

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED DECEMBER 31, 2024

General information about company	
Scrip code	511243
NSE Symbol	CHOLAFIN
MSEI Symbol	NOTLISTED
ISIN	INE121A01024
Name of the entity	CHOLAMANDALM INVESTMENT AND FINANCE COMPANY LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-2024
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
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Whether Chairperson is related to MD or CEO	No
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Sr	Title (Mr / Ms)	Name of the Director	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	Date of cessation	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)	Reason for Cessation
1	Mr	SUBBIAH VELLAYAN	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	01628318	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-07-1957	No	Active	NA	30-10-2018	30-10-2023		74.02	5	5	8	4	
3	Mrs	BHAMA KRISHNAMURTHY	02196839	Non-Executive - Independent Director	Not Applicable	Shareholder Director	19-12-1954	No	Active	NA	31-07-2019	31-07-2024		65.01	5	5	6	0	
4	Mr	MURUGAPPAN ARUNACHALAM MURUGAPPAN ARUNACHALAM	00202958	Non-Executive - Non Independent Director	Not Applicable		18-06-1967	No	Inactive	NA	29-01-2021	01-08-2023			4	0	4	1	
5	Mr	ANAND KUMAR	00818724	Non-Executive - Independent Director	Not Applicable	Shareholder Director	14-10-1967	No	Active	NA	16-03-2021	16-03-2021		45.16	3	2	2	0	
6	Mr	MANGALAM SUBRAMANIAN KUMAR	03628755	Non-Executive - Independent Director	Not Applicable	Shareholder Director	13-06-1961	No	Active	NA	01-05-2024	01-05-2024		8.00	4	3	2	0	
7	Mr	RAMKUMAR RAMAMOORTHY	07936844	Non-Executive - Independent Director	Not Applicable	Shareholder Director	22-11-1967	No	Active	NA	26-07-2024	26-07-2024		5.06	2	2	2	1	
8	Mr	RAVINDRA KUMAR KUNDU	07337155	Executive Director	Not Applicable	MD	07-07-1968	No	Active	NA	23-01-2020	26-07-2024			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
1	01628318	RAMESH RAJAN NATARAJAN	Non-Executive - Independent Director	Chairperson	30-01-2019	
2	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	31-07-2019	
3	00818724	ANAND KUMAR	Non-Executive - Independent Director	Member	07-05-2021	
4	03628755	MANGALAM SUBRAMANIAN KUMAR	Non-Executive - Independent Director	Member	01-05-2024	
5	07936844	RAMKUMAR RAMAMOORTHY	Non-Executive - Independent Director	Member	26-07-2024	

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	30-01-2019	
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	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	25-03-2024	
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	03628755	MANGALAM SUBRAMANIAN KUMAR	Non-Executive - Independent Director	Member	01-05-2024	
3	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Chairperson	31-07-2019	
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 ARUNACHALAM MURUGAPPAN 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
1	01138759	SUBBIAH VELLAYAN	Business Committee	Non-Executive - Non Independent Director	Chairperson
2	00202958	MURUGAPPAN ARUNACHALAM MURUGAPPAN ARUNACHALAM	Business Committee	Non-Executive - Non Independent Director	Member
3	07337155	RAVINDRA KUMAR KUNDU	Business Committee	Executive Director	Member
4	07936844	RAMKUMAR RAMAMOORTHY	IT Strategy Committee	Non-Executive - Independent Director	Chairperson
5	00818724	ANAND KUMAR	IT Strategy Committee	Non-Executive - Independent Director	Member
6	01628318	RAMESH RAJAN NATARAJAN	IT Strategy Committee	Non-Executive - Independent Director	Member
7	02196839	BHAMA KRISHNAMURTHY	Special Committee of the Board for Monitoring and Follow-Up of Fraud Cases	Non-Executive - Independent Director	Chairperson
8	01628318	RAMESH RAJAN NATARAJAN	Special Committee of the Board for Monitoring and Follow-Up of Fraud Cases	Non-Executive - Independent Director	Member
9	07337155	RAVINDRA KUMAR KUNDU	Special Committee of the Board for Monitoring and Follow-Up of Fraud Cases	Executive Director	Member
10	07337155	RAVINDRA KUMAR KUNDU	Review Committee (Constituted under RBI Master Directions on Treatment of Wilful Defaulters and Large Defaulters)	Executive Director	Chairperson

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	26-07-2024		Yes	8	7	5
2	25-10-2024	90	Yes	8	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	25-07-2024			Yes	4	4	4	0
2	Audit Committee	26-07-2024	0		Yes	4	4	4	0
3	Audit Committee	24-10-2024	89		Yes	5	5	4	0
4	Audit Committee	25-10-2024	0		Yes	5	5	4	0
5	Risk Management Committee	25-07-2024			Yes	4	4	3	0
6	Risk Management Committee	24-10-2024	90		Yes	4	3	2	0
7	Nomination and remuneration committee	26-07-2024			Yes	3	3	2	0
8	Stakeholders Relationship Committee	25-10-2024			Yes	3	3	1	0
9	Other Committee	26-07-2024		IT Strategy Committee	Yes	3	3	2	0
10	Other Committee	24-10-2024	89	IT Strategy Committee	Yes	3	3	3	0
11	Other Committee	25-10-2024	0	Business Committee	Yes	3	3	0	0
12	Other Committee	24-10-2024		Special Committee of the Board for Monitoring and Follow-Up of Fraud Cases	Yes	3	3	2	0
13	Corporate Social Responsibility Committee	25-10-2024	0		Yes	3	3	1	0

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
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

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

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	Yes
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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure 1

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

Signatory Details	
Name of signatory	P SUJATHA
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	21-01-2025