



May 27, 2022

**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 Sir / Madam,

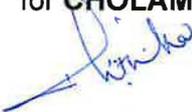
**Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2022**

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, 2022 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**

  
**E KRITHIKA  
COMPANY SECRETARY**

Encl: as above



**Secretarial Compliance report of CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED for the year ended 31<sup>st</sup> March 2022**

ISIN: INE149A01033

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** (CIN: L65100TN1949PLC002905) (hereinafter referred as "Listed Company") having its Registered office at Dare House, No.234, N S C Bose Road, Chennai- 600001
- 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 2022 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)**
- e) Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up to 16<sup>th</sup> August 2021) and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;



- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (up to 16<sup>th</sup> August 2021) **(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 (Registrarsto an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;**(Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review)**
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued there under;

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 thereunder except as mentioned below:-

Sr.No	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 29 – sub regulation 1(e) and sub regulation 2 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The intimation in respect of the Declaration of dividend has not be given to the stock exchanges at least two working days in advance excluding the date of the intimation and date of the meeting:	The Board at its meeting held on 14 <sup>th</sup> May 2021 had inter-alia considered recommendation of dividend. Prior intimation regarding the date of the board meeting for consideration of the dividend was filed on 11 <sup>th</sup> May 2021 with the stock exchanges. There was an intervening holiday on 13 <sup>th</sup> May 2021 on account of Ramzan festival and hence it has not been considered as a working day. The NSE has levied a fine of Rs.10,000/- (excluding applicable taxes) for the same vide its letter dated 14 <sup>th</sup> June 2021. However the Company



			<p>requested for a waiver of the fine imposed vide its letter dated 18<sup>th</sup> June 2021. The request for waiver of the fine was not considered favourably and the NSE vide its letter dated 14<sup>th</sup> October 2021 imposed fine, which was subsequently paid by the Company.</p> <p>The BSE Limited (BSE) imposed a fine for the said matter vide its communication dated 14<sup>th</sup> June 2021. The Company had requested for waiver of the fine vide its letter dated June 18, 2021.</p>
2.	Regulation 30 (6) – sub regulation 13 of Para A Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Proceedings of the 72 <sup>nd</sup> Annual General Meeting of the Company held on 4 <sup>th</sup> August, 2021, was not filed within 24 hours from the conclusion of the Annual General Meeting.	<p>As per the AGM Minutes, the meeting concluded at 4.47 pm and the proceedings were disclosed to NSE on 05<sup>th</sup> August 2021 at 6.54 pm and to BSE at 05<sup>th</sup> August 2021 at 06.42 pm.</p> <p>As informed by the management, there were internet connectivity issues while filing the AGM proceedings with BSE Listing Centre and NSE NEAPS Portal and hence a delay of about 2 hours.</p>

(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) No action was taken against the Promoters/Directors/Material subsidiaries 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 there under.

The following are the details of actions taken against the listed entity 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 there under:

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.
1.	National Stock Exchange of India Limited	Regulation 29 – sub regulation 1(e) and sub regulation 2 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine of Rs. 10,000/- (exclusive of applicable taxes) was imposed vide NSE letter NSE/LIST/SOP/CHOLAH LDNG dated 14 <sup>th</sup> October 2021.	The company had paid the fine on 19 <sup>th</sup> October 2021.
2.	BSE Limited	Regulation 29 – sub regulation 1(e) and sub regulation 2 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine of Rs.10,000/- (exclusive of applicable taxes) was imposed vide email dated 14 <sup>th</sup> June 2021. A waiver letter was sent on 18 <sup>th</sup> June 2021.	The Company had requested (letter) to waive off the fine on 18 <sup>th</sup> June 2021.



(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, 2021.				

FOR SRINIDHI SRIDHARAN & ASSOCIATES  
COMPANY SECRETARIES



CS SRINIDHI SRIDHARAN  
C.P NO.17990  
ACS.NO.47244  
PR NO. 655/2020  
UIN: S2017TN472300  
UDIN: A047244D000402214

PLACE : CHENNAI  
DATE : 27<sup>TH</sup> MAY, 2022