

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: Cholamandalam Investment and Finance Company Limited

Quarter ended on : 30 JUNE 2012

Particulars		Clause of Listing Agreement	Compliance Status Yes / No	Remarks
I	Board of Directors	49 I		
A	Composition of Board	49 (IA)	Yes	Nil
B	Non executive Directors' compensation & disclosures	49 (IB)	Yes	Nil
C	Other provisions as to Board and Committees	49 (IC)	Yes	Nil
D	Code of Conduct	49 (ID)	Yes	Nil
II	Audit Committee	49 (II)		
A	Qualified & Independent Audit Committee	49 (IIA)	Yes	Nil
B	Meeting of Audit Committee	49 (IIB)	Yes	Nil
C	Powers of Audit Committee	49 (IIC)	Yes	Nil
D	Role of Audit Committee	49 (IID)	Yes	Nil
E	Review of Information by Audit Committee	49 (IIE)	Yes	Nil
III	Subsidiary Companies	49 (III)	NA	There is no "material non- listed Indian subsidiary".
IV	Disclosures	49 (IV)		
A	Basis of related party transactions	49 (IV A)	Yes	Nil
B	Disclosure of Accounting Treatment	49 (IV B)	N.A	The Company is following prescribed Accounting Standards.
C	Board Disclosures	49 (IV C)	Yes	Nil
D	Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	Nil
E	Remuneration of Directors	49 (IV E)	Yes	Nil
F	Management	49 (IV F)	Yes	Nil
V	CEO/CFO Certification	49 (V)	Yes	Nil
VI	Report on Corporate Governance	49 (VI)	Yes	Nil
VII	Compliance	49 (VII)	Yes	Nil