

Date: 8-Feb-2013

The Assistant Vice President
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Sub: Resolution to close the qualified institutions placement of equity shares of face value of Rs.10 each ("Equity Shares") by Cholamandalam Investment and Finance Company Limited ("Company")

Dear Sirs,

We wish to inform you that, in respect of issue of Equity Shares of the Company to QIBs pursuant to qualified institutions placement in terms of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, the Issue Committee has, decided to close the issue today (i.e. 8th February 2013). A certified copy of the resolution is enclosed for your information and record.

Kindly take the above notification on record, and the same may be treated as compliance under applicable clause(s) of the equity listing agreement.

Thanking you,

Yours truly,

For **Cholamandalam Investment and Finance Company Limited**



P Sujatha
Company Secretary



Encl: Certified copy of the resolution

**CERTIFIED TRUE COPY OF THE RESOLUTIONS DATED 8th FEBRUARY 2013
APPROVED BY THE ISSUE COMMITTEE**

A. Approval for Closure of the Issue:

RESOLVED THAT pursuant to the powers conferred on the QIP Committee, (“**Committee**”), by the Board of directors of the Company, (“**Board**”) in connection with the proposed 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 bid period in connection with the Offering be and is hereby declared as closed on the date of this resolution with immediate effect.

B. Final Number of Securities and Issue Size:

RESOLVED THAT in respect of the issue of equity shares of the Company of face value of Rs.10/- each, (“**Equity Shares**”) by the Company to QIBs in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**Issue**”) 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.299,99,99,775.00 (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, in accordance with the terms and conditions of the preliminary placement document, the Offering Documents, 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. D Arul Selvan, Sr. Vice President and Chief Financial Officer and Ms. P Sujatha, Company Secretary be and 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, if any.

C. Approval of the Final Placement Document:

RESOLVED THAT, the placement document in connection with the Offering tabled at the meeting of the Committee held on the date hereof be and is hereby approved and adopted by the Committee.

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RESOLVED FURTHER THAT Mr. Vellayan Subbiah, Managing Director and Mr. D Arul Selvan, Sr. Vice President and Chief Financial Officer be and are hereby authorized to sign the Placement Document for and on behalf of the Company and submit the same to the relevant stock exchanges and other applicable statutory and/or regulatory authorities, as may be required in connection with the Offering.

CERTIFIED TRUE COPY.

For CHOLAMANDALAM INVESTMENT
AND FINANCE COMPANY LIMITED



P. SUJATHA
Company Secretary

