

CORPORATE GOVERNANCE REPORT - DECEMBER 31, 2019
CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED

General information about company	
Scrip code	504973
NSE Symbol	CHOLAHLDNG
MSEI Symbol	
ISIN	INE149A01033
Name of the entity	CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-12-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities



Annexure 1
Annexure 1 to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																			
Whether the listed entity has a Regular Chairperson																			
Is there any change in information of board of directors compare to previous quarter																			
Whether Chairperson is related to MD or CEO																			
Yes																			
No																			
Sr	The (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg-17(1A) of Listing Regulations)	Date of passing special resolution	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(4) of Listing Regulations)	No 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)	Notes for not providing PAN DIN
1	Mr	M M Muregappan	AAGFM1775L	00170478	Non-Executive - Non Independent Director	Chairperson related to Promoter	12-11-1955	NA		11-11-2017	01-08-2019			7	1	6	3		
2	Mrs	Shubhalakshmi Pansse	AFEPP0399L	02599310	Non-Executive - Independent Director	Not Applicable	28-01-1954	NA		01-08-2017	01-08-2017	20-11-2019		27	5	7	3		
3	Mr	Ashok Kumar Barat	AGOPB1341B	00492930	Non-Executive - Independent Director	Not Applicable	05-12-1956	NA		01-08-2018	01-08-2018			17	5	8	4		
4	Mr	B Ramaratnam	AABPR2862E	07525213	Non-Executive - Independent Director	Not Applicable	13-02-1955	NA		18-03-2019	18-03-2019			9	2	4	2		
5	Mr	Sridharan Rangarajan	BHYP50270E	01814413	Non-Executive - Non Independent Director	Not Applicable	16-03-1966	NA		30-08-2018				1	0	4	0		
6	Mr	V Ravichandran	AAHPR2519L	00110086	Non-Executive - Non Independent Director	Not Applicable	09-06-1956	NA		18-03-2019				3	0	2	1		



Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter

Yes

Audit Committee Details

		Whether the Audit Committee has a Regular Chairperson					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02599310	Shubhalakshmi Panse	Non-Executive - Independent Director	Chairperson	03-08-2017	20-11-2019	
2	00492930	Ashok Kumar Barat	Non-Executive - Independent Director	Member	30-08-2018		
3	07525213	B Ramaratnam	Non-Executive - Independent Director	Member	18-03-2019		
4	01814413	Sridharan Rangarajan	Non-Executive - Non Independent Director	Member	30-08-2018		

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	Remarks
1	00492930	Ashok Kumar Barat	Non-Executive - Independent Director	Chairperson	30-08-2018		
2	00170478	M M Murugappan	Non-Executive - Non Independent Director	Member	05-02-2018		
3	02599310	Shubhalakshmi Panse	Non-Executive - Independent Director	Member	03-08-2017	20-11-2019	

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	Remarks
1	00170478	M M Murugappan	Non-Executive - Non Independent Director	Chairperson	05-02-2018		
2	07525213	B Ramaratnam	Non-Executive - Independent Director	Member	18-03-2019		
3	01814413	Sridharan Rangarajan	Non-Executive - Non Independent Director	Member	30-08-2018		



Risk Management Committee						
Whether the Risk Management Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Remarks
					Yes	
1	00170478	M M Murugappan	Non-Executive - Non Independent Director	Chairperson	18-03-2019	
2	01814413	Sridharan Rangarajan	Non-Executive - Non Independent Director	Member	18-03-2019	
3	07525213	B Ramaratnam	Non-Executive - Independent Director	Member	18-03-2019	
4	99999999	N Ganesh	Member	Member	18-03-2019	

Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Remarks
					Yes	
1	00170478	M M Murugappan	Non-Executive - Non Independent Director	Chairperson	05-02-2018	
2	00492930	Ashok Kumar Barat	Non-Executive - Independent Director	Member	30-08-2018	
3	01814413	Sridharan Rangarajan	Non-Executive - Non Independent Director	Member	30-08-2018	



Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1		01-08-2019			Yes	6	3
2		09-11-2019	99		Yes	5	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	01-08-2019				Yes		
2	Audit Committee	09-11-2019	99			Yes	4	3
3	Risk Management Committee	09-11-2019				Yes	4	1
4	Stakeholders Relationship Committee	09-11-2019				Yes	3	1



Annexure 1		
V. Related Party Transactions		
Sr	Subject	If status is "No" details of non-compliance may be given here.
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 500 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:
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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	E Krithika
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	E Krithika
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	14-01-2020

