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September 3, 2014

The Assistant Vice President
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Sub: Intimation on allotment of 5,00,00,000 Compulsorily Convertible Preference Shares of Rs.100 each to M/s. Dynasty Acquisition (FDI) Ltd

We refer to our letter dated 28th August 2014 in respect of declaration of postal ballot and voting results pursuant to Clause 35A of the listing agreement on the approval of the shareholders inter alia for issue of 5,00,00,000 1% compulsorily convertible preference shares (CCPS) of Rs.100/- each aggregating to Rs.500 crores on a preferential basis, in accordance with the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 as amended from time to time.

Further to the above letter, we hereby wish to inform you that the Company has completed all the formalities with regard to the issue of CCPS including the receipt of funds and the Issue Committee of the Board has today approved the allotment of 5,00,00,000 CCPS of Rs.100 each aggregating to Rs.500,00,00,000/- (Rupees Five hundred crores only) to M/s. Dynasty Acquisition (FDI) Ltd.

As per the terms of issue, the CCPS will be converted into 1,22,85,012 equity shares of Rs.10/- each at a conversion price of Rs.407/- (including a premium of Rs.397/-) per equity share not later than 12 months from the date of allotment. CCPS will bear a dividend of 1% per annum payable from the date of allotment till the date of conversion into equity shares.

A certified copy of the resolution for allotment is enclosed for your information and record.

Thanking you,

Yours truly,
For Cholamandalam Investment and Finance Company Limited

P Sujatha
Company Secretary

Encl: Certified copy of resolution

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



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**CERTIFIED TRUE COPY OF THE RESOLUTION DATED 3rd SEPTEMBER 2014
APPROVED BY THE ISSUE COMMITTEE**

Approval for allotment of Compulsorily Convertible Preference Shares (CCPS)

RESOLVED THAT pursuant to the powers conferred on the Issue Committee, ("**Committee**"), by the Board of directors of the Company, ("**Board**") and in furtherance of the Investment Agreement dated September 1, 2014 executed between the Company and M/s. Dynasty Acquisition (FDI) Ltd in connection with the offer, issue and allotment of 1% compulsorily convertible preference shares (CCPS) aggregating to Rs.500 crores to Dynasty Acquisition (FDI) Ltd., on a preferential basis pursuant to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, ("**the Securities**"), as approved by the Board pursuant to a resolution passed at their meeting held on 26th July 2014 and as approved by the shareholders of the Company pursuant to a special resolution dated 28th August 2014, under Section 62(1) (c) of the Companies Act, 2013, the Company be and is hereby authorised to issue and allot up to 5,00,00,000 Compulsorily Convertible Preference Shares of Rs.100 each at par, aggregating to Rs.500,00,00,000/- (Rupees Five hundred crores only), to Dynasty Acquisition (FDI) Ltd, ("**Allottee**"), in accordance with the SEBI (ICDR Regulations) and other applicable provisions of Companies Act and Rules made there under.

RESOLVED FURTHER THAT the following allotment register for the issue of 5,00,00,000 Compulsorily Convertible Preference Shares of Rs.100 each be and is hereby approved:

S.N.	Name and Address of the shareholder	No of shares applied	No of CCPS allotted	Distinctive Nos.	
				From	To
1	Dynasty Acquisition (FDI) Ltd C/o Cim Fund Services Limited 33, Edith Cavell Street, Port Louis, Mauritius	5,00,00,000	5,00,00,000	1	50000000
	Total	5,00,00,000	5,00,00,000		

RESOLVED FURTHER THAT Mr. Vellayan Subbiah, Managing Director, Mr. Arul Selvan, Executive Vice President and Chief Financial Officer and Ms. P Sujatha, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the relevant stock exchanges and filing of applications for seeking listing and trading permissions, as applicable in respect of Securities issued to the Allottee and making other statutory and/or regulatory filings to give effect to this resolution.

CERTIFIED TRUE COPY.
**For CHOLAMANDALAM INVESTMENT
AND FINANCE COMPANY LIMITED**

P. SUJATHA
Company Secretary

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