



Cholamandalam Investment and Finance Company Limited

CIN-L65993TN1978PLC007576

Regd. Office : Dare House, No. 2, N.S.C. Bose Road, Parrys, Chennai - 600 001.

Email: investors@chola.murugappa.com Website: www.cholafinance.com Ph: 044-30007172, Fax: 044-25346464

ATTENDANCE SLIP

E-voting sequence no. (Refer Note 5)

I/We hereby record my/our presence at the **Thirty Sixth Annual General Meeting held at The Music Academy, New No.168 (Old No.306), T.T.K. Road, Royapettah, Chennai - 600 014.**

Member's Folio No./DP ID & Client ID

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

- Note:
1. Please complete the Folio/DP ID & Client ID and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
 2. Members holding shares in physical form are requested to advise the change in their address, if any, to M/s. Karvy Computershare Private Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, quoting their Folio Number(s). Members holding shares in electronic form may update such details with their respective Depository Participant(s).
 3. Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the Meeting.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio/DP ID-Client ID No. :

I/We, being the member(s) holding.....shares of the above named company, hereby appoint:

- | | | | |
|----------------|----------------|----------------|---------------------|
| (1) Name..... | Address..... | Signature..... | or failing him/her; |
| Email Id:..... | Signature..... | Signature..... | or failing him/her; |
| (2) Name..... | Address..... | Signature..... | or failing him/her; |
| Email Id:..... | Signature..... | Signature..... | or failing him/her; |
| (3) Name..... | Address..... | Signature..... | or failing him/her; |
| Email Id:..... | Signature..... | Signature..... | or failing him/her; |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Thirty Sixth Annual General Meeting (AGM) of the Company, to be held on Thursday, July 31, 2014 at 4.00 p.m. at The Music Academy, New No.168 (Old No.306), T.T.K. Road, Royapettah, Chennai - 600 014** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional)*		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of Financial Statements and Directors' Report for the year ended 31 March, 2014			
2.	Approval of final dividend for the year ended 31 March, 2014 and to confirm interim dividend			
3.	Re-appointment of Mr. L.Ramkumar who retires by rotation and being eligible, offers himself for re-appointment			
4.	Appointment of M/s. Deloitte Haskins & Sells as auditors and fixing their remuneration			
Special Business				
5.	Appointment of Mr. Nalin Mansukhlal Shah as an Independent Director			
6.	Appointment of Mr. M.B.N.Rao as an Independent Director			
7.	Appointment of Mr. Indresh Narain as an Independent Director			
8.	Appointment of Mr. V.Srinivasa Rangan as an Independent Director			
9.	Special Resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing money upto ₹ 40,000 Crores			
10.	Special Resolution for issue of securities on private placement basis under section 42 of the Companies Act, 2013			
11.	Special Resolution for payment of remuneration to non-executive directors under section 197 of the Companies Act, 2013			
12.	Special Resolution to sell, mortgage and / or charge under section 180(1)(a) of the Companies Act, 2013			

Signed this.....day of....., 2014

Signature of shareholder(s)..... Signature of Proxy holder(s).....

Affix
Revenue
Stamp
Re.1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory statements and notes, please refer to the notice of 36th AGM.
- *3. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in the box before submission.
5. Kindly use this sequence number for e-voting in PAN field.