



May 27, 2024

The Secretary
National Stock Exchange of India Limited
Capital Market – Listing, Exchange Plaza,
5<sup>th</sup> Floor, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051
NSE SCRIP CODE: CHOLAFIN EQ

The Secretary
BSE Ltd.
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001

BSE SCRIP CODE: 511243

Dear Sir / Madam,

## Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2024

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No.CIR/CFD/CMDI/27/2019 dated 8<sup>th</sup> February, 2019, we enclose herewith the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2024 issued by M/s. R Sridharan & Associates, Practising Company Secretary.

Kindly take the above information on record.

Yours faithfully, For Cholamandalam Investment and Finance Company Limited

P. Sujatha Company Secretary





New No. 44, Old No. 25, Flat No.3, Thiruvarangam Apartments 1st Floor, Unnamalai Ammal Street, T-Nagar, Chennai - 600 017. Phone: +91 9940118446/ 9677158446

email: sridharan.r@aryes.in web: www.aryes.in

### SECRETARIAL COMPLIANCE REPORT OF CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

## ISIN: INE121A01024

## We, R.SRIDHARAN & ASSOCIATES, Company Secretaries have examined:

- a) All the documents and records made available to us and explanation provided by CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED (CIN:L65993TN1978PLC007576) (herein after referred as "the listed entity") having its Registered office at Chola Crest, C54-55 & Super B-4, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai – 600032.
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address: www.cholamandalam.com)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March 2024 in respect of compliance with the provisions of:
  - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable during the year under review)
- f) The Employee Stock Option Plan, 2016 approved under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 & the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

**Cholamandalam Investment and Finance Company Limited** 

Secretarial Compliance Report for the year ended 31st March, 2024

R. SHIDHAFANHI CP. No. 3233



- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable during the year under review)
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
   and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except the following:-

Sr	Compliance	Regulation/	Deviations	Acti	Type	Details of	Fine	Observations/	Management	Rema
1.1	Requirement	Circular No.		on	of	violation	Amount	Remarks of	Response	rks
N(	Regulations/circulars/			Take	Actio		(Rs)	the Practicing		
o	guidelines including			n by	n			Company		
	specific clauses)							Secretary		
$\perp$				NIL						

(b) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr · N o	Requirement (Regulations/circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	n	Type of Actio n	Details of violation	Fine Amount (Rs)	Observations/ Remarks of the Practicing Company Secretary	Response	Rema rks
	Audio or video recordings conducted physically or through digital means, shall be Submitted to the recognized stock exchange(s) before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier	of SEBI Listing Regulations read with Schedule III,	For the Investor meet which was held on 2 <sup>nd</sup> November, 2022, the Audio recording has been filed on 4 <sup>th</sup> November, 2022.	-		Delayed filing of Audio recording of investor call	000000000000000000000000000000000000000	Delayed filing of Audio recording of investor call	One day delay was due to internal system issues which was since rectified and uploaded on the website of the Company	
2.	Submission of statement indicating the utilization of issue proceeds/Material deviation in the use of proceeds along with financials approved by the Board	SEBI Listing Regulations	disclosure of Statement of Deviation and Variation for the quarter ended 31st	ed (BSE)	Fine	Delayed submission of disclosure of Statement of Deviation and Variation	-ec	The Stock Exchanges had on 16th March, 2023 levied a fine for the said violation.	February, 2023	-

**Cholamandalam Investment and Finance Company Limited** 

Secretarial Compliance Report for the year ended 31st March, 2024



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Cholamandalam Investment and Finance Company Limited

Secretarial Compliance Report for the year ended 31st March, 2024



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froi	m which the interest on	interest o	r			Company	Board meeting to be	
d	lebentures and bonds,	redemptio	of			has paid	held which the	
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of r	redeemable shares or of	become				the Stock	information, the	
d	lebentures and bonds	payable du	ing			Exchanges	erstwhile provision is	
	shall be payable.	the perio	1			on 22 <sup>nd</sup>	not in effect as on	
	*** **	February a	nd			March,	date.	
	E	March, 20	21			2023.		

We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

Sr. No.	Particulars	Compliance Statu (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards		
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and	YES	· , -
5	General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	Adoption and timely updation of the Policies		
	<ul> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li> </ul>	YES	<u>-</u>
	<ul> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/guidelines issued by SEBI.</li> </ul>	YES	-
3.	Maintenance and disclosures on Website		
	The Listed entity is maintaining a functional website.	YES	-
	Timely dissemination of the documents/ information under a separate section on the website.	YES	-
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the	YES	

**Cholamandalam Investment and Finance Company Limited** 

Secretarial Compliance Report for the year ended 31st March, 2024



4.	Disqualification of Director		
	None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	
5.	Details related to Subsidiaries of listed entities		
	Identification of material subsidiary companies.	NOT APPLICABLE	The Listed Entity does not have a Material Subsidiary Company.
	<ul> <li>Requirements with respect to disclosure of material as well as other subsidiaries.</li> </ul>	YES	
6.	Preservation of Documents The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	. <b>-</b>
7.	Performance Evaluation		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	Related Party Transactions		
	<ul> <li>The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (or)</li> </ul>	YES	-
v	<ul> <li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</li> </ul>		All transactions with related parties were entered after obtaining prior approval of Audit Committee
9.	Disclosure of events or information		
	The listed entity has provided all the required disclosure(s)under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	YES	
10.	Prohibition of Insider Trading		
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition	YES	-
	alam Investment and Finance Company Limited		Secretarial Compliance Report

**Cholamandalam Investment and Finance Company Limited** 

Secretarial Compliance Report for the year ended 31st March, 2024





	of Insider Trading) Regulations, 2015.		
11.	Actions taken by SEBI or Stock Exchange(s), if any  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.	YES	<del>-</del>
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries:  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NOT APPLICABLE	-
13.	Additional Non-compliances, if any  No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	-

FOR R.SRIDHARAN& ASSOCIATES COMPANY SECRETARIES

PLACE: CHENNAI DATE: 16<sup>TH</sup> MAY, 2024

CS R.SRIDHARAN CPNO:3239 FCS NO:4775 PR NO:657/2020

UIN: S2003TN063400 UDIN: F004775F000371438

R. SRIDHARAN