

**CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTION DATED
13th FEBRUARY 2013 APPROVED BY THE ISSUE COMMITTEE****Approval for allotment of Equity Shares**

RESOLVED THAT pursuant to the powers conferred on the Issue Committee, ("**Committee**"), by the Board of directors of the Company, ("**Board**") in connection with the placement of securities to Qualified Institutional Buyers pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, ("**Offering**"), as approved by the Board pursuant to a resolution passed at their meeting held on 27th December 2012 and as approved by the shareholders of the Company pursuant to a resolution dated 4th February 2013, under Section 81(1A) of the Companies Act, 1956, the Company be and is hereby authorised to issue and allot up to 1,05,26,315 Equity Shares at a price of Rs.285 per Equity Share (including a premium of Rs.275 per Equity Share), aggregating to Rs.299,99,99,775/- (Rupees Two hundred ninety nine crores ninety nine lakhs ninety nine thousand seven hundred and seventy five only), to successful bidders who are Qualified Institutional Buyers, ("**Allottees**"), in accordance with the terms and conditions of the Preliminary Placement Document, the Offering Documents and the final Placement Document in connection with the Offering and applicable statutory and or regulatory requirements.

RESOLVED FURTHER THAT Mr. Vellayan Subbiah, Managing Director, Mr. Arul Selvan, Sr. Vice President and Chief Financial Officer and Ms. P Sujatha, Company Secretary are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the relevant stock exchanges and filing of applications for seeking listing and trading permissions in respect of Equity Shares issued to the Qualified Institutional Buyers and making other statutory and/or regulatory filings to give effect to this resolution.

CERTIFIED TRUE COPY.

For CHOLAMANDALAM INVESTMENT
AND FINANCE COMPANY LIMITED
P. SUJATHA
Company Secretary