

January 14, 2020

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 December 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 December 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

Cholamandalam Investment and Finance Company Ltd.

Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600001, India.

Tel : +91 44 40907172 / Fax : +91 44 25346464

Website : www.cholamandalam.com

CIN – L65993TN1978PLC007576



murugappa

Report on Corporate Governance under Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st December 2019

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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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-12-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

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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

Add Notes

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	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	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)	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		12-11-1955	NA		31-05-2018	26-07-2018		60	7	1	6	3		
2	Mr	ASHOK KUMAR BARAT	AGOPB1341B	00492930	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-12-1956	NA		31-10-2017	26-07-2018		60	5	5	8	4		
3	Mr	N. RAMESH RAJAN	ACSPN8579K	01628318	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-07-1957	NA		30-10-2018	30-07-2019		60	3	3	3	3		
4	Mr	ROHAN VERMA	AGIPV6497L	01797489	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-08-1985	NA		25-03-2019	30-07-2019		60	1	1	1	0		
5	Mrs	BHAMA KRISHNAMURTHY	AAPPK0269A	02196839	Non-Executive - Independent Director	Not Applicable	Shareholder Director	19-12-1954	NA		31-07-2019	31-07-2019		12	4	4	8	1		
6	Mr	ARUN ALAGAPPAN	AACPA9627P	00291361	Executive Director	Not Applicable	MD	19-07-1976	NA		15-11-2019	15-11-2019		60	2	1	2	0		

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory
Is there any change in information of committees compare to previous quarter

Add
Notes
Yes

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	01628318	N RAMESH RAJAN	Non-Executive - Independent Director	Chairperson	30-01-2019		
2	00492930	ASHOK KUMAR BARAT	Non-Executive - Independent Director	Member	22-08-2018		
3	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	31-07-2019		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	01628318	N RAMESH RAJAN	Non-Executive - Independent Director	Chairperson	30-01-2019		
2	00492930	ASHOK KUMAR BARAT	Non-Executive - Independent Director	Member	20-12-2017		
3	00170478	M.M. MURUGAPPAN	Non-Executive - Non Independent Director	Member	31-07-2019		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	00170478	M.M. MURUGAPPAN	Non-Executive - Non Independent Director	Chairperson	31-07-2019		154
2	01797489	ROHAN VERMA	Non-Executive - Independent Director	Member	31-07-2019		
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	00492930	ASHOK KUMAR BARAT	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	01628318	N. RAMESH RAJAN	Non-Executive - Independent Director	Member	30-01-2019		
3	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	31-07-2019		
4	00291361	ARUN ALAGAPPAN	Executive Director	Member	22-08-2017		
5							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	00170478	M.M. MURUGAPPAN	Non-Executive - Non Independent Director	Member	22-08-2018		
2	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	31-07-2019		
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	
6	01797489	ROHAN VERMA	IT Strategy Committee	Non-Executive - Independent Director	Member	

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Add Notes

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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
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1	30-07-2019			Yes		
2	05-11-2019	97		Yes	6	4
3	12-12-2019	36		Yes	6	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Add Notes



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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	30-07-2019				Yes	2	2
2	Audit Committee	04-11-2019	96			Yes	3	3
3	Nomination and remuneration committee	30-07-2019				Yes	2	2
4	Nomination and remuneration committee	04-11-2019				Yes	3	2
5	Stakeholders relationship Committee	04-11-2019				Yes	3	2
6	Risk Management Committee	13-09-2019				Yes	4	3
7	Other Committee	30-07-2019		Business Committee		Yes	3	1
8	Other Committee	29-07-2019		IT Strategy Committee		Yes	3	2

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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	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

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 500 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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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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	14-01-2020