

July 12, 2018

The Secretary
National Stock Exchange of India Limited
Capital Market – Listing
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai 400 001.

Dear Sir,

Sub: Corporate Governance Report for the quarter ended 30th June 2018

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no.CIR/CFD/CMD/5/2015 dated 24th September 2015, we enclose the quarterly Compliance Report on Corporate Governance for the quarter ended 30th June 2018.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For Cholamandalam Investment and Finance Company Limited



P Sujatha
Company Secretary

Encl.: As above

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Cholamandalam Investment and Finance Company Limited

2. Quarter ending : 30-JUN-2018

I. Composition of Board of Directors

| Title (Mr. / Ms) | Name of the Director | PAN§ | DIN | Category (Chairperson/ Executive/ Non-Executive /independent/ Nominee) & | Date of Appointment in the current term /cessation | Tenure* ^ | No of Directorship in listed entities including this listed entity (Refer Regulation 25(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) |
|------------------|----------------------|-----------------|----------|--|--|-----------|--|---|--|
| Mr. | M B N RAO | AADPN0586D | 00287260 | CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR | 31-Jul-2014 [@] | 48 | 4 | 5 | 2 |
| Mr. | N SRINIVASAN | AIQPS8127A | 00123338 | EXECUTIVE VICE CHAIRMAN & | 19-08-2017 | 24 | 0 | 4 | Nil |
| Mr. | V SRINIVASA RANGAN | ADIPV5480A | 00030248 | NON-EXECUTIVE - INDEPENDENT DIRECTOR | 31-Jul-2014 [#] | 60 | 2 | 7 | 1 |
| Ms. | BHARATI RAO | ABEPR3693M | 01892516 | NON-EXECUTIVE - INDEPENDENT DIRECTOR | 31-July-2015 ^{@@} | 48 | 5 | 7 | 1 |
| Mr. | ASHOK KUMAR BARAT | AGOPB1341B | 00492930 | NON-EXECUTIVE - INDEPENDENT DIRECTOR | 31-10-2017 ^{##} | 9 | 2 | 2 | 1 |
| Mr. | M.M.MURUGAPPAN | AAGPM1775L | 00170478 | NON-EXECUTIVE DIRECTOR | 31-May-18 | 2 | 2 | 1 | 5 |
| Mr. | ARUN ALAGAPPAN | PAN: AACPA9627P | 00291361 | EXECUTIVE DIRECTOR | 19-Aug-17 | 60 | 1 | 2 | Nil |

§PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

^ only tenor after 1st April 2014 considered for this purpose

@ Committee memberships excludes

@ - Mr. MBN Rao was appointed as an additional director on 28-Jul-2010

** - Mr. N Srinivasan was appointed as Executive Vice Chairman & MD at the Board held on 15-Mar-2017 w.e.f. 19-Aug-2017

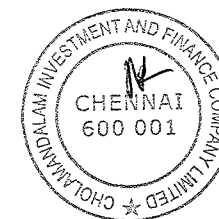
- Mr. V Srinivasa Rangan was appointed as an additional director on 28-Jul-2011

@@ - Ms. Bharati Rao was appointed as an additional director on 31-Jul-2014

- Mr. Ashok Barat was appointed as an additional director w.e.f 31-Oct-2017

\$\$ - Mr. Arun Alagappan was appointed as an Executive Director at the Board held on 15-Mar-2017 w.e.f. 19-Aug-2017

** - Mr. M M Murugappan was appointed as an additional director at the Board meeting held on 31-May-2018



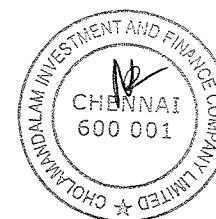
II. Composition of Committees

| <i>Name of Committee</i> | <i>Name of Committee members</i> | <i>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) §</i> |
|--|---|--|
| 1. Audit Committee | 1. V SRINIVASA RANGAN 2. MBN RAO 3. BHARATI RAO | 1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE - INDEPENDENT DIRECTOR 3. NON-EXECUTIVE - INDEPENDENT DIRECTOR |
| 2. Nomination & Remuneration Committee | 1. V SRINIVASA RANGAN 2. BHARATI RAO 3. ASHOK BARAT | 1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE - INDEPENDENT DIRECTOR 3. NON-EXECUTIVE - INDEPENDENT DIRECTOR |
| 3. Risk Management Committee | 1. V SRINIVASA RANGAN 2. MBN RAO 3. N SRINIVASAN 4. ARUN ALAGAPPAN | 1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE - INDEPENDENT DIRECTOR 3. EXECUTIVE VICE CHAIRMAN & MANAGING DIRECTOR 4. EXECUTIVE DIRECTOR |
| 4. Stakeholders Relationship Committee | 1. BHARATI RAO 2. N SRINIVASAN 3. ARUN ALAGAPPAN | 1. CHAIRPERSON - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. EXECUTIVE VICE CHAIRMAN & MANAGING DIRECTOR 3. EXECUTIVE DIRECTOR |
| 5. Corporate Social Responsibility Committee | 1. BHARATI RAO 2. N SRINIVASAN 3. ARUN ALAGAPPAN | 1. NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. EXECUTIVE VICE CHAIRMAN & MANAGING DIRECTOR 3. EXECUTIVE DIRECTOR |
| 6. Business Committee | 1. M B N RAO 2. N SRINIVASAN 3. ARUN ALAGAPPAN | 1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. EXECUTIVE VICE CHAIRMAN & MANAGING DIRECTOR 3. EXECUTIVE DIRECTOR |

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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> |
|--|--|--|
| 30-Jan-18 | 23-Apr-18 | 82 |
| 27-Mar-18 | 31-May-18 | 64 |



IV. Meeting of Committees

1. Audit Committee:

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days *</i> |
|--|--|--|---|
| 23-Apr-18 | All 3 members attended the meeting | 30-Jan-18 | 82 |
| 31-May-18 | All 3 members attended the meeting | 27-Mar-18 | 64 |
| 20-Jun-18 | 2 members attended the meeting | | 19 |

2. Nomination & Remuneration Committee:

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days *</i> |
|--|--|--|---|
| 23-Apr-18 | All 3 members attended the meeting | 30-Jan-18 | 82 |
| 31-May-18 | All 3 members attended the meeting | | |

3. Risk Management Committee:

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days *</i> |
|--|--|--|---|
| 20-Jun-18 | 3 Member attended the meeting | 27-Mar-18 | 84 |

4. Stakeholders Relationship Committee:

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days *</i> |
|--|--|--|---|
| 23-Apr-18 | All 3 members attended the meeting | Nil | Not applicable |

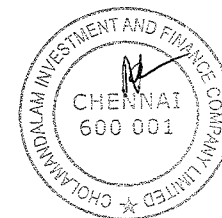
5. Corporate Social Responsibility Committee:

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days *</i> |
|--|--|--|---|
| 23-Apr-18 | All 3 members attended the meeting | 30-Jan-18 | 82 |

6. Business Committee:

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days *</i> |
|--|--|--|---|
| 20-Jun-18 | 2 members attended the meeting | Nil | Not applicable |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transactions

| Subject | Compliance status |
|--|--------------------------|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Not applicable |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination and Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

The report for the quarter ended 31-MAR-2018 was placed before the Board at its meeting held on 23-APR-2018. The Board did not have any comments/observations / advice on the report.



P Sujatha
Compliance Officer



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.