

July 30, 2022

**NSE / BSE
NSDL / CDSL / NSE - WDM / BSE – F Class**

Dear Sirs,

Sub: Proceedings of the 44th Annual General Meeting (AGM) and Voting Results.

We wish to inform you that the 44th Annual General Meeting (AGM) of the Company was held at 4 p.m. on 29th July 2022 and the businesses as mentioned in the notice dated 17th June, 2022 were transacted.

In this regard, please find enclosed the following:

1. Summary of proceedings of AGM under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
3. Scrutiniser's Report dated 30th July, 2022 pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014.

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

Summary of Proceedings of the 44th Annual General Meeting (AGM):

The 44th AGM of the members of Cholamandalam Investment and Finance Company Limited (“the Company”) was held on Friday, 29th July, 2022 at 4 p.m. through video conference (VC) as per the provisions of the Companies Act 2013, the Rules thereunder, the Secretarial Standards, and also in line with the circulars of the Ministry of Corporate Affairs and SEBI issued in the light of the continuing COVID-19 pandemic.

Mr. Vellayan Subbiah chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. He introduced the directors of the Company who were present along with him at the registered office of the Company and through VC. The Chairman also introduced the Executive Director, Company Secretary and Chief Financial Officer. The Chairman stated that Mr. Rohan Verma, Director did not participate in the meeting since he was unwell. The Chairman stated Mr. A.J. Shaikh, Partner representing M/s. Price Waterhouse LLP, Chartered Accountants and Ms. S. Usha, Partner, representing M/s. Sundaram & Srinivasan, Chartered Accountants, Joint Statutory Auditors and Mr. R. Sridharan, Secretarial Auditor and Scrutiniser for the purpose of remote e-voting and voting process at the AGM have also joined the meeting through VC.

The Chairman stated that due to continuing COVID-19 concerns, MCA and SEBI have this year also allowed companies to send the notice of the AGM along with annual report to shareholders electronically for the financial year 2022 and permitted companies to hold the AGM through VC or other audio-visual means. Accordingly, the AGM had been conducted through VC. The Chairman also mentioned that the company had issued an advertisement informing shareholders to register their e-mail addresses to enable the Company to send these documents electronically to them. Accordingly, the notice and annual report for FY 2022 had been sent through electronic mode to all those shareholders whose e-mail addresses are registered with the Registrar & Transfer Agents or Depository Participants, physical copy of the annual report to those shareholders who have requested for the same and further informed that the Company had provided the remote e-voting facility to the shareholders and the electronic voting facility at the AGM may be used by those shareholders who had not cast their vote through remote e-voting.

Further, the Chairman informed that the members seeking to inspect the Register of Directors, Key Managerial Personnel and Directors’ shareholding, the Register of Contracts or Arrangements in which the Directors are interested and other documents mentioned in the Notice, may contact the Company Secretary or send an email to investors@chola.murugappa.com.

Cholamandalam Investment and finance Company Limited

Dare House, First Floor, No.2, N.S.C Bose Road, Parrys, Chennai - 600 001

Tel: 91.44.40907172 Fax: 91.44.25346464

Website: www.cholamandalam.com

CIN - L65993TN1978PLC007576

The notice of the meeting was taken as read since it was already sent to shareholders. Members were informed that the auditors' report on the financial statements of the Company and the secretarial audit report for the year ended 31 March, 2022 did not have any qualifications or observations or comments or other remarks on financial transactions or matters as having any adverse effect on the functioning of the Company. Accordingly, the auditors' report was not required to be read out at the meeting, as provided in the Companies Act, 2013.

The Chairman delivered a brief speech on the key initiatives launched by the Company during the year covering ecosystem focus, strategic acquisitions, strengthening the technology infrastructure and Lean & Kaizen initiatives. His speech also covered the industry and company review covering the impact of pandemic, company performance, ALM status, CSR activities, outlook and the long-term direction for the Company.

The Chairman further stated that the employees continue to be the greatest strength of Chola. They have worked with extraordinary commitment during the year. Mr. Vellayan expressed his gratitude to all employees of the Company and their families for their sustained contribution and support during these tough times. He further thanked the Board for their guidance and support all through and the business partners, bankers, manufacturers, employees and shareholders for their consistent support.

The Chairman called upon Mr. Ravindra Kumar Kundu, Executive Director to share the performance of the Company for FY 2022, performance for the quarter ended 30th June, 2022 as approved by the Board earlier during the day. The Executive Director made a brief presentation covering key highlights of the Company and financial update for FY 2022 and quarter ended 30th June, 2022. The Executive Director thanked the Board of Directors and all the stakeholders for their support and co-operation.

The following items of business, as per the notice of AGM dated 17th June, 2022, were transacted at the meeting:

1. Adoption of Standalone financial statements together with the board's report and auditors' report thereon for the financial year ended 31 March, 2022.
2. Adoption of Consolidated financial statements including the auditors' report thereon for the financial year ended 31 March, 2022.
3. Confirmation of the interim dividend of 65% paid on equity shares and declaration of the final dividend of 35% for the year ended 31 March, 2022.
4. Re-appointment of Mr. Vellayan Subbiah (holding DIN: 01138759) as a director retiring by rotation.
5. Approval for increasing the overall borrowing powers of the company upto a limit of Rs. 1,10,000 crores.

6. Approval for payment of remuneration by way of commission to Mr. Vellayan Subbiah, non-executive chairman a sum of Rs.100 lakhs (Rupees one hundred lakhs only) for the financial year ended 31 March, 2022.
7. Approval for alteration in Memorandum of Association for change in the objects clause of the Company

The Chairman stated that the Company has engaged KFin Technologies Limited (KFin) to provide the facility of remote e-voting to all its members to cast their vote on all businesses contained in the notice. Chairman requested the members who have not cast their vote through remote e-voting to cast their vote through e-voting facility provided at the meeting.

The Chairman invited queries from the members who had registered themselves as speakers at the meeting. He also stated that none of the shareholders have posted their queries through the KFin platform. The Chairman thanked the moderator and addressed the queries of shareholders raised during the meeting. There were queries relating to the company's entry into gold loan business, growth plans and procedure for dematerialisation of equity shares. The Chairman answered them appropriately.

The Chairman further informed the shareholders that the voting results along with the scrutiniser's report would be placed on the website of the Company, www.cholamandalam.com and on the website of KFin before 5 p.m. on 30th July, 2022 and would be simultaneously communicated to the stock exchanges.

There being no other agenda, the Chairman thanked KFin for moderating the meeting and the shareholders for their support in the smooth conduct of the meeting and called the meeting to a close at 4.45 p.m.

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

Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Consolidated financial statements including the auditors' report thereon for the financial year ended 31 March, 2022								
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
Promoter and Promoter Group	E-Voting	42,32,37,948	42,15,58,641	99.603	42,15,58,641	0	100.0000	0.0000	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		42,15,58,641	99.603	42,15,58,641	0	100.0000	0.0000	0
Public- Institutions	E-Voting	33,26,58,156	29,32,16,044	88.143	29,32,16,044	0	100.0000	0.0000	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		29,32,16,044	88.143	29,32,16,044	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	6,56,00,847	2,45,882	0.375	2,45,765	117	99.9524	0.0475	0
	Poll		5,47,641	0.835	5,47,641	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		7,93,523	1.210	7,93,406	117	99.9853	0.0147	0
	Total	82,14,96,951	71,55,68,208	87.105	71,55,68,091	117	100.0000	0.0000	0
Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - Confirmation of the interim dividend of 65% paid on equity shares and declaration of the final dividend of 35% for the year ended 31 March, 2022								
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
Promoter and Promoter Group	E-Voting	42,32,37,948	42,15,58,641	99.603	42,15,58,641	0	100.0000	0.0000	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		42,15,58,641	99.603	42,15,58,641	0	100.0000	0.0000	0
Public- Institutions	E-Voting	33,26,58,156	29,34,52,120	88.214	29,34,52,120	0	100.0000	0.0000	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		29,34,52,120	88.214	29,34,52,120	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	6,56,00,847	2,45,883	0.375	2,45,662	221	99.9101	0.0898	0
	Poll		5,47,641	0.835	5,47,641	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		7,93,524	1.210	7,93,303	221	99.9721	0.0279	0
	Total	82,14,96,951	71,58,04,285	87.134	71,58,04,064	221	100.0000	0.0000	0

Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Vellayan Subbiah (holding DIN: 01138759) as a director retiring by rotation								
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
Promoter and Promoter Group	E-Voting	42,32,37,948	42,15,58,641	99.603	42,03,68,058	11,90,583	99.7175	0.2824	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		42,15,58,641	99.603	42,03,68,058	11,90,583	99.7176	0.2824	0
Public- Institutions	E-Voting	33,26,58,156	28,86,82,634	86.781	26,88,02,459	1,98,80,175	93.1134	6.8865	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		28,86,82,634	86.781	26,88,02,459	1,98,80,175	93.1135	6.8865	0
Public- Non Institutions	E-Voting	6,56,00,847	2,45,852	0.375	2,44,741	1,111	99.5481	0.4518	0
	Poll		5,47,641	0.835	5,47,641	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		7,93,493	1.210	7,92,382	1,111	99.8600	0.1400	0
	Total	82,14,96,951	71,10,34,768	86.554	68,99,62,899	2,10,71,869	97.0365	2.9635	0
Resolution No.	5								
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for increasing the overall borrowing powers of the company upto a limit of Rs. 1,10,000 crores								
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
Promoter and Promoter Group	E-Voting	42,32,37,948	42,15,58,641	99.603	42,03,68,058	11,90,583	99.7175	0.2824	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		42,15,58,641	99.603	42,03,68,058	11,90,583	99.7176	0.2824	0
Public- Institutions	E-Voting	33,26,58,156	29,34,30,579	88.208	28,82,59,335	51,71,244	98.2376	1.7623	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		29,34,30,579	88.208	28,82,59,335	51,71,244	98.2377	1.7623	0
Public- Non Institutions	E-Voting	6,56,00,847	2,45,391	0.374	2,45,163	228	99.9070	0.0929	0
	Poll		5,47,641	0.835	5,47,641	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		7,93,032	1.209	7,92,804	228	99.9712	0.0288	0
	Total	82,14,96,951	71,57,82,252	87.131	70,94,20,197	63,62,055	99.1112	0.8888	0

Resolution No.	6								
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for payment of remuneration by way of commission to Mr. Vellayan Subbiah, non-executive chairman a sum of Rs.100 lakhs (Rupees one hundred lakhs only) for the financial year ended 31 March, 2022								
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
Promoter and Promoter Group	E-Voting	42,32,37,948	42,15,58,641	99.603	42,03,68,058	11,90,583	99.7175	0.2824	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		42,15,58,641	99.603	42,03,68,058	11,90,583	99.7176	0.2824	0
Public- Institutions	E-Voting	33,26,58,156	29,34,30,579	88.208	27,94,65,195	1,39,65,384	95.2406	4.7593	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		29,34,30,579	88.208	27,94,65,195	1,39,65,384	95.2407	4.7593	0
Public- Non Institutions	E-Voting	6,56,00,847	2,45,332	0.374	2,42,288	3,044	98.7592	1.2407	0
	Poll		5,47,641	0.835	5,47,641	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		7,92,973	1.209	7,89,929	3,044	99.6161	0.3839	0
	Total	82,14,96,951	71,57,82,193	87.131	70,06,23,182	1,51,59,011	97.8822	2.1178	0
Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for alteration in Memorandum of Association for change in the objects clause of the Company								
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
Promoter and Promoter Group	E-Voting	42,32,37,948	42,15,58,641	99.603	42,03,68,058	11,90,583	99.7175	0.2824	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		42,15,58,641	99.603	42,03,68,058	11,90,583	99.7176	0.2824	0
Public- Institutions	E-Voting	33,26,58,156	29,34,30,579	88.208	29,34,30,579	0	100.0000	0.0000	0
	Poll		0	0.000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		29,34,30,579	88.208	29,34,30,579	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	6,56,00,847	2,45,843	0.375	2,45,604	239	99.9027	0.0972	0
	Poll		5,47,641	0.835	5,47,641	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.0000	0
	Total		7,93,484	1.210	7,93,245	239	99.9699	0.0301	0
	Total	82,14,96,951	71,57,82,704	87.132	71,45,91,882	11,90,822	99.8336	0.1664	0

Consolidated Scrutinizer's Report

30th July, 2022

The Chairman

Cholamandalam Investment and Finance Company Limited

"Dare House", No. 2,
N.S.C. Bose Road, Parrys,
Chennai - 600 001.

Ref: 44th Annual General Meeting (AGM) of the Members of the Cholamandalam Investment and Finance Company Limited held on 29th July, 2022 at 4.00 P.M. IST through Video Conferencing ("VC").

Dear Sir,

We, R. Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED vide resolution dated 5th May, 2022, pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020 and Circular no. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 5, 2022 to scrutinize the voting relating to the resolutions as set out in the notice of the AGM through remote e-voting process held between Tuesday, 26th July, 2022 (9.00 A.M.) (IST) to Thursday, 28th July, 2022 (5.00 P.M.) (IST) and through electronic voting system (e-voting) during the 44th Annual General Meeting (AGM) of the members of the Company, held on Friday, 29th July, 2022 at 4.00 P.M. IST through Video Conferencing ("VC").

We now submit our Consolidated Report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to voting through electronic means (by remote e-voting) and electronic voting (Insta Poll) during the AGM by the shareholders is the responsibility of the management.
2. The Company has availed remote e-voting system and electronic voting system (Insta Poll) at the AGM provided by KFin Technologies Limited for enabling the members to cast their vote under the provisions of the said Sections and the Rules made thereunder.
3. After conclusion of the proceedings of the meeting, the shareholders present through VC voted through the e-voting facility (Insta Poll) provided by KFin Technologies Limited. As per the information given by the Company, the names of the shareholders who had voted by remote e-voting had been blocked and only those members who were present at the AGM through VC and who had not voted by remote e-voting were allowed to cast their votes through e-voting system (Insta Poll) during the AGM.
4. We have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the official website of KFin Technologies Limited.
5. Based on the data downloaded from the Official website of KFin Technologies Limited for the remote e-voting system and on the basis of the report furnished to us by them on the electronic voting system(Insta Poll), we now submit our consolidated report (Remote e-voting and Electronic Voting System) as under:

Item No. 1 - Adoption of Audited Standalone Financial Statements together with the board's report and auditors' report thereon for the financial year ended March 31, 2022.

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	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
864	715020445	31	547641	715568086	99.99998

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
4	117	0	0	117	0.00002

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 2 - Adoption of Audited Consolidated Financial Statements including the Auditors Report thereon for the financial year ended March 31, 2022.

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	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
864	715020450	31	547641	715568091	99.99998

(ii) Votes against the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
4	117	0	0	117	0.00002

(iii) Invalid Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 3 – Confirmation of the interim dividend of 65% paid on equity shares and declaration of the final dividend of 35% for the year ended 31 March, 2022.

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	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
863	715256423	31	547641	715804064	99.99997

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
7	221	0	0	221	0.00003

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 4 – Re-appointment of Mr. Vellayan Subbiah (DIN: 01138759) as a Director retiring by rotation.

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	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
707	689415258	31	547641	689962899	97.03645

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
151	21071869	0	0	21071869	2.96355

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 5 – Approval for increase in borrowing powers under Section 180(1)(c) of the Companies Act, 2013 up to a sum not exceeding Rs.1,10,000 Crores.

SPECIAL RESOLUTION

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
818	708872556	31	547641	709420197	99.11117

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
50	6362055	0	0	6362055	0.88883

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 6 – Approval for commission payable to Mr. Vellayan Subbiah, Non-Executive Chairman for financial year ended March 31, 2022.

SPECIAL RESOLUTION

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
777	700075541	31	547641	700623182	97.88218

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
88	15159011	0	0	15159011	2.11782

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 7 – Approval for alteration in Memorandum of Association for change in the objects clause of the Company.

SPECIAL RESOLUTION

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
857	714044241	31	547641	714591882	99.83363

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

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)	% of total number of valid votes cast
12	1190822	0	0	1190822	0.16637

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members voted through E-voting (Insta Poll)	Number of votes cast (Shares) through E-voting (Insta Poll)	Total Number of votes cast through Remote E-Voting and E-voting(Insta Poll)
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.

6. A Compact Disc (CD) containing a list of equity shareholders who voted “**FOR**” and “**AGAINST**” for each resolution is enclosed.

7. The electronic data relating to remote e-voting and electronic voting system, all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

Yours faithfully,

**For R. Sridharan & Associates
Company Secretaries**

R
SRIDHAR
AN

Digitally signed
by R SRIDHARAN
Date: 2022.07.30
10:30:50 +05'30'

**CS R. Sridharan
FCS No. 4775
CP No. 3239
PR No. 657/2020
UDIN: F004775D000711954**