

August 2, 2013

NSE / BSE

Dear Sir,

Sub: **Voting Results under Clause 35A of the Listing Agreement**

We enclose herewith the details regarding the Voting Results pursuant to Clause 35A of the listing agreement in respect of the 35th Annual General Meeting of the Company held on 31st July, 2013.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Cholamandalam Investment and Finance Company Limited

P Sujatha
Company Secretary

Encl.: As above

Details of Voting Results in respect of the 35th Annual General Meeting of the pursuant to Clause 35A of the listing agreement

| | | |
|-------------|---|--|
| I. | Date of the Annual General Meeting: | July 31, 2013 |
| II. | Total Number of shareholders on Record date : | 17684 |
| III. | No. of shareholders present in the meeting either in person or through proxy | |
| | <i>Category</i> | <i>Nos.</i> |
| | - Promoters and Promoter Group | 54 |
| | - Public | 2618 |
| IV. | No. of shareholders attending the Meeting through Video Conferencing | No video conferencing (Not applicable) |

V. Agenda-wise details:

| Item No. | Details of the Agenda | Resolution Required | Mode of Voting |
|------------------------------|---|----------------------------|--------------------------------|
| E. Ordinary Business: | | | |
| 1 | To receive, consider and adopt the directors' report, the statement of profit and loss for the year ended 31 March, 2013 and the balance sheet as at that date together with the independent auditors' report thereon. | Ordinary | Show of Hands – By majority |
| 2 | To confirm the payment of interim dividend and to declare a final dividend on the equity shares for the year ended 31 March, 2013 | Ordinary | Show of Hands – By majority |
| 3 | Re-appointment of Mr. M.B.N. Rao, Director who retires by rotation and, being eligible, offers himself for re-appointment | Ordinary | Show of Hands – By majority |
| 4 | Mr. R V Kanoria, Director who retires by rotation and has expressed his intention not to seek re-appointment. | Ordinary | Show of Hands – By majority |
| 5 | Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai as Statutory Auditors, of the company to hold office from the conclusion of thirty fifth annual general meeting till the conclusion of the thirty sixth annual general meeting. | Ordinary | Show of Hands – By majority |
| F. Special Business: | | | |
| 6 | To authorise Board of Directors to borrow in excess of the aggregate of the paid-up capital and free reserves up to a sum not exceeding Rs.40000 crores under section 293(1)(d) of the Companies Act, 1956. | Ordinary | Show of Hands – By majority |

VI. In case of Poll/Postal ballot/E-voting: NOT APPLICABLE

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---------------------------------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public-Others | | | | | | | |
| Total | | | | | | | |