

General information about company

Scrip code	511243
NSE Symbol	CHOLAFIN
MSEI Symbol	NOTLISTED
ISIN	INE121A01024
Name of the entity	CHOLAMANDALM INVESTMENT AND FINANCE COMPANY LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Half Yearly
Date of Report	30-09-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

CORPORATE GOVERNANCE REPORT

Whether the listed entity has a Regular Chairperson		Yes																				
Is there any change in information of board of directors compare to previous quarter																						
Whether Chairperson related to Promoter		Yes		Disqualification of Directors under section 164 of the																		
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)
1	Mr	VELLAYAN SUBBIAH	01138759	Non-Executive - Non Independent Director	Chairperson related to Promoter		07-08-1969	No				Active	NA		11-11-2020	11-11-2020			5	0	3	1
2	Mr	ASHOK KUMAR BARAT	00492930	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-12-1956	No				Active	NA		31-10-2017	31-10-2017		59	6	6	7	5
3	Mr	N RAMESH RAJ	01628318	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-07-1957	No				Active	NA		30-10-2018	30-10-2018		47	5	5	7	4
4	Mrs	BHAMA KRISHN	02196839	Non-Executive - Independent Director	Not Applicable	Shareholder Director	19-12-1954	No				Active	NA		30-07-2019	30-07-2019		38	6	6	8	1
5	Mr	ROHAN VERMA	01797489	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-08-1985	No				Active	NA		25-03-2019	25-03-2019		42	2	1	1	0
6	Mr	M.A.M.ARUNA	00202958	Non-Executive - Non Independent Director	Not Applicable		18-06-1967	No				Active	NA		29-01-2021	29-01-2021			4	0	6	1
7	Mr	ANAND KUMAR	00818724	Non-Executive - Independent Director	Not Applicable	Shareholder Director	14-10-1967	No				Active	NA		16-03-2021	16-03-2021		18	2	2	2	0
8	Mr	BHARATH VASU	09104808	Non-Executive - Independent Director	Not Applicable	Shareholder Director	24-07-1974	No				Active	NA		16-03-2021	16-03-2021		18	1	1	0	0
9	Mr	RAVINDRA KUN	07337155	Executive Director	Not Applicable		07-07-1968	No				Active	NA		23-01-2020				1	0	1	0

Annexure 1**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Add Notes

Is there any change in information of committees compare to previous quarter

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
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	
4	00818724	ANAND KUMAR	Non-Executive - Independent Director	Member	07-05-2021	
5	00202958	M.A.M.ARUNACHALAM	Non-Executive - Non Independent Director	Member	29-01-2021	

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
1	00818724	ANAND KUMAR	Non-Executive - Independent Director	Chairperson	07-05-2021	
2	01628318	N RAMESH RAJAN	Non-Executive - Independent Director	Member	31-01-2019	
3	01138759	VELLAYAN SUBBIAH	Non-Executive - Non Independent Director	Member	12-11-2020	
4						

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
1	00202958	M.A.M.ARUNACHALAM	Non-Executive - Non Independent Director	Chairperson	07-05-2021	
2	01797489	ROHAN VERMA	Non-Executive - Independent Director	Member	31-07-2019	
3	07337155	RAVINDRA KUMAR KUNDU	Executive Director	Member	29-01-2021	

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
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	00202958	M.A.M.ARUNACHALAM	Non-Executive - Non Independent Director	Member	29-01-2021	

5	09104808	BHARATH VASUDEVAN	Non-Executive - Independent Director	Member	07-05-2021	
6	07337155	RAVINDRA KUMAR KUNDU	Executive Director	Member	29-01-2021	
7						

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
1	01138759	VELLAYAN SUBBIAH	Non-Executive - Non Independent Director	Chairperson	12-11-2020	
2	02196839	BHAMA KRISHNAMURTHY	Non-Executive - Independent Director	Member	31-07-2019	
3	00202958	M.A.M.ARUNACHALAM	Non-Executive - Non Independent Director	Member	29-01-2021	
4						

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	01138759	VELLAYAN SUBBIAH	Business Committee	Non-Executive - Non Independent Director	Chairperson	
2	00202958	M.A.M.ARUNACHALAM	Business Committee	Non-Executive - Non Independent Director	Member	
3	07337155	RAVINDRA KUMAR KUNDU	Business Committee	Executive Director	Member	
4	00492930	ASHOK KUMAR BARAT	IT Strategy Committee	Non-Executive - Independent Director	Chairperson	
5	01138759	VELLAYAN SUBBIAH	IT Strategy Committee	Non-Executive - Non Independent Director	Member	
6	01797489	ROHAN VERMA	IT Strategy Committee	Non-Executive - Independent Director	Member	
7	09104808	BHARATH VASUDEVAN	IT Strategy Committee	Non-Executive - Independent Director	Member	

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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
<div style="display: flex; justify-content: center; gap: 10px;"> Add Delete </div>							
1	05-05-2022			Yes	9	9	6
2	29-07-2022	84		Yes	9	8	5

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)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	
Add		Delete									
1	Audit Committee	04-05-2022				Yes	5	5	4	0	
2	Audit Committee	05-05-2022	0			Yes	5	5	4	0	
3	Audit Committee	28-07-2022	83			Yes	5	5	4	0	
4	Audit Committee	29-07-2022	0			Yes	5	5	4	0	
5	Risk Management Committee	04-05-2022				Yes	6	6	4	0	
6	Risk Management Committee	28-07-2022	84			Yes	6	6	4	0	
7	Nomination and remuneration committee	05-05-2022				Yes	3	3	2	0	
8	Nomination and remuneration committee	29-07-2022	84			Yes	3	3	2	0	
9	Other Committee	29-07-2022		IT Strategy Committee		Yes	4	4	1	0	

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			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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 1000 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

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	

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below. The Figure should be mentioned in Actual INR only			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them		0	0.00
Promoter Group or any other entity controlled by them		0	0.00
Directors (including relatives) or any other entity controlled by them		0	0.00
KMPs or any other entity controlled by them		0	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in		Yes	
Name	D ARUL SELVAN		
Designation	CFO		
Place	CHENNAI		
Date	20-10-2022		