

FORM NO. MGT – 7

ANNUAL RETURN

[Pursuant to sub-Section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i) **Corporate Identification Number (CIN) of the company:** U67190MH2006PLC159411

Global Location Number (GLN) of the company: N.A

Permanent Account Number (PAN) of the company: *****

(i) (a) **Name of the company:** HDFC CREDILA FINANCIAL SERVICES LIMITED

(b) **Registered office address:** B - 301, CITI POINT, NEXT TO KOHINOOR CONTINENTAL ANDHERI - KURLA ROAD, ANDHERI (EAST), MUMBAI MAHARASHTRA, 400059, INDIA

(c) **e-mail ID of the company:** akanksha@hdfccredila.com

(d) **Telephone number with STD code :** 02228266636

(e) **Website:** www.hdfccredila.com

(ii) **Date of Incorporation:** 01/02/2006

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by Shares	Indian Non-Government company

(v) Whether company is having share capital: ☒ Yes ☐ No

(vi) Whether shares listed on recognized Stock Exchange(s): ☐ Yes ☒ No

(b) **CIN of the Registrar and Transfer Agent:** U67190MH1994PTC079160

Name of the Registrar and Transfer Agent: ADROIT CORPORATE SERVICES P LTD

Registered office address of the Registrar and Transfer Agents

18-20, JAFERBHOY INDUSTRIAL ESTATE, MAKWANA ROAD

MAROL NAKA, ANDHERI (E), Mumbai, Mumbai City, Maharashtra 400059

(vii) Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) Whether Annual general meeting (AGM) held:- ☒ Yes ☐ No

(a) If yes, date of AGM: AGM is yet to be held on June 06, 2023

(b) Due date of AGM: 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities: 1

Sr. No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and Insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

No. of Companies for which information is to be given: 1

Sr. No.	Name of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares Held
1.	HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED	L70100MH1977PLC019916	Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	14,77,99,725	14,77,99,725	14,77,99,725
Total amount of equity shares (in Rupees)	2,00,000,000	1,47,79,97,250	1,47,79,97,250	1,47,79,97,250

Number of classes: 1

Class of shares EQUITY	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	200,000,000	14,77,99,725	14,77,99,725	14,77,99,725
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in Rupees)	2,00,000,000	1,47,79,97,250	1,47,79,97,250	1,47,79,97,250

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in Rupees)	0	0	0	0

Number of classes: 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in Rupees)				

(c) **Unclassified share capital:**

Particulars	Authorised capital
Total amount of unclassified shares	0

(d) **Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	13,17,98,226	13,17,98,226	1,31,79,82,260	1,31,79,82,260	
Increase during the year	0		0	0	0	0
i. Pubic Issues	0		0	0	0	0
ii. Rights Issue	0	1,60,01,499	1,60,01,499	16,00,14,990	16,00,14,990	7,83,99,52,905.77
iii. Bonus Issue	0		0	0	0	0
iv. Private Placement/Preferential allotment	0		0	0	0	0
v. ESOPs	0		0	0	0	0
vi. Sweat equity shares allotted	0		0	0	0	0
vii. Conversion of Preference share	0		0	0	0	0
viii. Conversion of Debentures	0		0	0	0	0
ix. GDRs/ADRs	0		0	0	0	0
x. Others, specify						
Decrease during the year	0		0	0	0	0
i. Buy-back of shares	0		0	0	0	0
ii. Shares forfeited	0		0	0	0	0
iii. Reduction of share capital	0		0	0	0	0
iv. Others, specify						
At the end of the year		14,77,99,725	14,77,99,725	1,47,79,97,250	1,47,79,97,250	7,83,99,52,905.77
Preference shares						
At the beginning of the year	0		0	0	0	
Increase during the year	0		0	0	0	0
i. Issue of shares	0		0	0	0	0
ii. Re-issue of forfeited shares	0		0	0	0	0
iii. Others, specify						
Decrease during the year	0		0	0	0	0
i. Redemption of shares	0		0	0	0	
ii. Shares forfeited	0		0	0	0	0
iii. Reduction of share capital	0		0	0	0	0
iv. Others, specify						
At the end of the year	0		0	0	0	

ISIN of the equity shares of the company: INE539K01018

(ii) Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		(i)	(ii)	(iii)
Before Split/ Consolidation	Number of shares			
	Face value per share			
After Split/ Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfer since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)*:

☒ NIL

[Details being provided in CD/Digital Media]: ☐ Yes ☐ No ☐ Not Applicable

Separate Sheet attached for details of transfers: ☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of previous annual general meeting:

Date of registration of transfer (Date Month Year) :			
Type of transfer			1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.):	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Debentures (Outstanding as at the end of financial year)

Class of debentures	Number of units	Nominal value per unit	Total value
Non-convertible debentures	30,000	1,00,000	300,00,00,000
	36,250	10,00,000	36,25,00,00,000
	675	1,00,00,000	6,75,00,00,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			45,22,66,25,147

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	26,01,39,78,940	19,21,26,46,207	0	45,22,66,25,147
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(iv) Securities (other than shares and debentures) : 1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Commercial Paper	5,500	5,00,000	2,75,00,00,000	5,00,000	2,75,00,00,000
Total	5,500		2750000000		2,75,00,00,000

V. TURNOVER AND NET WORTH OF THE COMPANY (AS DEFINED IN THE COMPANIES ACT, 2013)

(i) Turnover: Rs. 13,52,17,63,550/-

(ii) Net worth of the Company: Rs. 23,92,32,13,087/-

VI. (a) SHARE HOLDING PATTERN – Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	14,77,99,725	100	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	14,77,99,725	100	0	0

Total number of shareholders (promoters): 7

(b) SHARE HOLDING PATTERN - Public/Other than promoters

Sr. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	-
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others FDI/Clearing Members/Trusts/AIF/IEPF	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters): 0

Total number of shareholders (Promoters + Public/ Other than promoters): 7

VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	658	1503

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	3	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	3	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	3	0	2	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	5	0	0

**Number of Directors and Key managerial personnel (who is not director)
as on the financial year end date**

9*

*(counted the position of MD & CEO separately though it is a same person)

(B) (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VEDANTHACHARI SRINIVASA RANGAN	00030248	Nominee director	0	
BISWAMOHAN MAHAPATRA	06990345	Director	0	
SUNIL MANUBHAI SHAH	00137105	Director	0	
RAJESH NARAIN GUPTA	00229040	Director	0	
MADHUMITA GANGULI	00676830	Nominee director	0	
ARIJIT SANYAL	08386684	Managing Director	0	
ARIJIT SANYAL	08386684	CEO	0	
MANJEET BIJLANI	*****	CFO	0	
AKANKSHA KANDOI	*****	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year: 1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SUBODH KAMALAKAR SALUNKE	03053815	Nominee director	June 29, 2022	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/ CLASS /REQUISITIONED/ NCLT/ COURT CONVENED MEETINGS

Number of meetings held: 4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	18/04/2022	7	7	100
Annual General Meeting	29/06/2022	7	6	100
Extra Ordinary General Meeting	14/09/2022	7	6	100
Extra Ordinary General Meeting	28/02/2023	7	5	100

B. BOARD MEETINGS

Number of meetings held: 6

Sr. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/04/2022	7	7	100
2	25/07/2022	6	6	100
3	02/08/2022	6	4	66.67
4	18/10/2022	6	4	66.67
5	18/01/2023	6	6	100
6	21/03/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held: 31

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	April 21, 2022	5	5	100%
2	Audit Committee Meeting	July 25, 2022	4	4	100%
3	Audit Committee Meeting	October 18, 2022	4	2	50%
4	Audit Committee Meeting	January 18, 2023	4	4	100%
5	Corporate Social Responsibility Committee Meeting	April 20, 2022	4	4	100%
6	Corporate Social Responsibility Committee Meeting	July 11, 2022	4	4	100%
7	Risk Management Committee Meeting	April 20, 2022	5	5	100%
8	Risk Management Committee Meeting	July 11, 2022	4	4	100%
9	Risk Management Committee Meeting	October 13, 2022	4	4	100%
10	Risk Management Committee Meeting	January 16, 2023	4	4	100%
11	NRC Committee Meeting	April 13, 2022	3	3	100%
12	NRC Committee Meeting	July 24, 2022	3	3	100%
13	NRC Committee Meeting	August 01, 2022	3	3	100%
14	NRC Committee Meeting	August 03, 2022	3	3	100%
15	NRC Committee Meeting	October 13, 2022	3	3	100%
16	NRC Committee Meeting	March 21, 2023	3	3	100%
17	Allotment Committee Meeting	July 04, 2022	3	2	66.67%
18	Allotment Committee Meeting	July 07, 2022	3	2	66.67%
19	Allotment Committee Meeting	August 30, 2022	3	2	66.67%
20	Allotment Committee Meeting	October 14, 2022	3	3	100%

21	Allotment Committee Meeting	November 14, 2022	3	3	100%
22	Allotment Committee Meeting	November 24, 2022	3	2	66.67%
23	Allotment Committee Meeting	March 29, 2023	3	2	66.67%
24	Asset Liability Management Committee Meeting	June 20, 2022	7	6	100%
25	Asset Liability Management Committee Meeting	September 10, 2022	6	6	100%
26	Asset Liability Management Committee Meeting	December 15, 2022	6	4	100
27	Asset Liability Management Committee Meeting	March 28, 2023	6	6	100
28	IT Strategy Committee Meeting	May 05, 2022	7	7	100%
29	IT Strategy Committee Meeting	November 04, 2022	7	7	100%
30	Stakeholders Relationship Committee	March 26, 2023	3	3	100%

Note:
Independent Directors' Meeting was held on February 16, 2023 without the presence of other Directors.

D. ATTENDANCE OF DIRECTORS

Sr. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	(Y/N/NA)
								AGM is yet to be held
1.	VEDANTH ACHARI SRINIVASA RANGAN	6	6	100	23	23	100	
2.	BISWAMOHAN MAHAPATRA	6	6	100	18	18	100	
3.	SUNIL MANUBHAI SHAH	6	5	83.33	16	15	93.75	
4.	RAJESH NARAIN GUPTA	6	4	66.67	12	6	50	
5.	MADHUMITA GANGULI	6	6	100	8	8	100	
6.	SUBODH KAMALAKAR SALUNKE	1	1	100	4	4	100	
7.	ARIJIT SANYAL	6	5	83.33	18	18	100	

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

Sr. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arijit Sanyal	Managing Director & CEO	3,45,70,056				3,45,70,056
	Total		3,45,70,056				3,45,70,056

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 2

Sr. No.	Name	Designation	GrossSalary	Commission	Stock Option/Sweat equity	Others	Total Amount
2	Ms. Akanksha Kandoi	Company Secretary	59,82,312				59,82,312
3	Mr. Manjeet Bijlani	CFO	1,28,70,290				1,28,70,290
	Total		1,88,52,602				1,88,52,602

Number of other directors whose remuneration details to be entered: 6

Sr. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	V. Srinivasa Rangan	Nominee Director	0	0	0	30,00,000	30,00,000
2	Biswamohan Mahapatra	Director	0	0	0	26,00,000	26,00,000
3	Sunil Shah	Director	0	0	0	21,00,000	21,00,000
4	Rajesh Gupta	Director	0	0	0	11,00,000	11,00,000
5	Subodh Salunke	Nominee Director	0	0	0	5,00,000	5,00,000
6	Madhumita Ganguli	Nominee Director	0	0	0	14,00,000	14,00,000
	Total		0	0	0	1,07,00,000	1,07,00,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year: ☒ Yes ☐ No

If No, give reasons/observations:

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS: Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section underwhich penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES: Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. WHETHER COMPLETE LIST OF SHAREHOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOSED AS AN ATTACHMENT

☒ Yes ☐ No

The information will be provided to shareholders as per the provisions of the Companies Act, 2013.

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Form MGT-8 will be obtained from a practising company secretary post the AGM.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.