

April 15, 2016

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

Dear Sir,

Sub: Corporate Governance Report for the quarter ended 31st March 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 24th September 2015, we enclose the quarterly Compliance Report on Corporate Governance for the quarter ended 31st March 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

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-MAR-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 listed entity (Refer Regulation	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 [@]	4	4	5	1
Mr.	N SRINIVASAN	VICE CHAIRMAN - NON-EXECUTIVE DIRECTOR	31-Jul-2015 ^{**}	Not applicable	2	4	1
Mr.	V SRINIVASA RANGAN	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-Jul-2014 [#]	5	3	7	Nil
Mr.	NALIN MANSUKHLAL SHAH	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-July-2014 ^{\$\$}	3	5	5	4
Ms.	BHARATI RAO	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-July-2015 ^{@@}	4	5	9	Nil
Mr.	M M MURUGAPPAN	NON-EXECUTIVE DIRECTOR	27-Jan-15	Not applicable	7	5	4
Mr.	VELLAYAN SUBBIAH	EXECUTIVE - MANAGING DIRECTOR	19-Aug-2015 ^{##}	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. 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. NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 3. VICE CHAIRMAN - 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. 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. NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 3. NON-EXECUTIVE - INDEPENDENT DIRECTOR 4. EXECUTIVE - MANAGING DIRECTOR
4. Stakeholders Relationship Committee	1. N SRINIVASAN 2. VELLAYAN SUBBIAH	1. VICE CHAIRMAN - NON-EXECUTIVE DIRECTOR 2. EXECUTIVE - MANAGING DIRECTOR
5. Corporate Social Responsibility Committee	1. M M MURUGAPPAN 2. VELLAYAN SUBBIAH 3. BHARATI RAO	1. 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	1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. VICE CHAIRMAN - NON-EXECUTIVE DIRECTOR 3. NON-EXECUTIVE 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 relevant quarter	Maximum gap between any two consecutive (in number of days)
23-10-2015	29-01-2016	37
23-12-2015	23-03-2016	54

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 *
29-01-2016	All 5 members attended the meeting	23-10-2015	37
23-03-2016	4 out of 5 members were present	23-12-2015	54

2. Nomination & Remuneration 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 *
Nil	Not applicable	Nil	Not applicable



3. Risk Management Committee:

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days *</i>
23-03-2016	3 out of 4 members were present	23-10-2015	91
		23-12-2015	

4. Stakeholders Relationship Committee:

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days *</i>
Nil	Not applicable	23-10-2015	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 (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days *</i>
Nil	Not applicable	23-12-2015	Not applicable

6. Business Committee:

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days *</i>
23-03-2016	3 out of 4 members were present	23-12-2015	91

* 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

Subject	Compliance status
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, the words "N.A." may be indicated.

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:
This report for the quarter ended 31-Dec-2015 was placed before the Board at its meeting held on 29-Jan-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.

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

1. Name of Listed Entity : Cholamandalam Investment and Finance Company Limited

2. Year ending : 31-MAR-2016

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA



Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.


P Sujatha
Compliance Officer

