

January 18, 2024

**The Secretary**  
**National Stock Exchange of India Limited**  
**Capital Market – Listing, Exchange Plaza,**  
**5<sup>th</sup> Floor, Plot No. C/1, G Block,**  
**Bandra-Kurla Complex, Bandra (E),**  
**Mumbai 400 051**

**The Secretary**  
**BSE Ltd.**  
**25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers**  
**Dalal Street, Fort**  
**Mumbai 400 001**

**NSE SCRIP CODE: CHOLAFIN EQ**

**BSE SCRIP CODE: 511243**

Dear Sir,

***Sub: Filing of Reconciliation of share capital for the quarter ended 31<sup>st</sup> December, 2023***

Kindly refer to SEBI circular no. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 regarding submission of audit report on the reconciliation of the total admitted share capital held in depositories and in physical form with the total issued and listed capital. In this regard, we enclose the report from the Practicing Company Secretary as on 31<sup>st</sup> December, 2023.

We request you to take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,  
For Cholamandalam Investment and Finance Company Limited

P Sujatha  
Company Secretary

Encl.: As above

**Cholamandalam Investment and Finance Company Ltd.**

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

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**  
**FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER, 2023.**  
**(For the period from 1<sup>st</sup> October, 2023 to 31<sup>ST</sup> December, 2023)**

ISIN: INE121A01024

We have examined the Register of Members, beneficiary details furnished by the Depositories and other relevant books and records, correspondence, and information maintained by **CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED** (CIN: L65993TN1978PLC007576) having its Registered Office at Chola Crest, C54-55 & Super B-4, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai, - 600032 (herein after referred to as "the Company") and its Registrar and Share Transfer Agent, **KFIN TECHNOLOGIES LIMITED** for issuing this certificate, in accordance with Notification No. SEBI/LADNRO/GN/2018/40 dated 3<sup>rd</sup> October, 2018 issued by the Securities and Exchange Board of India.

In our opinion and based on such examination as well as information and explanations furnished to us which to the best of our knowledge and belief were necessary for the purpose of our certification and based on such verification as considered necessary we hereby certify the report for the quarter ended **31<sup>st</sup> December, 2023** as detailed below: -

1.	<b>For Quarter Ended</b>	<b>31<sup>st</sup> December, 2023</b>	
2.	ISIN	INE121A01024	
3.	Face Value	Rs.2/- per Equity Share	
4.	Name of the Company	Cholamandalam Investment and Finance Company Limited	
5.	Registered Office Address	Chola Crest, C54-55 & Super B-4, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai, - 600032	
6.	Correspondence Address	Chola Crest, C54-55 & Super B-4, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai, - 600032	
7.	Telephone & Fax Nos.	Tel: (044) 4090 7172, Fax: (044) 4090 6464.	
8.	Email address	secretarial-roc@chola.murugappa.com & investors@chola.murugappa.com	
9.	Names of the Stock Exchanges where the Company's Securities are listed	1. BSE Limited 2. National Stock Exchange of India Limited	
		No. of Shares	% of Total Issued Capital
10.	Issued Capital	<b>84,03,49,100</b>	<b>100.00</b>
11.	Listed Capital (All Exchanges) (as per Company records)	<b>83,96,34,060</b>	<b>99.99</b>
12.	Held in Dematerialized form in CDSL	5,23,59,248	6.24
13.	Held in Dematerialized form in NSDL	78,65,53,472	93.67
14.	Physical	7,52,610	0.09
15.	Total No. of Shares (12+13+14)	<b>83,96,65,330</b>	<b>100.00</b>

16.	Reasons for difference, Between (10&11), (10&15) & (11&15)	<p>The difference between (10&amp;11*), (10&amp;15*) and as follows:</p> <p>*6,54,500 shares Forfeited *29,270 shares kept in abeyance</p> <p>The difference between (11&amp;15) as follows:</p> <p>The Company has allotted 31,270 equity shares on 26<sup>th</sup> December, 2023 for which the Corporate Action (for credit of shares to the respective demat account of the allottee) and listing was pending as on 31<sup>st</sup> December, 2023. The Company has obtained trading permission on 5<sup>th</sup> January, 2024.</p>
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17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars***	No. of Shares	Applied / Not applied for listing	Listed on Stock Exchanges (specify names)	Whether intimated to CDSL	Whether intimated To NSDL	In-principle Approval Pending from Stock Exchanges (specify names)
1. The Company Allotted 1,69,49,152 shares of face value of Rs.2/- each at a rate of Rs.1180/- per share (including premium) by way of Qualified Insitutions Placement on 5 <sup>th</sup> October, -2023.	<b>1,69,49,152</b>	Applied	<p>Obtained Final Listing and Trading Approval from:-</p> <p><b><u>BSE Limited</u></b></p> <p>Vide Notice no: 20231005-45 dated October 5, 2023. listed and admitted 1,69,49,152 shares for trading with effect from October 6, 2023</p> <p><b><u>National Stock Exchange of India Limited</u></b></p> <p>Vide Letter Ref. no: NSE/LIST/37833 dated October 5, 2023. listed and admitted 1,69,49,152 shares for trading with effect from October 6, 2023.</p>	Yes	Yes	No

2. Nomination and Remuneration Committee vide resolution dated 12 <sup>th</sup> October, 2023 approved the allotment of 74,916 equity shares of Rs.2/- each to the option grantees under ESOP 2016 scheme.	<b>74,916</b>	Applied	<p>Obtained Final Listing and Trading Approval from:-</p> <p><b><u>BSE Limited</u></b></p> <p>Vide Notice no: 20231025-16 dated 25<sup>th</sup> October, 2023 listed and admitted 74,916 equity shares for trading with effect from 26<sup>th</sup> October, 2023.</p> <p><b><u>National Stock Exchange of India Limited</u></b></p> <p>Vide Letter Ref. no: NSE/LIST/2023/38095 dated October 25, 2023 listed and admitted 74,916 equity shares for trading with effect from October 26, 2023.</p>	Yes	Yes	No
3. Nomination and Remuneration Committee vide resolution dated 11 <sup>th</sup> November, 2023 approved the allotment of 32,980 equity shares of Rs.2/- each to the option grantees under ESOP 2016 scheme.	<b>32,980</b>	Applied	<p>Obtained Final Listing and Trading Approval from:-</p> <p><b><u>BSE Limited</u></b></p> <p>Vide Notice no: 20231201-14 dated 1<sup>st</sup> December, 2023 listed and admitted 32,980 equity shares for trading with effect from 4<sup>th</sup> December, 2023.</p> <p><b><u>National Stock Exchange of India Limited</u></b></p> <p>Vide Letter Ref. no: NSE/LIST/2023/38683 dated December 01, 2023 listed and admitted 32,980 equity shares for trading with effect from December 04, 2023.</p>	Yes	Yes	No

4. Nomination and Remuneration Committee vide resolution dated 28 <sup>th</sup> November, 2023 approved the allotment of 51,620 equity shares of Rs.2/- each to the option grantees under ESOP 2016 scheme.	<b>51,620</b>	Applied	<p>Obtained Final Listing and Trading Approval from:-</p> <p><b><u>BSE Limited</u></b></p> <p>Vide Notice no: 20231212-16 dated 12<sup>th</sup> December, 2023 listed and admitted 51,620 equity shares for trading with effect from 13<sup>th</sup> December, 2023.</p> <p><b><u>National Stock Exchange of India Limited</u></b></p> <p>Vide Letter Ref. no: NSE/LIST/2023/38865 dated December 12, 2023 listed and admitted 51,620 equity shares for trading with effect from December 13, 2023.</p>	Yes	Yes	No
5. Nomination and Remuneration Committee vide resolution dated 11 <sup>th</sup> December, 2023 approved the allotment of 21,200 equity shares of Rs.2/- each to the option grantees under ESOP 2016 scheme.	<b>21,200</b>	Applied	<p>Obtained Final Listing and Trading Approval from:-</p> <p><b><u>BSE Limited</u></b></p> <p>Vide Notice no: 20231222-25 dated 22<sup>nd</sup> December, 2023 listed and admitted 21,200 equity shares for trading with effect from 26<sup>th</sup> December, 2023.</p> <p><b><u>National Stock Exchange of India Limited</u></b></p> <p>Vide Letter Ref. no: NSE/LIST/2023/39072 dated December 22, 2023 listed and admitted 21,200 equity shares for trading with effect from December 26, 2023.</p>	Yes	Yes	No

6. Nomination and Remuneration Committee vide resolution dated 26 <sup>th</sup> December, 2023 approved the allotment of 31,270 equity shares of Rs.2/- each to the option grantees under ESOP 2016 scheme.	<b>31,270</b>	Applied	<p>Obtained Final Listing and Trading Approval from:-</p> <p><b><u>BSE Limited</u></b></p> <p>Vide Notice no: 20240105-17 dated 5<sup>th</sup> January, 2024 listed and admitted 31,270 equity shares for trading with effect from 8<sup>th</sup> January, 2024.</p> <p><b><u>National Stock Exchange of India Limited</u></b></p> <p>Vide Letter Ref. no: NSE/LIST/2024/39324 dated January 05, 2023 listed and admitted 31,270 equity shares for trading with effect from January 08, 2024.</p>	Yes	Yes	No
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\*\*\* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)

18.	Register of Members is updated (Yes/No)	YES		
	If not, updated up to which date	Not Applicable.		
19.	Reference of previous quarter with regards to excess dematerialized shares, if any	Not Applicable.		
20.	Has the Company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?	Not Applicable.		
21.	Mention the total No. of requests, if any, confirmed after 21 days and the total No. of requests pending beyond 21 days with the reasons for delay:			
	Total No. of Demat Requests	No. of Requests	No. of Shares	Reasons for delay
	Confirmed after 21 days	NIL	NIL	NIL
	Pending for more than 21 days	NIL	NIL	NIL
22.	Name, Telephone & Fax No. Of the Compliance Officer of the Company	Mrs. P. Sujatha, Company Secretary, sujathap@chola.murugappa.com Tel: 044-40907172, Fax: 044-40906464.		
23.	Name, Address, Tel & Fax No., Regn. No. of the Auditor	CS R.Sridharan, R Sridharan & Associates, Company Secretaries, Thiruvarangam Apartments, Flat No.3, First Floor, New No.44, Old No.25, Unnamalai Ammal Street, T.Nagar, Chennai – 600 017. Tel: 044 4216 6988; Email id: <a href="mailto:Sridharan.r@aryes.in">Sridharan.r@aryes.in</a> , C.P. No. 3239, FCS No.4775		

24.	Appointment of Common Agency for Share Registry Work	KFIN TECHNOLOGIES LIMITED Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Tel: 040-67162222 Fax: 040-23001153
25.	Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from SE, Company changed its name, etc.)	<p>*1.The Company has forfeited 1,30,900 Equity Shares of Rs.10/- each in the financial year 2001 -2002.</p> <p>*2. 475 equity shares of Rs.10/- each held in abeyance due to a court order in rights issue 1995.</p> <p>*3. 3305 shares of Rs.10/- each in the rights issue 2003 and 2074 shares of Rs.10/- each in rights issue 2004 held in abeyance as per stock exchange requirements.</p> <p>The shareholders vide postal ballot resolution dated 3<sup>rd</sup> June 2019 approved the sub-division of existing each equity share of face value of Rs.10/- fully paid up into five equity shares of face value of Rs.2/- each fully paid-up. Consequent to this all the procedural aspects of sub-division of shares has been completed as on record date being 17<sup>th</sup> June 2019.</p> <p>BSE limited issued notice regarding the sub- division of shares via Notice No.20190607-20 dated 7<sup>th</sup> June 2019 National Stock Exchange of India Limited issued circular regarding sub-division of shares vide Circular Ref.No.:0469/2019 dated 6<sup>th</sup> June 2019 and the circular be effective from 14<sup>th</sup> June 2019.</p> <p>Subsequent to sub-division of shares ISIN no. of the Company has been changed from <b>(ISIN OLD no:INE121A01016)</b> to <b>(ISIN New no:INE121A01024)</b></p> <p>CDSL vide Letter No. CDSL/ISS/RB/401 dated 11<sup>th</sup> June 2019 informed the company about activation of <b>NEW ISIN no.: INE121A01024</b> and made live from 10<sup>th</sup> June 2019.</p> <p>NSDL vide circular No. NSDL/P1/2019/1512 dated 11<sup>th</sup> June 2019 informed about change of ISIN.</p> <p>BSE limited Vide Notice No: 20190611-32 dated 11<sup>th</sup> June 2019 informed New ISIN number for the equity shares.</p> <p>National Stock Exchange of India Limited vide Circular Ref No: 0483/2019 informed about change in the ISIN.</p>

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

R  
SRIDHARAN

Digitally signed  
by R SRIDHARAN  
Date: 2024.01.12  
14:35:34 +05'30'

**CS R.SRIDHARAN  
FCS.No.4775  
C.P No.3239**

**PR NO.657/2020**

**UIN: S2003TN063400**

**UDIN: F004775E003199373**

**Place: Chennai**

**Date: 12<sup>th</sup> January, 2024**