

July 21, 2023

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

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 the quarter ended June 30, 2023

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 the quarter ended June 30, 2023. This is for your information and records.

Thanking You,

Yours Faithfully,


For HDFC Credila Financial Services Limited


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 June 30, 2023**

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	06-Jun-23			13-Feb-60	3	1	5	0
Mr	B. Mahapatra	ABKPM7949M 06990345	Non-Executive - Independent Director	30-Mar-15	30-Mar-20		93	03-Aug-54	2	2	5	3
Mr	Rajesh Gupta	ACUPG6247R 00229040	Non-Executive - Independent Director	17-Jan-20	NA		35	24-Oct-64	1	1	5	2
Mr	Sunil Shah	AADPS6792E 00137105	Non-Executive - Independent Director	05-Jul-19	NA		41	06-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	3	3	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"

Membership & Chairmanship in Audit & Stakeholders Relationship Committee is included in all public limited Companies whether listed or not including HDFC Credila

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)
18-Jan-23					
21-Mar-23					
	17-Apr-23	Yes	6	3	27
	31-May-23	Yes	6	3	44
	19-Jun-23	Yes	6	3	19
	26-Jun-23	Yes	5	2	7

* 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					18-Jan-23	
Audit Committee	17-Apr-23	Yes	4	3		89
Audit Committee	31-May-23	Yes	4	3		44

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					21-Mar-23	
Nomination and Remuneration Committee	17-Apr-23	Yes	3	2		27
Nomination and Remuneration Committee	29-May-23	Yes	3	2		42

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					16-Jan-23	
Risk Management Committee	18-Apr-23	Yes	4	2		92

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					No meeting	
Corporate Social Responsibility Committee	18-Apr-23	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*
Stakeholders Relationship Committee					26-Mar-23	
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	<p>No.</p> <p>The Company being a high value debt listed entity, Regulation 16 to Regulation 27 are applicable to the Company on a ‘comply or explain’ basis until March 31, 2024 and on a mandatory basis thereafter.</p> <p>The Company has taken approval from the Board for entering into material related party transaction(s) between the Company and HDFC Bank Limited for certain related party transaction(s) viz. (i) availing Term Loan facility (ii) Securitization/ Direct Assignment of education loan portfolio.</p> <p>As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the aforementioned transaction(s) would require prior approval of the shareholders of the Company and no related party can vote to approve such resolutions whether the entity is a related party to the particular transaction or not. The Company is a wholly owned subsidiary of HDFC Bank. Therefore, obtaining shareholders’ approval is a legal improbability. Further proviso to section 188 of the Companies Act, 2013 exempts prior approval of the shareholders for the transactions to be entered into between holding company and its wholly owned subsidiary Company and hence the aforesaid transaction(s) are approved by passing a Board Resolution at the Board Meeting held on June 19, 2023.</p>	
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.

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.
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

Akanksha Kandoi
Company Secretary & Compliance Officer