



April 19, 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 31st March 2016 and Compliance Certificate under Regulation 40 (9 & 10) of the Listing Regulation, 2015 for half year ended 31st March 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 31st March 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 October 2015 to 31st March 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

Cholamandalam Investment and Finance Company Ltd.

Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600001, India.

Tel : 91.44.30007172 / Fax : 91.44.25346464

Website : www.cholamandalam.com

CIN – L65993TN1978PLC007576



murugappa

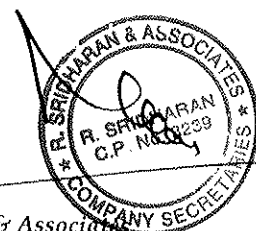
12th April, 2016

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
FOR THE QUARTER ENDED 31ST MARCH, 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 **31st March, 2016** as detailed below: -

1.	For Quarter Ended	31st March, 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
		15,62,45,975	
	*Less: Shares Forfeited	1,30,900	
	*Less: Share kept in abeyance	5,854	
	Issued Capital - Equity	15,61,45,644	
	Total Issued Capital	15,61,45,644	100.00
11.	Listed Capital (All Exchanges) (as per Company records)	15,61,35,455	99.99
12.	Held in Dematerialized form in CDSL	93,58,204	5.99
13.	Held in Dematerialized form in NSDL	14,62,97,577	93.69
14.	Physical	4,89,863	0.32
15.	Total No. of Shares (12+13+14)	15,61,45,644	100.00

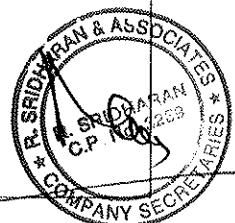




16.	Reasons for difference, Between (11&15), (10&11) and (10&15)	<p>The difference between (10&11), (10&15) & (11&15) as follows: *1,30,900 shares Forfeited *5854 shares kept in abeyance</p> <p>The Company has allotted 10,189 equity shares of Rs.10/- each on exercise of ESOP on 30th March, 2016 and has 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</p>
-----	--	--

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 27 th January, 2016 approved the allotment of equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007	8,599	Applied	<p>Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u></p> <p>Vide Notice No. 20160209-16 dated 9th February, 2016. <u>National Stock Exchange of India Limited</u></p> <p>Vide Letter No. NSE/LIST/60593 dated 09th February, 2016.</p>	Yes	Yes	No
2. Nomination and Remuneration Committee vide resolution dated 29 th February, 2016 approved the allotment of equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007	17,635	Applied	<p>Obtained Listing Approval from:- <u>BSE Limited</u></p> <p>Vide Notice No.20160314-13 dated 14th March, 2016. <u>National Stock Exchange of India Limited</u></p> <p>Vide Letter No. NSE/LIST/64959 dated 10th March, 2016.</p>	Yes	Yes	No
3. Nomination and Remuneration Committee vide resolution dated 30 th March, 2016 approved the allotment of equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007	10,189	upon receipt of the NSDL & CDSL demat credit confirmation the 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

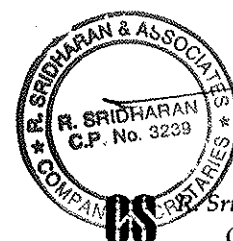




*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)

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
	Confirmed after 21 days	NIL
	Pending for more than 21 days	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

12th April, 2016

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

For the period from **1st October, 2015 to 31st March, 2016**

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 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 October, 2015 to 31st March, 2016** for the purpose of issuing a Compliance Certificate under Regulation 40 (9 & 10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered into, **Messrs. Cholamandalam Investment and Finance Company Limited** with **BSE 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 **31st March, 2016** delivered all the share certificates relating to the share transfer deeds received during the period from **1st October, 2015 to 31st March, 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 request for transmission of shares and also issue of new certificates in respect of cases lodged for Duplicate share certificates and the same has been issued within the time limit 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, transposition of share certificate(s).

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



[Signature]
CS R.SRIDHARAN
C.P.No.3239
FCS No.4775