

January 6, 2014

NSE / BSE

Dear Sir,

***Sub: Corporate Governance Report for the quarter ended 31<sup>st</sup> December 2013***

We enclose the quarterly Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> December 2013.

We request you to take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For Cholamandalam Investment and Finance Company Limited



P Sujatha  
Company Secretary

Encl.: As above

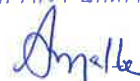
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: Cholamandalam Investment and Finance Company Limited

Quarter ended on : 31 DECEMBER 2013

Particulars		Clause of Listing Agreement	Compliance Status Yes / No	Remarks
<b>I</b>	<b>Board of Directors</b>	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
<b>II</b>	<b>Audit Committee</b>	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
<b>III</b>	<b>Subsidiary Companies</b>	49 (III)	NA	There is no "material non- listed Indian subsidiary".
<b>IV</b>	<b>Disclosures</b>	49 (IV)		
A	Basis of related party transactions	49 (IV A)	Yes	Nil
B	Disclosure of Accounting Treatment	49 (IV B)	Yes	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
G	Shareholders	49 (IVG)	Yes	Nil
<b>V</b>	<b>CEO/CFO Certification</b>	49 (V)	Yes	Nil
<b>VI</b>	<b>Report on Corporate Governance</b>	49 (VI)	Yes	Nil
<b>VII</b>	<b>Compliance</b>	49 (VII)	Yes	Nil

For CHOLAMANDALAM INVESTMENT  
AND FINANCE COMPANY LIMITED



P. SUJATHA  
Company Secretary