



May 18, 2022

**The Manager**  
**Listing Department**  
**National Stock Exchange of India Ltd**  
**Exchange Plaza, 5th Floor**  
**Plot No.C-1, Block G**  
**Bandra-Kurla Complex**  
**Bandra (E)**  
**Mumbai 400 051**

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

**Symbol : CHOLAHLDNG**

**Scrip Code : 504973**

Dear Sir / Madam,

**Sub.: Declaration of voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')**

This is further to our letter dated April 16, 2022 informing the despatch of the postal ballot notice to the shareholders of the Company. In this regard, we wish to inform you that the resolutions detailed in the postal ballot notice have been passed in favour and have been deemed to be passed on May 17, 2022, being the last date of remote e-voting.

Pursuant to regulation 44 of the Listing Regulations, we enclose the voting results and the Report of scrutinizer dated May 17, 2022. The voting results and the scrutinizer's report will also be made available on the Company's website, [www.cholafhl.com](http://www.cholafhl.com)

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

**for CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED**

A handwritten signature in blue ink, appearing to read "E Krithika", is written over a faint circular stamp.

**E KRITHIKA**  
**COMPANY SECRETARY**

Encl.: as above

**Cholamandalam Financial Holdings Limited**

(Formerly known as TI Financial Holdings Limited)

Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India.

Tel : +91.44.4217 7770-5 Fax : 91.44.4211 0404

Website : [www.cholafhl.com](http://www.cholafhl.com)

CIN - L65100TN1949PLC002905



**murugappa**

Company Name		CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED
Date of the AGM/EGM		
Total number of shareholders on record date		22496
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:		
Public:		
No. of Shareholders attended the meeting through Video		
Promoters and Promoter Group:		
Public:		

SPECIAL - Appointment of Mr. K Balasubramanian as an Independent Director of the Company									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?								
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	
	E-Voting	91263179	87594382	95.9800	87594382	0	100.0000	0.0000	
	Poll	91263179	0	0.0000	00	0	0.0000	0.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)	91263179	0	0.0000	00	0	0.0000	0.0000	
	E-Voting	70223366	62498319	88.9993	60732299	1766020	97.1742	2.8257	
	Poll	70223366	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)	70223366	0	0.0000	00	0	0.0000	0.0000	
	E-Voting	26256347	766530	2.9194	684725	81805	89.3278	10.6721	
	Poll	26256347	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	Postal Ballot (if applicable)	26256347	0	0.0000	00	0	0.0000	0.0000	
	Total	187742892	150859231	80.3542	149011406	1847825	98.7751	1.2249	



SPECIAL - Alteration of the Articles of Association of the Company									
Resolution required: (Ordinary/ Special)	SPECIAL - Alteration of the Articles of Association of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	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		
	E-Voting	87594382	95.9800	87594382	0	100.0000	0.0000		
	Poll	91263179	0.0000	00	0	0.0000	0.0000		
Promoter and Promoter Group	Postal Ballot (if applicable)	91263179	0.0000	00	0	0.0000	0.0000		
	E-Voting	70223366	88.9993	62252264	246055	99.6063	0.3936		
Public- Institutions	Poll	70223366	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	70223366	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	26256347	2.9194	684725	81805	89.3278	10.6721		
	Poll	26256347	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	26256347	0.0000	00	0	0.0000	0.0000		
	Total	187742892	80.3542	150531371	327860	99.7827	0.2173		





May 17, 2022

**The Chairman**  
**Cholamandalam Financial Holdings Limited,**  
"Dare House",  
No. 234, N.S.C Bose Road,  
Chennai – 600 001.

Dear Sir,

**Sub: Passing of Resolutions through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of **Cholamandalam Financial Holdings Limited** on March 17, 2022, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process conducted through remote electronic voting (e-voting) in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
Sections 149,150 and 152 of the Companies Act, 2013	<p><b>SPECIAL RESOLUTION</b></p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with schedule IV to the Act and regulation 16(1)(b), 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. K Balasubramanian (DIN: 00137260), who has been appointed as an additional director pursuant to the provisions of section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3)consecutive years with effect from March 17, 2022 till March 16, 2025.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, proper and expedient to give effect to this resolution.</p>





<p><b>Section 14 and all other applicable provisions of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this resolution including but not limited to incorporation of amendment/suggestion/observations made by the Registrar of Companies, Chennai, Tamil Nadu.</p>
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WE REPORT that in view of the pandemic COVID-19 and the resultant lockdown situation across the country restricting the movement of persons, in compliance with framework issued by the Ministry of Corporate Affairs (MCA) through its circular No. 14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No.33/2020 dated 28<sup>th</sup> September, 2020, General Circular No.39/2020 dated 31<sup>st</sup> December, 2020, General Circular No.10/2021 dated 23<sup>rd</sup> June, 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, the Company has sent Postal Ballot Notice dated March 17, 2022 in electronic form only to those Members who have registered their email address with the Depositories and Registrar and Share Transfer Agent.

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 only, on the resolutions 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 resolutions stated above, based on the reports generated from the e-voting system provided by KFin Technologies Limited, the authorized agency engaged by the Company.

We report that as stated in the notice sent to the members, the Company had fixed - May 17, 2022 as the last date for E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**FINANCIAL EXPRESS**" in 'English' on April 17, 2022 and "**MAKKAL KURAL**" in vernacular language 'Tamil' on April 17, 2022.





**Company Secretaries**

about the despatch of the Postal Ballot Notice and other related matters mentioned therein. We have received E-Voting from the members during the period **April 18, 2022 (9:00 a.m. IST) to May 17, 2022 (5:00 p.m. IST)**.

All the votes exercised upto the closure of working hours (**5:00 p.m. IST**) on Tuesday, May 17, 2022, the last date fixed by the Company for receipt of E-Voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and electronic record containing the Shareholders Name, Address, Folio/Client ID Number, number of Shares held, Number of Votes casted, Assented, Dissented and Rejected were generated.

We REPORT that out of **22496** Shareholders, we have received valid E-Voting from **265** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot E-Voting	<b>April 18, 2022 (9:00 a.m. IST) to May 17, 2022 (5:00 p.m. IST)</b>		
Total No. of Shareholders	<b>22496</b>		
Total No. of Shares	<b>187742892</b>		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	-	<b>265</b>	<b>265</b>
Less: Invalid Forms	-	<b>0</b>	<b>0</b>
<b>Net Valid Forms</b>	-	<b>265</b>	<b>265</b>

**Item No.1 Appointment of Mr. K Balasubramanian (DIN:00137260) as an Independent Director of the Company (Special Resolution)**

(i) Votes in **favour** of the resolution:

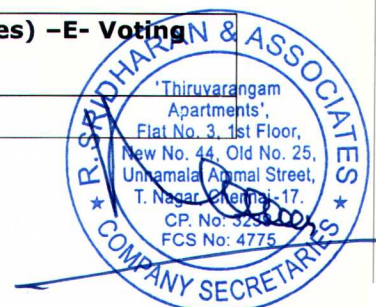
Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
<b>248</b>	<b>149011406</b>	<b>98.7751</b>

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
<b>17</b>	<b>1847825</b>	<b>1.2249</b>

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E- Voting
<b>NIL</b>	<b>NIL</b>







**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** under Sections 149, 150 and 152 of the Companies Act, 2013, with regard to Item No.1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**Item No.2 Alteration of the Articles of Association of the Company (Special Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
254	150531371	99.7827

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
11	327860	0.2173

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E- Voting
NIL	NIL

**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** under Section 14 of the Companies Act, 2013, with regard to Item No.2 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 March 17, 2022 approved by the Board of Directors on March 17, 2022. The results of the e-voting will be announced by the Chairman or any person authorised by him on or before Thursday, May 19, 2022. The results of the voting along with the Scrutinizer's Report will be made available on the Company's website and also on the website of KFinTech at <https://evoting.kfintech.com/public/Downloads.aspx> and shall be communicated to the Stock Exchanges where the Company's shares are listed. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for the each resolution is enclosed.







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 of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot E-Voting.

Thanking You

Yours faithfully,

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

  
**CS R SRIDHARAN**  
**FCS No. 4775**  
**C P No. 3239**  
**PR No. 657/2020**  
**UDIN: F004775D000331827**

Place: Chennai  
Encl.: a/a

