



Tube Investments of India Ltd.

Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India

Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404

Website: www.tiindia.com CIN:L35921TN1949PLC002905

September 5, 2014

**National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051**

**BSE Ltd
1st Floor, New Trading Ring,
Rotunda Building
P J Towers, Dalal Street
Fort, Mumbai 400 001**

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

Consequent to the allotment of Compulsorily Convertible Preference Shares (CCPS) made by M/s. Cholamandalam Investment and Finance Company Limited (CIFCL), on 3rd September 2014 to M/s. Dynasty Acquisition (FDI) Ltd, on preferential basis under Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, we wish to inform you that although the number of shares held by our Company (forming part of the Promoter/Promoter Group of CIFCL) remains the same (since the CCPS do not carry any voting rights as on the date of allotment), there will be a change in the percentage of shareholding of our Company and Promoters and Promoter Group, in CIFCL, on conversion of the CCPS into equity (since voting right will be granted upon conversion into equity).

In the above connection, we furnish necessary disclosure as required under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking you,

Yours faithfully,

For Tube Investments of India Limited


S Suresh

Company Secretary

Encl. As above



murugappa

DISCLOSURE IN TERMS OF REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1.	Name of the Target Company (TC)	Cholamandalam Investment and Finance Company Limited ("CIFCL")		
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Tube Investments of India Limited and other Promoters as per the annexure provided		
3.	Whether the acquirer belongs to Promoter/Promoter group	Yes		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Ltd. & BSE Limited		
5.	Details of the acquisition/disposal/holding of shares /voting rights/holding of the Acquirer and PAC	No. of shares	% w.r.t. total share/ voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
a)	<u>Before the acquisition/disposal under consideration, holding of:</u> Shares carrying voting rights	82807068	57.69	-
b)	Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	-	-	
c)	Voting rights (VR) otherwise than by equity 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)			
	Total (a+b+c)	82807068	57.69	-
a)	<u>Details of acquisition /sale</u> Shares carrying voting rights acquired/ sold	-	-	-
b)	VRs acquired/sold 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			
d)	Shares encumbered / invoked / released by the acquirer	-	-	
	Total (a+b+c)	-	-	-

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a)	<u>After the acquisition/ sale, holding of:</u> Shares carrying voting right	82807068	53.14*	-
b)	VRs 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) after acquisition			
	Total (a+b+c)	82807068	53.14*	-
6.	Mode of acquisition /sale (e.g. open market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	-*		
7.	Date of acquisition/sale of shares /VR/ date of receipt of intimation of allotment of shares /VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	3 rd September 2014*		
8.	Equity share capital / total voting capital of the TC before the said acquisition	14,35,30,014 equity shares*		
9.	Equity share capital/ total voting capital of the TC after the said acquisition	14,35,30,014 equity shares*		
10.	Total diluted share/voting capital of the TC after the said acquisition	15,58,15,026 Equity shares of Rs.10 each *		

**The Target Company, M/s. Cholamandalam Investment and Finance Company Limited ("CIFCL") made an allotment of 5,00,00,000 compulsorily convertible preference shares ("CCPS") on 3rd September 2014 in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to M/s. Dynasty Acquisition (FDI) Ltd ("Allottee"). These CCPS do not carry any voting rights as of the date of allotment. There has been no acquisition or disposal of shares by Tube Investments of India Limited and other Promoters / Promoter Group. Upon conversion of CCPS into equity shares, there will be a change in the Promoters' shareholding on account of dilution of share capital and grant of voting rights to the Allottee, and hence the disclosure.*

Yours faithfully,

For Tube Investments of India Limited



S Suresh

Company Secretary

Encl. As above

Date: 5-Sep-2014

Details of Equity shares holding by Promoters belonging to the Murugappa Group

	Particulars of the shareholding of person(s)	No. of shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of TC
(I)	(II)	(III)	(IV)	(V)
1	Tube Investments of India Ltd.	72233019	50.33	-
2	Ambadi Investments Pvt Ltd.	7218410	5.03	-
3	M A Alagappan	492376	0.34	-
4	M V Seetha Subbiah	249074	0.17	-
5	S Vellayan	245493	0.17	-
6	M V Murugappan	236250	0.16	-
7	Arun Alagappan	190000	0.13	-
8	MV.AR Meenakshi	170631	0.12	-
9	M V Valli Murugappan	149626	0.10	-
10	M V Subbiah	146434	0.10	-
11	Lakshmi Venkatachalam	102183	0.07	-
12	A R Lakshmi Achi Trust	95429	0.07	-
13	Arun Venkatachalam	80750	0.06	-
14	M A Alagappan	71170	0.05	-
15	Meenakshi Murugappan	66762	0.05	-
16	M M Venkatachalam	65525	0.05	-
17	AM Meyammai	60376	0.04	-
18	Ambadi Enterprises Ltd.	58276	0.04	-
19	A Keertika Unnamalai	53938	0.04	-
20	M V Seetha Subbiah Benefit Trust (S Vellayan & A Vellayan)	52800	0.04	-
21	V Narayanan	50800	0.04	-
22	V Arunachalam	48503	0.03	-
23	Master Pranav Alagappan	47438	0.03	-
24	Valli Subbiah Benefit Trust (S Vellayan & A Vellayan holds s	46675	0.03	-
25	A A Alagammai	46250	0.03	-
26	V S Bhairavi Trust (M V Subbiah & Kanika Subbiah holds sh	45000	0.03	-
27	A Venkatachalam	41921	0.03	-
28	M A M Arunachalam	39376	0.03	-
29	K S Shambhavi Trust (M V Subbiah & S Vellayan holds shar	38416	0.03	-
30	AMM Arunachalam & Sons P Ltd.	31000	0.02	-
31	MA.Murugappan & MA.Alagappan Grand Children Trust (M	29701	0.02	-
32	M V Muthiah	29301	0.02	-
33	MM Muthiah Research Foundation	28350	0.02	-
34	Arun Murugappan Children's Trust (MAM Arunachalam &	28232	0.02	-
35	Lalitha Vellayan	27926	0.02	-
36	A Vellayan	27157	0.02	-
37	MA.Alagappan Grand Children Trust (Arun Alagappan & A	26033	0.02	-
38	Vedhika Meyammai Arunachalam	21656	0.02	-
39	M A Murugappan Holdings Pvt Limited	15000	0.01	-
40	Murugappan Arunachalam ChildrenTrust (M.A.ALAGAPPA	14881	0.01	-
41	Kanika Subbiah	13400	0.01	-
42	Meyammai Venkatachalam	10051	0.01	-
43	Lakshmi Venkatachalam	10000	0.01	-
44	M M Veerappan	9211	0.01	-
45	M M Muthiah	9211	0.01	-
46	M M Murugappan	8748	0.01	-
47	M V Subramanian	7153	0.00	-
48	AMM Vellayan Sons P Ltd.	5315	0.00	-

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	Particulars of the shareholding of person(s)	No. of shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of TC
(I)	(II)	(III)	(IV)	(V)
49	M V Subbiah	4144	0.00	-
50	Nagalakshmi Arunachalam	3192	0.00	-
51	M V Subbiah (HUF)	2000	0.00	-
52	Pressmet Pvt. Ltd.	788	0.00	-
53	E.I.D.PARRY (INDIA) LTD.	393	0.00	-
54	Parry Enterprises India Ltd.	393	0.00	-
55	Murugappa Educational & Medical Foundation	393	0.00	-
56	Coromandel Engineering Company Limited	262	0.00	-
57	Murugappa Holdings Ltd. (Formerly Parry Agro Industries)	176	0.00	-
58	Carborundum Universal Ltd.	100	0.00	-
59	Karthik Subbiah	0	0.00	-
60	Kabir Subbiah	0	0.00	-
61	Vasanth Vellayan	0	0.00	-
62	M M Seethalakshmi	0	0.00	-
63	Solachi Muthiah	0	0.00	-
64	M A Alagappan	0	0.00	-
65	Sigappi Arunachalam	0	0.00	-
66	Master Dhruv Murugappan Arunachalam	0	0.00	-
67	Parry America Inc	0	0.00	-
68	Parrys Investments Limited	0	0.00	-
69	Parry Infrastructure Company Private Limited	0	0.00	-
70	Parrys Sugar Limited	0	0.00	-
71	Parry Phytoremedies Private Ltd (earlier known as Phytore)	0	0.00	-
72	Parry Agrochem Exports Ltd	0	0.00	-
73	Coromandel International Ltd (Earlier known as Coromand)	0	0.00	-
74	Liberty Phosphate Limited	0	0.00	-
75	Liberty Urvarak Limited	0	0.00	-
76	Liberty Pesticides & Fertilizers Limited (LPFL)	0	0.00	-
77	Parry Chemicals Limited	0	0.00	-
78	CFL Mauritius Limited	0	0.00	-
79	Sabero Organics Gujarat Ltd	0	0.00	-
80	Sabero Europe BV	0	0.00	-
81	Sabero Australia Pty Ltd	0	0.00	-
82	Sabero Organics America SA	0	0.00	-
83	Sabero Argentina SA	0	0.00	-
84	Sabero Organics Philippines Asia Inc.	0	0.00	-
85	Sabero Organics Mexico S.A. de C.V.	0	0.00	-
86	Coromandel Brasil Ltda (Limited Liability Company)	0	0.00	-
87	Sadashiva Sugars Ltd.	0	0.00	-
88	Alagawadi Bireshwar Sugars Private Ltd	0	0.00	-
89	Parrys Sugar Industries Limited	0	0.00	-
90	US Nutraceuticals LLC	0	0.00	-
91	Silkroad Sugar Private Ltd	0	0.00	-
92	Dare Investments Limited	0	0.00	-
93	New Ambadi Estates Pvt. Ltd.	0	0.00	-
94	Parry Agro Industries Ltd. (Formerly Parry Estates Limited)	0	0.00	-
95	Parry Murray Ltd. UK	0	0.00	-
96	TICI Motors (Wuxi) Co Ltd, China	0	0.00	-
97	Financiere C 10	0	0.00	-
98	Sedis, SAS	0	0.00	-

	Particulars of the shareholding of person(s)	No. of shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of TC
(I)	(II)	(III)	(IV)	(V)
99	Societe De Commercialisation De Composants Industriels	0	0.00	-
100	Sedis Company Ltd.	0	0.00	-
101	Shanthi Gears Ltd.	0	0.00	-
102	Cholamandalam Securities Ltd.	0	0.00	-
103	Cholamandalam Distribution Services Ltd.	0	0.00	-
104	CherryTin Online Private Limited	0	0.00	-
105	Cholamandalam MS General Insurance Company Ltd.	0	0.00	-
106	TI Financial Holdings Limited	0	0.00	-
107	CUMI America Inc.	0	0.00	-
108	Net Access (India) limited	0	0.00	-
109	Southern Energy Development Corporation Ltd.	0	0.00	-
110	Sterling Abrasives Ltd.	0	0.00	-
111	CUMI (Australia) Pty Ltd	0	0.00	-
112	CUMI Canada Inc.	0	0.00	-
113	CUMI Middle East FZE	0	0.00	-
114	CUMI International Ltd	0	0.00	-
115	Volszhsky Abrasives Works	0	0.00	-
116	Foskor Zirconia Pty Limited, South Africa	0	0.00	-
117	Cellaris Refractories India Ltd	0	0.00	-
118	CUMI Abrasives and Ceramics Company Ltd, China	0	0.00	-
119	Thukela Refractories Isithebe Proprietary Limited	0	0.00	-
120	MM Muthiah Sons P Ltd.	0	0.00	-
121	Kadamane Estates Company	0	0.00	-
122	Yelnoorkhan Group Estates	0	0.00	-
123	Murugappa & Sons	0	0.00	-
124	AMM Foundation	0	0.00	-
		82807068	57.69	

*The Target Company, M/s. Cholamandalam Investment and Finance Company Limited made an allotment of 5,00,00,000 Compulsorily Convertible Preference Shares (CCPS) on 3rd September 2014 on preferential basis to M/s. Dynasty Acquisition (FDI) Ltd under Chapter VII of the SEBI ICDR Regulations. Since the CCPS do not carry any voting rights as of the date of allotment, there is no change in the percentage of our shareholding and Promoters and Promoter Group.



S Suresh
Company Secretary

Date : 5-Sep-2014