

April 29, 2025

The Secretary
National Stock Exchange of India Limited
Trade World, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013

The Secretary
BSE Ltd.
1st Floor, P.J. Towers
Dalal Street, Fort,
Mumbai 400 001

NSE SCRIP CODE: CHOLAFIN EQ

BSE SCRIP CODE: 511243

Dear Sir/ Madam,

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

Further to our letter dated March 29, 2025 informing you of the dispatch of Notice of Postal Ballot dated March 29, 2025 ("Notice") to the Members of the Company seeking approval for "**Appointment of Mr. Vellayan Subbiah (DIN:01138759) as a Whole-time Director, designated as Executive Chairman**", by way of an Ordinary Resolution, through remote E-voting vide a postal ballot, we hereby inform you that the resolution has been duly passed by the Members with requisite majority. The resolution is deemed to have been passed on Monday, 28 April, 2025, being the last date for the remote E-voting.

The remote E-voting begun on Sunday, 30 March, 2025 at 9:00 a.m. (IST) and concluded on Monday, 28 April, 2025 at 5:00 p.m. (IST). The Scrutiniser - Mr. R. Sridharan of M/s. R. Sridharan & Associates, Practicing Company Secretaries, Chennai 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 Results along with the Scrutinizer's Report are being hosted on the website of the Company: <https://www.cholamandalam.com/investors/stock-exchange-communication/> and on the website of website of NSDL at www.evoting.nsdl.com.

We request you to kindly take the above on record.

Thanking you,

Yours Faithfully,
For Cholamandalam Investment and Finance Company Limited

P Sujatha
Company Secretary
Encl.: As above

Cholamandalam Investment and Finance Company Limited

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

Name of the Company	Cholamandalam Investment and Finance Company Limited
Date of the AGM/EGM	28-04-2025, being the last date of e-voting
Total number of shareholders on record date	184839
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)	ORDINARY - Appointment of Mr. Vellayan Subbiah (DIN:01138759) as a Whole-time Director, designated as Executive Chairman									
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	419,793,595	419,718,402	99.9821	419,718,402	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		419,718,402	99.9821	419,718,402	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	368,196,820	329,068,785	89.3731	314,184,359	14,884,426	95.4768	4.5232	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		329,068,785	89.3731	314,184,359	14,884,426	95.4768	4.5232	0	0
Public- Non Institutions	E-Voting	52,926,350	2,988,613	5.6467	2,977,386	11,227	99.6243	0.3757	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,988,613	5.6467	2,977,386	11,227	99.6243	0.3757	0	0
Total		840,916,765	751,775,800	89.3995	736,880,147	14,895,653	98.0186	1.9814	0	0

29th April, 2025

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

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **Cholamandalam Investment and Finance Company Limited** on 24th March, 2025, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process conducted through remote e-voting in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the resolution
Sections 196, 197, 198, 203 read with Schedule V and other applicable Provisions, if any, of the Companies Act, 2013.	<p>ORDINARY RESOLUTION</p> <p>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. Vellayan Subbiah (DIN: 01138759), be and is hereby appointed as a Whole-time Director, designated as the Executive Chairman of the Company, for a term of 5 (five) years, commencing from April 1, 2025 till March 31, 2030 (both days inclusive), not liable to retire by rotation and be paid remuneration by way of salary, allowances, perquisites, incentives and other benefits as detailed below subject to an overall limit of 2.5% of the net profits of the Company for each financial year computed in the manner prescribed under the Act:</p> <p>a) Salary:</p> <p>₹ 28,15,200/- p.m. in the scale of ₹ 20,00,000/- p.m. to ₹ 60,00,000/- p.m. Increments within the scale as may be decided by the Nomination and Remuneration Committee (NRC).</p>

b) Allowances / Perquisites / Incentive:

(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) Annual Incentive (at 100% level) - 12 times of the monthly Salary.

As may be approved by NRC from time to time; Monthly allowances and perquisites shall not exceed 150% of the Salary.

c) Retirement benefits:

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

(ii) Encashment of leave as per rules of the Company in force from time to time.

d) General:

(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. Vellayan Subbiah 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.

(ii) Perquisites shall be valued in terms of actual expenditure incurred by the Company. 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.

(iii) The aggregate remuneration (including salary, allowances, perquisites, incentive and other benefits) payable to Mr. Vellayan Subbiah for any financial year shall be subject to an overall ceiling of 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under the Act.

(iv) Mr. Vellayan Subbiah will not be entitled to any sitting fees for attending meetings of the board or of any committee thereof.

(v) Mr. Vellayan Subbiah, being a promoter, will not be entitled for grant of stock options under Employee Stock Option Scheme(s).

(vi) Mr. Vellayan Subbiah will be subject to all other service conditions as applicable to any other employee of the Company.

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 and General Circular No. 09/2024 dated 19th September, 2024 ("MCA Circulars"), the Company has sent Postal Ballot Notice dated 24th March, 2025 on 29th March, 2025 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, 21st March, 2025 ("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 resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for Postal Ballot through remote e-voting only is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the 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 Monday, April 28, 2025 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 March 30, 2025 and "**DINAMANI**" in vernacular language 'Tamil' on March 30, 2025 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 **March 30, 2025 (9:00 a.m. IST) to April 28, 2025 (5:00 p.m. IST)**.

All the votes received up to the closure of working hours (**5:00 p.m. IST**) on Monday, April 28, 2025, 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 **184839** Shareholders, we have received valid remote e-voting from **1442** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot remote e-voting	March 30, 2025 (9:00 a.m. IST) to April 28, 2025 (5:00 p.m. IST)		
Total No. of Shareholders	184839		
Total No. of Shares	84,09,16,765		
Particulars	As per Postal Ballot	As per remote e-voting	Total
Postal Ballot Forms Received	-	1442	1442
Less: Invalid Forms	-	0	0
Net Valid Forms	-	1442	1442

Appointment of Mr. Vellayan Subbiah (DIN: 01138759) as a Whole-time Director, designated as the Executive Chairman:

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
1296	736880147	98.0186

(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
146	14895653	1.9814

(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 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 24th March, 2025. The results of the remote e-voting will be announced by the Managing Director or any person authorised by him within two working days at the registered office of the Company and communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's shares are listed and will also be displayed on the Company's website www.cholamandalam.com and also on the website of NSDL at www.evoting.nsdl.com .

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: 2025.04.29
17:54:48 +05'30'

CS R SRIDHARAN

FCS No. 4775

C P No. 3239

PR No. 6232/2024

UDIN: F004775G000231848

