

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L65993TN1978PLC007576

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACC1226H

(ii) (a) Name of the company

CHOLAMANDALAM INVESTMENT

(b) Registered office address

Chola Crest, C54-55 & Super B-4, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai Guindy Industrial Estate
Chennai City Corporation
Chennai
Tamil Nadu
600032

(c) *e-mail ID of the company

secretarial-roc@chola.murugan

(d) *Telephone number with STD code

04440907172

(e) Website

www.cholamandalam.com

(iii) Date of Incorporation

17/08/1978

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400MH2017PLC444072

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serili ngampally NA
Hyderabad, Rangareddi, Telangana 500032

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	98.81

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES
(INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	CHOLAMANDALAM SECURITIES LIMITED	U65993TN1994PLC028674	Subsidiary	100
2	CHOLAMANDALAM LEASING LIMITED	U77305TN2000PLC045617	Subsidiary	100
3	VISHVAKARMA PAYMENTS PRIVATE LIMITED	U72900MH2021PTC357851	Associate	21
4	PAYSWIFF TECHNOLOGIES PRIVATE LIMITED	U74900TG2013PTC089686	Joint Venture	74.63

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,200,000,000	841,624,675	840,940,905	840,940,905
Total amount of equity shares (in Rupees)	2,400,000,000	1,683,249,350	1,681,881,810	1,681,881,810

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	1,200,000,000	841,624,675	840,940,905	840,940,905
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	2,400,000,000	1,683,249,350	1,681,881,810	1,681,881,810

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	50,000,000	0	0	0
Total amount of preference shares (in rupees)	5,000,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference shares				
Number of preference shares	50,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	5,000,000,000	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	700,465	839,268,497	839968962			
Increase during the year	75,855	1,068,583	1144438	1,943,886	1,943,886	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	75,855	896,088	971943	1,943,886	1,943,886	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	172,495	172495	0	0	
Decrease during the year	172,495	0	172495	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	172,495		172495			
Dematerialization of physical shares						
At the end of the year	603,825	840,337,080	840940905	1,943,886	1,943,886	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE121A01024

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				<input style="width: 100%;" type="text"/>			
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	
Ledger Folio of Transferor				<input style="width: 100%;" type="text"/>			
Transferor's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input style="width: 100%;" type="text"/>			
Transferee's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	46,239,985	44203344 nos.(Rs.1000 F.V.)	336,101,344,000
Partly convertible debentures	0		0
Fully convertible debentures	200,000	100000	20,000,000,000
Total			356,101,344,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	235,959,508,000	160,957,000,000	60,815,164,000	336,101,344,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	20,000,000,000	0	0	20,000,000,000

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

257,455,714,285

(ii) Net worth of the Company

236,274,013,999.93

VI. (a) *SHARE HOLDING PATTERN - Promoters


S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,210,803	0.86	0	
	(ii) Non-resident Indian (NRI)	12,890	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	407,663,914	48.48	0	
10.	Others (Trusts & LLP)	4,905,988	0.58	0	
	Total	419,793,595	49.92	0	0

Total number of shareholders (promoters)

62

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	43,064,919	5.12	0	
	(ii) Non-resident Indian (NRI)	3,443,956	0.41	0	
	(iii) Foreign national (other than NRI)	25	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	12,465,958	1.48	0	
4.	Banks	515	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	15,344	0	0	
7.	Mutual funds	104,786,403	12.46	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,174,764	0.62	0	
10.	Others (Qualified Institutions Buye )	252,195,426	29.99	0	
	Total	421,147,310	50.08	0	0

Total number of shareholders (other than promoters)



178,409

**Total number of shareholders (Promoters+Public/
Other than promoters)**

178,471

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE BOEING COMPAN 	1 CHASE MANHATTAN PLAZA NEV 			15,344	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	65	62
Members (other than promoters)	154,990	178,471
Debenture holders	23,662	21,977

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	0	2	0	0
B. Non-Promoter	1	3	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Vellayan Subbiah	01138759	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
N Ramesh Rajan	01628318	Director	0	
Bhama Krishnamurthy	02196839	Director	0	
M A M Arunachalam	00202958	Director	165,752	
Anand Kumar	00818724	Director	0	
M R Kumar	03628755	Director	0	
Ramkumar Ramamoorthi	07936844	Director	0	
Ravindra Kumar Kundu	07337155	Managing Director	308,565	
D Arulselvan	ACSPA7586M	CFO	169,660	
P Sujatha	AQGPS0985K	Company Secretary	192,305	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Bhama Krishnamurthy	02196839	Director	31/07/2024	Re-appointed as an Independent Director
M R Kumar	03628755	Additional director	01/05/2024	Appointed as Additional Director
Ramkumar Ramamurthi	07936844	Additional director	26/07/2024	Appointed as Additional director
Ravindra Kumar Kundu	07337155	Director	07/10/2024	Appointed as Managing Director

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/07/2024	154,618	120	49.76
Postal Ballot	07/09/2024	155,963	1,609	85.89

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/04/2024	6	5	83.33
2	26/07/2024	8	7	87.5
3	31/10/2024	8	7	87.5
4	31/01/2025	8	8	100
5	24/03/2025	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

32

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/04/2024	4	4	100
2	Audit Committee	30/04/2024	4	3	75
3	Audit Committee	25/07/2024	4	4	100
4	Audit Committee	26/07/2024	4	4	100
5	Audit Committee	24/10/2024	5	4	80
6	Audit Committee	25/10/2024	5	4	80
7	Audit Committee	30/01/2025	5	5	100
8	Audit Committee	31/01/2025	5	5	100
9	Audit Committee	24/03/2025	5	5	100
10	Nomination & Remuneration Committee	30/04/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)

1	Vellayan Subb	5	5	100	11	11	100	
2	N Ramesh Ra	5	5	100	25	25	100	
3	Bhama Krishn	5	5	100	21	21	100	
4	M A M Arunac	5	4	80	10	10	100	
5	Anand Kumar	5	4	80	18	16	88.89	
6	M R Kumar	4	3	75	9	7	77.78	
7	Ramkumar Ra	4	4	100	8	8	100	
8	Ravindra Kum	5	5	100	11	11	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ravindra Kumar Ku	Managing Direct	64,658,176	0	49,453,236	0	114,111,412
	Total		64,658,176	0	49,453,236	0	114,111,412

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	D Arulselvan	Chief Financial C	47,003,370	0	25,358,578	0	72,361,948
2	P Sujatha	Company Secre	23,152,035	0	7,543,900	0	30,695,935
	Total		70,155,405	0	32,902,478	0	103,057,883

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vellayan Subbiah	Chairman & Dire	0	10,000,000	0	1,050,000	11,050,000
2	N Ramesh Rajan	Director	0	2,400,000	0	1,750,000	4,150,000
3	Bhama Krishnamurt	Director	0	2,000,000	0	1,550,000	3,550,000
4	M A M Arunachalan	Director	0	2,000,000	0	900,000	2,900,000
5	Anand Kumar	Director	0	2,000,000	0	1,200,000	3,200,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
6	M R Kumar	Director	0	1,835,616	0	650,000	2,485,616
7	Ramkumar Ramam	Director	0	1,364,383	0	800,000	2,164,383
	Total		0	21,599,999	0	7,900,000	29,499,999

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

R SRIDHARAN

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3239

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by☒ Company Secretary☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Annexure to Pt. IX. (C) Meetings of Committees of the Board of Directors

Number of meetings held – 32

SN	Type of meeting	Date of meeting	Total No. of Members on the Date of Meeting	Attendance	
				No. of members attended	% of Attendance
1	Audit Committee	29/04/2024	4	4	100
2		30/04/2024	4	3	75
3		25/07/2024	4	4	100
4		26/07/2024	4	4	100
5		24/10/2024	5	4	80
6		25/10/2024	5	4	80
7		30/01/2025	5	5	100
8		31/01/2025	5	5	100
9		24/03/2025	5	5	100
10	Nomination & Remuneration Committee	30/04/2024	3	3	100
11		26/07/2024	3	3	100
12		31/01/2025	3	3	100
13		24/03/2025	3	3	100
14	Stakeholders Relationship Committee	30/04/2024	3	3	100
15		25/10/2024	3	3	100
16	Business Committee	25/10/2024	3	3	100
17		24/03/2025	3	3	100
18	Risk Management Committee	30/04/2024	4	4	100
19		25/07/2024	4	4	100
20		25/10/2024	4	3	75
21		30/01/2025	4	4	100
22	Corporate Social Responsibility Committee	30/04/2024	3	3	100
23		25/10/2024	3	3	100
24		24/03/2025	3	3	100
25	IT Strategy Committee	30/04/2024	3	2	66.67
26		26/07/2024	3	3	100
27		24/10/2024	3	3	100
28		30/01/2025	3	3	100
29		24/03/2025	3	3	100
30	Special Committee of the Board for Monitoring and Follow-up of Fraud Cases	24/10/2024	3	3	100
31		30/01/2025	3	3	100
32	Review Committee	24/03/2025	3	3	100