

July 15, 2019

**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**

**The Secretary**  
**BSE Ltd.**  
**25<sup>th</sup> 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 30<sup>th</sup> June 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 24<sup>th</sup> September 2015, we enclose the quarterly Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> June 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](http://www.cholamandalam.com)

CIN – L65993TN1978PLC007576



**murugappa**

**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	30-06-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

**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

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	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	00170478	Non-Executive - Non Independent Director	Chairperson related to Promoter		12-11-1955	31-05-2018				7	1	2	3		
2	Ms	BHARATI RAO	01892516	Non-Executive - Independent Director	Not Applicable	Shareholder Director	15-10-1948	31-07-2015			48	5	5	9	1		
3	Mr	ASHOK KUMAR BARAT	00492930	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-12-1956	31-10-2017			60	5	5	5	4		
4	Mr	N. RAMESH RAJAN	01628318	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-07-1957	30-10-2018			9	3	3	0	3		
5	Mr	ROHAN VERMA	01797489	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-08-1985	25-03-2019			4	1	1	0	0		
6	Mr	ARUN ALAGAPPAN	00291361	Executive Director	Not Applicable		19-07-1976	19-08-2017			60	2	1	2	0		

<b>Audit Committee Details</b>								
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		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			

<b>Sr Text Block</b>	
Textual Information(1)	Mr. N Ramesh Rajan elected as Chairperson of the Audit Committee w.e.f. 01-04-2019

<b>Nomination and remuneration committee</b>								
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		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			

<b>Sr Text Block</b>	
Textual Information(1)	Mr. N Ramesh Rajan elected as Chairperson of the Nomination and Remuneration Committee w.e.f. 01-04-2019

<b>Stakeholders Relationship Committee</b>							
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	22-08-2017		
2	00492930	ASHOK KUMAR BARAT	Non-Executive - Independent Director	Member	22-08-2018		
3	00291361	ARUN ALAGAPPAN	Executive Director	Member	22-08-2017		

<b>Sr Text Block</b>	
Textual Information(1)	Ms. Bharati Rao elected as Chairperson of Stakeholders Relationship Committee w.e.f. 31-10-2017.

<b>Risk Management Committee</b>							
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		Textual Information(1)
2	00170478	M M MURUGAPPAN	Non-Executive - Non Independent Director	Member	22-08-2018		
3	00291361	ARUN ALAGAPPAN	Executive Director	Member	22-08-2017		
4	01628318	N RAMESH RAJAN	Non-Executive - Independent Director	Member	30-01-2019		

<b>Sr Text Block</b>	
Textual Information(1)	Mr. Ashok Kumar Barat elected as Chairperson of Risk Management Committee w.e.f. 27-04-2019.

<b>Corporate Social Responsibility Committee</b>							
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	31-07-2015		Textual Information(1)
2	00170478	M M MURUGAPPAN	Non-Executive - Non Independent Director	Member	22-08-2018		
3	00291361	ARUN ALAGAPPAN	Executive Director	Member	20-12-2017		

<b>Sr Text Block</b>	
Textual Information(1)	Ms. Bharati Rao elected as Chairperson of the Corporate Social Responsibility Committee w.e.f. 30-01-2018

<b>Other Committee</b>						
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	
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Annexure 1							
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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	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	30-01-2019				Yes		
2	19-03-2019		47		Yes		
3		27-04-2019	38		Yes	6	4

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
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	30-01-2019				Yes		
2	Audit Committee	19-03-2019	47			Yes		
3	Audit Committee	27-04-2019	38			Yes	3	3

4	Nomination and remuneration committee	19-03-2019				Yes		
5	Nomination and remuneration committee	27-04-2019	38			Yes	3	3
6	Stakeholders Relationship Committee	27-04-2019				Yes	3	2

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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Risk Management Committee	30-01-2019				Yes		
8	Risk Management Committee	19-03-2019	47			Yes		
9	Risk Management Committee	27-04-2019	38			Yes	4	2
10	Corporate Social Responsibility Committee	27-04-2019				Yes	3	1
11	Other Committee	30-01-2019		Business Committee		Yes		
12	Other Committee	19-03-2019	47	Business Committee		Yes		
13	Other Committee	27-04-2019	38	Business Committee		Yes	3	1
14	Other Committee	29-01-2019		IT Strategy Committee		Yes		
15	Other Committee	18-03-2019	47	IT Strategy Committee		Yes		



<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
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	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
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

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	P Sujatha
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	P SUJATHA
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	15-07-2019