

Cholamandalam Financial Holdings Limited
(formerly, TI Financial Holdings Limited)
Corporate Governance Report for the quarter ended June 30, 2019

ANNEXURE I

Format to be submitted by listed entity on quarterly basis



I. Composition of Board of Directors

Name of the Director	PAN	DIN	Category of directors	Initial Date of 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)
M M Murugappan	AAGPM1775L	00170478	ID	11-11-2017			7	1	5	3
Shubhalakshmi Panse	AFEPP0393L	02599310	C & NED	01-08-2017		60	5	5	7	3
Ashok Kumar Barat	AGOPB1341B	00492930	ID	01-08-2018		12	5	5	9	4
B Ramaratnam	AABPR2862E	07525213	ID	18-03-2019		12	2	2	4	2
Sridharan Rangarajan	BHYP0270E	01814413	NED	30-08-2018			1	0	4	0
V Ravichandran	AAHPR2519L	00110086	NED	18-03-2019			3	0	2	1



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II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ashok Kumar Barat	ID	Member
2	Sridharan Rangarajan	NED	Member
3	SHUBHALAKSHMI PANSE	ID	Chairperson
4	B Ramaratnam	ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	M M Murugappan	C & NED	Chairperson
2	Sridharan Rangarajan	NED	Member
3	B Ramaratnam	ID	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	M M Murugappan	C & NED	Chairperson
2	Sridharan Rangarajan	NED	Member
3	B Ramaratnam	ID	Member
4	N Ganesh	Member	Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	SHUBHALAKSHMI PANSE	ID	Member
2	M M Murugappan	C & NED	Member
3	Ashok Kumar Barat	ID	Chairperson

Corporate Social Responsibility Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	M M Murugappan	C & NED	Chairperson
2	Ashok Kumar Barat	ID	Member
3	Sridharan Rangarajan	NED	Member



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III. Meeting of Board of Directors				
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	<i>Number of directors present</i>	<i>No. of Independent Directors attending the meeting</i>
18-03-2019	03-05-2019	45	5	2
	14-06-2019	41	4	2

IV. Meeting of Committees					
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>No. of Independent Directors attending the meeting</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee				18-03-2019	
Audit Committee	03-05-2019	3	2		45
Audit Committee	14-06-2019	3	2		41
Nomination and remuneration committee				18-03-2019	
Nomination and remuneration committee	03-05-2019	2	1		45
Stakeholders Relationship Committee				04-02-2019	
Stakeholders Relationship Committee	03-05-2019	3	1		87
Corporate Social Responsibility Committee				31-10-2018	
Corporate Social Responsibility Committee	03-05-2019	3	1		183

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material	Not Applicable



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RPT	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. 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**
4. 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**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

The previous report on corporate governance has been placed before the Board at its meeting held on May 3, 2019. This report will be placed at the ensuing Board meeting scheduled in Aug 1, 2019.

Name : E Krithika
Designation : Company Secretary & Compliance Officer

For CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED


E.KRITHIKA
Company Secretary