

Cholamandalam Financial Holdings Limited
(formerly, TI Financial Holdings Limited)
Corporate Governance Report for the quarter & year ended March 31, 2019

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors										
Name of the Director	DIN	PAN	Category (Chair person /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directors hip in listed entities including this listed entity	No of members hips in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	
Shubhalakshmi Panse	02599310	AFEPP0393L	ID	01-Aug-2017		60	5	6	3	
M M Murugappan	00170478	AAGPM1775L	C & NED	11-Nov-2017			1	5	3	
Ashok Kumar Barat	00492930	AGOPB1341B	ID	01-Aug-2018		12	5	8	3	
B Ramaratnam	07525213	AABPR2862E	ID	18-Mar-2019		12	2	4	2	
Sridharan Rangarajan	01814413	BHYP0270E	NED	30-Aug-2018			0	4	0	
V Ravichandran	00110086	AAHPR2519L	NED	18-Mar-2019			0	2	1	



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II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Ashok Kumar Barat	ID	Member
2	Sridharan Rangarajan	NED	Member
3	SHUBHALAKSHMI PANSE	ID	Chairperson
4	B Ramaratnam	ID	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	M M Murugappan	C & NED	Chairperson
2	Sridharan Rangarajan	NED	Member
3	B Ramaratnam	ID	Member

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	M M Murugappan	C & NED	Chairperson
2	Sridharan Rangarajan	NED	Member
3	B Ramaratnam	ID	Member
4	N Ganesh	Member	Member

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SHUBHALAKSHMI PANSE	ID	Member
2	M M Murugappan	C & NED	Member
3	Ashok Kumar Barat	ID	Chairperson

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-Oct-2018	04-Feb-2019	95
31-Oct-2018	18-Mar-2019	41

IV. Meeting of Committees				
Name of the 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 (in number of days)
Audit Committee	04-Feb-2019	3	31-Oct-2018	95
Audit Committee	18-Mar-2019	3	31-Oct-2018	137
Stakeholders Relationship Committee	04-Feb-2019	2		
Nomination and remuneration committee	18-Mar-2019	3		



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V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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

VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. - **Yes**
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. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

The previous report on corporate governance has been placed before the Board at its meeting held on February 4, 2019. This report will be placed at the ensuing Board meeting scheduled in May 3, 2019.



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ANNEXURE II

VII. 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	New name and the old name of the listed entity	Yes		www.cholafhl.com
16	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			



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VIII. 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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	



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27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

IX: Annual affirmation (cont.)

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

Name : E Krithika
Designation : Company Secretary & Compliance Office

For CHOLAMANDALAM FINANCIAL HOLDINGS LIMITED



E.KRITHIKA
Company Secretary