



October 12, 2018

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 2018 and Compliance Certificate under Regulation 40 (9 & 10) of the Listing Regulation, 2015 for half year ended 30th September 2018.

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 2018.

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 2018 to 30th September 2018.

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 October, 2018

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
FOR THE QUARTER ENDED 30th September, 2018**

ISIN: INE121A01016

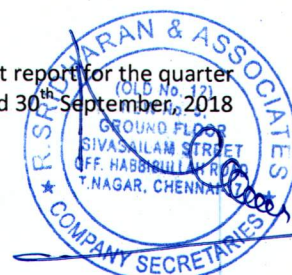
We have examined the Register of Members, beneficiary details furnished by the Depositories and other relevant books and records, correspondence, and information maintained by **CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED** having its Registered Office at "DARE HOUSE" No.2, N.S.C Bose Road, Parrys, Chennai - 600 001 (herein after referred to as "The Company") and its Registrar and Share Transfer Agent, **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, 2018** as detailed below: -

1.	For Quarter Ended	30th September, 2018	
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	
		No. of Shares	% of Total Issued Capital
10.	Issued Capital	15,64,88,472	100.00
11.	Listed Capital (All Exchanges) (as per Company records)	15,63,47,968	99.99
12.	Held in Dematerialized form in CDSL	98,50,906	6.30
13.	Held in Dematerialized form in NSDL	14,61,67,558	93.49
14.	Physical	3,33,254	0.21
15.	Total No. of Shares (12+13+14)	15,63,51,718	100.00

CHOLAMANDALAM INVESTMENT AND
FINANCE COMPANY LIMITED

Share capital audit report for the quarter
ended 30th September, 2018





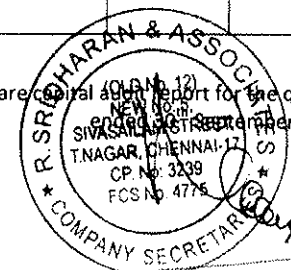
16.	Reasons for difference, Between (11&15), (10&11), (10&15)	The difference between (10&11) & (11&15) as follows: *1,30,900 shares Forfeited *5854 shares kept in abeyance The Company has allotted 3,750 equity shares of Rs.10/- each on 28 th September, 2018 under ESOP Scheme. The company is in the process of making an application to stock exchanges for listing approval.
-----	--	--

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 2 nd August, 2018 approved the allotment of 4,078 equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007 & ESOP Scheme 2016	4,078	Applied	Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> Vide Letter no: DSC/ESOP/TP/BA/7378/20 18-19 dated 17 th August 2018 had listed and admitted 4,078 shares for trading with effect from 20 th August, 2018. <u>National Stock Exchange of India Limited</u> Vide Letter Ref. no: NSE/LIST/ 18182 dated 17 th August 2018 listed and admitted 4,078 shares for trading with effect from 20 th August, 2018.	Yes	Yes	No
2. Nomination and Remuneration Committee vide resolution dated 22 nd August, 2018 approved the allotment of 3,462	3,462	Applied	Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> Vide Letter no: DSC/ESOP/TP/BA/7492/20	Yes	Yes	No

CHOLAMANDALAM INVESTMENT AND
FINANCE COMPANY LIMITED

Share Capital Report for the quarter
ended 30th September, 2018





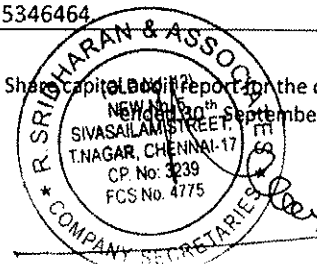
equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007 & ESOP Scheme 2016			18-19 dated 6 th September 2018 listed and admitted for trading 3,462 shares with effect from 7 th September, 2018. <u>National Stock Exchange of India Limited</u> Vide Letter Ref. no: NSE/LIST/ 18528 dated 11 th September 2018 listed and admitted for trading 3,462 shares with effect from 12 th September, 2018.			
3. Nomination and Remuneration Committee vide resolution dated 28 th September, 2018 approved the allotment of 3,750 equity shares of Rs.10/- each to the option grantees under ESOP Scheme 2007 & ESOP Scheme 2016.	3,750	Not Applied	The Company has received confirmation from NSDL & CDSL for demat credit of 3,750 shares. The company is in the process of making application with the Stock Exchanges for listing.	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 up to 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

CHOLAMANDALAM INVESTMENT AND
FINANCE COMPANY LIMITED

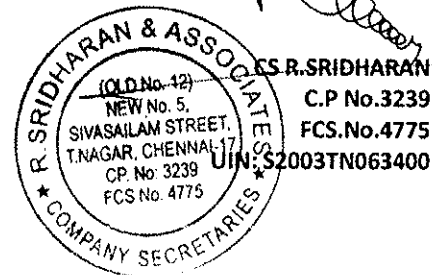
Share Capital Report for the quarter
ended 30th September, 2018





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: 044-42166988 and 4255 5587 Cell No.9841018446 Email Id: Sridharan.r@aryes.in www.aryes.in C.P.No. 3239, FCS. No. 4775
24.	Appointment of Common Agency for Share Registry Work	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



12th October, 2018

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

For the period from 01st April, 2018 to 30th September, 2018

ISIN: INE121A01016

SECURITY CODE: 511243

We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents, relating to **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., **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 **Cholamandalam Investment and Finance Company Limited** for the period from **01st April, 2018 to 30th September, 2018** for the purpose of issuing a Compliance Certificate under Regulation 40 (9 & 10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Uniform Listing Agreement entered into, **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 **30th September, 2018** delivered all the share certificates relating to the share transfer deeds received during the period from **01st April, 2018 to 30th September, 2018** 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, **Cholamandalam Investment and Finance Company Limited** has received requests for transmission of shares, consolidation, deletion of names and duplicate share certificates and the same has been delivered within the stipulated time period as stated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES



[Signature]
CS R. SRIDHARAN
C.P.No.3239
FCS No.4775
UIN: S2003TN063400

CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED