

January 11, 2017

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

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

Dear Sir,

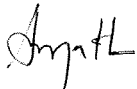
***Sub: Corporate Governance Report for the quarter ended 31<sup>st</sup> December 2016***

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no.CIR/CFD/CMD/5/2015 dated 24<sup>th</sup> September 2015, we enclose the quarterly Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> December 2016.

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 : 31-DEC-2016

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	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	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing
Mr.	M B N RAO	CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-Jul-2014 <sup>@</sup>	4	4	4	3
Mr.	N SRINIVASAN	VICE CHAIRMAN - NON-EXECUTIVE	31-Jul-2015 <sup>**</sup>	Not applicable	0	4	1
Mr.	V SRINIVASA RANGAN	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-Jul-2014 <sup>#</sup>	5	2	9	Nil
Mr.	NALIN MANSUKHLAL SHAH	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-July-2014 <sup>\$\$</sup>	3	5	5	4
Ms.	BHARATI RAO	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-July-2015 <sup>@@</sup>	4	5	7	1
Mr.	M M MURUGAPPAN	NON-EXECUTIVE DIRECTOR	31-July-2015 <sup>^^</sup>	Not applicable	2	4	4
Mr.	VELLAYAN SUBBIAH	EXECUTIVE - MANAGING DIRECTOR	19-Aug-2015 <sup>##</sup>	Not applicable	2	3	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 an additional director on 29-Dec-2006*

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

*\$\$ - Mr. Nalin Mansukhlal Shah was appointed as an additional director on 31-Jul-2013*

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

*^^ - Mr. M M Murugappan was appointed as an additional director 27-Jan-2015*

*## - Mr. Vellayan Subbiah was appointed as Managing Director on 19-08-2010*

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) §
1. Audit Committee	1. NALIN MANSUKHLAL SHAH 2. MBN RAO 3. N SRINIVASAN 4. V SRINIVASA RANGAN 5. BHARATI RAO	1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE - INDEPENDENT DIRECTOR 3. NON-EXECUTIVE DIRECTOR 4. NON-EXECUTIVE - INDEPENDENT DIRECTOR 5. NON-EXECUTIVE - INDEPENDENT DIRECTOR
2. Nomination & Remuneration Committee	1. V SRINIVASA RANGAN 2. M M MURUGAPPAN 3. BHARATI RAO	1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE DIRECTOR 3. NON-EXECUTIVE - INDEPENDENT DIRECTOR
3. Risk Management Committee(if applicable)	1. V SRINIVASA RANGAN 2. MBN RAO 3. NALIN MANSUKHLAL SHAH 4. VELLAYAN SUBBIAH	1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE - INDEPENDENT DIRECTOR 3. NON-EXECUTIVE - INDEPENDENT DIRECTOR 4. EXECUTIVE - MANAGING DIRECTOR
4. Stakeholders Relationship Committee	1. N SRINIVASAN 2. VELLAYAN SUBBIAH	1. CHAIRMAN - NON-EXECUTIVE DIRECTOR 2. EXECUTIVE - MANAGING DIRECTOR
5. Corporate Social Responsibility Committee	1. M M MURUGAPPAN 2. VELLAYAN SUBBIAH 3. BHARATI RAO	1. CHAIRMAN - NON-EXECUTIVE DIRECTOR 2. EXECUTIVE - MANAGING DIRECTOR 3. NON-EXECUTIVE - INDEPENDENT DIRECTOR
6. Business Committee	1. M B N RAO 2. N SRINIVASAN 3. M M MURUGAPPAN 4. VELLAYAN SUBBIAH	1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE DIRECTOR 3. NON-EXECUTIVE DIRECTOR 4. EXECUTIVE - MANAGING 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

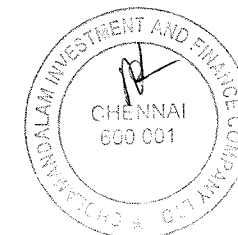
## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the	Maximum gap between any two consecutive (in number of days)
29-07-2016	27-10-2016	90

## IV. Meeting of Committees

## 1. Audit Committee:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
03-10-2016	All 5 members attended the	29-07-2016	65
27-10-2016			
23-12-2016	4 members attended the meeting		



**2. Nomination & Remuneration Committee:**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met</i>	<i>Date(s) of meeting of the committee in</i>	<i>Maximum gap between any two consecutive meetings in number of days *</i>
27-10-2016	All 3 members attended the	29-07-2016	89

**3. Risk Management Committee:**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met</i>	<i>Date(s) of meeting of the committee in</i>	<i>Maximum gap between any two consecutive meetings in number of days *</i>
27-10-2016	All 5 members attended the	Nil	Not applicable
23-12-2016	4 members attended the		

**4. Stakeholders Relationship Committee:**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met</i>	<i>Date(s) of meeting of the committee in</i>	<i>Maximum gap between any two consecutive meetings in number of days *</i>
27-10-2016	Both the members attended the	Nil	Not applicable

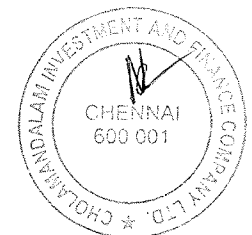
**5. Corporate Social Responsibility Committee:**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met</i>	<i>Date(s) of meeting of the committee in</i>	<i>Maximum gap between any two consecutive meetings in number of days *</i>
Nil	Nil	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</i>	<i>Date(s) of meeting of the committee in</i>	<i>Maximum gap between any two consecutive meetings in number of days *</i>
03-10-2016	All 4 members attended the	Nil	Not applicable
23-12-2016	3 members attended the		

\* 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**

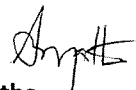
<b>Subject</b>	<b>Compliance status</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

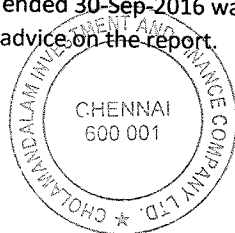
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions,
2. 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-2016 was placed before the Board at its meeting held on 27-Oct-2016. 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.