

PROCEEDINGS OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF CHOLAMANDALAM DBS FINANCE LIMITED HELD AT 4 P.M. ON TUESDAY, THE 28th JULY 2009 AT THE MUSIC ACADEMY, NEW NO.168 (OLD NO.306), T.T.K ROAD, ROYAPETTAH, CHENNAI 600 014

1. Mr. M A Alagappan took the Chair and declared that the necessary quorum for the meeting was present with 2245 members registering their attendance.
2. The Chairman welcomed the members and introduced the other directors, secretary and senior management on the dais.
3. The Chairman announced that the Register of Directors' shareholdings maintained under Section 307 of the Companies Act, 1956 was on the table and that it was available for inspection by the members at any time during the meeting.
4. The Chairman further announced that the certificate received from the Statutory auditors of the Company, M/s Deloitte Haskins & Sells, certifying that the Employee Stock Option Scheme - 2007 of the Company has been implemented in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock purchase Scheme) Guidelines, 1999 and the resolutions passed by the members in this regard on 30th July 2007, was available for inspection by the members at any time during the meeting.
5. The Chairman informed that 87 proxies had been received for 2,44,07,193 shares.
6. With the permission of the members present, the notice convening the meeting was taken as read.
7. The Chairman called upon the Company Secretary to read the auditors' report for the year ended 31st March 2009.
8. The Company Secretary read the auditors' report.
9. The Chairman requested the shareholders to collect the printed copies of his speech on the economic environment and Company's performance being distributed at the venue of the meeting.
10. The Chairman then made a presentation to the members on highlighting the executive summary of the challenges faced in 2008-09, its impact on the performance and the swift action taken by the Company. The presentation further covered the financial highlights in terms of revenue, assets, disbursements and results. The presentation besides covering the glance of the products offered by the Company also covered the asset profile, credit rating and borrowing profile of the Company. The strategy of the Company going forward and the

snapshot of the financial results for the first quarter of the FY 2009-2010 were also presented.

11. The Chairman proposed the following as an ordinary resolution:

RESOLVED THAT the Report of the Directors, the Report of the Auditors and the Audited Profit and Loss Account for the year ended March 31, 2009 and the Balance Sheet as at that date be and are hereby considered, approved and adopted.

Mr. N Kalyanam seconded the motion.

Before presenting the motion to the meeting, the Chairman invited queries on the accounts and operations of the Company.

After the queries and comments were made by the members on the performance of the Company and the related issues, the Chairman answered them. Some of the queries of the shareholders on the Auditors' report and the financials were answered by Mr. K Sai Ram, Partner of Deloitte Haskins & Sells and Mr. N Srinivasan, Director.

The Chairman then put the motion to the meeting and the same was passed by majority.

12. The Chairman gave a brief introduction of Mr. R V Kanoria and proposed the following as an ordinary resolution:

RESOLVED THAT Mr. R V Kanoria, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.

Mr. M A Kattiresan seconded the motion.

The Chairman then put the motion to the meeting and the same was passed by majority.

13. The Chairman gave a brief introduction of Mr. Indresh Narain and proposed the following as an ordinary resolution:

RESOLVED THAT Mr. Indresh Narain, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.

Mr. V Srinivasan seconded the motion.

The Chairman then put the motion to the meeting and the same was passed by majority.

14. The Chairman gave a brief introduction of Mr. N Srinivasan and proposed the following as an ordinary resolution:

RESOLVED THAT Mr. N Srinivasan, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.

Mr. N Kalyanam seconded the motion.

The Chairman then put the motion to the meeting and the same was passed by majority.

15. The Chairman proposed the following as an ordinary resolution:

RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of the 31st Annual General Meeting till the conclusion of the 32nd Annual General Meeting at a remuneration of Rs.15 lakhs in addition to the reimbursement of actual travelling and out-of-pocket expenses to be incurred by them.

Mr. M A Kattiresan seconded the motion.

The Chairman then put the motion to the meeting and the same was passed by majority.

16. The Chairman proposed the following as a special resolution:

RESOLVED THAT in accordance with the provisions of sections 198, 309, 310, 314 and other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals as may be required, the non-wholetime directors (excluding the managing director/executive director/ wholetime directors but including alternate directors, if any) be paid remuneration by way of commission for a period of five financial years commencing from April 1, 2009, a sum not exceeding 1% of the net profits of the Company as computed under sections 349 and 350 of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide, from time to time the maximum commission payable to the directors subject to the above ceiling of 1% and also to decide from time to time the quantum and manner of distribution of the commission to one or more directors within the limit prescribed.

RESOLVED FURTHER THAT the aforesaid commission shall be exclusive of the fees payable to such directors for attending any meetings of the Board or a Committee thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all steps as may be necessary, desirable or expedient to give effect to this resolution.

Mr. V Srinivasan seconded the motion.

The Chairman then put the motion to the meeting and the same was passed by majority.

17. The Chairman proposed the following as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals as may be required, Ms. P. Sujatha be and is hereby appointed as the Manager of the Company under the Companies Act, 1956 for a term of one year with effect from April 28, 2009 and be paid remuneration by way of salary, allowances, perquisites, benefits and incentives subject to an overall limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed in sections 349 and 350 of the Companies Act, 1956.

Mr. N Kalyanam seconded the motion.

The Chairman then put the motion to the meeting and the same was passed by majority.

As there was no other business to be transacted, the Chairman declared the meeting as closed.