

Date: January 21, 2023

The Manager,
BSE Limited
P. J Tower,
Dalal Street,
Mumbai – 400 001

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 December 31, 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 for quarter ended December 31, 2022.

This is for your information and records.

Yours Faithfully,

For HDFC Credila Financial Services Limited

KANDOI
AKANKSHA


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KANDOI AKANKSHA
Date: 2023.01.21
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Akanksha Kandoi
Company Secretary & Compliance Officer

HDFC CREDILA FINANCIAL SERVICES LIMITED

Corporate Identity Number: U67190MH2006PLC159411

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

 **Tel:** +91-22-28266636

 **Email:** loan@hdfccredila.com

**Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015
For the quarter ended December 31, 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 | 24-Dec-09 | 29-Jul-20 | | | 13-Feb-60 | 3 | 1 | 5 | 0 |
| Mr | B. Mahapatra | ABKPM7949M 06990345 | Non-Executive - Independent Director | 30-Mar-15 | 30-Mar-20 | | 93 | 3-Aug-54 | 1 | 1 | 5 | 2 |
| Mr | Rajesh Gupta | ACUPG6247R 00229040 | Non-Executive - Independent Director | 17-Jan-20 | NA | | 35 | 24-Oct-64 | 1 | 1 | 4 | 1 |
| Mr | Sunil Shah | AADPS6792E 00137105 | Non-Executive - Independent Director | 5-Jul-19 | NA | | 41 | 6-Jan-58 | 0 | 0 | 1 | 0 |
| Ms | Madhumita Ganguli | AAEPG7669R 00676830 | Non-Executive -Non- Independent Director | 30-Mar-15 | 28-Jun-21 | | | 22-Sep-56 | 2 | 2 | 3 | 0 |
| Mr | Arijit Sanyal | AUEPS9431K 08386684 | Executive Director, MD, CEO | 17-Jan-20 | NA | | | 30-Jan-77 | 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"

For Membership & Chairmanship in Audit & Stakeholders Relationship Committee, all Public Limited Companies are considered 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 | 20-Oct-10 | 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) |
|---|---|------------------------------------|------------------------------|--|--|
| 25-Jul-22 | | | | | |
| 2-Aug-22 | | | | | |
| | 18-Oct-22 | Yes | 4 | 1 | 77 |

** 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 | | | | | 25-Jul-22 | |
| Audit Committee | 18-Oct-22 | Yes# | 2 | 1# | | 85 |
| 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 | | | | | 24-Jul-22 | |
| Nomination and Remuneration Committee | | | | | 1-Aug-22 | |
| Nomination and Remuneration Committee | | | | | 3-Aug-22 | |
| Nomination and Remuneration Committee | 13-Oct-22 | Yes | 3 | 2 | | 71 |
| 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 | | | | | 11-Jul-22 | |
| Risk Management Committee | 13-Oct-22 | Yes | 4 | 2 | | 94 |
| 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 | | | | | 11-Jul-22 | |
| Corporate Social Responsibility Committee | No meeting | - | - | - | | |
| 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 | - | - | - | - | - |

The other Independent Director could not attend due to sudden ill health. The draft minutes of the meeting were shared with them.

* 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. | Yes. 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. At the Audit Committee Meeting held on October 18, 2022, the quorum was present as stipulated under the Companies Act 2013 read with the Secretarial Standards I of the ICSI. One Non-Executive Director and One Independent Director were present throughout the said meeting. The other Independent Director could not attend due to sudden ill health. The draft minutes of the meeting were shared with them. |
| 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 |

For HDFC Credila Financial Services Limited

KANDOI
AKANKSHA

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Akanksha Kandoi
Company Secretary & Compliance Officer