



February 4, 2013

Cholamandalam Investment and Finance Company Ltd.

Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600 001, India

Tel: 91.44.30007172 Fax: 91.44.25346464

Website: www.cholamandalam.com

NSE / BSE

WDM / NSDL / CDSL

Dear Sir,

***Sub.: Declaration of postal ballot results and Voting Results pursuant to Clause 35A of the Listing Agreement***

We refer to our letter dated 3<sup>rd</sup> January 2013 informing the despatch of the postal ballot notice dated 27<sup>th</sup> December 2012 to the shareholders of the Company seeking their approval for raising capital up to Rs.300 crores by issue of Securities pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 in one or more tranches, through private placement including by a 'Qualified Institutions Placement' in terms of SEBI ICDR Regulations and other applicable laws.

In this regard, we wish to inform you of the following:

1. The Company had fixed **2<sup>nd</sup> February, 2013** as the last date for receipt of Postal Ballots and E-Voting and the results of the postal ballot was announced by Mr. Vellayan Subbiah, Managing Director today at the registered office of the Company at 10.30 a.m. Totally 566 shareholders (net of invalid votes) (out of total 18207 shareholders) holding 10,69,11,927 equity shares participated in the postal ballot. The resolution detailed in the postal ballot notice dated 27<sup>th</sup> December 2012 has been passed with over 99.75% voting in favour of the resolution. The detailed results are enclosed herewith.
2. Further, we enclose the details regarding the Voting Results pursuant to Clause 35A of the listing agreement in respect of the declaration of postal ballot results of the Company held today, the 4<sup>th</sup> February 2013.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For Cholamandalam Investment and Finance Company Limited

P Sujatha  
Company Secretary

Encl: as above



murugappa

4<sup>th</sup> February, 2013

**The Chairman**  
**Messrs. Cholamandalam Investment and Finance**  
**Company Limited**  
"Dare House", No.2, N.S.C. Bose Road,  
Parrys, Chennai - 600 001

Dear Sir,

**Sub: Passing of Resolution through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of **M/s.Cholamandalam Investment and Finance Company Limited** at their meeting held on 27<sup>th</sup> December, 2012, we have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the following resolution:

Reference to the Companies Act, 1956	Type and Description of the resolution
Section 81(1A)	<p><b><u>SPECIAL RESOLUTION</u></b></p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the "Act"), the relevant provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations") and the provisions of the Securities and Exchange Board of India Act, 1992, including the rules, regulations and the guidelines notified thereunder and the circulars issued thereunder, the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA"), and any other rules, regulations notified under FEMA and circulars issued under FEMA and subject to all necessary statutory or regulatory approvals, consents, permissions and / or sanctions as may be deemed necessary including without limitation approvals from the Government of India, Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and all other applicable laws, issued from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which</p>



may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof), consent, authority and approval of the members of the Company be and is hereby authorized to create, offer, issue and allot equity shares and/or convertible securities, as permitted by SEBI ICDR Regulations (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, as permitted by SEBI ICDR Regulations, in one or more tranches, to any person or entities including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise) including 'Qualified Institutional Buyers' as such term is defined in Regulation 2(1)(zd) of SEBI ICDR Regulations through private placement(s) or a combination thereof, including issuance of Securities through 'Qualified Institutions Placement' in terms of Chapter VIII of the SEBI ICDR Regulations (the "QIP Securities"), whether they be holders of equity shares or other securities of the Company or not, as may be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs.300 crores (Rupees three hundred crores only) or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities through private placement(s) at such time or times, at such price or prices, at a discount or premium to market price or prices, as the Board may determine in accordance with SEBI ICDR Regulations, in such manner and on such terms and conditions as may be deemed appropriate by the Board in compliance with SEBI ICDR Regulations and such shares shall be allotted within such time as may be allowed by SEBI ICDR Regulations, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or other advisor(s), as the Board at its absolute discretion may deem fit and appropriate.

**RESOLVED FURTHER THAT** the relevant date for determination of the applicable price for the issue of the equity shares, shall be the date on which the Board decides to open the proposed issue.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of the convertible securities, shall be the date on which the Board decides to open the proposed issue of convertible securities.

**RESOLVED FURTHER THAT** such number of these Securities to be issued as are not subscribed, may be disposed of by the Board, subject to applicable laws, regulations and guidelines, to such persons in such manner and on such terms as the Board in its absolute discretion thinks fit.

**RESOLVED FURTHER THAT** the prices determined for qualified institutions placement shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a) makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of a dividend on shares;





- b) makes a rights issue of equity shares;
- c) consolidates its outstanding equity shares into a smaller number of shares;
- d) divides its outstanding equity shares including by way of stock split;
- e) re-classifies any of its equity shares into other securities of the issuer;
- f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

**RESOLVED FURTHER THAT** in case of issue and allotment of the QIP Securities to Qualified Institutional Buyers ("QIBs") in terms of Chapter VIII of the SEBI ICDR Regulations:

- (i) the Board may offer such Securities at a price which shall not be less than the price prescribed in Chapter VIII of SEBI ICDR Regulations as amended from time to time including a discount of up to 5% of the floor price calculated in accordance with Regulation 85(1) of SEBI ICDR Regulations;
- (ii) the issue and allotment of Securities shall be made only to QIBs within the meaning of SEBI ICDR Regulations and such Securities shall be fully paid up on its allotment, which shall be completed within 12 months from the date of this resolution approving the proposed issue, or such other time that may be allowed under SEBI ICDR Regulations from time to time;
- (iii) the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange and except as may be permitted by SEBI ICDR Regulations and
- (iv) The tenure of the convertible Securities issued through qualified institutions placement shall not exceed sixty months from the date of allotment.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, from any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional securities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final placement document, determining the form and manner of the





issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, conversion price, price discovery and the basis of allocation, face value, premium amount on issue, execution of various transaction documents and agreements, to remunerate the lead managers and all other agencies and intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Securities, as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** for the purpose aforesaid, the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds including but without limitation to the creation of such mortgage, hypothecation, charge on the Company's immovable and movable assets, both present and future, under Section 293(1)(a) of the Act, in respect of the Securities either on *pari passu* basis or otherwise, or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Mr. N Srinivasan, Vice Chairman and Mr. Vellayan Subbiah, Managing Director, be and are hereby severally authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions, consents from SEBI, Stock Exchanges, FIPB, RBI and such other authorities which may be necessary or desirable and to settle all questions, difficulties or doubts that may arise in relation to the issue of Securities on preferential basis to give effect to this resolution.

**RESOLVED FURTHER THAT**

- a. the equity shares issued shall rank *pari passu* in all respects including entitlement to dividend with the existing equity shares of the Company and upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such equity shares shall rank *pari passu* with the existing equity shares of the Company in all respects;
- b. the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue subject to agreement with the proposed allottees and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to the compliance with the applicable guidelines, notification, rules and regulations;
- c. the Board be and is hereby authorised to accept any amendments, modifications, variations and alterations as the Government of India / RBI / SEBI or any other regulatory





	<p>authority may stipulate in that behalf;</p> <p>d. the Board be and is hereby authorized to sign and submit the requisite forms and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for the above purpose, including without limitation execution of any documents / agreements / applications in this regard;</p> <p>e. the Board be and is hereby authorised to delegate all or any of its powers to a Committee of Directors or one or more Directors or Executives (as it may consider appropriate) to give effect to the aforesaid resolutions including to execute any documents on behalf of the Company with the investor/s or before any governmental authority(ies) / Depositories / Stock exchanges or any other regulatory body and</p> <p>f. the Board be and is hereby authorized to appoint such consultants, Book runners, Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Lawyers, Merchant Bankers and any other advisors and professionals as may be required and to pay them such fees, commission and other expenses as they deem fit.</p>
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WE REPORT that the Postal ballot notice dated **27<sup>th</sup> December, 2012** under Section 192A of the Companies Act, 1956, was issued individually to all the shareholders and the notices were despatched on 1<sup>st</sup> January, 2013 under Book Post. We report that as stated in the notice sent to the shareholders, the Company had fixed **2<sup>nd</sup> February, 2013** as the last date for receipt of Postal Ballots and E-Voting. As stated in Rule 3(c) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 an advertisement was published by the Company in "**BUSINESS STANDARD**" in English on 7<sup>th</sup> January, 2013 and "**DINAMANI**" in vernacular language - Tamil on 6<sup>th</sup> January, 2013 informing about the despatch of the Postal Ballot forms, E-Voting and other related matters mentioned therein. We report that we have received the Postal Ballot forms and E-Voting from the shareholders during the period starting from **9<sup>th</sup> January, 2013** to **2<sup>nd</sup> February, 2013**.

All the Postal Ballot forms and E-Voting received upto the closure of working hours (18.00 hrs) on Saturday, **2<sup>nd</sup> February, 2013**, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for our scrutiny.

Envelopes containing Postal Ballot forms returned undelivered aggregated to 645 (Six Hundred and Forty five only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot forms and E-Voting were scrutinized and processed and a computer statement containing the Shareholders Name, Address



Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **18207** Shareholders, we have received polled Bailot forms and E-Voting from **570** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting		9 <sup>th</sup> January, 2013 to 2 <sup>nd</sup> February, 2013		
Total No. of Shareholders		18207		
Total No. of Shares		13,25,66,568		
Particulars	As per Postal Ballot	As per E-Voting	Total	
Postal Ballot Forms Received	521	49	570	
Less: Invalid Forms*	4	-	4	
<b>Net Valid Forms</b>	<b>517</b>	<b>49</b>	<b>566</b>	

\*Invalid Postal Ballot was not taken into account for the voting.

#### ITEM IN THE NOTICE OF POSTAL BALLOT

**Special Resolution** under Section 81(1A) of the Companies Act, 1956 to offer, issue and allot equity shares and/ or convertible securities, as permitted by SEBI ICDR Regulations (all of which are hereinafter collectively referred to as 'Securities') or combination thereof aggregating to about Rs.300 crores in one or more tranches, to any person or entities including 'Qualified Institutional Buyers' through private placement(s) or a combination thereof including issuance of Securities through 'Qualified Institutions Placement' in terms of Chapter VIII of the SEBI ICDR Regulations.

#### Summary of Postal Ballot

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No. of E-Voting	No. of shares (E-Voting)	Total No. of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
<b>Assent</b>	482	104819440	49**	1834472	531**	106653912	99.75
<b>Dissent</b>	35	257740	2	275	37	258015	0.25
<b>Total</b>	<b>517</b>	<b>105077180</b>	<b>51</b>	<b>1834747</b>	<b>568</b>	<b>106911927</b>	<b>100</b>

\*\*Two Shareholders have casted their votes through e-voting with 50% of their votes cast for the resolution and 50% of their votes cast against the resolution.





**RESULTS**

**As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution under Section 81(1A) of the Companies Act, 1956, with regard to the Item as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.**

The results of the resolution passed through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 is annexed hereto.

We further report that as per the notice of Postal Ballot dated 27<sup>th</sup> December, 2012 approved by the Board of Directors at their meeting held on 27<sup>th</sup> December, 2012, the Chairman or any other Director of the Company may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolution referred herein on 4<sup>th</sup> February, 2013 at 10.30 a.m. at the Registered Office of the Company. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website - [www.cholafinance.com](http://www.cholafinance.com) besides communication to the Stock Exchanges where the Company's shares are listed.

We further report that as per the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by me such as, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected), ballot papers and other related papers are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You

Yours faithfully,

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

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

Encl.: a/a







**CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED**  
**Regd. Off: "Dare House", No.2, N.S.C Bose Road, Parrys, Chennai – 600 001.**

**SUMMARY OF POSTAL BALLOT**

<b>PARTICULARS</b>	<b>RESOLUTION</b>	<b>NO OF VOTES</b>
POSTAL BALLOT FORMS RECEIVED	521	105085700
E-VOTING	49	1834747
<b>TOTAL NO POSTAL BALLOT FORMS / E-VOTING RECEIVED</b>	<b>570</b>	<b>106920447</b>
<b>LESS:-</b> NO. OF INVALID POSTAL BALLOT FORMS/	4	8520
<b>NO.OF VALID POSTAL BALLOT FORMS/E-VOTING</b>	<b>566</b>	<b>106911927</b>
NO OF VOTES CAST ASSENT	531*	106653912
NO OF VOTES CAST DISSENT	37*	258015

**\*Two Shareholders have casted their votes through e-voting with 50% of their votes cast for the resolution and 50% of their votes cast against the resolution.**

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

**PLACE: Chennai**  
**DATE: 4<sup>th</sup> February, 2013**



**CS.R.SRIDHARAN**  
**CP.NO.3239**  
**FCS NO.4775**

**CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED**  
REGD.OFFICE: "DARE HOUSE", NO.2, N.S.C. BOSE ROAD, PARRYS,  
CHENNAI – 600 001

**RESULTS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT,  
PURSUANT TO SECTION 192 A OF THE COMPANIES ACT, 1956 WITH  
REGARD TO THE ITEMS AS SET OUT IN THE NOTICE OF THE POSTAL  
BALLOT DATED 27<sup>th</sup> DECEMBER 2012 OF CHOLAMANDALAM INVESTMENT  
AND FINANCE COMPANY LIMITED**

The Board of Directors at their meeting held on 27<sup>th</sup> December 2012 had given their approval to offer, issue and allot equity shares and/ or convertible securities, as permitted by SEBI ICDR Regulations (all of which are hereinafter collectively referred to as 'Securities') or combination thereof aggregating to about Rs.300 crores in one or more tranches, to any person or entities including 'Qualified Institutional Buyers' through private placement(s) or a combination thereof including issuance of Securities through 'Qualified Institutions Placement' in terms of Chapter VIII of the SEBI ICDR Regulations. The said proposal is subject to the shareholders approval.

The Board of Directors had approved seeking the approval of the shareholders for the above purposes vide a postal ballot under Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

Accordingly, a notice of postal ballot dated 27<sup>th</sup> December 2012 was sent to the shareholders on 1<sup>st</sup> January 2013 for their consideration along with the draft resolutions, explanatory statement and postal ballot form. Mr. R Sridharan, Practising Company Secretary was appointed as the scrutinizer for conducting the postal ballot process in a fair and transparent manner. The last date for receipt of the postal ballot forms duly completed by the shareholders was fixed as the closing of working hours of 2<sup>nd</sup> February 2013.

The scrutinizer has submitted his report on the postal ballot to the undersigned on 4<sup>th</sup> February 2013 and the undersigned has announced the same to the shareholders on 4<sup>th</sup> February 2013 at 10.30 a.m. at the registered office of the Company. The said results are given below:

**SPECIAL RESOLUTION**

**RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the "Act"), the relevant provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations") and the provisions of the Securities and Exchange Board of India Act, 1992, including the rules, regulations and the guidelines notified thereunder and the circulars issued thereunder, the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA"), and any other rules, regulations notified under FEMA and circulars issued under FEMA and subject to all necessary

statutory or regulatory approvals, consents, permissions and / or sanctions as may be deemed necessary including without limitation approvals from the Government of India, Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and all other applicable laws, issued from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof), consent, authority and approval of the members of the Company be and is hereby authorized to create, offer, issue and allot equity shares and/or convertible securities, as permitted by SEBI ICDR Regulations (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, as permitted by SEBI ICDR Regulations, in one or more tranches, to any person or entities including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise) including 'Qualified Institutional Buyers' as such term is defined in Regulation 2(1)(zd) of SEBI ICDR Regulations through private placement(s) or a combination thereof, including issuance of Securities through 'Qualified Institutions Placement' in terms of Chapter VIII of the SEBI ICDR Regulations (the "QIP Securities"), whether they be holders of equity shares or other securities of the Company or not, as may be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs.300 crores (Rupees three hundred crores only) or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities through private placement(s) at such time or times, at such price or prices, at a discount or premium to market price or prices, as the Board may determine in accordance with SEBI ICDR Regulations, in such manner and on such terms and conditions as may be deemed appropriate by the Board in compliance with SEBI ICDR Regulations and such shares shall be allotted within such time as may be allowed by SEBI ICDR Regulations, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or other advisor(s), as the Board at its absolute discretion may deem fit and appropriate.

**RESOLVED FURTHER THAT** the relevant date for determination of the applicable price for the issue of the equity shares, shall be the date on which the Board decides to open the proposed issue.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of the convertible securities, shall be the date on which the Board decides to open the proposed issue of convertible securities.

**RESOLVED FURTHER THAT** such number of these Securities to be issued as are not subscribed, may be disposed of by the Board, subject to applicable laws, regulations and guidelines, to such persons in such manner and on such terms as the Board in its absolute discretion thinks fit.

**RESOLVED FURTHER THAT** the prices determined for qualified institutions placement shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a) makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of a dividend on shares;

- b) makes a rights issue of equity shares;
- c) consolidates its outstanding equity shares into a smaller number of shares;
- d) divides its outstanding equity shares including by way of stock split;
- e) re-classifies any of its equity shares into other securities of the issuer;
- f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

**RESOLVED FURTHER THAT** in case of issue and allotment of the QIP Securities to Qualified Institutional Buyers ("QIBs") in terms of Chapter VIII of the SEBI ICDR Regulations:

- (i) the Board may offer such Securities at a price which shall not be less than the price prescribed in Chapter VIII of SEBI ICDR Regulations as amended from time to time including a discount of up to 5% of the floor price calculated in accordance with Regulation 85(1) of SEBI ICDR Regulations;
- (ii) the issue and allotment of Securities shall be made only to QIBs within the meaning of SEBI ICDR Regulations and such Securities shall be fully paid up on its allotment, which shall be completed within 12 months from the date of this resolution approving the proposed issue, or such other time that may be allowed under SEBI ICDR Regulations from time to time;
- (iii) the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange and except as may be permitted by SEBI ICDR Regulations and
- (iv) The tenure of the convertible Securities issued through qualified institutions placement shall not exceed sixty months from the date of allotment.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, from any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional securities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final placement document, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, conversion price, price discovery and the basis of allocation, face value, premium amount on issue, execution of various transaction documents and agreements, to remunerate the lead managers and all other agencies and intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Securities, as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** for the purpose aforesaid, the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds including but without limitation to the creation of such mortgage, hypothecation, charge on the Company's immovable and movable assets, both present and future, under Section 293(1)(a) of the Act, in respect of the Securities either on *pari passu* basis or otherwise, or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Mr. N Srinivasan, Vice Chairman and Mr. Vellayan Subbiah, Managing Director, be and are hereby severally authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions, consents from SEBI, Stock Exchanges, FIPB, RBI and such other authorities which may be necessary or desirable and to settle all questions, difficulties or doubts that may arise in relation to the issue of Securities on preferential basis to give effect to this resolution.

**RESOLVED FURTHER THAT**

- a. the equity shares issued shall rank *pari passu* in all respects including entitlement to dividend with the existing equity shares of the Company and upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such equity shares shall rank *pari passu* with the existing equity shares of the Company in all respects;
- b. the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue subject to agreement with the proposed allottees and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to the compliance with the applicable guidelines, notification, rules and regulations;
- c. the Board be and is hereby authorised to accept any amendments, modifications, variations and alterations as the Government of India / RBI / SEBI or any other regulatory authority may stipulate in that behalf;
- d. the Board be and is hereby authorized to sign and submit the requisite forms and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for the above purpose, including without limitation execution of any documents / agreements / applications in this regard;
- e. the Board be and is hereby authorised to delegate all or any of its powers to a Committee of Directors or one or more Directors or Executives (as it may consider appropriate) to give effect to the aforesaid resolutions including to execute any documents on behalf of the Company with the investor/s or before any governmental authority(ies) / Depositories / Stock exchanges or any other regulatory body and

- f. the Board be and is hereby authorized to appoint such consultants, Book runners, Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Lawyers, Merchant Bankers and any other advisors and professionals as may be required and to pay them such fees, commission and other expenses as they deem fit.

PARTICULARS	RESOLUTION	NO OF VOTES
POSTAL BALLOT FORMS RECEIVED	521	105085700
E-VOTING	49	1834747
<b>TOTAL NO POSTAL BALLOT FORMS / E-VOTING RECEIVED</b>	<b>570</b>	<b>106920447</b>
<b>LESS:- NO. OF INVALID POSTAL BALLOT FORMS/</b>	<b>4</b>	<b>8520</b>
<b>NO.OF VALID POSTAL BALLOT FORMS/E-VOTING</b>	<b>566</b>	<b>106911927</b>
NO OF VOTES CAST ASSENT	531*	106653912
NO OF VOTES CAST DISSENT	37*	258015

**\*Two Shareholders have casted their votes through e-voting with 50% of their votes cast for the resolution and 50% of their votes cast against the resolution.**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution under Section 81(1A) of the Companies Act, 1956, with regard to the Item as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

For CHOLAMANDALAM INVESTMENT AND  
FINANCE COMPANY LIMITED



VELLAYAN SUBBIAH  
MANAGING DIRECTOR

CHENNAI  
4<sup>th</sup> February 2013

**Details of Voting Results in respect of the declaration of Postal Ballot Results of the Company pursuant to Clause 35A of the listing agreement**

I.	Date of the Annual General Meeting / Extra-ordinary General Meeting:	NOT APPLICABLE
II.	Total Number of shareholders on Record date - 21.12.2012	18207
III.	No. of shareholders present in the meeting either in person or through proxy	-
	<i>Category</i>	<i>Nos.</i>
	- Promoters and Promoter Group	-
	- Public	-
IV.	No. of shareholders attending the Meeting through Video Conferencing	-

**V. Agenda-wise details:**

Item No.	Details of the Agenda	Resolution Required	Mode of Voting
C. Ordinary Business:			
	-	-	-
D. Special Business:			
1	Approval for raising capital up to Rs.300 crores by an issue of Securities pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 in one or more tranches, through private placement including by a 'Qualified Institutions Placement' in terms of SEBI ICDR Regulations and other applicable laws.	Special	Postal ballot voting / e-voting

**VI. In case of Poll/Postal ballot/E-voting:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -- in favour	No. of Votes -- against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		(7)
Promoter and Promoter Group	82579656	82579656	77.24	82579656	0	77.24	0.00
Public – Institutional holders	21148287	21148287	19.78	20910000	238287	18.38	0.23
Public-Others	3183984	3183984	2.98	3164256	19728	4.13	0.02
<b>Total</b>	<b>106911927</b>	<b>106911927</b>	<b>100.00</b>	<b>106653912</b>	<b>258015</b>	<b>99.75</b>	<b>0.25</b>

For Cholamandalam Investment and Finance Company Limited

  
P. Sujatha  
Company Secretary

