

HDFC Credila Financial Services Limited

Details of Familiarisation Programmes for Independent Directors

Preamble:

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“the Listing Regulations”) requires a Company to familiarise its Independent Directors through various programmes about the Company, including the following:

- (a) nature of the industry in which the company operates;
- (b) business model of the company;
- (c) roles, rights, responsibilities of independent directors; and
- (d) any other relevant information.

Further, Regulation 46(2) of the Listing Regulations requires a Company to disseminate on its website the details of familiarisation programmes imparted to Independent Directors including the following details:-

- (i) number of programmes attended by Independent Directors (during the year and on a cumulative basis till date),
- (ii) number of hours spent by Independent Directors in such programmes (during the year and on a cumulative basis till date), and
- (iii) other relevant details.

The Company has accordingly adopted a Familiarization Programme for its non-executive directors including Independent Directors.

The Company provides its directors with a reference manual inter alia covering a brief about the Company, products and services offered, the roles, functions, powers and duties of the directors, the detailed charter of various committees, the disclosures/declarations to be submitted by directors and list of various policies/codes adopted by the Company. The said manual is to be updated on an annual basis.

The Familiarization Programme adopted by the Company comprises two segments –

1. Familiarization upon induction of new Independent Directors

- The newly appointed director is provided with a copy of all the applicable codes and policies formulated and adopted by the Company.
- An orientation on the corporate profile, product and functions is provided.
- The newly appointed director is introduced to certain key members of the senior management of the Company.
- A detailed briefing on the roles and responsibilities of Independent Directors is also provided to the inductee.

2. Ongoing Familiarization Programme

The Company on regular basis briefs its Directors inter alia about the following:

- Financial Position

- Business Update
- Portfolio Performance
- Business Projections
- Digital Update

The Board is also periodically briefed on the various changes in the regulations governing the role, responsibility and conduct of independent directors

Independent Directors also interact with the Company's Management during Board/Committee meetings, when senior company personnel/ Managing Director make presentations about performance of the Business of the Company. This gives the Directors an opportunity to understand detailed aspects of the business and challenges relating to operations of the Company. Apart from these, there could be additional meetings or sessions on demand on specific topics.

During the year, the board spent approximately 8 hours on various familiarisation programmes. Since FY16, the board has cumulatively spent approximately 31 hours on familiarisation programmes.