended from time to time and/or any other applicable laws (including statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company, Mr. Ravindra Kumar Kundu (DIN: 07337155), be and is hereby appointed as the Managing Director of the Company for a period of 5 years commencing from 7 October, 2024 till 6 October, 2029 (both days inclusive) and be paid remuneration by way of salary, allowances, perquisites, incentives and other benefits 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 under the Act:

a) Salary:

Rs. 20,00,000/- p.m. in the scale of Rs. 15,00,000/- p.m. to Rs. 30,00,000/- p.m.

Increments within the scale as may be decided by the nomination and remuneration committee (NRC).

b) Allowances / Perquisites / Incentive / Stock Options :

(i) Allowances (house rent allowance, special allowance, leave travel allowance and/or any other allowances);

(ii) Perquisites (reimbursement of medical expenses incurred for self and family, telephone and club fees, term insurance, provision of car(s) and/or any other perquisites, benefits, amenities);

(iii) Incentive not exceeding 30% of annual cost to Company;

(iv) Stock options in accordance with the Company's Employee Stock Option Scheme/s approved by the shareholders.

As may be approved by NRC from time to time subject to the allowances and perquisites not exceeding 150% of the salary.

c) Retirement benefits:

1. Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund / Scheme in force from time to time.

2. Encashment of leave as per rules of the Company in force from time to time.

	<p>d) General:</p> <p>i. In the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and other benefits to Mr. Ravindra Kumar Kundu as may be determined by the board or NRC be paid in accordance with Section II of part II of Schedule V of the Act and rules made there under or any statutory modification or re-enactment thereof.</p> <p>ii. Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.</p> <p>iii. The aggregate remuneration (including salary, allowances, perquisites, incentive and other benefits) payable to Mr. Ravindra Kumar Kundu 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.</p> <p>iv. Mr. Ravindra Kumar Kundu will not be entitled to any sitting fees for attending meetings of the board or of any committee thereof.</p> <p>v. Mr. Ravindra Kumar Kundu will be subject to all other service conditions as applicable to any other employee of the Company.</p> <p>RESOLVED FURTHER THAT in partial modification to the resolution passed on 30 July, 2020 and pursuant to the provisions of Sections 196, 197, 198, 203, 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). Mr. Ravindra Kumar Kundu, Executive Director of the Company be paid remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and other benefits as detailed above for the period from 1 July, 2024 to 6 October, 2024 (both days inclusive) in his capacity as an Executive Director, subject to an overall limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed under of the Act.</p>
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WE REPORT that In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India's General Circular No. 09/2023 dated 25th September, 2023 ("MCA Circulars"), the Company has sent Postal Ballot Notice dated 26th July, 2024 on 8th August, 2024 through electronic mode only to those Members whose e-mail addresses are registered with the Company (in respect of the shares held in physical form) and with their Depositories (in respect of the shares held in Demat Form) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 2nd August, 2024 ("Cut-off date").

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 on the resolutions 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 resolutions stated above, based on the reports generated from the E-voting system 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 Saturday, September 7, 2024 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, 2024 and "**DINAMANI**" in vernacular language 'Tamil' on August 9, 2024 informing about the dispatch 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, 2024 (9:00 a.m. IST) to September 7, 2024 (5:00 p.m. IST)**.

All the votes received upto the closure of working hours (**5:00 p.m. IST**) on Saturday, September 7, 2024, 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 a computer statement 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 **155963** Shareholders, we have received valid remote e-voting from **1609** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot remote e-Voting	August 9, 2024 (9:00 a.m. IST) to September 7, 2024 (5:00 p.m. IST)		
Total No. of Shareholders	155963		
Total No. of Shares	840241192		
Particulars	As per Postal Ballot	As per remote e-Voting	Total
Postal Ballot Forms Received	-	1609	1609
Less: Invalid Forms	-	0	0
Net Valid Forms	-	1609	1609

Item No. 1 – Appointment of Mr. Ramkumar Ramamoorthy, (DIN: 07936844) as an Independent Director of the Company:

SPECIAL RESOLUTION

(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
1566	718322574	99.53

(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
43	3396495	0.47

(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 with regard to Item No.1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

Item No. 2 – Appointment of Mr. Ravindra Kumar Kundu (DIN: 07337155) as the Managing Director of the Company:

ORDINARY RESOLUTION

(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
1520	711496399	98.55

(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
87	10435988	1.45

(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 the number of votes cast against, we report that the Ordinary Resolution with regard to Item No.2 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 26th July, 2024 approved by the Board of Directors on 26th July, 2024, the results of the remote e-voting will be announced by the Chairman or any person authorised by him on or before Tuesday, 10th September, 2024. The results of the remote e-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
SRIDHARAN

Digitally signed by
R SRIDHARAN
Date: 2024.09.09
10:45:45 +05'30'

**CS R SRIDHARAN
FCS No. 4775
C P No. 3239
PR No. 657/2020
UDIN: F004775F001173184**