

April 29, 2023

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

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

**NSE SCRIP CODE: CHOLAFIN EQ**

**BSE SCRIP CODE: 511243**

Dear Sirs,

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

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

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

Thanking you,

Yours faithfully,  
For Cholanmandalam Investment and Finance Company Limited

P Sujatha  
Company Secretary

Encl.: As above

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

ISIN: INE121A01024

We have examined the Register of Members, beneficiary details furnished by the Depositories and other relevant books and records, correspondence, and information maintained by **CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED** (CIN: L65993TN1978PLC007576) having its Registered Office at "DARE HOUSE" No.2, N.S.C Bose Road, Parrys, Chennai - 600 001 (herein after referred to as "the Company") and its Registrar and Share Transfer Agent, **KFIN TECHNOLOGIES LIMITED** (formerly known as KFin Technologies Private Limited) for issuing this certificate, in accordance with Notification No. SEBI/LADNRO/GN/2018/40 dated 3<sup>rd</sup> October, 2018 issued by the Securities and Exchange Board of India.

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

1.	<b>For Quarter Ended</b>	<b>31<sup>st</sup> March, 2023</b>	
2.	ISIN	INE121A01024	
3.	Face Value	Rs.2/- per Equity Share	
4.	Name of the Company	Cholamandalam Investment and Finance Company Limited	
5.	Registered Office Address	Dare House No.2, N.S.C Bose Road, Parrys, Chennai- 600 001.	
6.	Correspondence Address	Dare House No.2, N.S.C Bose Road, Parrys, Chennai- 600 001.	
7.	Telephone & Fax Nos.	Tel: (044) 4090 7172, Fax: (044) 2534 6464.	
8.	Email address	secretarial-roc@chola.murugappa.com & investors@chola.murugappa.com	
9.	Names of the Stock Exchanges where the Company's Securities are listed	1. BSE Limited 2. National Stock Exchange of India Limited	
		No. of Shares	% of Total Issued Capital
10.	Issued Capital	<b>82,27,24,126</b>	<b>100.00</b>
11.	Listed Capital (All Exchanges) (as per Company records)	<b>82,20,29,506</b>	<b>99.99</b>
12.	Held in Dematerialized form in CDSL	5,11,88,153	6.23
13.	Held in Dematerialized form in NSDL	77,00,24,363	93.67
14.	Physical	8,27,840	0.10
15.	Total No. of Shares (12+13+14)	<b>82,20,40,356</b>	<b>100.00</b>







16.	Reasons for difference, Between (10&11), (10&15) & (11&15)	<p>The difference between (10&amp;11), (10&amp;15) and (11&amp;15) as follows:</p> <p>*6,54,500 shares Forfeited</p> <p>*29,270 shares kept in abeyance</p> <p>The difference between (11&amp;15) as follows:</p> <p>The Company has allotted 10,850 shares on 31<sup>st</sup> March, 2023 for which the trading approval was pending as at 31<sup>st</sup> March, 2023.</p>
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17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars***	No. of Shares	Applied/ Not applied for listing	Listed on Stock Exchanges (specify names)	Whether intimated to CDSL	Whether intimated To NSDL	In-principle Approval Pending from Stock Exchanges (specify names)
1. Nomination and Remuneration Committee vide resolution dated 13 <sup>th</sup> January, 2023 approved the allotment of 78,540 equity shares of Rs.2/- each to the option grantees under ESOP 2016 scheme.	78,540	Applied	<p>Obtained Final Listing and Trading Approval from:-</p> <p><b><u>BSE Limited</u></b></p> <p>Vide E-Letter no: LOD / ESOP / TP / NO. 198/ 2022-2023 dated 30<sup>th</sup> January, 2023 listed and admitted 78,540 equity shares for trading with effect from 31<sup>st</sup> January, 2023.</p> <p><b><u>National Stock Exchange of India Limited</u></b></p> <p>Vide Letter Ref. no: NSE/LIST/2023/34223 dated 30<sup>th</sup> January, 2023 listed and admitted 78,540 equity shares for trading with effect from 31<sup>st</sup> January, 2023.</p>	Yes	Yes	No
2. Nomination and Remuneration Committee vide resolution dated 31 <sup>st</sup> January, 2023 approved the allotment of 48,900 equity shares of Rs.2/- each to the option grantees under ESOP 2016 scheme.	48,900	Applied	<p>Obtained Final Listing and Trading Approval from:-</p> <p><b><u>BSE Limited</u></b></p> <p>Vide E-Letter no: LOD / ESOP / TP / NO. 161/ 2022-2023 dated 17<sup>th</sup> February, 2023 listed and admitted 48,900 equity shares for trading with effect from 20<sup>th</sup> February, 2023.</p> <p><b><u>National Stock Exchange of India Limited</u></b></p> <p>Vide Letter Ref. no: NSE/LIST/2023/34428 dated February 17, 2023 listed and admitted 48,900 equity shares for trading with effect from February 20, 2023.</p>	Yes	Yes	No







3. Nomination and Remuneration Committee vide resolution dated 15 <sup>th</sup> February, 2023 approved the allotment of 30,630 equity shares of Rs.2/- each to the option grantees under ESOP 2016 scheme.	<b>30,630</b>	Applied	Obtained Final Listing and Trading Approval from:-  <b><u>BSE Limited</u></b>  Vide E-Letter no: LOD / ESOP / TP / NO. 133/ 2022-2023 dated 9th March, 2023 listed and admitted 30,630 equity shares for trading with effect from 10 <sup>th</sup> March, 2023.  <b><u>National Stock Exchange of India Limited</u></b>  Vide Letter Ref. no: NSE/LIST/2023/34700 dated 9th March, 2023 listed and admitted 30,630 equity shares for trading with effect from March 10, 2023.	Yes	Yes	No
4. Nomination and Remuneration Committee vide resolution dated 3 <sup>rd</sup> March, 2023 approved the allotment of 65,220 equity shares of Rs.2/- each to the option grantee under ESOP 2016 scheme.	<b>65,220</b>	Applied	Obtained Final Listing and Trading Approval from:-  <b><u>BSE Limited</u></b>  Vide E-Letter no: LOD / ESOP / TP / NO. 255/ 2022-2023 dated March 23, 2023, listed and admitted 65,220 equity shares for trading with effect from March 24, 2023.  <b><u>National Stock Exchange of India Limited</u></b>  Vide Letter Ref. no: NSE/LIST/2023/34906 dated March 23, 2023, listed and admitted 65,220 equity shares for trading with effect from March 24, 2023.	Yes	Yes	No
5. Nomination and Remuneration Committee vide resolution dated 31 <sup>st</sup> March, 2023 approved the allotment of 10,850 equity shares of Rs.2/- each to the option grantees under ESOP 2016 scheme.	<b>10,850</b>	Not Applied	The Company allotted 10850 equity shares on 31-Mar-2023 for which the Corporate Action (for credit of shares to the respective demat account of the allottee) and listing is pending as on 31 March, 2023.	Yes	Yes	No

\*\*\* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)

18.	Register of Members is updated (Yes/No)	YES		
	If not, updated up to which date	Not Applicable.		
19.	Reference of previous quarter with regards to excess dematerialized shares, if any	Not Applicable.		
20.	Has the Company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?	Not Applicable.		
21.	Mention the total No. of requests, if any, confirmed after 21 days and the total No. of requests pending beyond 21 days with the reasons for delay:			
	Total No. of Demat Requests	No. of Requests	No. of Shares	Reasons for delay
	Confirmed after 21 days	NIL	NIL	NIL
	Pending for more than 21 days	NIL	NIL	NIL







22.	Name, Telephone & Fax No. Of the Compliance Officer of the Company	Mrs. P. Sujatha, Company Secretary, sujathap@chola.murugappa.com Tel: 044-40907172, Fax: 044-25346464.
23.	Name, Address, Tel & Fax No., Regn. No. of the Auditor	CS R.Sridharan, R Sridharan & Associates, Company Secretaries, Thiruvaramangam Apartments, Flat No.3, First Floor, New No.44, Old No.25, Unnamalai Ammal Street, T.Nagar, Chennai – 600 017. Tel: 044 4216 6988; Email id: <a href="mailto:Sridharan.r@aryes.in">Sridharan.r@aryes.in</a> , C.P. No. 3239, FCS No.4775
24.	Appointment of Common Agency for Share Registry Work	KFIN TECHNOLOGIES LIMITED (formerly known as KFin Technologies Private Limited) Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Tel: 040-67162222 Fax: 040-23001153
25.	Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from SE, Company changed its name, etc.)	<p>*1.The Company has forfeited 1,30,900 Equity Shares in the financial year 2001 -2002.</p> <p>*2. 475 equity shares held in abeyance due to a court order in rights issue 1995.</p> <p>*3. 3305 shares in the rights issue 2003 and 2074 shares in rights issue 2004 held in abeyance as per stock exchange requirements.</p> <p>The shareholders vide postal ballot resolution dated 3<sup>rd</sup> June 2019 approved the sub-division of existing each equity share of face value of Rs.10/- fully paid up into five equity shares of face value of Rs.2/- each fully paid-up. Consequent to this all the procedural aspects of sub-division of shares has been completed as on record date being 17<sup>th</sup> June 2019.</p> <p>BSE limited issued notice regarding the sub- division of shares via Notice No.20190607-20 dated 7<sup>th</sup> June 2019</p> <p>National Stock Exchange of India Limited issued circular regarding sub-division of shares vide Circular Ref.No.:0469/2019 dated 6<sup>th</sup> June 2019 and the circular be effective from 14<sup>th</sup> June 2019.</p> <p>Subsequent to sub-division of shares ISIN no. of the Company has been changed from <b>(ISIN OLD no:INE121A01016)</b> to <b>(ISIN New no:INE121A01024)</b></p> <p>CDSL vide Letter No. CDSL/ISS/RB/401 dated 11<sup>th</sup> June 2019 informed the company about activation of <b>NEW ISIN no.: INE121A01024</b> and made live from 10<sup>th</sup> June 2019.</p> <p>NSDL vide circular No. NSDL/P1/2019/1512 dated 11<sup>th</sup> June 2019 informed about change of ISIN.</p> <p>BSE limited Vide Notice No: 20190611-32 dated 11<sup>th</sup> June 2019 informed New ISIN number for the equity shares.</p> <p>National Stock Exchange of India Limited vide Circular Ref No: 0483/2019 informed about change in the ISIN.</p>

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



**CS R.SRIDHARAN**  
**FCS.No.4775**  
**C.P No.3239**  
**PR NO.657/2020**  
**UIN: S2003TN063400**  
**UDIN: F004775E000146081**

**Place: Chennai**  
**Date: 20<sup>th</sup> April, 2023**