

Date: October 21, 2022

The Manager,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400001

Dear Sir,

Re. : Regulation 27(2) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub. : Quarterly compliance report on Corporate Governance for quarter ended September 30, 2022

Dear Sir / Madam:

Pursuant to Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), please find the quarterly compliance report on corporate governance enclosed as Annexure I for quarter ended September 30, 2022. This is for your information and records

Yours faithfully,


For HDFC Credila Financial Services Limited
(Formerly known as HDFC Credila Financial Services Private Limited)

Akanksha Kandoi
Company Secretary & Compliance Officer

HDFC CREDILA FINANCIAL SERVICES LIMITED

(Formerly known as HDFC Credila Financial Services Private Limited)

Corporate Identity Number: U67190MH2006PLC159411

 **Regd. Office:** B-301, Citi Point, Andheri-Kurla Road, Next To Kohinoor Continental, Andheri (East), Mumbai 400 059, India



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**Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015
For the quarter ended June 30, 2022**

Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	No of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	V. Srinivasa Rangan	ADIPV5480A 00030248	Non-Executive - Non-Independent Director, Chairperson	December 24, 2009	July 29, 2020			February 13, 1960	3	1	5	0
Mr	B. Mahapatra	ABKPM7949M 06990345	Non-Executive - Independent Director	March 30, 2015	March 30, 2020		90	August 3, 1954	1	1	5	2
Mr	Rajesh Gupta	ACUPG6247R 00229040	Non-Executive - Independent Director	January 17, 2020	NA		32	October 24, 1964	1	1	4	1
Mr	Sunil Shah	AADPS6792E 00137105	Non-Executive - Independent Director	July 5, 2019	NA		38	January 6, 1958	0	0	1	0
Ms	Madhumita Ganguli	AAEPG7669R 00676830	Non-Executive -Non- Independent Director	March 30, 2015	June 28, 2021			September 22, 1956	2	2	3	0
Mr	Arijit Sanyal	AUEPS9431K 08386684	Executive Director, MD, CEO	January 17, 2020	NA			January 30, 1977	0	0	1	0

Whether Regular Chairperson appointed	Yes
Whether Chairperson is related to Managing Director or CEO	No

Note: "this listed entity" means "HDFC Credila Financial Services Limited"
Membership & Chairmanship in Audit & Stakeholders Relationship Committee is included in all public limited Companies whether listed or not

II. Composition of Committees

Audit Committee

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. B. Mahapatra	Non-Executive - Independent Director, Chairperson	30-Mar-15	0
Mr. Sunil Shah	Non-Executive - Independent Director, Member	5-Jul-19	0
Mr. Rajesh Narain Gupta	Non-Executive - Independent Director, Member	17-Jan-20	0
Ms. Madhumita Ganguli	Non-Executive - Non-Independent-Nominee Director, Member	30-Mar-15	0
whether Regular Chairperson appointed	Yes		

Nomination and Remuneration Committee

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. B. Mahapatra	Non-Executive - Independent Director, Chairperson	25-Oct-18	0
Mr. Sunil Shah	Non-Executive - Independent Director, Member	16-Oct-19	0
Mr. V. S. Rangan	Non-Executive - Non-Independent-Nominee Director, Member	30-Mar-15	0
whether Regular Chairperson appointed	Yes		

Risk Management Committee

Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. V. S. Rangan	Non-Executive - Non-Independent Director, Chairperson	19-Jan-16	0
Mr. Arijit Sanyal	Executive Director, Member	17-Jan-20	0
Mr. B. Mahapatra	Non-Executive - Independent Director, Member	16-Oct-19	0

Mr. Sunil Shah	Non-Executive - Independent Director, Member	16-Oct-19	0
whether Regular Chairperson appointed	Yes		
Corporate Social Responsibility Committee			
Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. Sunil Shah	Non-Executive - Independent Director, Chairman	17-Jan-20	0
Mr. B. Mahapatra	Non-Executive - Independent Director, Member	30-Mar-15	0
Mr. V. S. Rangan	Non-Executive - Non-Independent-Nominee Director, Member	30-Mar-15	0
Ms. Madhumita Ganguli	Non-Executive - Non-Independent-Nominee Director, Member	30-Mar-15	0
whether Regular Chairperson appointed	Yes		
Stakeholders Relationship Committee			
Name of Committee members	Category	Date of Appointment	Date of Cessation
Mr. Rajesh Narain Gupta	Non-Executive - Independent Director, Chairman	20-Oct-21	0
Ms. Madhumita Ganguli	Non-Executive - Non-Independent-Nominee Director, Member	20-Oct-21	0
Mr. Arijit Sanyal	Executive Director, Member	20-Oct-21	0
whether Regular Chairperson appointed	Yes		

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive Meetings (in number of days)
21-Apr-22					
	25-Jul-22	Yes	7	3	95
	02-Aug-22	Yes	7	3	8

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					21-Apr-22	
Audit Committee	25-Jul-22	Yes	4	3		95

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Nomination and Remuneration Committee					13-Apr-22	
Nomination and Remuneration Committee	24-Jul-22	Yes	3	2		
Nomination and Remuneration Committee	01-Aug-22	Yes	3	2		
Nomination and Remuneration Committee	03-Aug-22	Yes	3	2		

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Risk Management Committee					20-Apr-22	
Risk Management Committee	11-Jul-22	Yes	4	2		

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Corporate Social Responsibility Committee					20-Apr-22	
Corporate Social Responsibility Committee	11-Jul-22	Yes	5	2		

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Stakeholders Relationship Committee					No meeting	
Stakeholders Relationship Committee	No meeting	-	-	-	-	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below	If status is “No” details of non-compliance
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	NA. There were no material related party transactions during the period. The Company will be seeking the approval of shareholders for material related party transactions, wherever applicable, within the prescribe period to comply with the relevant Regulation of SEBI LODR.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes	
<p>Note:</p> <p>1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.</p> <p>2 If status is “No” details of non-compliance may be given here.</p>		

Sl. No.	Subject	Compliance Status (YES/NO)
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
	a. Audit Committee	Yes
	b. Nomination & Remuneration Committee	Yes
	c. Stakeholders Relationship Committee	Yes
	d. Risk Management Committee	Yes
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes. The Committee Members have been made aware of their powers, roles and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	Yes

Affirmations

Broad Heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the Annual Report Including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website.	46(2)*	NA
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No. The Independent Director authorised by Mr. B. Mahapatra, Chairman of Audit Committee attended the Meeting as his representative as he could not attend the meeting due to unavoidable circumstances
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	No. The Independent Director authorised by Mr. B. Mahapatra, Chairman of Audit Committee attended the Meeting as his representative as he could not attend the meeting due to unavoidable circumstances
Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting	20(3)	Yes
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V*	Yes

Note: *The regulations 46(2) and 34(3) are not applicable to High Value Debt Listed (HVDL) Company, however the Company has complied with the applicable corresponding regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 applicable to the Company being a HVDL Company. The disclosures in Annual report and Corporate Governance Report for the FY 2021-22 has been made to the extent applicable to the Company.

Annexure IV

Additional Half Yearly disclosures for half year ended September 30, 2022

Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
- Promoter or any other entity controlled by them - Promoter Group or any other entity controlled by them - Directors (including relatives) or any other entity controlled by them - KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount advanced during six months	Balance outstanding at the end of six months
- Promoter or any other entity controlled by them - Promoter Group or any other entity controlled by them - Directors (including relatives) or any other entity controlled by them - KMPs or any other entity controlled by them	NA	Nil	Nil
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount advanced during six	Balance outstanding at the end of six months
- Promoter or any other entity controlled by them - Promoter Group or any other entity controlled by them - Directors (including relatives) or any other entity controlled by them - KMPs or any other entity controlled by them	NA	Nil	Nil
II. Affirmations:		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		NA	
<p>For HDFC Credila Financial Services Limited (Formerly known as HDFC Credila Financial Services Private Limited)</p> <p>Akanksha Kandoi Company Secretary</p> <p>Date: October 21, 2022 Place: Mumbai</p>			