

April 23, 2021

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

The Secretary
BSE Ltd.
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

NSE SCRIP CODE: CHOLAFIN EQ

BSE SCRIP CODE: 511243

Dear Sir,

Sub: Filing of Reconciliation of share capital for the quarter ended 31st March, 2021

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 31st March, 2021.

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

Thanking you,

Yours faithfully,
For Cholamandalam Investment and Finance Company Limited



P Sujatha
Company Secretary

Encl.: As above

22nd April, 2021

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
FOR THE QUARTER ENDED 31st MARCH, 2021

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** 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 PRIVATE LIMITED** (formerly known as Karvy Fintech Private Limited) for issuing this certificate, in accordance with Notification No. SEBI/LADNRO/GN/2018/40 dated 3rd 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 **31st March, 2021** as detailed below: -

1.	For Quarter Ended	31 st March, 2021	
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	82,07,18,899	100.00
11.	Listed Capital (All Exchanges) (as per Company records)	82,00,28,509	99.99
12.	Held in Dematerialized form in CDSL	4,73,09,775	5.77
13.	Held in Dematerialized form in NSDL	77,16,95,134	94.10
14.	Physical	10,30,220	0.13
15.	Total No. of Shares (12+13+14)	82,00,35,129	100.00
16.	Reasons for difference, Between (11&15), (10&11), (10&15)	The difference between (10&11)& (10&15)as follows: *6,54,500 shares Forfeited *29,270 shares kept in abeyance *6,620 shares allotted on 31 st March, 2021 is yet to be applied/listed.(11&15)	

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 intimate to CDSL	Whether intimate to NSDL	In-principle Approval Pending from Stock Exchanges (specify names)
1. Nomination and Remuneration Committee vide resolution dated 12 th January, 2021 approved the allotment of 35,880 equity shares of Rs.2/- each to the option grantees under ESOP Scheme 2007 and ESOP Scheme 2016	35,880	Applied	Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> Vide Letter no: 20210210-27 dated February 10, 2021 had listed and admitted 35,880 shares for trading with effect from February 11, 2021. <u>National Stock Exchange of India Limited</u> Vide Letter Ref. no: NSE/LIST/ 25995 dated February 10, 2021 listed and admitted 35,880 shares for trading with effect from February 11, 2021.	Yes	Yes	No
2. Nomination and Remuneration Committee vide resolution dated 1 st February, 2021 approved the allotment of 7,620 equity shares of Rs.2/- each to the option grantees under ESOP Scheme 2007 and ESOP Scheme 2016	7,620	Applied	Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> Vide Letter no: 20210224-35 dated February 24, 2021 had listed and admitted 7,620 shares for trading with effect from February 25, 2021 <u>National Stock Exchange of India Limited</u> Vide Letter Ref. no: NSE/LIST/ 26180 dated February 24, 2021 listed and admitted 7,620 shares for trading with effect from February 25, 2021	Yes	Yes	No
3. Nomination and Remuneration Committee vide resolution dated 26 th February, 2021 approved the allotment of 1,29,750 equity shares of Rs.2/- each to the option grantees under ESOP Scheme 2007 and ESOP Scheme 2016	1,29,750	Applied	Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> Vide Letter no: 20210312-42 dated March 12, 2021 had listed and admitted 1,29,750 shares for trading with effect from March 15, 2021. <u>National Stock Exchange of India Limited</u> Vide Letter Ref. no: NSE/LIST/ 26364 dated March 12, 2021 listed and admitted 1,29,750 shares for trading with effect from March 15, 2021.	Yes	Yes	No

4. Nomination and Remuneration Committee vide resolution dated 6 th March 2021 approved the allotment of 1,01,140 equity shares of Rs.2/- each to the option grantees under ESOP Scheme 2016	1,01,140	Applied	Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> Vide Letter no:20210318-53 dated March 18, 2021 had listed and admitted 1,01,140shares for trading with effect from March 19, 2021. <u>National Stock Exchange of India Limited</u> Vide Letter Ref. no: NSE/LIST/ 26451 dated March 18, 2021 listed and admitted 1,01,140 shares for trading with effect from March 19, 2021.	Yes	Yes	No
5. Nomination and Remuneration Committee vide resolution dated 17 th March 2021 approved the allotment of 74,900 equity shares of Rs.2/- each to the option grantees under ESOP Scheme 2016	74,900	Applied	Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> Vide Letter no: 20210324-31 dated March 24, 2021 had listed and admitted 74,900 shares for trading with effect from March 25, 2021. <u>National Stock Exchange of India Limited</u> Vide Letter Ref. no: NSE/LIST/ 26513dated March 24, 2021 listed and admitted 74,900 shares for trading with effect from March 25, 2021.	Yes	Yes	No
6. Nomination and Remuneration Committee vide resolution dated 31 st March 2021 approved the allotment of 6,620 equity shares of Rs.2/- each to the option grantees under ESOP Scheme 2007 and ESOP Scheme 2016	6,620	Yet to apply	Application submitted to depositories for corporate action	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, Thiruvarangam Apartments, Flat No.3, First Floor, New No.44, Old No.25, Unnamalai Ammal Street, T.Nagar, Chennai – 600 017. Tel: 044 4216 6988; Email id : Sridharan.r@aryes.in , C.P. No. 3239, FCS No.4775	
24.	Appointment of Common Agency for Share Registry Work		KFIN TECHNOLOGIES PRIVATE LIMITED (formerly known as KarvyFintech 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 3rd 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 17th June 2019.</p> <p>BSE limited issued notice regarding the sub-division of shares via Notice No.20190607-20 dated 7th June 2019</p> <p>National Stock Exchange of India Limited issued circular regarding sub-division of shares vide Circular Ref.No.:0469/2019 dated 6th June 2019 and the circular be effective from 14th June 2019.</p> <p>Subsequent to sub-division of shares ISIN no. of the Company has been changed from (ISIN OLD no.INE121A01016) to (ISIN New no:INE121A01024)</p>	

	<p>CDSL vide Letter No. CDSL/ISS/RB/401 dated 11th June 2019 informed the company about activation of NEW ISIN no.: INE121A01024 and made live from 10th June 2019</p> <p>NSDL vide circular No. NSDL/P1/2019/1512 dated 11th June 2019 informed about change of ISIN.</p> <p>BSE limited Vide Notice No: 20190611-32 dated 11th 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> <p>*4. 6,620 shares allotted on 31st March, 2021 is yet to get listed.</p>
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**FOR R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**

R
SRIDHARAN

Digitally signed by
R SRIDHARAN
Date: 2021.04.22
10:43:36 +05'30'

CS R.SRIDHARAN

C.P No.3239

FCS.No.4775

UIN: S2003TN063400

UDIN: F004775C000153275

(This certificate is digitally signed)