



May 23, 2019

**The Manager**  
**Listing Department**  
**National Stock Exchange of India Ltd**  
**Exchange Plaza, 5th Floor**  
**Plot No.C-1, Block G**  
**Bandra-Kurla Complex**  
**Bandra (E)**  
**Mumbai 400 051**

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

**Symbol : CHOLAHLDNG**

**Scrip Code : 504973**

Dear Sirs,

**Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2019**

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we enclose secretarial compliance report for the year ended March 31, 2019 issued by Practicing Company Secretaries, M/s. Srinidhi Sridharan & Associates, Chennai.

We request you to take the same on record.

Thanking you,

Yours faithfully,  
for **CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED**  
(formerly, *TI Financial Holdings Limited*)

A handwritten signature in blue ink, appearing to read "E. Krithika", is written over the typed name.

**E KRITHIKA**  
**COMPANY SECRETARY**

Encl: as above

**Cholamandalam Financial Holdings Limited**  
(Formerly known as **TI Financial Holdings Limited**)

Dare House, 234, N.S.C Bose Road, Chennai - 600 001, India  
Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404  
Website: [www.cholafhl.com](http://www.cholafhl.com)  
CIN - L65100TN1949PLC002905



**murugappa**



ISIN: INE149A01033

**Secretarial compliance report of CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED (Formerly known as "TI FINANCIAL HOLDINGS LIMITED") for the year ended 31<sup>st</sup> March, 2019**

We, **SRINIDHI SRIDHARAN & ASSOCIATES, Company Secretaries,** have examined:

- a) all the documents and records made available to us and explanation provided by **CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED (Formerly known as "TI FINANCIAL HOLDINGS LIMITED") (CIN: L65100TN1949PLC002905)** having its Registered office at **DARE HOUSE, NO.234, N S C BOSE ROAD, CHENNAI-600001 ("the listed entity"),**
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address: <https://www.cholafhl.com>),
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31<sup>st</sup> March, 2019 ("Review Period")** 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 thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (Not applicable during the review Period);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the review period);

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- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable during the review period);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable during the review period);
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) 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;
- j) 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 in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

**CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED**



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Sr. No.	Action taken by	Details of violation	Details of action taken E.g. Fines, warning letter, debarment etc.	Observations/remarks of the Practicing Company Secretary, if any.
Nil				

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

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

FOR SRINIDHI SRIDHARAN & ASSOCIATES  
COMPANY SECRETARIES



CS SRINIDHI SRIDHARAN  
C.P NO.17990  
ACS.NO.47244  
UIN: S2017TN472300

PLACE : CHENNAI  
DATE : 20<sup>TH</sup> MAY, 2019