

January 9, 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 31st December 2017

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 31st December 2017.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For Cholamandalam Investment and Finance Company Limited



P Sujatha
Company Secretary

Encl.: As above

Format to be submitted by listed entity on quarterly basis

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

2. Quarter ending : 31-DEC-2017

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	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	DIN: 00287260	CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-Jul-2014 [@]	4 yrs	5	5	3
Mr.	N SRINIVASAN	DIN: 00123338	EXECUTIVE VICE CHAIRMAN &	31-Jul-2015 ^{**}	2 yrs	0	4	Nil
Mr.	V SRINIVASA RANGAN	DIN: 00030248	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-Jul-2014 [#]	5 yrs	2	7	1
Ms.	BHARATI RAO	DIN:01892516	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-July-2015 ^{@@}	4 yrs	5	6	1
Mr.	M M MURUGAPPAN	DIN:00170478	NON-EXECUTIVE DIRECTOR	31-10-2017 ^{%%}	Not applicable	2	2	4
Mr.	ARUN ALAGAPPAN	DIN: 00291361	EXECUTIVE DIRECTOR	19-Aug-17	5 yrs	1	1	Nil
Mr.	ASHOK BARAT	DIN: 00492930	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-10-2017 ^{##}	9 months	1	Nil	Nil

SPAN 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. M M Murugappan was appointed as additional director on 27-Jan-2015. Mr. M M Murugappan, resigned as Director w.e.f. the conclusion of the Board Meeting held on 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. Ashok Barat was appointed as an additional director w.e.f 31-Oct-2017

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) \$
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(if applicable)	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>
27-Jul-17	31-Oct-17 20-Dec-17	95

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>
31-Oct-17	All 3 members attended the meeting	27-Jul-17	95
20-Dec-17	All 3 members attended the meeting	26-Sep-17	84

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>
31-Oct-17	All 3 members attended the meeting	27-Jul-17	95

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-Dec-17	3 Member attended the meeting	26-Sep-17	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>
Nil	All 3 members attended the meeting	31-Oct-17	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>
26-Sep-17	Not applicable	Nil	Not applicable

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>
Nil	All 3 members attended the meeting	28-Nov-17	21
	All 3 members attended the meeting	20-Dec-17	

* 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 30-SEP-2017 was placed before the Board at its meeting held on 31-OCT-2017. 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.