

March 28, 2023

**The Secretary**  
**National Stock Exchange of India Limited**  
**Capital Market – Listing, Exchange Plaza,**  
**5th Floor, Plot No. C/1, G Block,**  
**Bandra-Kurla Complex, Bandra (E),**  
**Mumbai 400 051**

**The Secretary**  
**BSE Ltd.**  
**25th Floor, Phiroze Jeejeebhoy Towers**  
**Dalal Street, Fort**  
**Mumbai 400 001**

**NSE SCRIP CODE: CHOLAFIN EQ**

**BSE SCRIP CODE: 511243**

Dear Sir/Madam,

**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Execution of Share Swap Agreement**

We wish to inform you that the Company has, this day, entered into a share swap agreement with TVS Supply Chain Solutions Limited (TVSSCSL), White Data Systems India Private Limited (WDSI) and other shareholders of WDSI for the sale of 12,75,917 equity shares constituting 30.87% held by the Company in WDSI to TVSSCSL. As consideration for sale of WDSI shares, the Company will be issued 22,35,265 Compulsory Convertible Preference Shares of TVSSCSL. Consequently, WDSI will cease to be an associate of the Company upon completion of transaction.

The disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as an annexure.

We request you to take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,  
For Cholamandalam Investment and Finance Company Limited

P Sujatha  
Company Secretary

Encl.: As above

### ANNEXURE – Disclosure under Reg.30 of SEBI (LODR)

	Disclosure Requirements	Brief Particulars
(a)	Name(s) of parties with whom the agreement is entered	The Share Swap Agreement has been executed on 28 March 2023 by and amongst M/s. Cholamandalam Investment and Finance Company Limited (“ <b>Company</b> ”), M/s. White Data Systems India Private Limited (“ <b>WDSI</b> ”), M/s. TVS Supply Chain Solutions Limited (“ <b>TVSSCSL</b> ”), Mr. Vellayan Narayanan, Mr. Vellayan Lakshmanan and Mr. Ramesh Kumar.
(b)	Purpose of entering into the agreement	Sale of all the equity shares held by the Company in WDSI to TVSSCSL and allotment of CCPS of TVSSCSL to the Company for consideration other than cash.
(c)	Shareholding, if any, in the entity with whom the agreement is executed	The Company does not have any existing shareholding in TVSSCSL and TVSSCSL does not own any shares in the Company. On the date of execution of the Share Swap Agreement, the Company’s Existing shareholding in WDSI is 30.87%. The Company’s shareholding in WDSI post sale to TVSSCSL will be Nil.
(d)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	No special rights. The Share Swap Agreement contains only customary clauses on conditions precedent, limited customary representations and warranties and related indemnities. The existing Shareholders’ Agreement dated 20 September 2018 executed, <i>inter alia</i> , amongst the Company, TVSSCSL, and WDSI shall stand terminated upon completion of the actions contemplated under the Share Swap Agreement and the two nominee directors of the Company will resign from the board of WDSI.
(e)	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
(f)	Whether the transaction would fall within related party transactions	No
(g)	In case of issuance of shares to the parties, details of issue price, class of shares issued	The Company will sell shares held in WDSI to TVSSCSL. In consideration for such sale, TVSSCSL will issue compulsorily convertible preference shares to the Company, through preferential allotment via private placement, for consideration other than cash. Number of shares of TVSSCSL proposed to be issued to Company: 22,35,265 Issue price per share: Rs. 180/- per share Class of share issued: 0.0001% Compulsory Convertible Preference share of face value of Re. 1 each. CCPS will have a conversion ratio of 1:1, i.e., each CCPS will convert into 1 equity share of Re.1 each of TVSSCSL.

	<b>Disclosure Requirements</b>	<b>Brief Particulars</b>
(h)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Two nominee directors of the Company currently on the board of WDSI will resign on completion of the actions set out in the Share Swap Agreement.
(i)	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s)	The existing shareholders' agreement dated 20 September 2018 executed, <i>inter alia</i> , amongst the Company, TVSSCSL, and WDSI will stand terminated on the completion of the transactions set out in the Share Swap Agreement and the two nominee directors of the Company will resign from the board of WDSI.