

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED DECEMBER 31, 2023

| General information about company | |
|--|--|
| Scrip code | 504973 |
| NSE Symbol | CHOLAHLDNG |
| MSEI Symbol | NotListed |
| ISIN | INE149A01033 |
| Name of the entity | CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED |
| Date of start of financial year | 01-04-2023 |
| Date of end of financial year | 31-03-2024 |
| Reporting Quarter | Quarterly |
| Date of Report | 31-12-2023 |
| Risk management committee | Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 500 listed entities |

For Cholamandalam Financial Holdings



E Krithika

Company Secretary & Compliance Officer

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| | |
|--|-----|
| Whether the listed entity has a Regular Chairperson | Yes |
| Whether Chairperson is related to MD or CEO | No |

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Date of Birth | Whether the director is disqualified? | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | 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(1) of Listing Regulations) | Number 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) |
|----|-----------------|----------------------|------------|----------|--|---------------------------------|---------------|---------------------------------------|----------------|---|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|
| 1 | Mr | M M Murugappan | AAGPM1775L | 00170478 | Non-Executive - Non Independent Director | Chairperson related to Promoter | 12-11-1955 | No | Active | NA | 11-11-2017 | 04-08-2021 | - | | 3 | 0 | 3 | 2 |
| 2 | Mr | K Balasubramanian | AAEPB7201Q | 00137260 | Non-Executive - Independent Director | Not Applicable | 12-12-1954 | No | Active | NA | 17-03-2022 | 17-03-2022 | - | 22.00 | 1 | 1 | 1 | 0 |
| 3 | Mr | B Ramaratnam | AABPR2862E | 07525213 | Non-Executive - Independent Director | Not Applicable | 13-02-1955 | No | Active | NA | 18-03-2019 | 18-03-2019 | - | 57.00 | 2 | 2 | 4 | 3 |
| 4 | Mrs | Vasudha Sundararaman | AAJPS6472R | 06609400 | Non-Executive - Independent Director | Not Applicable | 10-11-1957 | No | Active | NA | 12-02-2020 | 12-02-2020 | - | 46.00 | 3 | 3 | 3 | 0 |
| 5 | Mr | Sridharan Rangarajan | BHYP50270E | 01814413 | Non-Executive - Non Independent Director | Not Applicable | 16-03-1966 | No | Active | NA | 30-08-2018 | 10-08-2022 | - | | 4 | 0 | 6 | 1 |
| 6 | Mr | Vellayan Subbiah | AADPV8920B | 01138759 | Non-Executive - Non Independent Director | Not Applicable | 07-08-1969 | No | Active | NA | 11-11-2020 | 10-08-2023 | - | | 5 | 0 | 3 | 1 |

Annexure 1**II. Composition of Committees****Audit Committee Details**

Whether the Audit 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 |
|----|------------|---------------------------|--|-------------------------|---------------------|-------------------|
| 1 | 07525213 | B Ramaratnam | Non-Executive - Independent Director | Chairperson | 18-03-2019 | |
| 2 | 00137260 | K Balasubramanian | Non-Executive - Independent Director | Member | 17-03-2022 | |
| 3 | 06609400 | Vasudha Sundararaman | Non-Executive - Independent Director | Member | 12-02-2020 | |
| 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 |
|----|------------|---------------------------|--|-------------------------|---------------------|-------------------|
| 1 | 06609400 | Vasudha Sundararaman | Non-Executive - Independent Director | Chairperson | 12-02-2020 | |
| 2 | 00170478 | M M Murugappan | Non-Executive - Non Independent Director | Member | 05-02-2018 | |
| 3 | 00137260 | K Balasubramanian | Non-Executive - Independent Director | Member | 17-03-2022 | |

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 |
|----|------------|---------------------------|--|-------------------------|---------------------|-------------------|
| 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 | Yes

| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation |
|----|------------|---------------------------|--|-------------------------|---------------------|-------------------|
| 1 | 00170478 | M M Murugappan | Non-Executive - Non Independent Director | Chairperson | 18-03-2019 | |
| 2 | 07525213 | B Ramaratnam | Non-Executive - Independent Director | Member | 18-03-2019 | |
| 3 | 01814413 | Sridharan Rangarajan | Non-Executive - Non Independent Director | Member | 18-03-2019 | |
| 4 | 99999999 | N Ganesh | Manager & CFO | Member | 18-03-2019 | |

Annexure 1

III. Meeting of Board of Directors

| Sr | 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) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
|----|---|---|--|---|---|---|
| 1 | 10-08-2023 | | Yes | 6 | 5 | 3 |
| 2 | 09-11-2023 | 90 | Yes | 6 | 6 | 3 |

Annexure 1

IV. Meeting of Committees

| 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) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|----|---------------------------------------|---|---|--|--|--|---|--|
| 1 | Nomination and remuneration committee | 10-08-2023 | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 10-08-2023 | | Yes | 4 | 4 | 3 | 0 |
| 3 | Audit Committee | 09-11-2023 | 90 | Yes | 4 | 4 | 3 | 0 |
| 4 | Risk Management Committee | 10-08-2023 | | Yes | 3 | 3 | 1 | 1 |
| 5 | Risk Management Committee | 09-11-2023 | 90 | Yes | 3 | 3 | 1 | 1 |
| 6 | Stakeholders Relationship Committee | 09-11-2023 | | Yes | 3 | 3 | 1 | 0 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) |
|----|--|-------------------------------|
| 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 |

Details of Cyber security incidence

| | | |
|---|--|----------------------------|
| 1 | Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | No |
| | Date of the event | Brief details of the event |

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 1000 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 |

Annexure 1

| | | |
|---|-------------------|--|
| 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 | 09-01-2024 |