

October 10, 2018

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

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai 400 001.

Dear Sir,

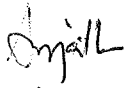
Sub: Corporate Governance Report for the quarter ended 30th September 2018

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 30th September 2018.

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 : 30-SEP-2018

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	DIN	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 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)
Mr.	M B N RAO	00287260	CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR	@31-Jul-2014 / 26-Jul-2018	48	4	5	2
Mr.	N SRINIVASAN	00123338	EXECUTIVE VICE CHAIRMAN & MANAGING	**19/08/2017 / 19/08/2018	24	0	4	Nil
Mr.	M.M.MURUGAPPAN	00170478	NON-EXECUTIVE DIRECTOR	31/05/2018		2	1	4
Mr.	V SRINIVASA RANGAN	00030248	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-Jul-2014 [#]	60	2	7	1
Ms.	BHARATI RAO	01892516	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31-July-2015 [@]	48	5	8	1
Mr.	ASHOK KUMAR BARAT	00492930	NON-EXECUTIVE - INDEPENDENT DIRECTOR	31/10/2017 ^{##}	60	3	4	2
Mr.	ARUN ALAGAPPAN	00291361	EXECUTIVE DIRECTOR	19/08/2017 ^{\$\$}	60	1	2	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 and retired at the conclusion of the 40th Annual General Meeting held on 26-Jul-2018

** - Mr. N Srinivasan was appointed as an additional Director on 26-Dec-2006. He was appointed as Executive Vice Chairman & MD at the Board Meeting held on 15-Mar-2017 w.e.f. 19-Aug-2017. Mr. N Srinivasan, resigned as Executive Vice Chairman and MD w.e.f. 19-Aug-2018

- Mr. V Srinivasa Rangan was appointed as an additional director on 28-Jul-2011

@@ - Ms. Bharati Rao was appointed as an additional director on 31-Jul-2014

- Mr. Ashok Barat was appointed as an additional director w.e.f 31-Oct-2017

\$\$ - Mr. Arun Alagappan was appointed as an Executive Director at the Board held on 15-Mar-2017 w.e.f. 19-Aug-2017

** - Mr. M M Murugappan was appointed as an additional director at the Board meeting held on 31-May-2018

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) §
1. Audit Committee	1. V SRINIVASA RANGAN 2. BHARATI RAO 3. ASHOK KUMAR BARAT	1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE - INDEPENDENT DIRECTOR 3. NON-EXECUTIVE - INDEPENDENT DIRECTOR
2. Nomination & Remuneration Committee	1. V SRINIVASA RANGAN 2. BHARATI RAO 3. ASHOK KUMAR BARAT	1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE - INDEPENDENT DIRECTOR 3. NON-EXECUTIVE - INDEPENDENT DIRECTOR
3. Risk Management Committee	1. V SRINIVASA RANGAN 2. M M MURUGAPPAN 3. ARUN ALAGAPPAN	1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE - NON INDEPENDENT DIRECTOR 3. EXECUTIVE DIRECTOR
4. Stakeholders Relationship Committee	1. BHARATI RAO 2. ASHOK KUMAR BARAT 3. ARUN ALAGAPPAN	1. CHAIRPERSON - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE - INDEPENDENT DIRECTOR 3. EXECUTIVE DIRECTOR
5. Corporate Social Responsibility Committee	1. BHARATI RAO 2. M M MURUGAPPAN 3. ARUN ALAGAPPAN	1. CHAIRPERSON - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. NON-EXECUTIVE - NON INDEPENDENT DIRECTOR 3. EXECUTIVE DIRECTOR
6. Business Committee	1. M M MURUGAPPAN 2. ASHOK KUMAR BARAT 3. ARUN ALAGAPPAN	1. CHAIRMAN - NON-EXECUTIVE - NON INDEPENDENT DIRECTOR 2. NON-EXECUTIVE - INDEPENDENT DIRECTOR 3. EXECUTIVE DIRECTOR
7. IT Strategy Committee	1. ASHOK KUMAR BARAT 2. ARUN ALAGAPPAN	1. CHAIRMAN - NON-EXECUTIVE - INDEPENDENT DIRECTOR 2. 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)
31-May-18	26-Jul-18	55
23-Apr-18		

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 *
26-Jul-18	All 3 members attended the meeting	20-Jun-18	35
18-Sep-18	All 3 members attended the meeting	31-May-18	
		23-Apr-18	



2. Nomination & Remuneration 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>
26-Jul-18	All 3 members attended the meeting	31-May-18	55
		23-Apr-18	

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>
18-Sep-18	3 Member attended the meeting	20-Jun-18	89

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-Apr-18	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>
18-Sep-18	All 3 members attended the meeting	23-Apr-18	147

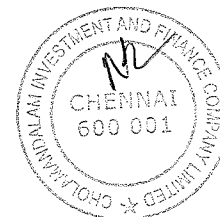
6. Business Committee:

<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>
18-Sep-18	All 3 members attended the meeting	20-Jun-18	89

7. IT Strategy 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	20-Jun-18	Not applicable

* 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

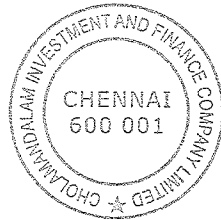
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the 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:
The report for the quarter ended 30-JUN-2018 was placed before the Board at its meeting held on 26-JUL-2018. 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 6 months after end of financial year along-with second quarter report of next financial year

I. Annual Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.



P Sujatha
Compliance Officer

