

October 12, 2016

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051.

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring, Rotunda Building,
Phiroze Jeejeebhoy Towers, Dalal Street, Fort
Mumbai 400 001.

Dear Sir,

Sub: Filing of Reconciliation of share capital for the quarter ended 30th September 2016 and Compliance Certificate under Regulation 40 (9 & 10) of the Listing Regulation, 2015 for half year ended 30th September 2016.

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 30th September 2016.

We further enclose a certificate from the Practicing Company Secretary under Regulation 40 (9 & 10) of the Listing Regulation, 2015 for the period from 1st April 2016 to 30th September 2016.

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

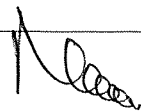
11th October, 2016

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
FOR THE QUARTER ENDED 30TH SEPTEMBER, 2016
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 **30th September, 2016** as detailed below: -

1.	For Quarter Ended	30th September, 2016	
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
		15,63,91,894	
	*Less: Shares Forfeited	1,30,900	
	*Less: Share kept in abeyance	5,854	
	Issued Capital - Equity	15,62,55,140	
	Total Issued Capital	15,62,55,140	100.00
11.	Listed Capital (All Exchanges) (as per Company records)	15,62,35,916	99.98
12.	Held in Dematerialized form in CDSL	97,77,671	6.26
13.	Held in Dematerialized form in NSDL	14,59,92,412	93.43
14.	Physical	4,85,057	0.31
15.	Total No. of Shares (12+13+14)	15,62,55,140	100.00
16.	Reasons for difference, Between (11&15), (10&11) and (10&15)	The difference between (10&11), (10&15) & (11&15) as follows: *1,30,900 shares Forfeited *5854 shares kept in abeyance	



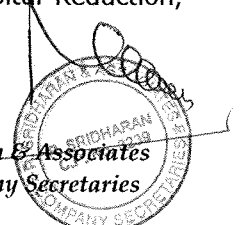


		The Company has allotted 19,224 equity shares of Rs.10/- each on exercise of ESOP on 16 th September, 2016 and has applied for demat credit of the said shares with NSDL & CDSL. Upon receipt of the demat confirmation, the listing application will be uploaded in the online portal of the stock exchange for approval.
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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 28 th July, 2016 approved the allotment of 20,986 equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007	20,986	Applied for Listing	Obtained Final Listing and Trading Approval from:- BSE Limited Vide Notice No. 20160818 - 16 dated 18 th August, 2016. National Stock Exchange of India Limited Vide Letter No. NSE/LIST/84057 dated 17 th August, 2016.	Yes	Yes	No
2. Nomination and Remuneration Committee vide resolution dated 26 th August, 2016 approved the allotment of 24,816 equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007	24,816	Applied for Listing	Obtained Listing Approval from:- BSE Limited Vide Notice No. 20160908 - 29 dated 8 th September, 2016. National Stock Exchange of India Limited Vide Letter No. NSE/LIST/9700 dated 8 th September, 2016.	Yes	Yes	No
3. Nomination and Remuneration Committee vide resolution dated 16 th September, 2016 approved the allotment of 19,224 equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007	19,224	Upon receipt of the NSDL & CDSL demat credit confirmation the listing application will be made to NSE & BSE for listing of shares	The Company has applied for demat credit of shares with NSDL & CDSL. Upon receipt of the credit confirmations, the listing application will be made to the stock exchanges.	Yes	Yes	No

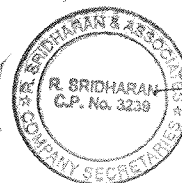
*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)





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**



CS R.SRIDHARAN
C.P No.3239
FCS.No.4775
UINS2003TN063400



11th October, 2016

COMPLIANCE CERTIFICATE IN TERMS OF REGULATION 40 (9 & 10) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

For the period from **1st April, 2016 to 30th September, 2016**

ISIN. INE121A01016	SYMBOL: CHOLAFIN
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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 Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, pertaining to transfer of equity shares of **Messrs. Cholamandalam Investment and Finance Company Limited** for the period from **1st April, 2016 to 30th September, 2016** for the purpose of issuing a Compliance Certificate under Regulation 40 (9 & 10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and Listing Agreement entered into by, **Messrs. Cholamandalam Investment and Finance Company Limited** with **National Stock Exchange of India Limited** pursuant Regulation 109 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 **30th September, 2016** delivered all the share certificates relating to the share transfer deeds received during the period from **1st April, 2016 to 30th September, 2016** as entered in the Memorandum of Transfers duly endorsed within Thirty days from the date of lodgment for transfer as stipulated under the LODR Regulations, 2015 excepting those rejected on technical grounds.

During the aforementioned period, **Messrs. Cholamandalam Investment and Finance Company Limited** has received requests for transmission of shares and also request for new certificates in respect of cases lodged for duplicate share certificates, deletion of share certificates, and transposition of share certificates and the same has been delivered within the stipulated time period as stated in the LODR Regulations, 2015.

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

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

CS R.SRIDHARAN
C.P.No.3239
FCS No.4775
UINS2003TN063400

11th October, 2016

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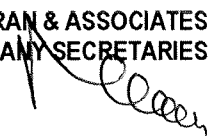
ISIN: INE121A01016 SECURITY CODE: 511243

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