

CORNALINA ACQUISITION (FII) LIMITED

6 September 2016

1. BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street, Fort,
Mumbai 400 001
India
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3121
Email: corp.relations@bseindia.com
2. National Stock Exchange of India Limited
Bandra Kurla Complex
Capital Market – Listing,
Exchange Plaza, Fifth Floor,
Bandra (East) Mumbai 400 051
India
Fax no.: 022 26598237/26598238/
66418124/25/26
Email: cmlist@nse.co.in
3. Cholamandalam Investment and Finance
Company Limited
Dare House No. 2, N. S. C. Bose Road
Parrys, Chennai, Tamil Nadu 600 001
India
Fax no.: +91 - 44 - 2534 6464
Email: sujathap@chola.murugappa.com

Dear Sir / Ma'am

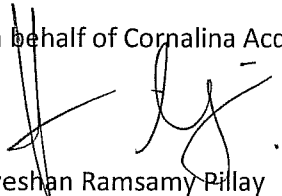
Re: Disclosure under Sub Regulation (2) of Regulation 29 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Cornalina Acquisition (FII) Limited ("Acquirer") disposed-off certain shares of Cholamandalam Investment and Finance Company ("TC") via sales concluded on the floor of the stock exchanges. Please find enclosed the disclosure being made under Regulation 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, in relation to the said disposal of equity shares.

Thanking you

Yours truly

For and on behalf of Cornalina Acquisition (FII) Limited



Name: Viveshan Ramsamy Pillay
Designation: Director



Name: Anthoulla Dimarchou
Designation: Director

Encl: As above

CORNALINA ACQUISITION (FII) LIMITED

DISCLOSURE UNDER REGULATION 29 (2) OF THE SEBI (SUBSTANTIAL ACQUISITIONS AND TAKEOVER OF SHARES) REGULATIONS, 2011

1. Name of the Target Company ("TC")	Cholamandalam Investment and Finance Company Limited		
2. Name(s) of the Acquirer and Persons Acting in Concert ("PAC") with the Acquirer	Acquirer : Cornalina Acquisition (FII) Limited PAC : Dynasty Acquisition (FDI) Limited Apax Global Alpha Limited ¹		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited BSE Limited		
5. Details of the acquisitions / disposal as follows			
<u>Before the acquisition / sale under consideration, holding of acquirer along with PACs of:</u>	NUMBER	% W.R.T. TOTAL SHARE/VOTING CAPITAL WHEREVER APPLICABLE ²	% W.R.T. TOTAL DILUTED SHARE/VOTING CAPITAL OF THE TC ³
a) Shares carrying voting rights	1,65,54,755	10.6%	10.6%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting			

¹ **NOTE 1:** The ultimate beneficial owners of (i) Apax Global Alpha Limited ("AGA"), and (ii) Dynasty Acquisition (FDI) Limited and Cornalina Acquisition (FII) Limited (collectively, "Apax VIII Special Purpose Vehicles"), are materially different. AGA and Apax VIII Special Purpose Vehicles are deemed to be persons acting in concert because the investment manager of AGA and the general partner of the Apax VIII Funds (comprising Apax VIII - A L.P., Apax VIII - B L.P., Apax VIII - 1 L.P., and Apax VIII - 2 L.P. which invest through Apax VIII Special Purpose Vehicles) are ultimately under common ownership of the same entity.

² Total share capital / voting capital to be taken as per the latest filing done by the TC to the Stock Exchange under Clause 35 of the Listing agreement / Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

³ Dilute share / voting capital means the total number of share in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of TC

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rights in the TC (specify holding in each category)			
TOTAL (a + b + c + d)	1,65,54,755	10.6%	10.6%
<u>Details of acquisition / sale:</u>	NUMBER	% W.R.T. TOTAL SHARE/VOTING CAPITAL WHEREVER APPLICABLE⁴	% W.R.T. TOTAL DILUTED SHARE/VOTING CAPITAL OF THE TC⁵
a) Shares carrying voting rights acquired / sold	29,57,838	1.89% ⁶	1.89%
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
Total (a + b + c + d)			
<u>After the acquisition / sale , holding of acquirer along with PACs of:⁷</u>			
a) Shares carrying voting rights	1,02,06,873	6.5%	6.5%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-

⁴ Total share capital / voting capital to be taken as per the latest filing done by the TC to the Stock Exchange under Clause 35 of the Listing agreement / Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015..

⁵ Dilute share / voting capital means the total number of share in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of TC

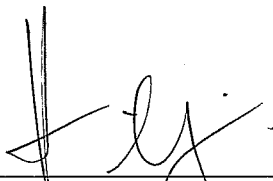
⁶ **NOTE 2:** This reflects only the sale by the Acquirer.

⁷ **NOTE 3:** Dynasty Acquisition (FDI) Limited and Apax Global Alpha Limited, which are PAC along with the Acquirer, have also disposed-off certain shares of the TC on the floor of the stock exchange on the same trading day and will make independent disclosures for the portions sold by them. The post-disposal shareholding included hereinabove takes into account the cumulative sale by the Acquirer and the PAC.

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Total (a + b + c + d)	1,02,06,873	6.5%	6.5%
Mode of acquisition / sale (e.g. open market/ public issue/rights issue/preferential allotment/inter-se transfer/encumbrance, etc.)	Sale on the floor the stock exchange		
Date of acquisition of/ sale of VR or date of receipt of intimation of allotment of shares/VR/ whichever is applicable	2 September 2016		
Equity share capital / total voting capital of the TC before the said acquisition / sale	15,61,90,114		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	15,61,90,114		
Total voting capital of the TC after the said acquisition / sale	15,61,90,114		

Signature of the Acquirer / Authorised Signatory



Name: Viveshan Ramsamy Pillay

Designation: Director

Place : Nicosia

Date : 06 September 2016



Name: Anthoulla Dimarchou

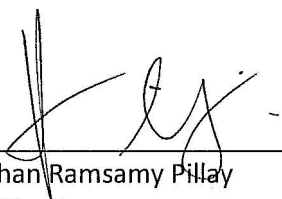
Designation: Director

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Signature of the Acquirer / Authorised Signatory



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