

July 21, 2024

**BSE Limited**

Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai – 400001

Dear Sir/Madam,

**Sub.: Quarterly Compliance Report on Corporate Governance for the quarter ended June 30, 2024, under Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), please find enclosed the Quarterly Compliance Report on Corporate Governance for quarter ended June 30, 2024.

This is for your information and records.

Thanking you.


Yours faithfully,  
For **HDFC Credila Financial Services Limited**

**Manjeet Bijlani**  
Chief Financial 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 June 30, 2024**

Title (Mr / Ms)	Name of the Director	PAN*	DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)	Date of Birth	Disqualification of Directors under Section 164 of the Companies Act, 2013			Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing regulation]	Date of passing Special Resolution	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure of Director (in Months)	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	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
						Whether the Director is disqualified	Start Date of Disqualification, End Date of Disqualification, Details of Disqualification	Current Status													
Mr	Damodarannair Sundaram	XXXXXXXXXX	00016304	Non-Executive - Independent Director, Chairman (w.e.f. March 20, 2024)	16-Apr-53	No	-	Active	NA	-	20-Mar-24	NA	-	3.11	3	3	5	1	-	-	-
Mr	V. Srinivasa Rang	XXXXXXXXXX	00030248	Non-Executive - Non-Independent Director (ceased to be Chairman w.e.f. March 20, 2024)	13-Feb-60	No	-	Active	NA	-	24-Dec-09	06-Jun-23	-	174.7	2	0	1	0	-	-	-
Mr	Arijit Sanyal	XXXXXXXXXX	08386684	Executive Director, MD, CEO	30-Jan-77	No	-	Active	NA	-	17-Jan-20	NA	-	53.14	0	0	0	0	-	-	-
Mr	Jimmy Lachmandas Mahtani	XXXXXXXXXX	00996110	Non-Executive - Non-Independent Director	27-Oct-76	No	-	Active	NA	-	20-Mar-24	NA	-	3.11	1	0	0	0	-	-	-
Mr	Ashish Agrawal	XXXXXXXXXX	00163344	Non-Executive - Non-Independent Director	22-Mar-73	No	-	Active	NA	-	20-Mar-24	NA	-	3.11	0	0	0	0	-	-	-
Mr	Kosmas Kalliarekos	NA	03642933	Non-Executive - Non-Independent Director	01-Jan-65	No	-	Active	NA	-	20-Mar-24	NA	28-Jun-24	3.9	0	0	0	0	Refer Note\$	Foreign National	-
Mr	Rajnish Kumar	XXXXXXXXXX	05328267	Non-Executive - Non-Independent Director	14-Jan-58	No	-	Active	NA	-	20-Mar-24	NA	-	3.11	3	3	1	1	-	-	-
Mr	Sanjay Kukreja	XXXXXXXXXX	00175427	Non-Executive - Non-Independent Director	24-Jun-77	No	-	Active	NA	-	20-Mar-24	NA	-	3.11	0	0	0	0	-	-	-
Mr	Abhijit Sen	XXXXXXXXXX	00002593	Non-Executive - Independent Director	17-Nov-50	No	-	Active	NA	-	20-Mar-24	NA	-	3.11	3	3	4	3	-	-	-
Mr	Bharat Shah	XXXXXXXXXX	00136969	Non-Executive - Independent Director	18-Feb-47	No	-	Active	NA	-	20-Mar-24	NA	-	3.11	2	2	2	1	-	-	-
Ms	Anuranjita Kumar	XXXXXXXXXX	05283847	Non-Executive - Independent Director	02-Nov-71	No	-	Active	NA	-	20-Mar-24	NA	-	3.11	0	0	0	0	-	-	-
Mr	Satish Pillai	XXXXXXXXXX	03511106	Non-Executive - Non-Independent Director	28-Apr-71	No	-	Active	NA	-	28-Jun-24	NA	-	0.2	0	0	0	0	-	-	-
Mr	Seung Hyo Han	NA	10686686	Non-Executive - Non-Independent Director	01-Apr-76	No	-	Active	NA	-	28-Jun-24	NA	-	0.2	0	0	0	0	-	Foreign National	-

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 including HDFC Credila  
 \$ Nomination received for appointment of Mr. Satish Kumar Pillai as a Director on the Board of the Company, in place of Mr. Kosmas Kalliarekos.  
 \*In terms of SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31 2021, PAN of any Director would not be displayed on the website of Stock Exchange. Since the Report is being filed in PDF, we have masked the PAN of Directors.

## II. Composition of Committees\*

<b>Audit Committee</b>				
DIN	Name of Committee members	Category	Date of Appointment	Date of Cessation
00002593	Mr. Abhijit Sen	Non-Executive - Independent Director, Chairperson	2-Apr-24	
00163344	Mr. Ashish Agrawal	Non-Executive - Non-Independent - Nominee Director, Member	2-Apr-24	
00030248	Mr. V. S. Rangan	Non-Executive - Non-Independent - Nominee Director, Member	2-Apr-24	
00016304	Mr. D Sundaram	Non-Executive - Independent Director, Member	2-Apr-24	
05283847	Ms. Anuranjita Kumar	Non-Executive - Independent Director, Member	2-Apr-24	
00136969	Mr. Bharat Shah	Non-Executive - Independent Director, Member	2-Apr-24	
Whether the Audit Committee has Regular Chairperson			Yes	

<b>Nomination and Remuneration Committee</b>				
DIN	Name of Committee members	Category	Date of Appointment	Date of Cessation
00136969	Mr. Bharat Shah	Non-Executive - Independent Director, Chairperson	2-Apr-24	
00996110	Mr. Jimmy Mahtani	Non-Executive - Non-Independent - Nominee Director, Member	2-Apr-24	
00016304	Mr. D Sundaram	Non-Executive - Independent Director, Member	2-Apr-24	
00002593	Mr. Abhijit Sen	Non-Executive - Independent Director, Member	2-Apr-24	
05283847	Ms. Anuranjita Kumar	Non-Executive - Independent Director, Member	2-Apr-24	
00030248	Mr. V. S. Rangan	Non-Executive - Non-Independent - Nominee Director, Member	20-Oct-10	
Whether the Nomination and Remuneration Committee has regular Chairperson			Yes	

<b>Risk Management Committee</b>				
DIN	Name of Committee members	Category	Date of Appointment	Date of Cessation
05328267	Mr. Rajnish Kumar	Non-Executive - Non-Independent - Nominee Director, Chairman	2-Apr-24	
00175427	Mr. Sanjay Kukreja	Non-Executive - Non-Independent - Nominee Director, Member	2-Apr-24	
00030248	Mr. V. S. Rangan	Non-Executive - Non-Independent - Nominee Director, Member	19-Jan-16	
00016304	Mr. D Sundaram	Non-Executive - Independent Director, Member	2-Apr-24	
00002593	Mr. Abhijit Sen	Non-Executive - Independent Director, Member	2-Apr-24	
05283847	Ms. Anuranjita Kumar	Non-Executive - Independent Director, Member	2-Apr-24	
00136969	Mr. Bharat Shah	Non-Executive - Independent Director, Member	2-Apr-24	
Whether the Risk Management Committee has regular Chairperson			Yes	

<b>Corporate Social Responsibility Committee</b>				
DIN	Name of Committee members	Category	Date of Appointment	Date of Cessation
05283847	Ms. Anuranjita Kumar	Non-Executive - Independent Director, Chairperson	2-Apr-24	
00163344	Mr. Ashish Agrawal	Non-Executive - Non-Independent - Nominee Director, Member	2-Apr-24	
00175427	Mr. Sanjay Kukreja	Non-Executive - Non-Independent - Nominee Director, Member	2-Apr-24	
Whether the Corporate Social Responsibility Committee has regular Chairperson			Yes	

<b>Stakeholders Relationship Committee</b>				
DIN	Name of Committee members	Category	Date of Appointment	Date of Cessation
00996110	Mr. Jimmy Mahtani	Non-Executive - Non-Independent - Nominee Director, Chairman	2-Apr-24	
00175427	Mr. Sanjay Kukreja	Non-Executive - Non-Independent - Nominee Director, Member	2-Apr-24	
00030248	Mr. V. S. Rangan	Non-Executive - Non-Independent - Nominee Director, Member	2-Apr-24	
00016304	Mr. D Sundaram	Non-Executive - Independent Director, Member	2-Apr-24	
Whether the Stakeholders Relationship Committee has regular Chairperson			Yes	

\*The Committees have been reconstituted w.e.f. April 02, 2024

### 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	Maximum gap between any two consecutive Meetings (in number of days)	Notes for not providing date	Whether requirement of Quorum met* (Yes/No)	Total Number of Directors as on date of the Meeting	Number of Directors present* (All Directors including Independent Directors)	Number of Independent Directors attending the Meeting*
11-Jan-24			-				
07-Mar-24			-				
16-Mar-24			-				
20-Mar-24			-				
	02-Apr-24	13	-	Yes	11	7	2
	01-May-24	29	-	Yes	11	10	3
	28-Jun-24	58	-	Yes	11	9	4

\* 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 previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*	Name of other Committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)*	Total Number of Directors in the Committee as on date of the Meeting	Number of Directors present (All Directors including Independent Directors)*	Number of independent attending the meeting*	No. of Members attending the Meeting (other than Board of Directors)
Audit Committee	11-Jan-24			-	-					
Audit Committee		01-May-24	111	-	-	Yes	6	5	3	Nil

Name of the Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*	Name of other Committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)*	Total Number of Directors in the Committee as on date of the Meeting	Number of Directors present (All Directors including Independent Directors)*	Number of independent attending the meeting*	No. of Members attending the Meeting (other than Board of Directors)
Nomination and Remuneration Committee	29-Feb-24			-	-					
Nomination and Remuneration Committee	14-Mar-24		14	-	-					
Nomination and Remuneration Committee		20-Jun-24	98	-	-	Yes	6	6	4	Nil

Name of the Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*	Name of other Committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)*	Total Number of Directors in the Committee as on date of the Meeting	Number of Directors present (All Directors including Independent Directors)*	Number of independent attending the meeting*	No. of Members attending the Meeting (other than Board of Directors)
Risk Management Committee	10-Jan-24			-	-					
Risk Management Committee		03-May-24	114	-	-	Yes	7	5	2	Nil

Name of the Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*	Name of other Committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)*	Total Number of Directors in the Committee as on date of the Meeting	Number of Directors present (All Directors including Independent Directors)*	Number of independent attending the meeting*	No. of Members attending the Meeting (other than Board of Directors)
Corporate Social Responsibility Committee	-	Not Applicable	-	-	-	-		-	-	
Corporate Social Responsibility Committee		30-May-24	265 (calculated from previous meeting held on 8th September 2023)	-	-	Yes	3	3	1	Nil

Name of the Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*	Name of other Committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)*	Total Number of Directors in the Committee as on date of the Meeting	Number of Directors present (All Directors including Independent Directors)*	Number of independent attending the meeting*	No. of Members attending the Meeting (other than Board of Directors)
Stakeholders Relationship Committee	14-Mar-24		-	-	-					
Stakeholders Relationship Committee	-	Not Applicable	-	-	-	-	-	-	-	

\* 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. Details of Cyber Security Incidence

Subject	Compliance status (Yes/No/NA)
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been Cyber Security incidents or breaches or loss of data or documents during the quarter	No
Other details of Cyber Security incidence or breaches or loss of data event	NA
Number of Cyber Security incidence or breaches or loss of data event occurred during the quarter	NA

## VI. 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	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes	

Note:

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.

2 If status is “No” details of non-compliance may be given here.

<b>Sl. No.</b>	<b>Subject</b>	<b>Compliance Status (YES/NO)</b>
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
3	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 b. Nomination & Remuneration Committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 c. Stakeholders Relationship Committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 d. Risk Management Committee	Yes
6	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.
7	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.
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of the board of directors may be mentioned here.	No

For **HDFC Credila Financial Services Limited**

**Manjeet Bijlani**  
**Chief Financial Officer**