

**Corporate Governance Report for the quarter ended December 31, 2022**

<b>General information about company</b>	
Scrip code	504973
NSE Symbol	CHOLAHLDNG
MSEI Symbol	NotListed
ISIN	INE149A01033
Name of the entity	CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-12-2022
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) 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	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		10	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		45	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		34	2	2	1	0
5	Mr	Sridharan Rangarajan	01814413	Non-Executive - Non Independent Director	Not Applicable	16-03-1966	NA	30-08-2018	10-08-2022			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	0	3	1

## Annexure 1

## II. Composition of Committees

Disclosure of notes on composition of committees explanatory

**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	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	Date of Cessation
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
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
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	Manager & CFO	Member	18-03-2019	

**Annexure 1**

**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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	10-08-2022			Yes	6	3
2	08-11-2022	89		Yes	6	3


## 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 in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
	<a href="#">Add</a> <a href="#">Delete</a>									
1	Audit Committee	10-08-2022				Yes	4	4	3	0
2	Audit Committee	08-11-2022	89			Yes	4	4	3	0
3	Nomination and remuneration committee	10-08-2022				Yes	3	3	2	0
4	Stakeholders Relationship Committee	08-11-2022				Yes	3	3	1	0
5	Risk Management Committee	10-08-2022				Yes	3	3	1	1
6	Risk Management Committee	08-11-2022	89			Yes	3	3	1	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 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 <b>a. Audit Committee</b>	Yes	
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes	
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes	
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>		
Annexure 1			
Sr	Subject	Compliance status	
1	Name of signatory	E Krithika	
2	Designation	Company Secretary and Compliance Officer	

## Signatory Details

Name of signatory	Krithika
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	12-01-2023