

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED JUNE 30, 2023

General information about company	
Scrip code	511243
NSE Symbol	CHOLAFIN
MSEI Symbol	NOTLISTED
ISIN	INE121A01024
Name of the entity	CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY 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	30-06-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

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	DIN	Category 1 of directors	Category 2 of directors	Category 3 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	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	SUBBIAH VELLAYAN	01138759	Non-Executive - Non Independent Director	Chairperson related to Promoter		07-08-1969	No	Active	NA	11-11-2020	29-07-2022		5	0	3	1
2	Mr	RAMESH RAJAN NATARAJAN	01628318	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-07-1957	No	Active	NA	30-10-2018	30-10-2018	56.8	5	5	7	4
3	Mrs	BHAMA KRISHNAMURTHY	02196839	Non-Executive - Independent Director	Not Applicable	Shareholder Director	19-12-1954	No	Active	NA	30-07-2019	30-07-2019	47.7	6	6	6	1
4	Mr	ROHAN VERMA	01797489	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-08-1985	No	Active	NA	25-03-2019	25-03-2019	51.93	2	1	1	0
5	Mr	MURUGAPPAN ARUNACHALAMMURUGAPPAN ARUNACHALAM	00202958	Non-Executive - Non Independent Director	Not Applicable		18-06-1967	No	Active	NA	29-01-2021	29-01-2021		4	0	5	1
6	Mr	ANAND KUMAR	00818724	Non-Executive - Independent Director	Not Applicable	Shareholder Director	14-10-1967	No	Active	NA	16-03-2021	16-03-2021	28.87	2	2	2	0
7	Mr	RAVINDRA KUMAR KUNDU	07337155	Executive Director	Not Applicable		07-07-1968	No	Active	NA	23-01-2020			1	0	1	0

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	01628318	RAMESH RAJAN NATARAJAN	Non-Executive - Independent Director	Chairperson	30-01-2019	
2	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	31-07-2019	
3	00818724	ANAND KUMAR	Non-Executive - Independent Director	Member	07-05-2021	
4	00202958	MURUGAPPAN ARUNACHALAMMURUGAPPAN ARUNACHALAM	Non-Executive - Non Independent Director	Member	29-01-2021	

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	00818724	ANAND KUMAR	Non-Executive - Independent Director	Chairperson	07-05-2021	
2	01628318	RAMESH RAJAN NATARAJAN	Non-Executive - Independent Director	Member	31-01-2019	
3	01138759	SUBBIAH VELLAYAN	Non-Executive - Non Independent Director	Member	12-11-2020	

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00202958	MURUGAPPAN ARUNACHALAMMURUGAPPAN ARUNACHALAM	Non-Executive - Non Independent Director	Chairperson	07-05-2021	
2	01797489	ROHAN VERMA	Non-Executive - Independent Director	Member	31-07-2019	
3	07337155	RAVINDRA KUMAR KUNDU	Executive Director	Member	29-01-2021	

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	01628318	RAMESH RAJAN NATARAJAN	Non-Executive - Independent Director	Member	30-01-2019	
2	00202958	MURUGAPPAN ARUNACHALAMMURUGAPPAN ARUNACHALAM	Non-Executive - Non Independent Director	Member	31-07-2019	
3	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Chairperson	29-01-2021	
4	07337155	RAVINDRA KUMAR KUNDU	Executive Director	Member	29-01-2021	

Corporate Social Responsibility Committee

Whether the Committee has a Regular Chairperson Corporate Social Responsibility	Yes
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	01138759	SUBBIAH VELLAYAN	Non-Executive - Non Independent Director	Chairperson	12-11-2020	
2	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	31-07-2019	
3	00202958	MURUGAPPAN ARUNACHALAMMURUGAPPAN ARUNACHALAM	Non-Executive - Non Independent Director	Member	29-01-2021	

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors
1	01138759	SUBBIAH VELLAYAN	Business Committee	Non-Executive - Non Independent Director	Chairperson
2	00202958	MURUGAPPAN ARUNACHALAM MURUGAPPAN ARUNACHALAM	Business Committee	Non-Executive - Non Independent Director	Member
3	07337155	RAVINDRA KUMAR KUNDU	Business Committee	Executive Director	Member
4	01797489	ROHAN VERMA	IT Strategy Committee	Non-Executive - Independent Director	Chairperson
5	01138759	SUBBIAH VELLAYAN	IT Strategy Committee	Non-Executive - Non Independent Director	Member
6	00818724	ANAND KUMAR	IT Strategy Committee	Non-Executive - Independent Director	Member

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	31-01-2023		Yes	8	7	4
2	20-03-2023	47	Yes	8	7	4
3	03-05-2023	43	Yes	7	7	4

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)	Name of other committee	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	Audit Committee	30-01-2023			Yes	4	4	3	0
2	Audit Committee	31-01-2023	0		Yes	4	4	3	0
3	Audit Committee	20-03-2023	47		Yes	4	4	3	0
4	Audit Committee	02-05-2023	42		Yes	4	4	3	0
5	Audit Committee	03-05-2023	0		Yes	4	4	3	0
6	Risk Management Committee	30-01-2023			Yes	5	5	3	0
7	Risk Management Committee	20-03-2023	48		Yes	5	4	2	0
8	Risk Management Committee	02-05-2023	42		Yes	4	4	2	0
9	Nomination and remuneration committee	31-01-2023			Yes	3	3	2	0
10	Nomination and remuneration committee	03-05-2023	91		Yes	3	3	2	0
11	Corporate Social Responsibility Committee	31-01-2023			Yes	3	3	1	0
12	Corporate Social Responsibility Committee	03-05-2023	91		Yes	3	3	1	0
13	Stakeholders Relationship Committee	03-05-2023			Yes	3	3	1	0
14	Other Committee	20-03-2023		Business Committee	Yes	3	3	0	0
15	Other Committee	20-03-2023		IT Strategy Committee	Yes	3	2	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

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

Sr	Subject	Compliance status
1	Name of signatory	P SUJATHA
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	P SUJATHA
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	20-07-2023