

April 10, 2015

**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**

Sub: Filing of Reconciliation of share capital for the quarter ended 31st March 2015 and Compliance Certificate as per clause 47c of the Listing Agreement for half year ended 31st March 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 March 2015.

We further enclose a certificate from the Practicing Company Secretary in terms of clause 47c of the listing agreement for the period from 1st October 2014 to 31st March 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

9th April, 2015

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
FOR THE QUARTER ENDED 31st MARCH, 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 March, 2015** as detailed below: -

1.	For Quarter Ended	31st March, 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
	*Less: Shares Forfeited	14,37,52,630	
	*Less: Share kept in abeyance	1,30,900	
	Issued Capital - Equity	5,854	
	*Preference Shares (Unlisted)	14,36,69,203	
Total Issued Capital	5,00,00,000		
11.	Listed Capital (All Exchanges) (as per Company records)	14,36,69,203	100.00
12.	Held in Dematerialized form in CDSL	92,29,838	6.42
13.	Held in Dematerialized form in NSDL	13,39,28,468	93.22
14.	Physical	5,10,897	0.36
15.	Total No. of Shares (12+13+14)	14,36,69,203	100.00
16.	Reasons for difference, Between (11&15), (10&11), (10&15)	The difference between (10&11) & (10&15) as follows: *1,30,900 shares Forfeited *5854 shares kept in abeyance *5,00,00,000 Unlisted Preference Shares	





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. Allotment of equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007 at its Nomination and Remuneration Committee Meeting held on 16 th February, 2015.	39,927	Applied	Obtained Final Listing and Trading Approval from:- BSE Limited Vide Notice No. 20150223-23 dated 23 rd February, 2015. National Stock Exchange of India Limited Vide Letter No. NSE/LIST/15649 dated 23 rd February, 2015.	Yes	Yes	No
2. Allotment of equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007 at its Nomination and Remuneration Committee Meeting held on 13 th March, 2015.	13,400	Applied	Obtained Final Listing and Trading Approval from:- BSE Limited Vide Notice No. 20150323-35 dated 23 rd March, 2015. National Stock Exchange of India Limited Vide Letter No. NSE/LIST/19214 dated 20 th March, 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), Plot No. 17- 24, Vittalrao Nagar Madhapur, Hyderabad 500 081 Tel: 040-23420815-820, Fax:040-2342081.
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**


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



9th April, 2015

COMPLIANCE CERTIFICATE IN TERMS OF CLAUSE 47c OF THE LISTING AGREEMENT

For the period from 1st October 2014 to 31st March 2015

ISIN. INE121A01016


SCRIP CODE: 511243

We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents, relating to **Messrs. Cholamandalam Investment and Finance Company Limited** having its Registered Office at Dare House No.2, N.S.C Bose Road, Chennai 600 001 maintained by its Registrar and Share Transfer Agent viz., **Messrs. Karvy Computershare Private Limited** having its office at Plot No.17- 24, Vittal Rao Nagar, Madhapur, Hyderabad- 500 081, pertaining to transfer of equity shares of the company for the period from **1st October 2014 to 31st March 2015** for the purpose of issuing a Certificate under Clause 47c of the Listing Agreement entered into by, **Messrs. Cholamandalam Investment and Finance Company Limited with BSE Limited** and based on our such examination as well as information and explanations furnished to us which to the best of our knowledge and belief were necessary for the purposes of our certification, we hereby certify that in our opinion and according to the best of our information and belief, the company has in relation to the half year ended **31st March 2015** delivered all the share certificates relating to the share transfer deeds received during the period from **1st October 2014 to 31st March 2015** as entered in the Memorandum of Transfers duly endorsed within Fifteen days from the date of lodgment for transfer as stipulated under the Listing Agreement excepting those rejected on technical grounds.

During the aforementioned period, **Messrs. Cholamandalam Investment and Finance Company Limited** has received request for transmission of shares and also issue of new certificates in respect of cases lodged for Duplicate, Subdivision and consolidation of share certificates and the same has been issued within the time limit as stated in the listing agreement.

During the aforementioned period, **Messrs. Cholamandalam Investment and Finance Company Limited** has not received any request(s) for Deletion of name, renewal of share certificate(s).

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES


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