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**Annexure - 1**

The Manager,  
National Stock Exchange of India Ltd.  
Mumbai

Dear Sir,

**Re : Half yearly communication for dissemination to debenture holders  
(In Compliance to Listing Agreement)**

With reference to the above, we submit herewith the information and documents as per the provisions of SEBI (Issue & Listing of Debt Securities) Regulations, 2008 and SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012 and the Listing Agreement thereunder, for dissemination to the debenture holders as mentioned below:

1. Following issues of Non-Convertible Debentures have been listed with your Stock Exchange:

**Details of listed NCDs:**

Series / Tranche	Date of Allotment	Date of Listing	No. of NCDs	Face value	Amt. of Issue (Rs. in cr.)	Latest credit rating Please insert rating also.
PDI 16	23-Oct-13	11-Nov-13	245	10 Lakhs	24.50	ICRA AA- & CARE AA-
PDI 16 A	30-Oct-13	11-Nov-13	1000	5 Lakhs	50.00	ICRA AA- & CARE AA-
PDI 16 B	24-Dec-13	13-Jan-14	120	10 Lakhs	12.00	ICRA AA- & CARE AA-
PDI 16 C	27-Dec-13	13-Jan-14	650	10 Lakhs	65.00	ICRA AA- & CARE AA-
PDI 16 D	27-Dec-13	13-Jan-14	261	10 Lakhs	26.10	ICRA AA- & CARE AA-
PDI 16 E	23-Jan-14	14-Feb-14	50	10 Lakhs	5.00	ICRA AA- & CARE AA-
PDI 16 F	25-Feb-14	12-Mar-14	500	5 Lakhs	25.00	ICRA AA- & CARE AA-
369 A	17-Jan-14	07-Feb-14	250	10 Lakhs	25.00	ICRA AA
369 B	10-Mar-14	24-Mar-14	160	10 Lakhs	16.00	ICRA AA
369 C	11-Apr-14	30-Apr-14	100	10 Lakhs	10.00	ICRA AA
369 D	11-Apr-14	30-Apr-14	250	10 Lakhs	25.00	ICRA AA
369 E	11-Apr-14	30-Apr-14	180	10 Lakhs	18.00	ICRA AA

**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



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2. The latest Credit Rating in respect of the said issues is mentioned in the statement under Sr. No.1 above and we confirm that credit rating is not downgraded in respect of any of the above issues, since the respective dates of the said NCDs issues.
3. The said NCDs are secured by Specific Exclusive Charge.
4. The asset cover is 1.08 as on 31.03.2015 and is adequate as per the terms of issue. The Asset Cover Certificate duly signed by the Chartered Accountant is attached.
5. The Debt Equity Ratio is 6.26.
6. The due date of payment of principal and interest and the actual date of payment for the half-year ending on 31.03.2015.

Series	Type	Due date of Payment	Actual date of Payment	Amount
369 A	250000000	17-Jan-15	19-Jan-15	25765411
PDI 16	245000000	23-Oct-14	27-Oct-14	30870000
PDI 16 A	500000000	30-Oct-14	30-Oct-14	64500000
PDI 16 B	120000000	24-Dec-14	24-Dec-14	7580712
PDI 16 C	650000000	27-Dec-14	29-Dec-14	81250000
PDI 16 D	261000000	29-Dec-14	29-Dec-14	16535959
PDI 16 E	50000000	23-Jan-15	23-Jan-15	6300000
PDI 16 F	250000000	25-Feb-15	25-Feb-15	32250000

7. The due date of principal and interest of the above said NCDs during next half-year i.e. 01.04.2015 to 30.09.2015 are as under

Series	Type (Principal / Interest)	Due date of payment	Amount (Rs.)
PDI 16 B	Interest	24-Jun-15	7580712
PDI 16 D	Interest	27-Jun-15	16535959

8. The half-yearly results for the half-year ending on 31.03.2015 are attached as per the format in Annexure-II of Listing Agreement.
9. No event as detailed in clause 19 of the Listing Agreement has taken place during half year ending on 31.03.2015, requiring this company to notify to Stock Exchange or Debenture Trustees.

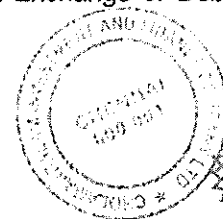
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10. The name, designation and contact details of "Compliance Officer" of this company are as under:

- (A) Name of Compliance Officer : P.Sujatha  
(B) Designation : Sr Vice President and Company Secretary  
(C) Correspondence Address :Dare House, No.2, NSC Bose Road, Parrya, Chennai-1  
(D) Phone, Fax No. :044-3007172, 044-30256796  
(E) Email ID : [sujatha.p@chola.Murugappa.com](mailto:sujatha.p@chola.Murugappa.com)

11. We confirm that the information submitted as above is true and correct and the undersigned has authority to submit the same to you and that we are aware that above information is expected to be placed on the website of your Stock Exchange and that of Debenture Trustees.

Thanking you,

Yours sincerely,

For Cholamandalam Investment and Finance Co Ltd



Sanjay Chaturvedi  
Sr.AVP – Treasury

Countersigned by:



GDA Trusteeship Ltd  
Debenture Trustee



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Annexure – 1 (Contd.)

**Half Yearly Financial Results**

(As per SEBI (Issue & Listing of Debt Securities) Regulations, 2008  
& SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012

Rs in crs

Parameters	FY	FY	FY
	31-Mar-15	31-Mar-14	31-Mar-13
Networth	3,172.66	2,294.70	1,964.77
Total Debt			
of which - Non Current Maturities of			
Long Term Borrowing	12,447.50	9,833.00	8,298.71
- Short Term Borrowing	2,678.34	3,165.25	2,981.53
- Current Maturities of	-	-	
Long Term Borrowing	4,349.40	5,094.94	4,008.77
Net Fixed Assets	68.33	72.90	70.65
Non Current Assets	16,266.17	13,958.67	12,128.46
Cash and Cash Equivalents	340.66	800.84	388.96
Current Investments	7.30	16.30	150.12
Current Assets	7,190.76	6,698.10	5,446.59
Current Liabilities	861.50	1,015.81	794.36
Assets Under Management	25,731.78	23,515.48	19,154.62
Balance Sheet Assets	22,183.54	19,428.13	16,625.94
Off Balance Sheet Assets	3,548.24	4,087.36	2,528.68
Interest Income	3,691.19	3,262.84	2,553.37
Interest Expense	1,960.39	1,771.09	1,411.01
Provisioning & Write-offs	324.72	283.33	124.29
PAT	435.16	364.01	306.54
Gross NPA (%) as a % of total assets	3.12	1.90	1.04
Net NPA (%) as a % of total assets	2.06	0.70	0.23
Tier I Capital Adequacy Ratio (%)	13.02	10.45	11.07
Tier II Capital Adequacy Ratio (%)	8.22	6.78	7.97
CAR (%)	21.24	17.23	19.04

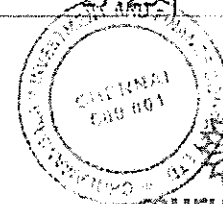
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**Annexure – 2**

**Declaration**

We hereby certify and declare that ---

- (A) the proceeds the various NCDs issues of the Company were utilized for the purpose as mentioned in the Information Memorandum of the respective issues;
- (B) The Cash-Flow of the Company is adequate for payment of interest and redemption of principal of the NCDs issued..
- (C) This company is 'Non-Banking Financial Company' and the NCDs issued by this company are the 'Private Placed' and hence no 'Debenture Redemption Reserve' is required to be created for the year ending on 31.03.2015.
- (D) as on date, the value of the assets charged to the GDA Trusteeship Ltd. the Debenture Trustees in respect of Non-Convertible Debentures issued by this Company in pursuance of the Trust Deed executed by this Company, is adequate to cover the outstanding amount of the NCDs / Bonds, with the agreed margin and that the assets are free from encumbrances debts save and except those specifically agreed to by the Debenture Trustee;
- (E) NCDs issued till 31.03.2015 are within the limit authorized by the shareholders in their meeting. Further, that the said assets forming the security are the performing assets and adequate systems and procedures are in place for monitoring their repayments and adequate provisions are made for the bad and doubtful debts.

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- (F) All the general and specific terms and conditions of each issue of debentures are complied with and there is no breach of any of them.
- (G) The company has complied with all the statutory and regulatory compliances and there are no proceedings initiated / pending against the company for non-compliance.

For Cholamandalam Investment and finance Co Ltd



Authorised Signatory

**Cholamandalam Investment and Finance Company Ltd.**

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Gross NPA (%) as % of total asset
Net NPA (%) as % of total assets
Tier I Capital Adequacy Ratio (%)
Tier II Capital Adequacy Ratio (%)
CAR (%)

**Annexure - 3**

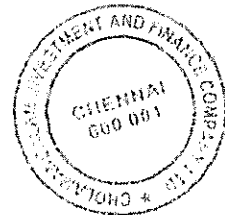
**Details of Complaints:**

**A) Status of Investor Grievance:**

No. of Complaints pending at the end of previous half-year (30.09.2014)	No. of Complaints received during the half-year (01.10.2014 to 31.03.2015)	No. of Complaints resolved during the half-year
NIL	NIL	NIL

**B) Details of complaints pending for more than 30 days:**

No. of Complaints pending for more than 30 days	Nature of complaints			Steps taken for redressal	Status of complaint (if redressed, date of redressal)
	Delay in payment of interest	Delay in payment of redemption	Any other		
NIL	NA	NA	NA	NA	NA



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**RAMANUJAM and BOOVARAHAN**  
Chartered Accountants

4/56, Kalpataru, Flat 1A, K.B.Dasan Road, Alwarpet,  
Chennai - 600 018. Telefax : 24354650  
E-mail : rbca1989@gmail.com

### CERTIFICATE

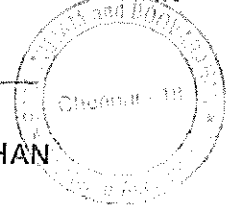
On the basis of examination and verification of Books of Accounts and other relevant documents and records maintained by M/s CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED, having its registered office at "Dare House", 1<sup>st</sup> floor, No 2, NSC Bose Road, Chennai 600001, We hereby certify that the security provided for the secured debenture amount outstanding as on 31<sup>st</sup> March 2015 as mentioned in the annexure attached with this Certificate, is adequate.

This Certificate is issued at the specific request of M/s CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED, for the purpose of issuing to IDBI TRUSTEESHIP SERVICES LIMITED and GDA TRUSTEESHIP LTD, Trustees of the Debenture Trust.

For RAMANUJAM and BOOVARAHAN  
Chartered Accountants

*V. Shekhar*

**SHEKHAR VISHWANATHAN**  
Partner  
Membership No 053073



Place: Chennai  
Date: 23<sup>rd</sup> April 2015



## Report for the year ended 31<sup>st</sup> March 2015

1. List of assets charged as per Trust Deed:  
a) Immovable Property:

Trust Deed Date	Trust Deed Amount (Rs. In Crores)	Place	Asset Description
17.05.2012	512.40	Ahmedabad	901, 9th Floor, Sakar-II, Near Ellis Bridge, Ahmedabad 380 006
10.08.2012	438.50	Chennai	Door No.1, 1st Street, Cenotaph Road, Chennai-600 018
29.11.2012	354.70	Chennai	Door No.1, 1st Street, Cenotaph Road, Chennai-600 018
20.02.2013	525.00	Chennai	Door No.1, 1st Street, Cenotaph Road, Chennai-600 018
28.05.2013	645.50	Chennai	Door No.1, 1st Street, Cenotaph Road, Chennai-600 018
14.08.2013	610.00	Chennai	Door No.1, 1st Street, Cenotaph Road, Chennai-600 018
30.08.2013	200.00	Chennai	Door No.1, 1st Street, Cenotaph Road, Chennai-600 018
18.09.2013	200.00	Chennai	Door No.1, 1st Street, Cenotaph Road, Chennai-600 018
05.02.2014	1490.00	Chennai	Door No.1, 1st Street, Cenotaph Road, Chennai-600 018
14.07.2014	1390.00	Chennai	Door No.1, 1st Street, Cenotaph Road, Chennai-600 018
27.10.2014	850.00	Chennai	Door No.1, 1st Street, Cenotaph Road, Chennai-600 018

- b) Movable Assets:

List of Movable Assets charged as of 31<sup>st</sup> March 2015 Trust Deed / Deed of Confirmation:

Sl. No.	Debenture Trust Deed Date & Amount	Debentures Outstanding & Issued as on 31-Mar-15 (Rs in Crs)	Asset Cover	Security Reqd (Rs in Crs)	Security Provided (Rs in Crs)
1	17.05.2012 – Rs.512.40 Crs	52.70	1 time	52.70	52.84
2	10.08.2012 – Rs.438.50 Crs	50.50	1 time	50.50	50.74
3	29.11.2012 – Rs.354.70 Crs	24.70	1 time	24.70	24.78
4	20.02.2013 – Rs.525.00 Crs	500.00	1.25 times	625.00	625.16
6	28.05.2013- Rs.645.50 Crs	440.00	1 time	440.00	440.01

*V. Suresh*  
Chennai



Sl. No.	Debenture Trust Deed Date & Amount	Debentures Outstanding & Issued as on 31-Mar-15 (Rs in Crs)	Asset Cover	Security Reqd (Rs in Crs)	Security Provided (Rs in Crs)
7	14.08.2013 – Rs.610 Crs	375.00	1 time	375.00	375.14
8	30.08.2013- Rs.200 Crs	200.00	1.25 times	250.00	250.14
9	18.09.2013 – Rs.200 Crs	200.00	1 time	200.00	200.27
10	05.02.2014-Rs.1490 Crs	94.00	1 time	94.00	101.89
11	14.07.2014 – Rs.1390 Crs	1353.80	1 time	1353.80	1478.80
12	27.10.2014 – Rs.850 Crs	678.00	1 time	678.00	716.15
	<b>Total</b>	<b>3968.70</b>			<b>4315.90</b>

2. Details of Secured debentures outstanding as of 31<sup>st</sup> March 2015

Trust Deed Date	Debentures Amount Trust Deed-wise (Rs. In Crores)	Debentures Outstanding & Issued as of 31-Mar-2015 (Rs. In Crores)
17.05.2012	512.40	52.70
10.08.2012	438.50	50.50
29.11.2012	354.70	24.70
20.02.2013	525.00	500.00
28.05.2013	645.50	440.00
14.08.2013	610.00	375.00
30.08.2013	200.00	200.00
18.09.2013	200.00	200.00
05.02.2014	1490.00	94.00
14.07.2014	1390.00	1353.80
27.10.2014	850.00	678.00
	<b>Total</b>	<b>3968.70</b>

3. The above-mentioned long term secured NCDs have been rated as [ICRA] AA by ICRA Limited with Stable outlook.

4. Debt-equity ratio of Cholamandalam Investment and Finance Company Ltd as of 31-Mar-2015 is 6.26.

*V. Subramanian*