

Cholamandalam Investment and Finance Company Limited

Registered Office: "Chola Crest", C54 - C55, & Super B-4, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai – 600032

Phone: 044 4090 7172;

CIN: L65993TN1978PLC007576

E-mail ID: investors@chola.murugappa.com; Website: www.cholamandalam.com

Notice to Members

NOTICE is hereby given that the forty seventh annual general meeting (AGM) of the members of Cholamandalam Investment and Finance Company Limited will be held at 3.30 p.m. Indian Standard Time (IST) on Thursday, 31 July, 2025 through video conference (VC) to transact the following business:

ORDINARY BUSINESS:

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 31 March, 2025, together with the Board's report including the Auditors' report thereon, be and are hereby approved and adopted.
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 31 March, 2025, and the Auditors' report thereon, be and are hereby approved and adopted.
3. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**
RESOLVED THAT an interim dividend of 65% (₹ 1.30/- per equity share) approved by the Board of Directors on 31 January, 2025 on the outstanding equity shares of ₹ 2/- each of the Company for the year ended 31 March, 2025 and paid to those members whose names appeared in the Register of Members as on 7 February, 2025, being the record date fixed for this purpose, be and are hereby confirmed.
RESOLVED FURTHER THAT a final dividend of 35% (₹ 0.70/-per equity share), as recommended by the Board of Directors, be and is hereby declared on the outstanding equity shares of ₹ 2/- each for the financial year ended 31 March, 2025 and be paid to the members, whose names appear on the Register of Members of the Company as on 24 July, 2025.
4. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**
RESOLVED THAT Mr. M A M Arunachalam (holding DIN: 00202958), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

SPECIAL BUSINESS:

5. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**
RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the recommendation of the Audit Committee and the Board of Directors, the appointment of M/s. BP & Associates, Practising Company Secretaries, bearing Firm registration no. 5382 as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from FY 2025-26 to FY 2029-30 at a remuneration of ₹ 2,50,000/- (excluding out of pocket expenses incurred by them in connection with the Audit and applicable taxes) for FY 2025-26, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the remuneration payable to the Secretarial Auditors, for the subsequent years, based on the recommendation of the Audit Committee, and do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

6. To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION**:

RESOLVED THAT in supersession of the resolution passed on 1 August, 2023 and pursuant to the provisions of Sections 180(1)(a), 180(1)(c) and all other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to borrow monies from time to time and, if it thinks fit, for creation of such mortgage, charge and/or hypothecation as may be necessary, in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such of the assets of the Company, both present and future, and/or on the whole or substantially the whole of the undertaking or the undertakings of the Company, in such manner as the Board may direct, in favour of financial institutions, investment institutions, banks, insurance companies, mutual funds, trusts, other bodies corporate or any other person(s) (hereinafter referred to as the "lending agencies") and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments, including but not restricted to securing those facilities which have already been sanctioned, including any enhancement therein, even though the monies to be borrowed together with the monies already borrowed by the Company may exceed at any time, the aggregate of the paid-up share capital, free reserves and securities premium reserve of the Company, up to a limit of an outstanding aggregate value of ₹ 3,00,000 crores (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), together with interests thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the trustees under the trust deed and to the lending agencies under their respective agreements/loan agreements/debenture trust deeds entered/to be entered into by the Company in respect of the said borrowings.

Date: 25 April, 2025
Place: Chennai

By Order of the Board
P. Sujatha
Company Secretary

NOTES:

1. Pursuant to the general circular number 09/2024 dated 19 September, 2024 issued by the Ministry of Corporate Affairs (MCA) and circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October, 2024 issued by the Securities and Exchange Board of India (SEBI) ("the Circulars"), companies are permitted to hold annual general meeting (AGM) through video conference (VC) or other audio-visual means (OAVM). In compliance with the circulars, the 47th AGM of the Company is being held through VC. Members are requested to attend and participate at the ensuing AGM through VC/OAVM facility being provided by the Company through National Securities Depository Limited ("NSDL"). Participation of members through VC shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
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 AGM is being held through VC, the facility for appointment of proxies by members will not be available. Accordingly, the proxy form, the attendance slip and route map are not attached to this Notice.
3. Corporate / institutional shareholders are required to upload 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), on the e-voting portal or alternatively send an e-mail, to the scrutiniser at rsaevoting@gmail.com with a copy marked to evoting@nsdl.com. The scanned image of the above-mentioned documents should be in the name format "Chola – 47th AGM".
4. The businesses set out in the Notice will be transacted through remote e-voting system. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), e-voting facility will be made available to members to cast their votes electronically on all resolutions set forth in the Notice convening the 47th AGM. Detailed instructions and other information relating to access and participation in the AGM, voting in the AGM and remote e-voting are given as an annexure to this Notice.
5. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings in respect of Director seeing re-appointment is furnished and forms part of the Notice.

6. Members holding shares in physical form are requested to address all correspondence relating to their shareholding to the Company's RTA – KFin Technologies Limited. Members holding shares in dematerialised form may send such correspondence to their respective Depository Participant/s (DPs).
7. The final dividend of 35% (₹ 0.70/- per equity share), as recommended by the Board, if declared at the ensuing AGM, will be paid, subject to the provisions of section 126 of the Companies Act, 2013, to those members or their mandates whose names stand registered in the Company's Register of Members as on Thursday, 24 July, 2025.
8. SEBI vide its circulars dated 3 November, 2021, 16 March, 2023 and 17 November, 2023 has made it mandatory for holders of physical securities to furnish their KYC details viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature. The forms for submission of KYC details is available on the website of the Company at <https://www.cholamandalam.com/investors/sebi-norms> or the RTA's website at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Members are requested to submit the requisite forms to the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com. The Company has also sent a communication intimating about the submission of KYC details to all the members holding shares in physical form.
9. Effective 1 April, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members are requested to update their KYC details to enable payment of dividend electronically.
10. As per the SEBI circular dated 3 November, 2021, facility for registering nomination is available for members in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with the Company's RTA, KFin Technologies Limited. The form can be downloaded from <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> or <https://www.cholamandalam.com/investors/sebi-norms>. Members holding shares in electronic form may approach their DPs for completing the nomination formalities.
11. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. 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 RTA. In compliance with the circulars, the Notice of the AGM and Annual Report for FY 2025-26 are sent only through electronic mode to all those shareholders whose email addresses are registered with the RTA / DPs. No physical or hard copies of the Notice and Annual Report will be sent to members who have not registered their e-mail addresses with the RTA/DP. However, physical / hard copies of the same will be sent, if specifically requested by a member. Members may send requests in this regard to the Company's e-mail id: investors@chola.murugappa.com.

Members may follow the process detailed below for registration of e-mail addresses to obtain the Annual Report and Notice:

- i) For members who have not received the Notice due to change/non-registration of their e-mail address with the Company/ RTA/depository participants, may request for the Notice, by sending an e-mail at evoting@nsdl.com. Post receipt of such request and verification of records, the members would be provided soft copy of the Notice of the AGM and the Annual Report.

It is clarified that for registration of e-mail address, members are requested to follow due procedure for registering their e-mail address with the Company/RTA in respect of physical holdings and with the Depository Participants in respect of electronic holdings. Those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Company/RTA/Depository Participants to enable servicing of notices/documents/ annual reports electronically to their e-mail address.

- ii) Members who have not received any communication regarding this AGM for any reason whatsoever, and are eligible to vote may obtain the User ID and password or instructions for remote e-voting by contacting NSDL between 9:00 a.m. IST to 5:00 p.m. IST on all working days, except Saturday and Sunday, by sending an e-mail at, evoting@nsdl.com.

12. Members may note that the Notice of the AGM and the Annual Report will be available on the Company's website, www.cholamandalam.com and on the websites of stock exchanges: www.bseindia.com and www.nseindia.com and also on the website of NSDL www.evoting.nsdl.com for download.
13. The Company has transferred the unclaimed or un-encashed dividends for financial years up to interim dividend for FY 2017-18 and unclaimed shares to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years

from the date of transfer to unpaid dividend account. Members who have a valid claim for final dividend declared for FY 2017-18 and subsequent dividends thereon, are advised to write to the Company's RTA immediately. The dividend history, due dates for transfer to IEPF, and the details of unclaimed amounts lying with the Company in respect of dividends declared since final dividend for FY 2017-18 are available on the website of the Company, <https://www.cholamandalam.com/investors/unclaimed-dividend-amounts>. Also, pursuant to section 124(2) of the Act, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared as on 31 March, 2025, on the website of the Company. It may be noted that a reminder has been sent to those members having unclaimed / unpaid dividends. Member's attention is particularly drawn to the "General Shareholders Information" section of the annual report in respect of unclaimed / unpaid dividend.

14. Members may note that pursuant to the Income Tax Act, 1961 ('IT Act'), as amended by the Finance Act, 2020, dividends declared and paid by the Company with effect from 1 April, 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 DPs or in case shares are held in physical form, with the Company by sending documents by Thursday, 24 July, 2025. 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 IT Act. 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/forms.aspx?q=0>. Detailed information with respect to TDS on dividend payments including the formats of Form 15G/Form 15H for seeking exemption is available on the Company's website at <https://www.cholamandalam.com/investors/tds-on-dividend>. Members may contact the Company's RTA or the Company in case of any clarification in this regard.
15. Members may please note that SEBI vide its circular dated 25 January, 2022 had mandated listed companies to issue securities in demat mode only while processing service requests viz., transmissions, issue of duplicate securities, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios and transposition. Further, SEBI vide its circular dated 18 May, 2022 had simplified the procedure and standardised the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be, to the RTA, KFin Technologies Limited. The said form can be downloaded from the website of the Company and RTA.
16. SEBI vide circular dated 30 May, 2022 has provided an option for arbitration as a dispute resolution mechanism for investors and investors can opt for arbitration with stock exchanges in case of any dispute against the Company or its RTA on delay or default in processing any investor services related request. In compliance with SEBI guidelines, the Company had sent communication intimating about the said dispute resolution mechanism to all the members holding shares in physical form. The details of arbitration mechanism is available on the Company's website and the same can be accessed at <https://www.cholamandalam.com/investors/smart-odr>.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the members, during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days up to the date of AGM, i.e., 31 July, 2025. Members seeking to inspect such documents can send an email to investors@chola.murugappa.com.
18. The detailed instructions for remote e-voting and participating in the 47th AGM forms part of this Notice.
19. Members desirous of obtaining any information / clarification relating to the financials are requested to submit their query through NSDL video conferencing platform as mentioned in the instructions annexed to this Notice so as to enable the management to keep the information ready.

Date: 25 April, 2025

Place: Chennai

By Order of the Board

P. Sujatha

Company Secretary

ANNEXURE TO THE NOTICE

A. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.5 - Appointment of M/s. BP & Associates, Practising Company Secretaries as Secretarial Auditor:

Pursuant to Section 204 of the Companies Act, 2013 ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Further, pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, a listed entity is required to appoint a Secretarial Auditor for a period not more than one term of five consecutive years in case of an individual and for a period not more than two terms of five consecutive years in case of a firm. Further, such appointment shall be approved by the shareholders in its Annual General Meeting.

Considering the longer association of M/s. R Sridharan and Associates as the Secretarial Auditor of the Company, the Audit Committee recommended a change in the Secretarial Auditor. Accordingly, the Board of Directors at their meeting held on 25 April, 2025, based on the recommendation of the Audit Committee, after considering various factors such as industry experience, independence, audit team etc., have recommended the appointment of M/s. BP & Associates, Practising Company Secretaries having firm registration number 5382, peer review certificate no. P2015TN040200, for a term of five (5) consecutive years, commencing from FY 2025-26 to FY 2029-30 to the members for approval.

M/s. BP & Associates, Company Secretaries, is a well-established Corporate Advisory Firm having expertise across secretarial audit, regulatory compliance, and corporate governance, with specialized expertise in Non-Banking Financial Companies, Alternative Investment Funds and SEBI-registered market intermediaries. The firm has a team of experienced and qualified company secretaries. They are headquartered at Chennai.

The Company has received written consent from M/s. BP & Associates confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company. They have also confirmed that they meet the requirements to be appointed as Secretarial Auditors in accordance with the provisions of the Act and Listing Regulations, and they hold a valid certificate issued by the Peer Review Board of ICSI and that they have not incurred any of the disqualifications as specified by the SEBI. The appointment, if made, complies with the applicable provisions of the Act and Listing Regulations. M/s. BP & Associates do not have any financial interest in or in association with the Company, which may lead to conflict of interest. Further, no orders have been passed against M/s. BP & Associates by ICSI/SEBI/MCA/any other competent authority/court, in the past five years.

Details of remuneration and rationale for change:

The outgoing Secretarial Auditors were paid ₹ 1.50 lakhs (excluding applicable taxes) as remuneration for FY 2024-25.

Considering the enhanced regulatory landscape coupled with size and complexity of the operations of the Company, the Board of Directors have recommended to the shareholders a remuneration of ₹ 2.50 lakhs for FY 2025-26 excluding applicable taxes and out of pocket expenses incurred during the course of audit. The Board of Directors, in consultation with the Audit Committee, are authorised to fix the remuneration payable to M/s. BP & Associates, for the subsequent years.

Besides the secretarial audit services, the Company may also obtain certifications from M/s. BP & Associates under various statutes/regulations and other permissible non-secretarial audit services/certifications as required from time to time. The Board of Directors, in consultation with the Audit Committee, are authorised to fix the fee payable for these services to M/s. BP & Associates, on mutually agreed terms. The Company will not avail any services from the Secretarial Auditor, which is prohibited under the Listing Regulations read with SEBI circular dated 31 December 2024.

Pursuant to Regulation 24A of the Listing Regulations, approval of the members is required for appointment of the Secretarial Auditors. Accordingly, approval is sought for appointment of BP & Associates, Practising Company Secretaries as Secretarial Auditors of the Company.

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 resolution set forth in item no. 5 of the Notice. Accordingly, the Board of Directors recommends the aforesaid appointment to the members for their approval by way of an Ordinary Resolution, as set out at item no. 5 of the Notice.

Item No.6 - Approval for increase in borrowing powers of the Company

Under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, sanction of the Company by way of a special resolution is required for enabling the Board of Directors to borrow money in excess of paid-up share capital, free reserves and securities premium of the Company and to create charge, mortgage, hypothecation, lien, pledge over its assets / properties in favour of its lenders for the purposes of securing the loan / credit facilities extended by them to the Company. At the Annual General Meeting held on 1 August, 2023, sanction was accorded by the members by way of a special resolution to the Board of Directors to borrow money over and above the aggregate of the paid-up share capital, free reserves and securities premium the Company up to a limit of ₹ 2,00,000 crores.

The Company, being a non-banking financial company providing comprehensive financial solutions, is required to raise funds in the ordinary course of its business from time to time. The Company's Capital Adequacy Ratio as at 31 March, 2025 was 19.75%, as against the statutory minimum capital adequacy threshold of 15% prescribed by RBI. The outstanding borrowings of the Company as at 31 March, 2025 is ₹ 1,74,946.11 crores. In view of the increased volume of operations of the Company planned in the coming years, it is considered necessary to increase the borrowing limits of the Company to ₹ 3,00,000 crores. The approval of the members for the resolution as set out in item no. 6 is being sought, by way of a special resolution, pursuant to section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 to authorise the Board of Directors to borrow in excess of the paid-up share capital, free reserves and securities premium up to a sum not exceeding ₹ 3,00,000 crores and to create charge, mortgage, hypothecation, lien, pledge over the assets / properties of the Company.

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 resolution set forth in item no. 6 of the Notice.

Accordingly, the Board of Directors recommend to the members for their approval by way of a Special Resolution, as set out at item no. 6 of the Notice.

B. DISCLOSURE UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

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| Name of the Director | Mr. M A M Arunachalam, Promoter |
| DIN | 00202958 |
| Date of birth and age | 18 June, 1967 and 57 years |
| Date of appointment (initial appointment) | 29 January, 2021 |
| Qualification | Bachelor degree in Commerce from Loyola College, Chennai and holds an MBA from the University of Chicago, USA. |
| Profile/ Expertise / skills in specific functional areas | Has over three decades of experience in finance, management, strategy, planning and marketing. He Is the Executive Chairman of Tube Investments of India Limited. |
| Number of meetings of the Board attended during the year | Attended 4 out of 5 meetings of the Board held during the year |
| Directorships in other companies (public & private) | 1. Tube Investments of India Limited (TII) 2. Shanthi Gears Limited (SGL) 3. CG Power and Industrial Solutions Limited (CG Power) 4. Cholamandalam Leasing Limited 5. Ambadi Investments Limited 6. New Ambadi Estates Private Limited 7. TI Clean Mobility Private Limited 8. Jayem Automotives Private Limited 9. MAVCO Investments Private Limited 10. CG Semi Private Limited 11. MAVNU Investments Private Limited 12. MAVSTAR Investments Private Limited 13. TI Medical Private Limited 14. A R Lakshmi Achi Trust (Sec 8 Company) 15. Great Cycles (Private) Limited, Sri Lanka 16. Creative Cycles (Private) Limited, Sri Lanka |
| Memberships in Board Committees of other companies (includes membership details of all Committees) | Chairman: 1. Shares and Debentures Committee - TII 2. Loans Committee- TII 3. Corporate Social Responsibility Committee CG Power and Cholamandalam Leasing Limited Member: 1. Audit Committee - TII 2. Nomination & Remuneration Committee - SGL 3. Stakeholders Relationship Committee - TII & CG Power 4. Risk Management Committee - TII, CG Power 5. Corporate Social Responsibility Committee - TII & SGL |
| Listed entities from which the Director has resigned from Directorship in the past three years | None |
| Number of shares held in the Company | 1,65,752 equity shares (and 38 equity shares as Karta) |
| Inter-se relationship with any other Directors or KMP of the Company | None |
| Details of remuneration sought to be paid | Being a Non-Executive Director, he is entitled to be paid sitting fees for each meeting of the Board / Committee that he attends. Besides, he is eligible for a commission of ₹ 20 lakhs per annum, as may be determined by the Nomination and Remuneration Committee/Board. |
| Details of remuneration last drawn | Sitting fee of ₹ 9 lakhs was paid in FY 2024-25 for attending the meetings of the Board of Directors and Committees. A commission of ₹ 20 lakhs was paid during FY 2024-25 and the same pertained to FY 2023-24. |

INSTRUCTIONS:

A. Instructions for the Remote e-voting for the 47th Annual General Meeting of the Company:

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 AGM scheduled to be held on Thursday, 31 July, 2025 at 3.30 p.m. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide VC facility, remote e-voting and voting at the AGM in a secure manner. The Board of Directors of the Company have appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, Practicing Company Secretary, Chennai as the scrutiniser for conducting the remote e-voting and the e-voting process in the AGM in a fair and transparent manner. In terms of the requirements of the Act and the Rules made thereunder, the Company has fixed Thursday, 24 July, 2025 as the cut-off date. The remote e-voting / voting rights of the members / beneficial owners shall be reckoned in proportion to their shareholding as on cut-off date, i.e., Thursday, 24 July, 2025.

The remote e-voting facility begins on Monday, 28 July, 2025 (9:00 a.m. IST) and ends on Wednesday, 30 July, 2025 (5:00 p.m. IST). During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, are entitled to avail the facility to cast their vote through remote e-voting.

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

The scrutiniser shall immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a consolidated scrutiniser's report on or before 4 August, 2025, to the Chairman of the Company or person authorised by him in writing who shall countersign the same. The voting results along with scrutinizers report shall be posted on the Company's website viz. www.cholamandalam.com and will also be posted on the website of NSDL at www.evoting.nsdl.com after the result is declared by the Chairman / authorised person and will be communicated to BSE Limited and National Stock Exchange of India Limited.

Resolutions passed through e-voting would be deemed to have been passed as on the date of the AGM i.e., 31 July, 2025.

B. Submission of questions prior to AGM: Members who would like to express their views/raise questions may send their questions in advance mentioning their name, demat account number/folio number, e-mail id, mobile number to investors@chola.murugappa.com on or before 5 p.m. on 28 July, 2025 and the same shall only be considered and responded during the AGM. Please note that, questions will be answered only if the Member holds the shares as of cut-off date. The questions received by the Company till 28 July, 2025 by 5 p.m. shall only be considered and responded during the AGM.

C. Registration as a speaker at the AGM: Members who wish to speak at the AGM may register themselves as a speaker by sending an e-mail with name, demat account number/folio number, city, e-mail id and mobile number to investors@chola.murugappa.com on or before 5 p.m. by 28 July, 2025 and those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The facility for registration as a speaker will be open till 28 July, 2025 at 5 p.m. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM. Please note that, members are entitled to attend the AGM and ask questions only if the Member holds the shares as of cut-off date. A person who is not a Member as of the cut-off date should treat this Notice for information purposes only.

D. The detailed instructions for members for remote e-voting and joining the general meeting are as under: -

Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Thursday, 24 July, 2025 may cast their vote electronically. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 24 July, 2025.

E. How to vote electronically using NSDL e-Voting system and joining the meeting?

The process to vote electronically and to join virtual meeting on NSDL e-Voting platform are given below:





Step 1: Access to NSDL e-Voting system

i. Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode is given below:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP'), thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Login method for individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <p>A. NSDL IDeAS facility</p> <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Cholamandalam Investment and Finance Company Limited or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or voting during the meeting. If you are not registered for IDeAS e-Services, then option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Upon successful registration, please follow the steps given in point 1 & 2 above. <p>B. NSDL e-Voting website</p> <ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile phone. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Cholamandalam Investment and Finance Company Limited or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period & voting during the meeting. <p>C. NSDL Mobile App</p> <p>Shareholders/members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned herein for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. The option to reach the e-Voting page will be made available without any further authentication. The URL for users to login Easi /Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on login icon & New System Myeasi Tab to enter the existing my easi username & password. After successful login the Easi / Easiest , the user will be able to see the e-Voting menu. The menu will have the links of the e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, the option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending an OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress. |

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 2. Click on Cholamandalam Investment and Finance Company Limited or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issues in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33 |

ii. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com/ either on a Personal Computer or on a mobile phone.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
5. Your User ID details are given:

| | |
|---|---|
| Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical | Your User ID is: |
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 134229 then user ID is 134229001***. EVEN no. for 47 th AGM is 134229. |

6. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
 - c) How to retrieve your 'initial password'?
If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you hold shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you hold shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on "Agree with Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically and join annual general meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the "EVEN" of all the companies in which you hold shares and whose voting cycle and general meeting is in active status.
2. Select "EVEN" of Cholamandalam Investment and Finance Company Limited, to cast your vote during the remote e-Voting period or casting your vote during the general meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now, you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board resolution / Power of attorney / Authority Letter etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-Voting' tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled for security reasons upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at e-mail id – evoting@nsdl.com.

Process for those members whose e-mail IDs are not registered with the depositories for procuring User ID and Password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by e-mail to investors@chola.murugappa.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested

scanned copy of Aadhar Card) to investors@chola.murugappa.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

Instructions for members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for "Access to NSDL e-Voting system". After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against the EVEN of the Company. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further, members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.

Attention to Investors

In terms of SEBI circular dated 2 July, 2025, investors who had lodged transfer deeds in relation to transfer of securities prior to 1 April 2019 and rejected/ returned/ not attended due to deficiency in documents/process/ or otherwise may re-lodge such documents with the Company during **7 July, 2025 to 6 January, 2026**. The securities that are re-lodged for transfer as mentioned above, if in order, will be issued in demat mode only. Investors may write to the Company or RTA in this regard.

