

May 30, 2025

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 NSE SCRIP CODE: CHOLAFIN EQ	The Secretary BSE Ltd. 25th 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 31 March, 2025

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Annual Secretarial Compliance Report for the year ended 31 March, 2025 issued by M/s. R Sridharan & Associates, Practising Company Secretaries.

Kindly take the above information on record.

Yours faithfully,
For Cholamandalam Investment and Finance Company Limited

P. Sujatha
Company Secretary

Encl.: As above

Cholamandalam Investment and Finance Company Limited

"Chola Crest", C54-55 & Super B-4, Thiru-Vi-Ka Industrial Estate,
Guindy, Chennai - 600032. Tel.: 044 4090 7172
Toll-Free No.: 1800 102 4565 | Email: customercare@chola.murugappa.com
Website: www.cholamandalam.com | CIN: L65993TN1978PLC007576

**SECRETARIAL COMPLIANCE REPORT OF CHOLAMANDALAM INVESTMENT
AND FINANCE COMPANY LIMITED FOR THE YEAR ENDED 31ST MARCH, 2025**

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, 2025** 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 thereunder; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder 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 thereunder, 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; (**Not applicable during the year under review**)

Cholamandalam Investment and Finance Company Limited

Secretarial Compliance Report for the year ended 31st March, 2025

1



**New No. 44. Old No. 25, Flat No. 3, Thiruvarangam Apartments, 1st Floor,
Unnamalai Ammal Street, T. Nagar, Chennai - 600 017**



+91 99401 18446, +91 96771 58446, 044 45037414



sridharan.r@aryes.in



www.aryes.in



...Continuation Sheet

- 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;
- 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)
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- and circulars/ guidelines issued thereunder;

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. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount (Rs)	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
NIL										

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



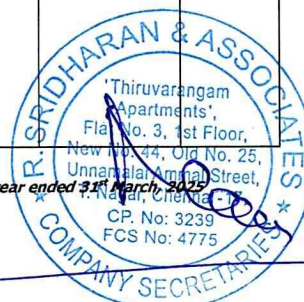
...Continuation Sheet

S. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remedial actions, if any, taken by the listed entity	Remarks
1.	A listed entity shall give notice in advance of at least seven working days (excluding the date of intimation and the record date) to the recognized stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.	Regulation 60(2) of SEBI Listing Regulations	The Company has failed to disclose to the Stock Exchanges the intimation regarding the purpose of the record date during 2 instances and failed to disclose only to NSE	National Stock Exchange of India Limited (NSE)	Fine	Delay/Omission to issue notice of record date within the timelines prescribed.	Rs.10,000	The Stock Exchanges had on 27 th September, 2022 levied a fine for the said violation. The Company has paid the fine to the Stock Exchanges on 23 rd March, 2023.	The Company had submitted a letter to waive-off the fine on 3 rd October, 2022. NSE had accepted the request for waiver of Rs. 10,000/- and refunded the same.	-	-

Cholamandalam Investment and Finance Company Limited

3

Secretarial Compliance Report for the year ended 31st March, 2023



...Continuation Sheet

			during 1 instance during the period February, 2022								
--	--	--	--	--	--	--	--	--	--	--	--

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

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards</u> 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 General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-
2.	<u>Adoption and timely updation of the Policies</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	YES YES	- -
3.	<u>Maintenance and disclosures on Website</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. 	YES	



...Continuation Sheet

	<ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirect to the relevant document(s)/ section of the website. 	<p>YES</p> <p>YES</p>	<p>-</p> <p>-</p>
4.	<u>Disqualification of Director</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	<p>YES</p>	<p>-</p>
5.	<u>Details related to Subsidiaries of listed entities</u> <ul style="list-style-type: none"> Identification of material subsidiary companies. Requirements with respect to disclosure of material as well as other subsidiaries. 	<p>NOT APPLICABLE</p> <p>YES</p>	<p>The Listed Entity does not have a Material Subsidiary Company.</p> <p>-</p>
6.	<u>Preservation of Documents</u> 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.	<p>YES</p>	<p>-</p>
7.	<u>Performance Evaluation</u> 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.	<p>YES</p>	<p>-</p>
8.	<u>Related Party Transactions</u> <ul style="list-style-type: none"> The listed entity has obtained prior approval of Audit 	<p>YES</p>	



...Continuation Sheet

	<p>Committee for all Related party transactions. (or)</p> <ul style="list-style-type: none"> 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. 	NOT APPLICABLE	All transactions with related parties were entered after obtaining prior approval of Audit Committee
9.	<p><u>Disclosure of events or information</u></p> <p>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 thereunder.</p>	YES	-
10.	<p><u>Prohibition of Insider Trading</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any</u></p> <p>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 thereunder.</p>	YES	-
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>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</p>	NOT APPLICABLE	-

Cholamandalam Investment and Finance Company Limited

6

Secretarial Compliance Report for the year ended 31 March, 2025



...Continuation Sheet

	provisions of the LODR Regulations by listed entities		
13.	<u>Additional Non-compliances, if any</u>		
	No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	-

**FOR R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**



CS R.SRIDHARAN

FCS NO:4775

C P NO:3239

PRNO:6232/2024

UIN: S2003TN063400

UDIN:F004775G000467820

**PLACE : CHENNAI
DATE :28TH MAY, 2025**