

May 27, 2020

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,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

Symbol : CHOLAHLDNG

Scrip Code : 504973

Dear Sir / Madam,

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2020

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, 2020 issued by Practicing Company Secretaries, M/s. Srinidhi Sridharan & Associates, Chennai.

Kindly take the information on record.

Thanking you,

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

KRITHIKA
ELANJEZHIAN

Digitally signed by
KRITHIKA ELANJEZHIAN
Date: 2020.05.27 14:57:15
+05'30'

E KRITHIKA
COMPANY SECRETARY

Encl: as above



Secretarial compliance report of CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED (Formerly known as "TI FINANCIAL HOLDINGS LIMITED") for the year ended 31st March, 2020

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 **31st March, 2020 ("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, 2018 (Not applicable during the year under review);
- 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, 2018 ; (Not applicable during the year under review);



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- e) The Employee Stock Option Plan, 2016 approved under the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Employee Stock Option Scheme, 2007 approved under the Securities 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 year under review);
 - g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable during the year under review);
 - h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - i) 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:-

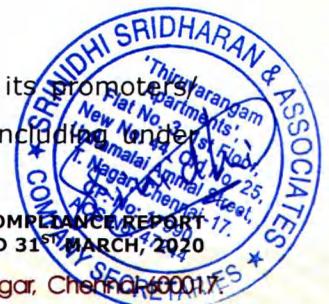
Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil			

- (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

CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED

SECRETARIAL COMPLIANCE REPORT
FOR THE YEAR ENDED 31st MARCH, 2020



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the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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
There was no observation made in previous report for the financial year ended on March 31, 2019.				

FOR SRINIDHI SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

PLACE : CHENNAI
DATE : 27TH MAY, 2020



Srinidhi
CS SRINIDHI SRIDHARAN
C.P NO.17990
ACS.NO.47244
UIN: S2017TN472300
UDIN: A047244B000280862