



Cholamandalam Investment and Finance Company Ltd.

Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600 001, India

Tel: 91.44.30007172 Fax: 91.44.25346464

Website: www.cholamandalam.com

January 15, 2013

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

Dear Sir,

Sub: Corporate Governance Report for the quarter ended 31st December 2012

We enclose the quarterly Compliance Report on Corporate Governance for the quarter ended 31st December 2012.

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

Thanking you,

Yours faithfully,
For Cholamandalam Investment and Finance Company Limited

A handwritten signature in black ink, appearing to read "Sujatha".

P Sujatha
Company Secretary

Encl.: As above



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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: Cholamandalam Investment and Finance Company Limited

Quarter ended on : 31 DECEMBER 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
G	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

For CHOLAMANDALAM INVESTMENT
AND FINANCE COMPANY LIMITED



P. SUJATHA
Company Secretary