

January 13, 2016

**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**

Dear Sir,

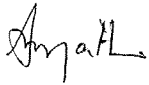
Sub: Filing of Reconciliation of share capital for the quarter ended 31st December 2015.

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 December 2015.

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

11th January, 2016

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
FOR THE QUARTER ENDED 31ST DECEMBER, 2015
ISIN: INE121A01016

We have examined the Register of Members, beneficiary details furnished by the Depositories and other relevant books and records, correspondence, and information maintained by **Messrs. 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, **Messrs. Karvy Computershare Private Limited** for issuing this certificate, in accordance with Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 & CIR/MRD/DP/30/2010 dated September 06, 2010 issued by the Securities and Exchange Board of India.

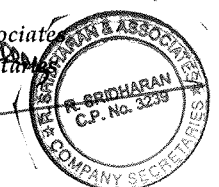
In our opinion and to the best of our knowledge and based on such examination as well as information and explanations furnished to us which to the best of our knowledge and belief were necessary for the purpose of our certification and based on such verification as considered necessary we hereby certify the report for the quarter ended **31st December, 2015** as detailed below: -

1.	For Quarter Ended	31st December, 2015	
2.	ISIN	INE121A01016	
3.	Face Value	Rs.10/- 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) 3000 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	
10.	Issued Capital	No. of Shares	% of Total Issued Capital
		15,62,45,975	
	*Less: Shares Forfeited	1,30,900	
	*Less: Share kept in abeyance	5,854	
	Issued Capital - Equity	15,61,09,221	
	Total Issued Capital	15,61,09,221	100.00
11.	Listed Capital (All Exchanges) (as per Company records)	15,61,09,221	100.00
12.	Held in Dematerialized form in CDSL	95,54,649	6.12
13.	Held in Dematerialized form in NSDL	14,60,67,634	93.57
14.	Physical	4,86,938	0.31
15.	Total No. of Shares (12+13+14)	15,61,09,221	100.00
16.	Reasons for difference, Between (11&15), (10&11), (10&15)	The difference between (10&11), (10&15) & (11&15) as follows: *1,30,900 shares Forfeited *5854 shares kept in abeyance	

Cholamandalam Investment And Finance Company Limited



R. Sridharan & Associates
Company Secretaries





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 29 th October, 2015 approved the allotment of equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007	3,348	Applied	Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> Vide Notice No. 20151104-24 dated 4 th November, 2015. <u>National Stock Exchange of India Limited</u> Vide Letter No. NSE/LIST/49083 dated 04 th November, 2015.	Yes	Yes	No
2. Nomination and Remuneration Committee vide resolution dated 22 nd December, 2015 approved the allotment of equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007	1,950	Applied	Obtained Listing Approval from:- <u>BSE Limited</u> Vide Notice No.20151230-16 dated 30 th December, 2015. <u>National Stock Exchange of India Limited</u> Vide Letter No. NSE/LIST/55994 dated 31 st December, 2015.	Yes	Yes	No

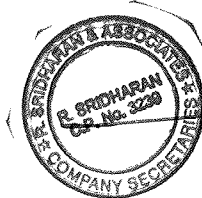
*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)

18.	Register of Members is updated (Yes/No)	YES
	If not, updated upto 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:044-30007172, Fax: 044-25346464.
23.	Name, Address, Tel & Fax No., Regn. No. of the Auditor	CS R.Sridharan, R Sridharan & Associates, Company Secretaries, New No.5, OldNo.12, Sivasailam Street, T. Nagar, Chennai – 600 017. Tel: 4350 2997 , 4255 5587 Tele fax: 42166988 Cell No.9841018446 Email Id:Sridharan.r@aryes.in C.P.No. 3239, FCS. No. 4775
24.	Appointment of Common Agency for Share Registry Work	YES M/s. Karvy Computershare Private Limited, (Unit: Cholamandalam Investment and Finance Company Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. 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.)	*1.The Company has forfeited 1,30,900 Equity Shares in the financial year 2001 - 2002. *2. 475 equity shares held in abeyance due to a court order in rights issue 1995. *3. 3305 shares in the rights issue 2003 and 2074 shares in rights issue 2004 held in abeyance as per stock exchange requirements.

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



R. Sridharan
**CS R.SRIDHARAN
C.P No.3239
FCS.No.4775**