QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: Cholamandalam Investment and Finance Company Limited

Quarter ended on : 30 SEPTEMBER 2011

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 (IVA)	Yes	Nil
B	Board Disclosures	49 (IVB)	Yes	Nil
C	Proceeds from Public Issues, Rights Issues, Preferential Issues, etc.	49 (IVD)	NA	Nil
D	Remuneration of Directors	49 (IVE)	Yes	Nil
E	Management	49 (IVF)	Yes	Nil
F	Shareholders	49 (IVG)	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