

May 26, 2023

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C-1, Block G
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051

The Secretary
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

Symbol : CHOLAHLDNG
NSE - WDM

Scrip Code : 504973

Dear Sir / Madam,

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2023

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, we enclose secretarial compliance report for the year ended March 31, 2023 issued by Practicing Company Secretaries, M/s. Srinidhi Sridharan & Associates, Chennai.

Kindly take the information on record.

Thanking you,

Yours faithfully,
for **CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED**

E KRITHIKA
COMPANY SECRETARY

Encl: as above



SECRETARIAL COMPLIANCE REPORT OF CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED FOR THE YEAR ENDED 31ST MARCH 2023

ISIN: INE149A01033

We, **SRINIDHI SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

- a) All the documents and records made available to us and explanation provided by **CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED, (CIN: L65100TN1949PLC002905)**(herein after referred as "The listed entity")having its Registered office at **Dare House, No.234, N S C Bose Road, Chennai- 600001**
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address: <https://www.cholafhl.com>)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March 2023** in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the year under review).**
- e) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable during the year under review).**
- f) The Employee Stock Option Plan, 2016 approved under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 & Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Employee Stock Option Scheme, 2007 approved under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the year under review).**
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the year under review).**
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except the following:-

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	All listed entities would be required to make their filings in respect of Financial Results	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirement)	In the BSE the PDF of Financial results for the quarter ended June 30 th 2022 has been filed on 10 th	-	-	-	-	Due to certain technical glitches, there was a	As informed by the listed entity, due precautions will be taken	-

Cholamandalam Financial Holdings Limited

Secretarial Compliance Report For the FY ended 31st March 2023

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44/25, Thiruvaramam apartments, 1st Floor, Flat no.3, Unnamalai Ammal street, T Nagar, Ch - 600017



(Regulation 33 and Regulation 52) in XBRL mode within 24 hours of submission of results in PDF mode.	Regulation, 2015, BSE circular DCS/COMP/28/2016-17 dated March 30 2017	August 2022 at 3.01 PM while XBRL of the same has been filed on 11 th August, 2022 at 4.20 PM. i.e. beyond 24 hours.					delay of about an hour in filing the XBRL return.	to avoid such delay in the future.	
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(b)The listed entity has taken the following actions to comply with the observations made in the previous reports:

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Proceedings of Annual General Meeting shall be filed within 24 hours from the conclusion of Annual General Meeting	Regulation 30 (6) – sub regulation 13 of Para A Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Proceedings of the 72nd Annual General Meeting of the Company held on 4th August 2021, was not filed within 24 hours from the conclusion of the Annual General Meeting.	No action is required to be taken.	-	-	-	As informed by the management, there were some technical internet connectivity issues while filing the AGM proceedings with BSE Listing Centre and NSE NEAPS Portal and hence a there was a delay of about 2 hours.	Delayed Compliance. Action closed.	-
2	The listed entity shall give prior intimation to stock exchange about the meeting of the	Regulation 29 – sub regulation 1(e) and sub regulation 2 of the Securities and Exchange	The intimation in respect of the Declaration of interim dividend has not be given	NSE	Levy of fine	Delay of 1 working day in giving prior intimation for consideration of divided	Rs.10,000/-	As informed by the management, systems to track compliance	Fine paid. Action closed.	-



board of directors in which declaration of Dividend has been considered and such intimation shall be given at least two working days in advance, excluding the date of the intimation and date of the meeting	Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	to the stock exchanges at least two working days in advance excluding the date of the intimation and date of the meeting:					before due date is in place and monitored continually to avoid such instances in future.		
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We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standards</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	YES	-
2.	<p><u>Adoption and timely updation of the Policies</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/guidelines issued by 	YES YES	- -



	SEBI.		
3.	<p><u>Maintenance and disclosures on Website</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	<p>YES</p> <p>YES</p> <p>YES</p>	<p>-</p> <p>-</p> <p>-</p>
4.	<p><u>Disqualification of Director</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	<p>YES</p>	<p>-</p>
5.	<p><u>Details related to Subsidiaries of listed entities</u></p> <ul style="list-style-type: none"> Identification of material subsidiary companies. Requirements with respect to disclosure of material as well as other subsidiaries. 	<p>YES</p> <p>YES</p>	<p>-</p> <p>-</p>
6.	<p><u>Preservation of Documents</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>YES</p>	<p>-</p>



7.	<p><u>Performance Evaluation</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	YES	-
8.	<p><u>Related Party Transactions</u></p> <ul style="list-style-type: none"> The listed entity has obtained prior approval of Audit Committee for all Related party transactions. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee. 	YES NOT APPLICABLE	- All Related party Transactions were entered into after obtaining prior approval of audit Committee
9.	<p><u>Disclosure of events or information</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	-
10.	<p><u>Prohibition of Insider Trading</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/</p>		

	subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	-
12.	<u>Additional Non-compliances, if any</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	-

PLACE: CHENNAI
DATE : MAY 25 2023

For SRINIDHI SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES



Srinidhi

CS SRINIDHI SRIDHARAN

CP No. 17990

FCS No. 12510

PR No. 655/2020

UIN: S2017TN472300

UDIN: F012510E000375686

