

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED SEPTEMBER 30, 2023

General information about company	
Scrip code	511243
NSE Symbol	CHOLAFIN
MSEI Symbol	NOTLISTED
ISIN	INE121A01024
Name of the entity	CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

For Cholamandalam Investment and Finance Company Limited



P Sujatha
Company Secretary

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Initial Date of appointment	Date of Re-appointment	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	SUBBIAH VELLAYAN	AADPV8920B	01138759	Non-Executive - Non Independent Director	Chairperson related to Promoter		07-08-1969	No	Active	NA	11-11-2020	29-07-2022		5	0	3	1
2	Mr	RAMESH RAJAN NATARAJAN	ACSPN8579K	01628318	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-07-1957	No	Active	NA	30-10-2018	30-10-2018	59.8	5	5	7	5
3	Mrs	BHAMA KRISHNAMURTHY	AAPPK0269A	02196839	Non-Executive - Independent Director	Not Applicable	Shareholder Director	19-12-1954	No	Active	NA	30-07-2019	30-07-2019	50.7	5	5	5	0
4	Mr	ROHAN VERMA	AGIPV6497L	01797489	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-08-1985	No	Active	NA	25-03-2019	25-03-2019	55	2	1	1	0
5	Mr	MURUGAPPAN ARUNACHALAMMU RUGAPPAN ARUNACHALAM	AACPA9626N	00202958	Non-Executive - Non Independent Director	Not Applicable		18-06-1967	No	Active	NA	29-01-2021	29-01-2021		4	0	5	1
6	Mr	ANAND KUMAR	ACSPA7655D	00818724	Non-Executive - Independent Director	Not Applicable	Shareholder Director	14-10-1967	No	Active	NA	16-03-2021	16-03-2021	30.93	2	2	2	0
7	Mr	RAVINDRA KUMAR KUNDU	AKWPK8951E	07337155	Executive Director	Not Applicable		07-07-1968	No	Active	NA	23-01-2020			1	0	1	0

Annexure 1**II. Composition of Committees****Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson | Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
01628318	RAMESH RAJAN NATARAJAN	Non-Executive - Independent Director	Chairperson	30-01-2019	01628318	
02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	31-07-2019	02196839	
00818724	ANAND KUMAR	Non-Executive - Independent Director	Member	07-05-2021	00818724	
00202958	MURUGAPPAN ARUNACHALAMMURUGAPPAN ARUNACHALAM	Non-Executive - Non Independent Director	Member	29-01-2021	00202958	
01628318	RAMESH RAJAN NATARAJAN	Non-Executive - Independent Director	Chairperson	30-01-2019	01628318	

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson | Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00818724	ANAND KUMAR	Non-Executive - Independent Director	Chairperson	07-05-2021	
2	01628318	RAMESH RAJAN NATARAJAN	Non-Executive - Independent Director	Member	31-01-2019	
3	01138759	SUBBIAH VELLAYAN	Non-Executive - Non Independent Director	Member	12-11-2020	

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson | Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00202958	MURUGAPPAN ARUNACHALAMMURUGAPPAN ARUNACHALAM	Non-Executive - Non Independent Director	Chairperson	07-05-2021	
2	01797489	ROHAN VERMA	Non-Executive - Independent Director	Member	31-07-2019	
3	07337155	RAVINDRA KUMAR KUNDU	Executive Director	Member	29-01-2021	

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson | Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	01628318	RAMESH RAJAN NATARAJAN	Non-Executive - Independent Director	Member	30-01-2019	
2	00202958	MURUGAPPAN ARUNACHALAMMURUGAPPAN ARUNACHALAM	Non-Executive - Non Independent Director	Member	31-07-2019	
3	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Chairperson	29-01-2021	
4	07337155	RAVINDRA KUMAR KUNDU	Executive Director	Member	29-01-2021	

Corporate Social Responsibility Committee

Whether the Risk Management Committee has a Regular Chairperson | Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	01138759	SUBBIAH VELLAYAN	Non-Executive - Non Independent Director	Chairperson	12-11-2020	
2	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	31-07-2019	
3	00202958	MURUGAPPAN ARUNACHALAMMURUGAPPAN ARUNACHALAM	Non-Executive - Non Independent Director	Member	29-01-2021	

Other Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	01138759	SUBBIAH VELLAYAN	Business Committee	Non-Executive - Non Independent Director	Chairperson	
2	00202958	MURUGAPPAN ARUNACHALAMMURUGAPPAN ARUNACHALAM	Business Committee	Non-Executive - Non Independent Director	Member	
3	07337155	RAVINDRA KUMAR KUNDU	Business Committee	Executive Director	Member	
4	01797489	ROHAN VERMA	IT Strategy Committee	Non-Executive - Independent Director	Chairperson	
5	01138759	SUBBIAH VELLAYAN	IT Strategy Committee	Non-Executive - Non Independent Director	Member	
6	00818724	ANAND KUMAR	IT Strategy Committee	Non-Executive - Independent Director	Member	

Annexure 1**III. Meeting of Board of Directors**

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	03-05-2023		Yes	7	7	4
2	01-08-2023	89	Yes	7	7	4

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	02-05-2023			Yes	4	4	3	0
2	Audit Committee	03-05-2023	0		Yes	4	4	3	0
3	Audit Committee	31-07-2023	88		Yes	4	4	3	0
4	Audit Committee	01-08-2023	0		Yes	4	4	3	0
5	Risk Management Committee	02-05-2023			Yes	4	4	2	0
6	Risk Management Committee	31-07-2023	89		Yes	4	4	2	0
7	Nomination and remuneration committee	03-05-2023			Yes	3	3	2	0
8	Nomination and remuneration committee	01-08-2023	89		Yes	3	3	2	0
9	Other Committee	01-08-2023		IT Strategy Committee	Yes	3	3	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Date of the event

Brief details of the event

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	P SUJATHA
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Annexure III

1	Name of signatory	P SUJATHA
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00

II. Affirmations		
Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	
Name	D ARULSELVAN	
Designation	CFO	
Place	CHENNAI	
Date	18-10-2023	

Signatory Details	
Name of signatory	P SUJATHA
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	18-10-2023