



May 24, 2019



**The Secretary**  
**National Stock Exchange of India Limited**  
Capital Market – Listing, Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block, Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051

**The Secretary**  
**BSE Ltd.**  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400 001

**NSE SCRIP CODE: CHOLAFIN EQ**

**BSE SCRIP CODE: 511243**

Dear Sirs,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2018-19.

Kindly take the above information on records.

Thanking you,

Yours faithfully,  
For Cholamandalam Investment and Finance Company Limited

P Sujatha  
Compliance Officer

Encl.: As above

**Secretarial compliance report of CHOLAMANDALAM INVESTMENT AND FINANCE  
COMPANY LIMITED for the year ended 31<sup>ST</sup> March 2019**

We, **R. SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

- a) All the documents and records made available to us and explanation provided by **CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED (CIN: L65993TN1978PLC007576)** having its Registered office at **Dare House, No.2, N.S.C Bose Road, Parrys, Chennai- 600001. ("the listed entity")**.
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity, (website address: **www.cholamandalam.com**)
- d) other documents/ filings, as may be relevant, which has been relied upon to make this certification, for the year ended **31<sup>st</sup> March 2019** 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, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the year under review);



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- e) The Employee Stock Option Plan, 2016 approved under the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Employee Stock Option Scheme, 2007 approved under the Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and listing of Non- Convertible and redeemable Preference shares) Regulations, 2013 (Not applicable during the year under review);
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) regulations, 1993 regarding the Companies Act and dealing with the clients;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

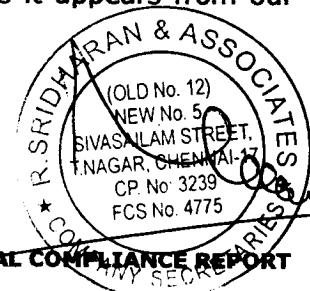
and circulars/ guidelines issued there under;

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:-

| Sr. No     | Compliance Requirement<br>(Regulations/circulars/<br>guidelines including<br>specific clauses | Deviations | Observations/ Remarks of<br>the Practicing Company<br>Secretary |
|------------|---|------------|---|
| <b>Nil</b> |   |            |   |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.



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(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries(Not applicable to this company) either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

| Sr. No.     | Action taken by | Details of violation | Details of action taken<br>E.g. Fines, warning letter, debarment etc. | Observations/remarks of the Practicing Company Secretary, if any. |
|-------------|-----------------|----------------------|---|---|
| <b>Nil*</b> |                 |                      |   |   |

\* - No action taken against the Listed Entity / its promoters / directors.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

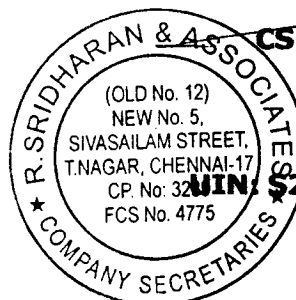
| Sr. No                | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended | Actions taken by the listed entity if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|-----------------------|--|---|---|--|
| <b>Not applicable</b> |  |   |   |  |

**FOR R.SRIDHARAN & ASSOCIATES  
COMPANY SECRETARIES**

*[Signature]*

**PLACE : CHENNAI**

**DATE : 20<sup>TH</sup> MAY, 2019**



**CS R.SRIDHARAN**

**C.P NO.3239**

**FCS.NO.4775**

**UIN: S2003TN063400**