
NOTICE TO MEMBERS

NOTICE is hereby given that the 74th Annual General Meeting ('AGM') of the members of Cholamandalam Financial Holdings Limited ('the Company') will be held at **3.30 pm IST on Thursday, the 10th August 2023** through video conference to transact the following business:

ORDINARY BUSINESS

ITEM NO. 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 March 31, 2023, the Reports of the Board of Directors and the Independent Auditors thereon, be and are hereby considered, approved and adopted.

ITEM NO. 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 March 31, 2023 and the Independent Auditors' Report thereon, be and are hereby considered, approved and adopted.

ITEM NO. 3 - To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT a final dividend of ₹0.55 per equity share (55% on the face value of ₹1/- each) on the paid-up share capital of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid to the shareholders whose names appear on the Register of Members of the Company as on August 3, 2023.

ITEM NO. 4 - To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT Mr. Vellayan Subbiah (holding DIN: 01138759), 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

ITEM NO. 5 - To consider and if deemed fit, to pass, the following as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. B Ramaratnam (holding DIN: 07525213) whose current term of office expires on March 17, 2024 and who being eligible for re-appointment for a second term as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three (3) consecutive years on the Board of the Company commencing from March 18, 2024 upto March 17, 2027 (both days inclusive).

ITEM NO. 6 - To consider and if deemed fit, to pass, the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, approval of the Company be and is hereby accorded for

the re-appointment of Mr. N Ganesh as the Manager of the Company for a further period of three (3) years with effect from June 15, 2023 upto June 14, 2026 (both days inclusive) on the following terms:

- a. **Salary:** ₹3,09,035/- per month in the scale of ₹3,00,000 - ₹5,50,000/- per month. The increments within the scale would be decided by the Nomination & Remuneration Committee ('NRC').
- b. **Allowances:** Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance not exceeding 150% of the salary.
- c. **Perquisites:** Perquisites such as house rent allowance, reimbursement of medical expenses and any other perquisites, benefits or amenities as per the Company's scheme(s) in force from time to time.
- d. **Incentive:** Incentive will be (at 100% level) upto 22.5% of annual pay (annual pay includes salary, perquisites, allowances, incentive and retirement benefits).
- e. **General:**
 - (i) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive and Retirement Benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under Act.
 - (ii) In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Ganesh shall be determined by the NRC subject to the provisions of the Act and such approvals, if any, as may be required.
 - (iii) Mr. Ganesh will be subject to all other service conditions as per rules of the Company in force from time to time.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorised to do all such acts, deeds and things as they may be deemed necessary, proper, desirable or expedient to give effect to the aforesaid resolution including alteration and variation in such terms of re-appointment as may be deemed fit in the best interest of the Company.

ITEM NO. 7 - To consider and if deemed fit, to pass, the following as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and subject to all other applicable laws and regulations including but not limited to all necessary statutory or regulatory approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to substitute the existing Article 17.8 in the Articles of Association of the Company, with the following:

"Article 17.8 : Notwithstanding anything to the contrary contained in these Articles and pursuant to the provisions of the Act and Rules made thereunder, the Board of Directors may from time to time appoint any such person as a "Nominee Director". For the purpose of this clause, "Nominee Director" means a Director nominated by any institution in pursuance of the provisions of any law for the time being in force, or of any agreement, or appointed by any Government, or any other person to represent its interests and includes any person nominated by the debenture trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on the Board of the Company."

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to take all such actions as may be necessary, desirable, or expedient and to do all such necessary acts, deeds, and things that may be incidental or pertinent to give effect to the aforesaid resolution.

By Order of the Board

Place : Chennai
Date : May 12, 2023

E Krithika
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 10/2022 dated December 28, 2022 and the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 have allowed companies to conduct Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') subject to compliance with requirements mentioned therein. Accordingly, the 74th AGM of the Company is being held in an electronic mode through VC.
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 74th AGM is being conducted through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 74th AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
3. The Company has enabled VC facility for participation of members in the AGM. Instructions for participation in the AGM through VC are provided in 'instructions to members' section of this Notice.
4. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum for the meeting under section 103 of the Companies Act, 2013 ('the Act').
5. The businesses set out in the Notice will be transacted through electronic voting ('e-voting') system and the Company is providing facility for voting by electronic means. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-voting facility has been enabled for all individuals holding shares in demat accounts, 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 addresses with their DPs to access e-voting facility. Instructions and other information relating to e-voting are provided in 'instructions to members' section of this Notice.
6. Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.) are required to upload in the e-voting portal, the 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) or alternatively send an e-mail, to the scrutiniser at, rsaevoting@gmail.com with a copy marked to the Company's RTA, KFin Technologies Limited ('KFin') at evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "CFHL - 74th AGM".
7. Pursuant to the provisions of section 91 of the Act and regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), the register of members and share transfer books of the Company will remain closed from Friday, August 4, 2023 to Thursday, August 10, 2023 (both days inclusive) for the purpose of payment of final dividend for the year ended March 31, 2023.
8. Final dividend of ₹0.55 (55%) per equity share of face value of ₹1/- each of the Company, as recommended by the Board, if declared at this AGM, will be paid on or before September 8, 2023, to those members whose names stand registered in the Company's register of members as on August 3, 2023. Members are encouraged to utilise the electronic clearing service ('ECS') for receiving dividends by registering their bank mandates.
9. Members holding shares in electronic form may note that bank account details registered with their DPs will be used by the Company for payment of dividend. Therefore, the members are advised to intimate any change in their address or bank mandates to their respective DPs. Members holding shares in physical form, are requested to advise any change in their address or bank mandates to the Company's RTA, KFin.
10. Information required under regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) in respect of re-appointment of director(s) and Manager are furnished in this Notice.
11. In terms of MCA and SEBI notifications, Notice convening the 74th AGM along with the Annual Report 2022-23 are being sent only through electronic mode to members whose e-mail addresses are registered with the Company / DPs. Members who have not yet registered their e-mail addresses are requested to follow the procedure provided in the 'instructions to members' section of this Notice. Members may note that the notice and the annual report will also be available on the Company's website, www.cholafhl.com, website of RTA: <https://evoting.kfintech.com/public/Downloads.aspx> and on the websites of stock exchanges: www.bseindia.com and www.nseindia.com. For any communication in this regard, members may send requests to the Company's e-mail at: investorservices@cfhl.murugappa.com.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested under section 189 of the Act and all other documents referred in the Notice will be available for inspection in electronic mode till the date of AGM. Members who wish to inspect the documents can send their request to: investorservices@cfhl.murugappa.com.
13. 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 April 1, 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 August 1, 2023. 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/>. 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 <http://www.cholafhl.com/investors/983>. Members may contact the Company's RTA, KFin or the Company in case of any clarification in this regard.

14. The Company has transferred unclaimed / un-encashed dividends upto the interim dividend for FY 2015-16, from time to time, to the Investor Education and Protection Fund ('IEPF'). Details of unclaimed / unpaid dividends lying with the Company as on March 31, 2022 is available on the website of the Company at www.cholafhl.com and also on the website of the MCA. Pursuant to the provisions of section 124 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more has been transferred by the Company to the demat account of the IEPF Authority. Details of movement in shares in the demat account of the IEPF during the year is provided in general shareholder information section of the annual report. Shares and dividend transferred to the IEPF Authority can be claimed back by following the procedure for refund as detailed on the website of IEPF, www.iepf.gov.in. Members are requested to contact the RTA or the Company in this regard. Members who have not en-cashed their warrants in respect of the final dividend declared for FY 2015-16 and subsequent dividends thereon, may write to the Company Secretary or the RTA immediately to claim their dividends.
15. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, in supersession of earlier circular(s) issued in this regard, has inter-alia prescribed the norms for furnishing PAN, KYC (Contact Details, Bank Details and Specimen Signature) and Nomination details. As per the circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC and Nomination details. Physical folios wherein the PAN, KYC and Nomination details are not available on or after October 1, 2023 shall be frozen by the RTA.

Dividend and other payments, if any, in respect of such frozen folios shall only be made electronically with effect from 1st April, 2024 upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025. The Company has sent intimations to all the members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. The relevant Circular(s) and necessary forms for availing various investor services are made available on the website of the Company at <http://www.cholafhl.com/investors/1028>. Accordingly, the members are requested to register their details in compliance with the aforesaid SEBI guidelines.
16. As per SEBI circular no. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, shareholders' requests for transfer, transmission, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition of securities shall be effected in dematerialised form only. In view of this requirement, members holding shares in physical form are requested to consider converting their holdings to dematerialised form at the earliest.
17. To promote green initiative, members are requested to register their 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 the RTA.
18. Members desirous of obtaining any information / clarification relating to the accounts are requested to submit their query in writing to the Company well in advance at investorservices@cfhl.murugappa.com to enable us to keep the information ready.

By Order of the Board

Place : Chennai
Date : May 12, 2023

E Krithika
Company Secretary

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.5: Re-appointment of Mr. B Ramaratnam as an Independent Director

Mr. B Ramaratnam (DIN: 07525213) is currently an Independent Director of the Company, Chairman of the Audit Committee and a member of the Stakeholders Relationship Committee and Risk Management Committee. The appointment of Mr. Ramaratnam as an Independent Director of the Company was approved by the members at the 70th Annual General Meeting of the Company held on August 1, 2019 for a period of 5 (five) consecutive years commencing from March 18, 2019 till March 17, 2024 (both days inclusive).

As per section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each. In view of his current term coming to an end on March 17, 2024 and based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at their meeting held on May 12, 2023, recommended the re-appointment of Mr. Ramaratnam as an Independent Director of the Company for a second term of 3 (three) consecutive years commencing from March 18, 2024 till March 17, 2027 (both days inclusive), not liable to retire by rotation, for the approval of the members by way of a Special Resolution.

Mr. Ramaratnam graduated from the University of Mumbai and is a member of the Institute of Chartered Accountants of India. He has vast experience in the areas of statutory and internal audit, due diligence, SOX compliance and other professional services.

The NRC after taking into consideration the skills, expertise and competencies required for the Board in the context of the industry in which the Company operates and based on the performance evaluation conducted, recommended to the Board that Mr. Ramaratnam's qualifications and diverse experience meets the skills and capabilities required for the role of Independent Director of the Company. The performance evaluation of Independent Directors was based on various parameters including attendance at Board and Committee Meetings, familiarity with the Company's policies and exercise own judgement besides having an understanding of the industry trends. Pursuant to the Committee's recommendation and performance evaluation undertaken, the Board is of the opinion that Mr. Ramaratnam continues to possess the identified core skills, expertise and competencies for effective functioning in his role as an Independent Director of the Company and his continued association would be beneficial to the Company.

The Company has received his consent in writing to act as director in Form DIR-2. Further, the Company has received requisite disclosures from Mr. Ramaratnam including confirmation that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Ramaratnam has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. In terms of Section 160(1) of the Act, the Company has received a notice from a member proposing his candidature for the office of Director.

In the opinion of the Board, Mr. Ramaratnam fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the management. The draft letter setting out the terms and conditions of his re-appointment is available on the website of the Company at www.cholafhl.com and would also be available for inspection by the members of the Company. Mr. Ramaratnam is not entitled to stock options and does not hold any shares in the Company. Other information as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI') are furnished in the annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 25(2A) of the SEBI Listing Regulations, approval of members for re-appointment of Mr. Ramaratnam as an Independent Director is sought by way of a Special Resolution. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Ramaratnam and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO.6: Re-appointment of Mr. N Ganesh as the Manager

Mr. N Ganesh was appointed as the Manager of the Company for a period of 3 years with effect from August 9, 2017 and was re-appointed for a further period of three years with effect from June 15, 2020 till June 14, 2023. Based on the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on May 12, 2023 re-appointed Mr. Ganesh as the Manager for a further period of 3 (three) years with effect from June 15, 2023, subject to the approval of members.

Mr. Ganesh is a member of the Risk Management Committee of the Board. He is also the Chief Financial Officer of the Company. Mr. Ganesh is an employee of Cholamandalam Investment and Finance Company Limited ('CIFCL'), an associate company of Cholamandalam Financial Holdings Limited ('CFHL') and deputed to CFHL on a full-time basis vide a deputation agreement executed between CFHL, CIFCL and Mr. Ganesh.

Mr. Ganesh is associated with the Company since 2017. He has about 27 years of post-qualification work experience in financial services sector in the diverse areas including Corporate Accounting Function, Audit, Taxation and Compliance. He is responsible for overseeing the business operations of the Company and has handled finance, treasury and risk management functions. The Board, while re-appointing Mr. Ganesh as the Manager of the Company, considered his skills, background, experience and contributions for the Company's growth and is of the opinion that his continued association would be beneficial to the Company. Other information as required under Secretarial Standard on General Meetings (SS-2) issued by the ICSI are furnished in the annexure to this Notice.

Accordingly, the Board recommends the re-appointment of Mr. Ganesh as the Manager of the Company on the terms as set out at Item No. 6 of the Notice for approval by the members.

None of the Directors or KMP of the Company or their respective relatives, except Mr. Ganesh and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO.7: Amendment to the Articles of Association of the Company

The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 has been notified on February 2, 2023. The amendment inter-alia provides that an issuer company shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors in case of default in payment of interest or repayment of principal amount in respect of listed debt securities, by the issuer.

In order to comply with the aforesaid requirements, it is proposed to amend Article 17.8 of the Articles of Association of the company relating to the appointment of Nominee Director. The consent of the members of the Company by way of a Special Resolution is required for amendment of the Articles of Association of the Company. The existing Articles of Association of the Company will be available for inspection by the members.

Accordingly, the Board recommends the amendment to the Articles of Association of the Company as set out at Item No. 7 of this Notice for approval by the members.

None of the Directors or KMP of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No.7 of the Notice.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS / MANAGER SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings]

Particulars	Mr. Vellayan Subbiah, Non-Executive Director	Mr. B Ramaratnam, Independent Director	Mr. N Ganesh, Manager
Date of Birth & Age	August 7, 1969 & 53 Years	February 13, 1955 & 68 Years	September 11, 1972 & 50 Years
Date of first appointment on the Board	November 11, 2020	March 18, 2019	NA
Qualifications	Holds a Bachelor of Technology degree in Civil Engineering from IIT Madras and a Masters degree in Business Administration from the University of Michigan, USA.	Graduate from the University of Mumbai and a member of the Institute of Chartered Accountants of India.	Graduate in Commerce and a member of the Institute of Chartered Accountants of India.
Expertise in specific functional areas	Has over 26 years of experience in varied fields of consulting, technology, projects, financial services and engineering in different positions across industries.	Has vast experience in the areas of statutory and internal audit, due diligence, SOX compliance and other professional services.	Has about 27 years of post-qualification work experience in financial services sector in the areas of Corporate Accounting Function, Treasury Management, Financial Accounting, Process and Controls, Internal Audit, Taxation and Compliance.

Particulars	Mr. Vellayan Subbiah, Non-Executive Director	Mr. B Ramaratnam, Independent Director	Mr. N Ganesh, Manager
Terms & Conditions of re-appointment	Re-appointment as a Non-Executive Director liable to retire by rotation.	Re-appointment as an Independent Director for a second term of 3 consecutive years commencing from March 18, 2024 to March 17, 2027 (both days inclusive)	Re-appointment as the Manager for a further period of three years with effect from June 15, 2023 upto June 14, 2026 (both days inclusive)
Details of remuneration last drawn (For FY 22-23)	Sitting Fees: ₹2.50 Lakh Commission: ₹7.50 Lakh*	Sitting Fees: ₹6.80 Lakh Commission: ₹7.50 Lakh*	Please refer remuneration related disclosure in the annual report
Details of remuneration sought to be paid	Entitled to sitting fees and commission as approved by the Board of Directors	Entitled to sitting fees and commission as approved by the Board of Directors	As per resolution given under Item no. 6 of the Notice
Number of meetings of the Board attended during the year	5 out of 5 meetings	5 out of 5 meetings	5 out of 5 meetings
Directorships in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • Tube Investments of India Limited (TII) • Cholamandalam Investment and Finance Company Limited (CIFCL) • CG Power and Industrial Solutions Limited (CGP) • SRF Limited (SRF) • Ambadi Investments Limited (AIL) • DOT IOT Technologies Private Limited • TI Clean Mobility Private Limited • Cherytin Online Private Limited 	<ul style="list-style-type: none"> • Redington Limited (RL) • ProConnect Supply Chain Solutions Limited (PSC) • Redserv Global Solutions Limited 	Nil
Chairmanship / Memberships in Board committees of other companies	<ul style="list-style-type: none"> • Audit Committee: Member - CGP • Nomination and Remuneration Committee: Member - CGP, CIFCL • Stakeholders Relationship Committee: Chairman - CGP, Member - TII • Risk Management Committee: Chairman - CGP • Corporate Social Responsibility Committee: Chairman - CIFCL • Shares & Debentures Committee: Member - TII • Loans Committee: Member - TII • IT Strategy Committee: Member - CIFCL • Business Committee: Chairman - CIFCL • Group Risk Management Committee: Member - AIL 	<ul style="list-style-type: none"> • Audit Committee: Chairman - RL, PSC • Stakeholders Relationship Committee: Chairman - RL • Corporate Social Responsibility Committee: Member - RL • Risk Management Committee: Member - RL 	Nil
Listed entities from which the director has resigned in the past three years	<ul style="list-style-type: none"> • Shanthi Gears Limited • Havells India Limited 	Nil	NA
No. of shares held in the Company (including as a beneficial owner)	Nil	Nil	Nil
Inter-se relationship with any other directors or KMP of the Company	None	None	None

*Payable for FY 22-23 after adoption of accounts at the 74th AGM

For further details, please refer the 'Report on Corporate Governance' forming part of the Annual Report

INSTRUCTIONS TO MEMBERS

I. FOR REMOTE ELECTRONIC VOTING [E-VOTING]

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 the SEBI 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 74th Annual General Meeting ('AGM') scheduled to be held at **3.30 p.m. on Thursday, August 10, 2023**. The Company has engaged KFin Technologies Limited ('KFin') to provide remote e-voting facility for members to cast their votes in a secure manner.

The Board of Directors have appointed Mr. R. Sridharan of M/s. R. Sridharan and Associates, Practicing Company Secretaries or failing him Ms. Srinidhi Sridharan of M/s. Srinidhi Sridharan and Associates, Practicing Company Secretaries as the scrutiniser to scrutinise e-voting and conduct the voting process at the AGM in a fair and transparent manner. In terms of the requirements of the Act and the Rules made there under, the Company has fixed **Thursday, August 3, 2023** as the cut-off date. The voting rights of the members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e. August 3, 2023.

The remote e-voting facility begins on **Saturday, August 5, 2023 (9:00 a.m. IST)** and ends on **Wednesday, August 9, 2023 (5:00 p.m. IST)**. During this period members of the Company holding shares either in physical form or in dematerialised form as on the cut-off date of August 3, 2023, are entitled to avail the facility to cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting facility shall be disabled by KFin upon expiry of the aforesaid period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently or cast the vote again.

A. Login method for remote e-voting for individual members holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" under e-Voting services</p> <p>IV. Click on company name or e-Voting service provider and members will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period or voting during the meeting</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields and follow the steps given in point 1 above</p> <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <p>I. Visit URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon 'Login' which is available under 'Shareholder/Member' section</p> <p>III. A new screen will open. Enter User ID (i.e. sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen</p> <p>IV. On successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - KFin and you will be redirected to e-Voting website of KFin for casting your vote</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password</p> <p>IV. The user will see the e-voting menu. The menu will have links of e-voting service provider i.e. KFin e-voting portal. Click on KFin to cast your vote</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields and follow the steps given in point 1 above</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: https://evoting.cdslindia.com/Evoting/Evotinglogin</p> <p>II. Provide your Demat Account Number and PAN</p> <p>III. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account</p> <p>IV. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available or select E-Voting Service Provider “KFin” and you will be re-directed to the e-voting page of KFin to cast your vote</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. Members can also login using the login credentials of their demat accounts through their DP registered with NSDL /CDSL for e-Voting facility</p> <p>II. Once logged-in, members will be able to see e-voting option. Click on e-voting option, members will be redirected to NSDL / CDSL depository site after successful authentication, wherein you can see e-voting feature</p> <p>III. Click on options available against Company name or e-voting service provider - KFin and members will be redirected to e-voting website of KFin for casting your vote during the remote e-voting period</p>

Note: Members who are unable to retrieve User ID / Password are advised to use ‘Forgot User ID’ and ‘Forgot Password’ option available at the respective websites.

For Technical Assistance: Members facing any technical issue related to login can contact the respective depository’s helpdesk by sending a request on the e-mail ids or contact on the phone nos. provided below:

Securities held with NSDL	Securities held with CDSL
E-mail: evoting@nsdl.co.in Toll free no. 1800 1020 990 / 1800 22 44 30	E-mail : helpdesk.evoting@cdslindia.com Phone no: 022-23058738 / 022-23058542-43

B. Login method for remote e-voting for members other than individuals and those holding securities in physical mode

1) Members whose e-mail addresses are registered with the Company/ DPs, will receive an e-mail from KFin containing details of e-voting Event Number (EVEN), user ID and password and shall proceed as follows:

- (i) Open your web browser during the voting period and navigate to <https://evoting.kfintech.com/>
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number 7314 (EVEN) followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on ‘LOGIN’. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (iv) You need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the e-voting event.
- (vi) Select the EVEN of 'Cholamandalam Financial Holdings Limited' and click on 'SUBMIT'.
- (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (viii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially 'AGAINST' but the total number in 'FOR / AGAINST' taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option 'ABSTAIN'. If the shareholder does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- (x) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (xi) You may then cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).

2) Members whose e-mail addresses are not registered with the Company/DPs, are requested to follow the steps given below:

- (i) Members may temporarily get their e-mail address and mobile number provided with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the e-mail address and mobile number for sending the soft copy of the Notice, annual report and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- (ii) Alternatively, members may send an e-mail request to einward.ris@kfintech.com along with scanned copy of the documents viz, Form ISR-1 duly filled up, signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and client master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the annual report, notice and the e-voting instructions.
- (iii) Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DPs/the Company's RTA, KFin to enable servicing of Notices/documents/Annual Reports electronically to their e-mail address.
- (iv) After receiving the e-voting instructions, members shall follow the aforesaid procedure to cast their votes by electronic means.

II. FOR ATTENDING THE AGM THROUGH VC AND E-VOTING DURING THE MEETING

The Company has engaged KFin to provide VC facility to conduct the 74th AGM in an electronic manner. Procedure for participating in the AGM through VC and the related matters are given below:

- (i) Members are requested to follow the below procedure to join the AGM:
 - a) Access the URL: <https://emeetings.kfintech.com/>
 - b) Login using remote e-voting login credentials
 - c) After logging in, click on the 'Video Conference' option and select the AGM event of the Company.
 - d) Click on the video icon and accept the meeting etiquettes to join the meeting.

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 above paragraphs.

- (ii) The facility for joining the AGM through VC will open 30 minutes before the scheduled time of the meeting. Upto 2000 members will be allowed to participate in the AGM on first come first serve basis. This restriction is not applicable for participation of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee and the Auditors.
- (iii) Members are encouraged to participate in the AGM through laptops or desktops using Google Chrome for better experience. Members are also required to allow camera and use internet with good speed to avoid any disturbance

during the meeting. Further, connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may face audio/video loss due to fluctuations in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to avoid such issues.

- (iv) In case of joint holders only such joint holder who is higher in the order of names will be entitled to participate in the meeting.
- (v) Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon displayed on the screen to cast their votes.
- (vi) **Posting of queries:** Shareholders who would like to express their views/raise queries on the official business during the AGM, may please log into <https://emeetings.kfintech.com> using the user ID and password provided in the mail received from KFin. On successful login, select 'Post Your Question' option to post their queries/ views/ questions in the window provided therein. The window for posting queries/questions/views will remain open from **9.00 a.m. on August 5, 2023 and close at 5.00 p.m. on August 8, 2023.**
- (vii) **Speaker Registration:** Members who wish to speak at the AGM may log into <https://emeetings.kfintech.com> using the user ID and password provided in the mail they receive from KFin and click on the tab "Speaker Registration". The speaker registration will commence at **9.00 a.m. on August 5, 2023 and close at 5.00 p.m. on August 8, 2023.** Only members who have registered themselves as a speaker will be allowed to speak or ask questions during the AGM. Speakers are requested to submit their queries at the time of registration, to enable the Company to respond appropriately. The Company reserves the right to restrict the number of speakers asking questions depending on the availability of time.

III. OTHER INSTRUCTIONS

- (i) E-Voting Event Number (EVEN) for Cholamandalam Financial Holdings Limited : 7314
- (ii) In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting, he/she may obtain the user ID and password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 3. Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (iii) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFin for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
- (iv) The members whose names appear in the Register of Members / list of beneficial owners as on Thursday, August 3, 2023, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- (v) A member can opt for only single mode of voting i.e., through remote e-voting or voting during the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote cast during the AGM shall be treated as invalid.
- (vi) Members who have cast their votes through remote e-voting may also attend the AGM. However, those members are not entitled to cast their vote again during the AGM.
- (vii) The scrutiniser shall immediately after conclusion of voting, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The voting results shall be announced on or before August 12, 2023.

- (viii) The voting results declared along with the scrutiniser's report shall be placed on the company's website, www.cholafhl.com and on the website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx> after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately filed with the stock exchanges.
- (ix) In case of any query and/or grievance, in respect of e-voting, members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available on KFin's website at the download section of <https://evoting.kfintech.com>. Members seeking any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1800-3094-001 or send an e-mail to evoting@kfintech.com.

Key details regarding the 74th AGM of the Company for reference of the members

SN	Particulars	Details
1	Link for attending the AGM through VC	https://emeetings.kfintech.com/
2	Cut Off date	August 3, 2023
3	Book Closure Date	August 4, 2023 to August 10, 2023 (both days inclusive)
4	Remote E-Voting period	From 9.00 am on August 5, 2023 till 5.00 pm on August 9, 2023
5	Link for members to temporarily update e-mail address to receive the AGM documents	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
6	Last date for publishing voting results	August 12, 2023
7	Contact details of the RTA	KFin Technologies Limited (Unit: Cholamandalam Financial Holdings Limited) Selenium Building, Tower - B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500032 Phone: 040-67162222; Toll free: 1800-309-4001 E-mail: einward.ris@kfintech.com Website: https://ris.kfintech.com/ Contact person: Mr. Rajkumar Kale, Assistant Vice President - Corporate Registry
8	Technical assistance for e-voting and VC participation for AGM	Toll free No.: 1800-309-4001 E-mail : evoting@kfintech.com
9	Contact details of the Company	E-mail: investorservices@cfhl.murugappa.com Phone: 044 - 40907638