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August 28, 2014

The Secretary
National Stock Exchange of India Limited
Capital Market – Listing
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Dear Sir,

Sub.: Declaration of postal ballot results and Voting Results pursuant to Clause 35A of the Listing Agreement

We refer to our letter dated 28th July 2014 informing the despatch of the postal ballot notice to the shareholders of the Company for seeking their approval as mentioned below:

- An increase in the Authorised share capital of the Company from Rs.540,00,00,000/- (Rupees five hundred and forty crores only) to Rs.740,00,00,000 (Rupees seven hundred and forty crores only) divided into 24,00,00,000 (twenty four crores) equity shares of Rs.10/- (Rupees ten only) each and 5,00,00,000 (five crores) redeemable preference shares of Rs.100/- (Rupees one hundred only) each and consequential amendments to the Memorandum and Articles of Association of the Company.

- An issue of 500,00,000 1% Compulsorily Convertible Preference Shares (CCPS) of Rs.100/- each aggregating to Rs.500 crores to be issued to M/s. Dynasty Acquisition (FDI) Ltd on a preferential basis, in accordance with the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 as amended from time to time.

In this regard, we wish to inform you of the following:

1. The Company had fixed **27th August, 2014** as the last date for receipt of Postal Ballots and E-Voting and the results of the postal ballot was announced by Mr. Vellayan Subbiah, Managing Director today at the registered office of the Company at 3 p.m. Totally 473 shareholders (net of invalid votes) (out of total 16906 shareholders) holding 10,19,85,177 equity shares participated in the postal ballot. The resolutions detailed in the postal ballot notice dated 26th July 2014 has been passed with over 99.99% voting in favour of the resolution. The detailed results are enclosed herewith.
2. Further, we enclose the details regarding the Voting Results pursuant to Clause 35A of the listing agreement in respect of the declaration of postal ballot results of the Company held today, the 28th August 2014.

Kindly take the above information 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

R.Sridharan & Associates
Company Secretaries

New No. 5, (Old No.12), Sivasailam Street
T.Nagar, Chennai - 600 017.
Phone : 42166988, 43502997, 42555587
Telefax : 044-42137082
email : sribhav@aryes.in
sridharan.r@aryes.in

28th August, 2014

The Chairman
Messrs. Cholamandalam Investment and Finance Company Limited,
"Dare House",
No.2, N.S.C. Bose Road,
Parrys,
Chennai – 600 001.

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **M/s.Cholamandalam Investment and Finance Company Limited** on 26th July, 2014, we have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
Section 61 of the Companies Act, 2013	**ORDINARY RESOLUTION** **RESOLVED THAT** pursuant to section 61 and all other applicable provisions of the Companies Act, 2013 and rules made there under and such other approvals as may be required, the Authorised Share Capital of the Company be and is hereby increased from Rs.540,00,00,000/- (Rupees five hundred and forty crores only) to Rs.740,00,00,000 (Rupees seven hundred and forty crores only) divided into 24,00,00,000 (twenty four crores) equity shares of Rs.10/- (Rupees ten only) each and 5,00,00,000 (five crores) redeemable preference shares of Rs.100/- (Rupees one hundred only) each.
Section 13 of the Companies Act, 2013	**SPECIAL RESOLUTION** **RESOLVED THAT** pursuant to section 13 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following: The Authorised Share Capital of the Company is Rs.740,00,00,000/- (Rupees seven hundred and forty crores only) divided into 24,00,00,000 (twenty four crores) equity shares of Rs.10/- (Rupees ten only) each and 500,00,000 (five crores) redeemable preference

R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES
GROUND FLOOR
SIVASAILAM STREET
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T. NAGAR, CHENNAI-17

	shares of Rs.100/- (Rupees one hundred only) each. The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the capital of the Company (including the original capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013. The Company shall have power from time to time to increase or reduce its capital. The shares forming part of the capital (original, increased or reduced) of the Company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise.
Section 14 of the Companies Act, 2013	**SPECIAL RESOLUTION** **RESOLVED THAT** pursuant to section 14 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, the existing Article 5(a) of the Articles of Association of the Company be and is hereby substituted with the following: The Authorised Share Capital of the Company is Rs.740,00,00,000/- (Rupees seven hundred and forty crores only) divided into 24,00,00,000 (twenty four crores) equity shares of Rs.10/- (Rupees ten only) each and 500,00,000 (five crores) redeemable preference shares of Rs.100/- (Rupees one hundred only) each. The Company shall have powers to increase, consolidate, subdivide, reduce or otherwise alter its share capital subject to the provisions of the Companies Act, 2013. Further, the preference shares issued by the Company may be convertible or non-convertible, cumulative or non-cumulative, participating or non-participating as may be decided by the Board of Directors of the Company from time to time for each issue.
Section 62(1)(c) **of the Companies Act, 2013**	**SPECIAL RESOLUTION** **RESOLVED THAT** pursuant to the provisions of section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "**Act**"), the relevant provisions of the Memorandum of

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES

Association and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("**SEBI (ICDR) Regulations**") and the provisions of the Securities and Exchange Board of India Act, 1992, including the rules, regulations and the guidelines notified thereunder and the circulars issued thereunder, the provisions of the Foreign Exchange Management Act, 1999 (the "**FEMA**"), and any other rules, regulations notified under FEMA and circulars issued under FEMA and subject to all necessary statutory or regulatory approvals, consents, permissions and / or sanctions as may be deemed necessary including without limitation approvals from the Government of India, Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and all other applicable laws, issued from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee thereof), consent, authority and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot 5,00,00,000 Compulsorily Convertible Preference Shares ("**CCPS**") of Rs.100/- each at par aggregating to Rs.500 crores, in one or more tranches, to the following investors, by way of private placement for a tenor not exceeding 12 months which will carry a preferential dividend of 1% per annum, payable till the date of conversion into equity shares and the CCPS held by the preference shareholders will get converted into equity shares of Rs.10/- each for cash at a premium and at such price as may be determined by the Board in accordance with the SEBI (ICDR) Regulations and such issue and allotment of equity shares resultant on conversion of the preference shares may be made at such time or times as determined by the Board in such manner as the Board may in its absolute discretion think fit at the time of conversion.

Name of the investor	No. of CCPS	% of issue size
Dynasty Acquisition (FDI) Ltd	5,00,00,000	100%

RESOLVED FURTHER THAT the equity shares to be issued on conversion of the CCPS to be issued, shall rank pari-passu in all respects including entitlement to dividend with the existing equity shares of the Company.

RESOLVED FURTHER THAT the number of equity shares to be issued on conversion of CCPS and the price per equity share to be issued on conversion of CCPS shall be appropriately adjusted, subject to the provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a

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NEW NO.
GROUND FLOOR
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	division or any such capital or corporate restructuring. **RESOLVED FURTHER THAT** the Relevant Date for the determination of the applicable price for the issue of the equity shares to be issued on conversion of CCPS, shall be as determined in accordance with SEBI (ICDR) Regulations. **RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions, consents from SEBI, Stock Exchanges, FIPB, RBI and such other authorities which may be necessary or desirable and to settle all questions, difficulties or doubts that may arise in relation to the issue of CCPS on preferential basis to give effect to this resolution. **RESOLVED FURTHER THAT** a. the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue subject to agreement with the proposed allottees and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to the compliance with the applicable guidelines, notification, rules and regulations; b. the Board be and is hereby authorised to accept any amendments, modifications, variations and alterations as the Government of India / RBI / SEBI or any other regulatory authority may stipulate in that behalf and c. the Board be and is hereby authorised to delegate all or any of its powers to a committee of directors or executives (as it may consider appropriate) to give effect to the aforesaid resolutions including to execute any documents on behalf of the Company before any governmental authority (ies) and to appoint any professional advisers / consultants / lawyers in that regard.

WE REPORT that the Postal ballot notice dated 26th July, 2014 under Section 110 of the Companies Act, 2013, was issued individually to all the members and the notices were despatched by Physical mode and E-mails for those members who have provided e-mail ids on 28th July, 2014.

We report that as stated in the notice sent to the members, the Company had fixed 27th August, 2014 as the last date for receipt of Postal Ballots and E-Voting. As stated in Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in **"BUSINESS LINE"** in English and **"DINAMANI"** in vernacular language Tamil on 1st August, 2014 informing about the despatch of the Postal Ballot forms, E-Voting and other related matters mentioned therein. We report that we have received the Postal Ballot forms and E-Voting from the members during the period starting from **29th July, 2014 (9.00 a.m. IST)** to **27th August, 2014 (6.00 p.m. IST).**

R. SRIDHARAN & ASSOCIATES * COMPANY SECRETARIES *
(Old No. 12)
GROUND FLOOR
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All the Postal Ballot forms and E-Voting received upto the closure of working hours (**6.00 p.m. IST**) on Wednesday, 27th August, 2014, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for our scrutiny.

Envelopes containing Postal Ballot forms returned undelivered aggregated to 806 (Eight Hundred and Six only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot forms and E-Voting were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **16906** Shareholders, we have received valid polled Ballot forms and E-Voting from **473** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting	**29th July, 2014 (9.00 a.m. IST) to 27th August, 2014 (6.00 p.m. IST)**		
Total No. of Shareholders	**16906**		
Total No. of Shares	**143427870**		
Particulars	**As per Postal Ballot**	**As per E-Voting**	**Total**
Postal Ballot Forms Received	**392**	**88**	**480**
Less: Invalid Forms*	**7**	**-**	**7**
Net Valid Forms	**385**	**88**	**473**

Invalid Postal Ballot was not taken into account for the voting.

ITEM No. 1 IN THE NOTICE OF POSTAL BALLOT

Ordinary Resolution pursuant to Section 61 of the Companies Act, 2013 for increasing the authorised share capital of the Company from Rs.540 Crores to Rs.740 Crores.

Summary of Postal Ballot & E-Voting

Particulars	**No. of Postal Ballot Forms**	**No. of shares (Postal Ballot votes)**	**No of E-Voting**	**No of shares (E-Voting)**	**Total No of Postal Ballot Forms and E-Voting**	**Total No. of shares (Votes)**	**% on Total Shares (Votes) Received**
Assent	370	89357884	87	12626607	457	101984491	99.999
Dissent	15	262	1	424	16	686	0.001
Total	**385**	**89358146**	**88**	**12627031**	**473**	**101985177**	**100**

R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES
(Off. No. 12)
No. 6
GROUND FLOOR
SIVASAMY STREET
OFF. HABIBULLAH ROAD
T. NAGAR, CHENNAI-17

RESULTS

As the number of votes cast in favour of the resolution was more than votes cast against, we report that the Ordinary Resolution under Section 61 of the Companies Act, 2013, with regard to Item No.1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM No. 2 IN THE NOTICE OF POSTAL BALLOT

Special Resolution pursuant to Section 13 of the Companies Act, 2013, for amending the Capital clause V of the Memorandum of Association of the Company to reflect the increase in the Authorised Share Capital.

Summary of Postal Ballot & E-Voting

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No of shares (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	369	89357874	86	12626597	455	101984471	99.999
Dissent	16	272	1	424	17	696	0.001
Abstained	-	-	1	10	1	10	
Total	385	89358146	88	12627031	473	101985177	100

RESULTS

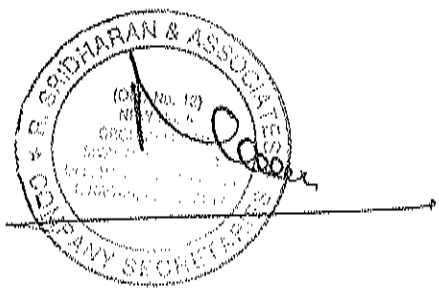
As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution under Section 13 of the Companies Act, 2013, with regard to Item No.2 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM No. 3 IN THE NOTICE OF POSTAL BALLOT

Special Resolution pursuant to Section 14 of the Companies Act, 2013, for amending Article 5(a) of the Articles of Association of the Company to reflect the increase in the Authorised Share Capital.

Summary of Postal Ballot & E-Voting

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No of shares (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	367	89357682	86	12626597	453	101984279	99.999
Dissent	18	464	1	424	19	888	0.001
Abstained	-	-	1	10	1	10	
Total	385	89358146	88	12627031	473	101985177	100



RESULTS

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution under Section 14 of the Companies Act, 2013, with regard to Item No.3 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM No. 4 IN THE NOTICE OF POSTAL BALLOT

Special Resolution pursuant to Section 62(1)(c) of the Companies Act, 2013, to offer, issue and allot 1% compulsorily convertible preference shares, as permitted by SEBI (ICDR) Regulations aggregating to about Rs.500 Crores in one or more tranches on a preferential basis in terms of Chapter VII of SEBI (ICDR) Regulations.

Summary of Postal Ballot & E-Voting

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No of shares (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	362	89357030	84	12626256	446	101983286	99.998
Dissent	23	1116	4	775	27	1891	0.002
Total	**385**	**89358146**	**88**	**12627031**	**473**	**101985177**	**100**

RESULTS

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution under Section 62(1)(c) of the Companies Act, 2013, with regard to Item No.4 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

The results of the resolutions passed through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 is annexed hereto.

We further report that as per the notice of Postal Ballot dated 26th July, 2014 approved by the Board of Directors on 26th July, 2014 the Chairman or any other Director of the Company may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolutions referred to herein on Thursday, 28th August, 2014 at 3.00 p.m. at the Registered Office of the Company. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website – www.cholafinance.com besides communication to the Stock Exchanges where the Company's shares are listed.

R. SRIDHARAN & ASSOCIATES (O.D No. 12) COMPANY SECRETARIES

We further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as postal ballot papers including voting by electronic means, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot & E-Voting.

Thanking You

Yours faithfully,
For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

SRIDHARAN & ASSOCIATES
(OLD No. 12)
NEW No. 6
GROUND FLOOR
SIVASAILAM STREET
OFF. HABIBULLAH ROAD
T. NAGAR, CHENNAI-17
COMPANY SECRETARIES

CS R.SRIDHARAN
C P No. 3239
FCS No. 4775

Encl.: a/a

CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED
REGD.OFFICE: "DARE HOUSE", NO.2, N.S.C. BOSE ROAD, PARRYS,
CHENNAI – 600 001

RESULTS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULES MADE THERE UNDER WITH REGARD TO THE ITEMS AS SET OUT IN THE NOTICE OF THE POSTAL BALLOT DATED 26th JULY 2014 OF CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED

The Board of Directors at their meeting held on 26th July 2014 had given their approval for increase in the authorised share capital of the Company, to offer, issue and allot 1% compulsorily convertible preference shares aggregating to Rs.500 crores to Dynasty Acquisition (FDI) Ltd, on a preferential basis in accordance with the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and consequential amendments to the memorandum and articles of association of the Company. The said proposals were subject to the shareholders approval.

The Board of Directors had approved seeking the approval of the shareholders for the above purposes vide a postal ballot under Section 110 of the Companies Act, 2013 read with Rule 22 of the the Companies (Management and Administration) Rules, 2014.

Accordingly, a notice of postal ballot dated 26th July 2014 was sent to the shareholders on 28th July 2014 for their consideration along with the draft resolutions, explanatory statement and postal ballot form by way of speed post and registered parcel and to those members who have registered their e-mail ID, by e-mail on 28th July 2014. A notice regarding the same was published by the Company in "Business Line" in English and "Dinamani" in vernacular language, Tamil on 1st August 2014.

Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries was appointed as the scrutiniser for conducting the postal ballot process (including electronic voting) in a fair and transparent manner and for submitting his report to the Chairman or any other Director of the Company, after completion of the scrutiny of the postal ballots and electronic voting. The last date for receipt of the postal ballot forms duly completed by the shareholders was fixed as the closing of working hours of 27th August 2014.

The scrutinizer has submitted his report on the postal ballot to the undersigned on 28th August 2014 and the undersigned has announced the same to the shareholders on 28th August 2014 at 3 p.m. at the registered office of the Company.

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had sought the approval of the shareholders vide postal ballot notice 26th July 2014, along with the explanatory statement thereto, sought the approval of the shareholders for the following resolutions:

RESOLUTION No. 1

ORDINARY RESOLUTION

RESOLVED THAT pursuant to section 61 and all other applicable provisions of the Companies Act, 2013 and rules made there under and such other approvals as may be required, the Authorised Share Capital of the Company be and is hereby increased from Rs.540,00,00,000/- (Rupees five hundred and forty crores only) to Rs.740,00,00,000 (Rupees seven hundred and forty crores only) divided into 24,00,00,000 (twenty four crores) equity shares of Rs.10/- (Rupees ten only) each and 5,00,00,000 (five crores) redeemable preference shares of Rs.100/- (Rupees one hundred only) each.

PARTICULARS	RESOLUTION	NO OF VOTES	% OF VOTES
POSTAL BALLOT FORMS RECEIVED	392	89374536	-
E-VOTING	88	12627031	-
TOTAL NO POSTAL BALLOT FORMS / E-VOTING RECEIVED	**480**	**102001567**	-
LESS:- NO. OF INVALID POSTAL BALLOT FORMS	7	16390	-
NO.OF VALID POSTAL BALLOT FORMS/E-VOTING	**473**	**101985177**	**100%**
NO OF VOTES CAST ASSENT	457	101984491	99.999%
NO OF VOTES CAST DISSENT	16	686	0.001%

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I declare that the Ordinary Resolution under Section 61 of the Companies Act, 2013 with regard to the Item No. 1 as set out in the Notice of Postal Ballot pertaining to increase the Authorised Share Capital of the Company from Rs.540 Crores to Rs.740 Crores, is passed in favour of the resolution with requisite majority.

RESOLUTION No. 2

SPECIAL RESOLUTION

RESOLVED THAT pursuant to section 13 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

The Authorised Share Capital of the Company is Rs.740,00,00,000/- (Rupees seven hundred and forty crores only) divided into 24,00,00,000 (twenty four crores) equity shares of Rs.10/- (Rupees ten only) each and 500,00,000 (five crores) redeemable preference shares of Rs.100/- (Rupees one hundred only) each. The Company shall

have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the capital of the Company (including the original capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013.

The Company shall have power from time to time to increase or reduce its capital. The shares forming part of the capital (original, increased or reduced) of the Company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise.

PARTICULARS	RESOLUTION	NO OF VOTES	% OF VOTES
POSTAL BALLOT FORMS RECEIVED	392	89374536	-
E-VOTING	88	12627031	-
TOTAL NO POSTAL BALLOT FORMS / E-VOTING RECEIVED	**480**	**102001567**	-
LESS:- NO. OF INVALID POSTAL BALLOT FORMS	7	16390	-
NO.OF VALID POSTAL BALLOT FORMS/E-VOTING	**473**	**101985177**	**100%**
NO OF VOTES CAST ASSENT	455	101984471	99.999%
NO OF VOTES CAST DISSENT	17	696	0.001%
NO. O F VOTES ABSTAINED	1	10	-

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, I declare that the Special Resolution under Section 13 of the Companies Act, 2013 with regard to the Item No.2 as set out in the Notice of Postal Ballot for amending the Capital Clause V of the Memorandum of Association of the Company to reflect the increase in the Authorised Share Capital, is passed in favour of the resolution with requisite majority.

RESOLUTION No. 3

SPECIAL RESOLUTION

RESOLVED THAT pursuant to section 14 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, the existing Article 5(a) of the Articles of Association of the Company be and is hereby substituted with the following:

The Authorised Share Capital of the Company is Rs.740,00,00,000/- (Rupees seven hundred and forty crores only) divided into 24,00,00,000 (twenty four crores) equity shares of Rs.10/- (Rupees ten only) each and 500,00,000 (five crores) redeemable preference shares of Rs.100/- (Rupees one hundred only) each. The Company shall have powers to increase, consolidate, subdivide, reduce or otherwise alter its share capital subject to the provisions of the Companies Act, 2013.

Further, the preference shares issued by the Company may be convertible or non-convertible, cumulative or non-cumulative, participating or non-participating as may be decided by the Board of Directors of the Company from time to time for each issue.

PARTICULARS	RESOLUTION	NO OF VOTES	% OF VOTES
POSTAL BALLOT FORMS RECEIVED	392	89374536	-
E-VOTING	88	12627031	-
TOTAL NO POSTAL BALLOT FORMS / E-VOTING RECEIVED	**480**	**102001567**	-
LESS:- NO. OF INVALID POSTAL BALLOT FORMS	7	16390	-
NO.OF VALID POSTAL BALLOT FORMS/E-VOTING	**473**	**101985177**	**100%**
NO OF VOTES CAST ASSENT	453	101984279	99.999%
NO OF VOTES CAST DISSENT	19	888	0.001%
NO. O F VOTES ABSTAINED	1	10	-

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, I declare that the Special Resolution under Section 14 of the Companies Act, 2013 with regard to the Item No.3 as set out in the Notice of Postal Ballot for amending the Article 5(a) of the Articles of Association of the Company to reflect the increase in the Authorised Share Capital, is passed in favour of the resolution with requisite majority.

RESOLUTION No.4

SPECIAL RESOLUTION

RESOLVED THAT pursuant to the provisions of section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "**Act**"), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("**SEBI (ICDR) Regulations**") and the provisions of the Securities and Exchange Board of India Act, 1992, including the rules, regulations and the guidelines notified thereunder and the circulars issued thereunder, the provisions of the Foreign Exchange Management Act, 1999 (the "**FEMA**"), and any other rules, regulations notified under FEMA and circulars issued under FEMA and subject to all necessary statutory or regulatory approvals, consents, permissions and / or sanctions as may be deemed necessary including without limitation approvals from the Government of India, Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and all other applicable laws, issued from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee thereof), consent, authority andapproval of the members of the Company be and is hereby accorded to create, offer, issue and allot 5,00,00,000 Compulsorily Convertible Preference Shares ("**CCPS**") of Rs.100/- each at par aggregating to Rs.500 crores, in one or more tranches, to the following investors, by way of private placement for a tenor not exceeding 12 months which will carry a preferential dividend of 1% per annum, payable till the date of conversion into equity shares and the CCPS held by the preference shareholders will get converted into equity shares of Rs.10/- each for cash at a premium and at such price as may be determined by the Board in accordance with the SEBI (ICDR) Regulations and such issue and allotment of equity shares resultant on conversion of the preference shares may be made at such time or times as determined by the Board in such manner as the Board may in its absolute discretion think fit at the time of conversion.

Name of the investor	No. of CCPS	% of issue size
Dynasty Acquisition (FDI) Ltd	5,00,00,000	100%

RESOLVED FURTHER THAT the equity shares to be issued on conversion of the CCPS to be issued, shall rank pari-passu in all respects including entitlement to dividend with the existing equity shares of the Company.

RESOLVED FURTHER THAT the number of equity shares to be issued on conversion of CCPS and the price per equity share to be issued on conversion of CCPS shall be appropriately adjusted, subject to the provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, for corporate actions such as bonus issue, rights issue, stock

split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT the Relevant Date for the determination of the applicable price for the issue of the equity shares to be issued on conversion of CCPS, shall be as determined in accordance with SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions, consents from SEBI, Stock Exchanges, FIPB, RBI and such other authorities which may be necessary or desirable and to settle all questions, difficulties or doubts that may arise in relation to the issue of CCPS on preferential basis to give effect to this resolution.

RESOLVED FURTHER THAT

a. the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue subject to agreement with the proposed allottees and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to the compliance with the applicable guidelines, notification, rules and regulations;

b. the Board be and is hereby authorised to accept any amendments, modifications, variations and alterations as the Government of India / RBI / SEBI or any other regulatory authority may stipulate in that behalf and

c. the Board be and is hereby authorised to delegate all or any of its powers to a committee of directors or executives (as it may consider appropriate) to give effect to the aforesaid resolutions including to execute any documents on behalf of the Company before any governmental authority (ies) and to appoint any professional advisers / consultants / lawyers in that regard.

PARTICULARS	RESOLUTION	NO OF VOTES	% OF VOTES
POSTAL BALLOT FORMS RECEIVED	392	89374536	-
E-VOTING	88	12627031	-
TOTAL NO POSTAL BALLOT FORMS / E-VOTING RECEIVED	**480**	**102001567**	-
LESS:- NO. OF INVALID POSTAL BALLOT FORMS	7	16390	-
NO.OF VALID POSTAL BALLOT FORMS/E-VOTING	473	101985177	100%
NO OF VOTES CAST ASSENT	446	101983286	99.998%
NO OF VOTES CAST DISSENT	27	1891	0.002%

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, I declare that the Special Resolution under Section 62(1)(c) of the Companies Act, 2013, with regard to the Item No.4 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

The above declared results of the postal ballot are displayed at the Registered Office of the Company and on its website, viz., www.cholafinance.com besides communication of the same on the website of the stock exchanges, where the shares of the Company are listed and on the website of CDSL.

For CHOLAMANDALAM INVESTMENT AND
FINANCE COMPANY LIMITED

VELLAYAN SUBBIAH
MANAGING DIRECTOR

CHENNAI
28th August 2014

Details of Voting Results in respect of the declaration of Postal Ballot Results of the Company pursuant to Clause 35A of the listing agreement

I.	**Date of the Annual General Meeting**	**NOT APPLICABLE**
II.	**Total Number of shareholders on Record date :**	16906 (As on 18th July 2014)
III.	**No. of shareholders present in the meeting either in person or through proxy**	Not applicable
	Category	***Nos.***
	- Promoters and Promoter Group (By Proxy)	-
	- Public	-
IV.	**No. of shareholders attending the Meeting through Video Conferencing**	Not applicable

V. Agenda-wise details:

Item No.	Details of the Agenda	Resolution Required	Mode of Voting
A.	Ordinary Business:		
	-	-	-
B.	Special Business:		
1	Approval to increase the authorised share capital of the Company from Rs.540 crores to Rs.740 crores under section 61 of the Companies Act, 2013	Ordinary	Postal ballot voting / e-voting
2	Approval for amending the capital clause V of the memorandum of association of the Company to reflect the increase in the authorised share capital under section 13 of the Companies Act, 2013.	Special	Postal ballot voting / e-voting
3	Approval for amending article 5(a) of the articles of association of the Company to reflect the increase in the authorised share capital under section 14 of the Companies Act, 2013.	Special	Postal ballot voting / e-voting
4	Approval for raising capital up to Rs.500 crores by an issue of Securities pursuant to the provisions of section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to offer, issue and allot 1% compulsorily convertible preference shares as permitted by SEBI (ICDR) Regulations (all of which are hereinafter collectively referred to as "CCPS") aggregating to about Rs.500 crores (Rupees five hundred crores only), in one or more tranches, on a preferential basis in terms of Chapter VII of the SEBI (ICDR) Regulations.	Special	Postal ballot voting / e-voting

CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LTD. CHENNAI 600 001

Agenda-wise

VI. In case of Poll / Postal Ballot / E-Voting:

The mode of voting for all resolutions was E-Voting and by way of Postal Ballot:

Resolution 1: Approval to increase the share capital of the Company from Rs.540 crs to Rs.740 crs (Ordinary Resolution)

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	No. of Votes - asbstained (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter and Promoter Group	82807068	82704392	57.66	82704392	0	0	81.09	0.00
1	Public – Institutional Holders	44973410	16814798	11.72	16814798	0	0	16.49	0.00
1	Public-Others	15647392	2465987	1.72	2465301	686	0	2.42	0.00
1	**Total**	**143427870**	**101985177**	**71.11**	**101984491**	**686**	**0**	**99.999**	**0.00**

Resolution 2: Approval to amend the capital clause V of the Memorandum of Association of the Company (Special Resolution)

2	Promoter and Promoter Group	82807068	82704392	57.66	82704392	0	0	81.09	0.00
2	Public – Institutional Holders	44973410	16814798	11.72	16814798	0	0	16.49	0.00
2	Public-Others	15647392	2465987	1.72	2465281	696	10	2.42	0.00
2	**Total**	**143427870**	**101985177**	**71.11**	**101984471**	**696**	**10**	**100.00**	**0.00**

Resolution 3: Approval to amend the Article 5(a) of the Articles of Association of the Company (Special Resolution)

3	Promoter and Promoter Group	82807068	82704392	99.88	82704392	0	0	81.09	0.00
3	Public – Institutional Holders	44973410	16814798	37.39	16814798	0	0	16.49	0.00
3	Public-Others	15647392	2465987	15.76	2465089	888	10	2.42	0.00
3	**Total**	**143427870**	**101985177**	**71.11**	**101984279**	**888**	**10**	**100.00**	**0.00**

Resolution 4: Approval to issue , offer 1% Compulsorily Convertible Preference Shares aggregating to Rs.500 crs (Special Resolution)

4	Promoter and Promoter Group	82807068	82704392	99.88	82704392	0	0	81.09	0.00
4	Public – Institutional Holders	44973410	16814798	37.39	16814798	0	0	16.49	0.00
4	Public-Others	15647392	2465987	15.76	2464096	1891	0	2.42	0.00
4	**Total**	**143427870**	**101985177**	**71.11**	**101983286**	**1891**	**0**	**100.00**	**0.00**

Note: All the aforesaid resolutions were passed with the requisite majority.

CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LTD. CHENNAI 600 001