

Corporate Governance Report for the quarter ended March 31, 2022

General information about company	
Scrip code	504973
NSE Symbol	CHOLAHLDNG
MSEI Symbol	
ISIN	INE149A01033
Name of the entity	CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

For Cholamandalam Financial Holdings



E Krithika
Company Secretary & Compliance Officer

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												Add			
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 is related to MD or CEO												No			
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	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) of 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	M M Murugappan	00170478	Non-Executive - Non Independent Director	Chairperson related to Promoter	12-11-1955	NA	11-11-2017	04-08-2021			3	0	3	2
2	Mr	K Balasubramanian	00137260	Non-Executive - Independent Director	Not Applicable	12-12-1954	NA	17-03-2022	17-03-2022		1	1	1	1	0
3	Mr	B Ramaratnam	07525213	Non-Executive - Independent Director	Not Applicable	13-02-1955	NA	18-03-2019	18-03-2019		36	2	2	5	4
4	Mrs	Vasudha Sundararaman	06609400	Non-Executive - Independent Director	Not Applicable	10-11-1957	NA	12-02-2020	12-02-2020		25	1	1	1	0
5	Mr	Sridharan Rangarajan	01814413	Non-Executive - Non Independent Director	Not Applicable	16-03-1966	NA	30-08-2018	12-08-2020			3	0	5	0
6	Mr	Vellayan Subbiah	01138759	Non-Executive - Non Independent Director	Not Applicable	07-08-1969	NA	11-11-2020	11-11-2020			5	1	4	1

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
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	Remarks
1	07525213	B Ramaratnam	Non-Executive - Independent Director	Chairperson	18-03-2019	
2	00137260	K Balasubramanian	Non-Executive - Independent Director	Member	17-03-2022	
3	06609400	Vasudha Sundararaman	Non-Executive - Independent Director	Member	12-02-2020	
4	01814413	Sridharan Rangarajan	Non-Executive - Non Independent Director	Member	30-08-2018	

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	Remarks
1	06609400	Vasudha Sundararaman	Non-Executive - Independent Director	Chairperson	12-02-2020	
2	00170478	M M Murugappan	Non-Executive - Non Independent Director	Member	05-02-2018	
3	00137260	K Balasubramanian	Non-Executive - Independent Director	Member	17-03-2022	

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	Chairperson	05-02-2018		
2	07525213	B Ramaratnam	Non-Executive - Independent Director	Member	18-03-2019		
3	01814413	Sridharan Rangarajan	Non-Executive - Non Independent Director	Member	30-08-2018		

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	00170478	M M Murugappan	Non-Executive - Non Independent Director	Chairperson	18-03-2019		
2	07525213	B Ramaratnam	Non-Executive - Independent Director	Member	18-03-2019		
3	01814413	Sridharan Rangarajan	Non-Executive - Non Independent Director	Member	18-03-2019		
4	99999999	N Ganesh	Member	Member	18-03-2019		

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory		<div style="background-color: #c00000; color: white; padding: 5px; text-align: center; border-radius: 10px;">Add Notes</div>				
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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	02-11-2021			Yes	6	3
2	11-02-2022	100		Yes	5	2
3	17-03-2022	33		Yes	6	3

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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	Reason for not providing date
	Add Delete								
1	Audit Committee	02-11-2021				Yes	4	3	
2	Audit Committee	11-02-2022	100			Yes	3	2	
3	Audit Committee	17-03-2022	33			Yes	3	2	
4	Nomination and remuneration committee	17-03-2022				Yes	2	1	
5	Risk Management Committee	02-11-2021				Yes	4	1	
6	Risk Management Committee	11-02-2022				Yes	4	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 II

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

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.cholafhl.com
2	Terms and conditions of appointment of independent directors	Yes		www.cholafhl.com
3	Composition of various committees of board of directors	Yes		www.cholafhl.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.cholafhl.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.cholafhl.com
6	Criteria of making payments to non-executive directors	Yes		www.cholafhl.com
7	Policy on dealing with related party transactions	Yes		www.cholafhl.com
8	Policy for determining 'material' subsidiaries	Yes		www.cholafhl.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.cholafhl.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.cholafhl.com
11	email address for grievance redressal and other relevant details	Yes		www.cholafhl.com
12	Financial results	Yes		www.cholafhl.com
13	Shareholding pattern	Yes		www.cholafhl.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.cholafhl.com
16	New name and the old name of the listed entity	Yes		www.cholafhl.com
17	Advertisements as per regulation 47 (1)	Yes		www.cholafhl.com
18	Credit rating or revision in credit rating obtained	Yes		www.cholafhl.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.cholafhl.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.cholafhl.com
21	Materiality Policy as per Regulation 30	Yes		www.cholafhl.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.cholafhl.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.cholafhl.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		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 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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes
Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	E Krithika
2	Designation	Company Secretary and Compliance Officer

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Any other information to be provided

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Annexure II

1	Name of signatory	E KRITHIKA
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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Annexure II		
1	Name of signatory	E KRITHIKA
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(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			
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	0.00
Promoter Group or any other entity controlled by them		0 0.00	0.00
Directors (including relatives) or any other entity controlled by them		0 0.00	0.00
KMPs or any other entity controlled by them		0 0.00	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 0.00	0.00
Promoter Group or any other entity controlled by them		0 0.00	0.00
Directors (including relatives) or any other entity controlled by them		0 0.00	0.00
KMPs or any other entity controlled by them		0 0.00	0.00
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by		Yes	
Name	Ganesh		
Designation	CFO		
Place	Chennai		
Date	31-03-2022		

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Signatory Details

Name of signatory	E Krithika
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	31-03-2022