Chola

murugappa

Cholamandalam Investment and Finance Company Limited

Registered office: "Dare House", No.2, N.S.C. Bose Road, Parrys, Chennai – 600 001
Tel: 044-30007172; Fax: 044-25346464; Website: www.cholafinance.com; Email: investors@chola.murugappa.com

POSTAL BALLOT FORM

Sl. No.:

1. Name(s) of member(s) (including Joint-holders, if any) :

2. Registered address of the Sole/ first named member :

3. Registered folio No. (Applicable to member(s) holding shares in physical form) :

4. DP ID No. & Client ID No. (Applicable to member(s) holding shares in dematerialised form) :

5. Number of shares held :

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 3rd February 2012 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Shares	I/We **assent** to the Resolution (FOR)	I/We **dissent** to the Resolution (AGAINST)
1	For granting approval under section 94 of the Companies Act, 1956 for increasing the authorised share capital of the Company from Rs.420 crores to Rs.450 crores.			
2	For granting approval under section 16 of the Companies Act, 1956 for amending the capital clause in the Memorandum of Association of the Company.			
3	For granting approval under section 31 of the Companies Act, 1956 for amending Article 5(a) of the Articles of Association of the Company.			
4	For granting approval under section 81(1A) of the Companies Act, 1956 for further issue of equity shares.			

Place :

Date :

SIGNATURE OF THE MEMBER

PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HEREWITH

INSTRUCTIONS

1 A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot form and send it to the Scrutiniser in the enclosed self addressed Business Reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier/registered post at the expense of the member will also be accepted if the same is received before the closing working hours on 5th March 2012.

2 The self addressed envelope bears the address of the Scrutiniser appointed by the Company.

3 The Postal Ballot form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned Postal Ballot form will be rejected. A member is not entitled to appoint a proxy to vote in his/ her behalf by Postal Ballot.

4 In case of Companies, Trusts etc., the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board resolution/Authority to the person voting on the Postal Ballot form.

5 **Duly completed Postal Ballot form(s) should reach the Scrutiniser not later than the close of working hours (18:00 hrs) on 5th March 2012. Postal Ballot form(s) received after this date will be strictly treated as if the reply from such member has not been received.**

6 Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the date of despatch of the notice.

7 In case Power of Attorney holders sign the Postal Ballot form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot form.

8 Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed Business Reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutiniser and the Company will not be able to act on the same.