

April 15, 2019

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

The Secretary
BSE Ltd.
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

NSE SCRIP CODE: CHOLAFIN EQ

BSE SCRIP CODE: 511243

Dear Sir,

Sub: Corporate Governance Report for the quarter ended 31st March 2019

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 March 2019.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For Cholamandalam Investment and Finance Company Limited



P Sujatha
Company Secretary

Encl.: As above

General information about company	
Scrip code	511243
NSE Symbol	CHOLAFIN
MSEI Symbol	
ISIN	INE121A01016
Name of the entity	CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	M.M. MURUGAPPAN	AAGPM1775L	00170478	Non-Executive - Non Independent Director	Chairperson related to Promoter		31-05-2018			1	2	3		
2	Mr	V. SRINIVASA RANGAN	ADIPV5480A	00030248	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-07-2014	31-03-2019	60	2	7	1		
3	Ms	BHARATI RAO	ABEPR3693M	01892516	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-07-2015		48	4	9	1		
4	Mr	ASHOK KUMAR BARAT	AGOPB1341B	00492930	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-10-2017		60	5	5	3		

Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	N. RAMESH RAJAN	ACSPN8579K	01628318	Non-Executive - Independent Director	Not Applicable	Shareholder Director	30-10-2018		9	3	1	2		
6	Mr	ROHAN VERMA	AGIPV6497L	01797489	Non-Executive - Independent Director	Not Applicable	Shareholder Director	25-03-2019		4	1	0	0		
7	Mr	ARUN ALAGAPPAN	AACPA9627P	00291361	Executive Director	Not Applicable		19-08-2017		60	1	2	0		

Text Block	
Textual Information(1)	<ol style="list-style-type: none">1. Mr. V Srinivasa Rangan (DIN: 00030248) Non-Executive - Independent Director has retired from the Board of Directors of the Company effective the close of business hours of 31st March 2019 consequent to his completing 5 year term of appointment from 1st April 2014 to 31st March 2019.2. Mr. Rohan Verma was appointed as an additional director in the capacity of an Independent Director by the Board of Directors on 25th March 2019.

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	Remarks
1	00030248	V. SRINIVASA RANGAN	Non-Executive - Independent Director	Chairperson	26-09-2017	31-03-2019	Textual Information(1)
2	01892516	BHARATI RAO	Non-Executive - Independent Director	Member	31-07-2015		
3	00492930	ASHOK KUMAR BARAT	Non-Executive - Independent Director	Member	22-08-2018		
4	01628318	N. RAMESH RAJAN	Non-Executive - Independent Director	Member	30-01-2019		

Sr Text Block	
Textual Information(1)	<ol style="list-style-type: none">1. Mr. V Srinivasa Rangan (DIN: 00030248) Non-Executive - Independent Director has retired from the Board of Directors of the Company effective close of business hours of 31st March 2019 consequent to his completing 5 year term of appointment from 1st April 2014 to 31st March 2019.2. Mr. N Ramesh Rajan has been appointed as the Chairman of Audit Committee w.e.f. 1st April 2019.

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	Remarks
1	00030248	V. SRINIVASA RANGAN	Non-Executive - Independent Director	Chairperson	31-07-2014	31-03-2019	Textual Information(1)
2	01892516	BHARATI RAO	Non-Executive - Independent Director	Member	31-07-2015		
3	00492930	ASHOK KUMAR BARAT	Non-Executive - Independent Director	Member	20-12-2017		
4	01628318	N. RAMESH RAJAN	Non-Executive - Independent Director	Member	30-01-2019		

Sr Text Block	
Textual Information(1)	<ol style="list-style-type: none">1. Mr. V Srinivasa Rangan (DIN: 00030248) Non-Executive - Independent Director has retired from the Board of Directors of the Company effective close of business hours of 31st March 2019 consequent to his completing 5 year term of appointment from 1st April 2014 to 31st March 2019.2. Mr. N Ramesh Rajan has been appointed as the Chairman of Nomination and Remuneration Committee w.e.f. 1st April 2019.

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	Remarks
1	01892516	BHARATI RAO	Non-Executive - Independent Director	Chairperson	31-10-2017		
2	00492930	ASHOK KUMAR BARAT	Non-Executive - Independent Director	Member	22-08-2018		
3	00291361	ARUN ALAGAPPAN	Executive Director	Member	22-08-2017		

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	Remarks
1	00030248	V. SRINIVASA RANGAN	Non-Executive - Independent Director	Chairperson	20-06-2014	31-03-2019	Textual Information(1)
2	01628318	N. RAMESH RAJAN	Non-Executive - Independent Director	Member	30-01-2019		
3	00170478	M.M. MURUGAPPAN	Non-Executive - Non Independent Director	Member	22-08-2018		
4	00291361	ARUN ALAGAPPAN	Executive Director	Member	22-08-2017		

Sr Text Block

Textual Information(1)

Mr V Srinivasa Rangan DIN 00030248 Non Executive Independent Director has retired from the Board of Directors of the Company effective the close of business hours of 31st March 2019 consequent to his completing 5 year term of appointment from 1st April 2014 to 31st March 2019

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	Remarks
1	01892516	BHARATI RAO	Non-Executive - Independent Director	Chairperson	30-01-2018		
2	00170478	M M MURUGAPPAN	Non-Executive - Non Independent Director	Member	22-08-2018		
3	00291361	ARUN ALAGAPPAN	Executive Director	Member	20-12-2017		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00170478	M.M. MURUGAPPAN	Business Committee	Non-Executive - Non Independent Director	Chairperson	
2	00492930	ASHOK KUMAR BARAT	Business Committee	Non-Executive - Independent Director	Member	
3	00291361	ARUN ALAGAPPAN	Business Committee	Executive Director	Member	
4	00492930	ASHOK KUMAR BARAT	IT Strategy Committee	Non-Executive - Independent Director	Chairperson	
5	00291361	ARUN ALAGAPPAN	IT Strategy Committee	Executive Director	Member	

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	30-10-2018			
2		30-01-2019	91	
3		19-03-2019	47	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	30-01-2019	Yes	3	30-10-2018	91		
2	Audit Committee	19-03-2019	Yes	4		47		There was only one Audit Committee Meeting held in the previous quarter
3	Nomination and remuneration committee	19-03-2019	Yes	4	30-10-2018	139		
4	Stakeholders Relationship Committee		Yes	3	30-10-2018			There was no Stakeholder Relationship Committee Meeting held in the relevant quarter
5	Risk Management Committee	30-01-2019	Yes	3				There was no Risk Management Committee Meeting held in the previous quarter

6	Risk Management Committee	19-03-2019	Yes	4		47	There was no Risk Mangement Committee Meeting held in the previous quarter
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Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
7	Other Committee	30-01-2019	Yes	3	30-10-2018	91	Business Committee	
8	Other Committee	19-03-2019	Yes	3		47	Business Committee	There was only one Business Committee Meeting held in the previous quarter
9	Other Committee	29-01-2019	Yes	2		47	IT Strategy Committee	There was no IT Strategy Committee Meeting held in the previous quarter
10	Other Committee	18-03-2019	Yes	2			IT Strategy Committee	There was no IT Strategy Committee Meeting held in the previous quarter

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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 100 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

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.cholamandalam.com
2	Terms and conditions of appointment of independent directors	Yes		www.cholamandalam.com
3	Composition of various committees of board of directors	Yes		www.cholamandalam.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.cholamandalam.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.cholamandalam.com
6	Criteria of making payments to non-executive directors	Yes		www.cholamandalam.com
7	Policy on dealing with related party transactions	Yes		www.cholamandalam.com
8	Policy for determining 'material' subsidiaries	Yes		www.cholamandalam.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.cholamandalam.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.cholamandalam.com
11	email address for grievance redressal and other relevant details	Yes		www.cholamandalam.com
12	Financial results	Yes		www.cholamandalam.com
13	Shareholding pattern	Yes		www.cholamandalam.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

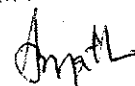
Annexure II		
1	Name of signatory	P Sujatha
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
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	12-04-2019

For CHOLAMANDALAM INVESTMENT
AND FINANCE COMPANY LIMITED


P. SUJATHA
Company Secretary