

October 11, 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> September 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> September 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	Half Yearly
Date of Report	30-09-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

For CHOLA MANDALAM INVESTMENT  
AND FINANCE COMPANY LIMITED



P. SUJATHA  
Company Secretary

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	01892516	BHARATI RAO	Non-Executive - Independent Director	Member	31-07-2015	30-07-2019	Textual Information(1)
4	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	31-07-2019		Textual Information(2)



Sr Text Block	
Textual Information(1)	Ms. Bharati Rao, director retired at the conclusion of the 41 st Annual General Meeting held on 30-JUL-2019.
Textual Information(2)	The Board at its meeting held on 30-Jul-2019 appointed Ms. Bhama Krishnamurthy as an additional director in the capacity of an Independent Director with effect from 31-JUL-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	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		
4	01892516	BHARATI RAO	Non-Executive - Independent Director	Member	31-07-2015	30-07-2019	



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	00170478	M.M. MURUGAPPAN	Non-Executive - Non Independent Director	Member	31-07-2019		
2	01797489	ROHAN VERMA	Non-Executive - Independent Director	Member	31-07-2019		
3	00291361	ARUN ALAGAPPAN	Executive Director	Member	22-08-2017		
4	01892516	BHARATI RAO	Non-Executive - Independent Director	Chairperson	22-08-2017	30-07-2019	
5	00492930	ASHOK KUMAR BARAT	Non-Executive - Independent Director	Member	22-08-2018	30-07-2019	

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	00170478	M.M. MURUGAPPAN	Non-Executive - Non Independent Director	Member	22-08-2018	30-07-2019	

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	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		
4	01892516	BHARATI RAO	Non-Executive - Independent Director	Chairperson	31-07-2015	30-07-2019	



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							
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	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	27-04-2019				Yes		
2		30-07-2019	93		Yes	5	3



Annexure I								
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	27-04-2019				Yes		
2	Audit Committee	30-07-2019	93			Yes	2	2
3	Nomination and remuneration committee	27-04-2019				Yes		
4	Nomination and remuneration committee	30-07-2019	93			Yes	2	2
5	Risk Management Committee	27-04-2019				Yes		
6	Risk Management Committee	13-09-2019	143			Yes	4	3



Annexure I								
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	Other Committee	27-04-2019		IT Strategy Committee		Yes		
8	Other Committee	30-07-2019	93	IT Strategy Committee		Yes	3	2
9	Other Committee	27-04-2019		Business Committee		Yes		
10	Other Committee	30-07-2019	93	Business Committee		Yes	3	1



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 I		
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



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	P SUJATHA
2	Designation	Company Secretary and Compliance Officer

For CHOLAMANDALAM INVESTMENT  
AND FINANCE COMPANY LIMITED

  
P. SUJATHA  
Company Secretary

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				





Annexure III		
1	Name of signatory	P SUJATHA
2	Designation	Company Secretary and Compliance Officer

For CHOLAMANDALAM INVESTMENT  
AND FINANCE COMPANY LIMITED



P. SUJATHA  
Company Secretary

<b>Signatory Details</b>	
Name of signatory	P SUJATHA
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	11-10-2019