

Corporate Governance disclosures as per Section 134 of the Companies Act, 2013

1. Company's philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is aimed at assisting the management of the Company in the efficient conduct of its business and meeting its obligations to stakeholders and is guided by a strong emphasis on transparency, accountability and integrity. The governance practices and processes ensure that the interest of all stakeholders are taken into account in a transparent manner and are firmly embedded into the culture of the organisation.

The Company has fair, transparent and ethical governance practices, essential for augmenting long-term shareholder value and retaining investor trust. This has been possible through continued efforts and commitment to the highest standards of corporate conduct.

The Company has a dynamic, experienced and well-informed Board. The Board along with its Committees, with the Corporate Governance mechanism in place, undertakes its fiduciary duties towards all its stakeholders. During the year under review, your Company has adopted a Board approved Corporate Governance Code which will help the Company in attaining its objectives/goals, since it encompasses every sphere of operations, management, action plans, internal controls, performance measurement and regulatory disclosure. The said Corporate Governance Code has been uploaded on the Company's website.

2. Board of Directors

The Board of your Company comprises of combination of Executive, Non-Executive and Independent Directors. The Board is at the core of our corporate governance practice and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance. The Non-Executive Directors bring independent judgment in the Board's deliberations and decisions.

Committees of the Board handling specific responsibilities mentioned under the applicable laws viz. Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Information Technology Strategy Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee etc. empower the functioning of the Board through flow of information amongst each other and by delivering a focused approach and expedient resolution of diverse matters.

The composition of the Board is in compliance with the provisions of Companies Act, 2013 and Rules made thereunder as amended from time to time. As on March 31, 2021, the Board comprised of five members, out of which one is Executive Director and four are Independent Directors. Two of the Independent Directors are Women.

The Independent Directors have been appointed for a fixed tenure of five years from their respective dates of appointment. All the Independent Directors have confirmed that they meet the criteria of independence laid down under the Companies Act, 2013 and Rules made thereunder as amended from time to time. Independent Directors have confirmed that they have complied with the provisions of Sub Rule 1 and 2 of Rule 6 of the Companies (Appointment and Qualification of Directors) Rule, 2014.

None of the Directors of your Company are related to each other.

During the FY 2020-21, the Board of Directors met 7 (Seven) times on April 15, 2020, May 13, 2020, July 23, 2020, October 16, 2020, January 15, 2021, February 1, 2021 and February 19, 2021. The requisite quorum was present for all the Meetings. The Board met at least once in a calendar quarter and the maximum time gap between any two Meetings was not more than one hundred and twenty days. During the year, the Board met at regular intervals to discuss and decide on various business and policy matters of the Company.

Directors' Report



The composition of the Board of Directors as at March 31, 2021, including the details of their DIN, number of Board meetings attended, other directorship and their shareholding is given below:

Name of the Director	Executive / Non-Executive / Chairman / Independent /	DIN	Number of Board Meetings		No. of other Directorships	No. of shares held in the Company
			Held	Attended		
Mr. Venkatraman Srinivasan	Independent Director	00246012	7	7	2	Nil
Ms. Smita Affinwalla	Independent Director	07106628	7	6	5	Nil
Dr. Amla Samanta	Independent Director	00758883	7	7	3	Nil
Mr. Adayapalam Viswanathan	Independent Director	08518003	7	7	-	Nil
Mr. G. Ramesh	Managing Director & Chief Executive Officer	05291597	7	7	-	7,20,500

Mr. Jimmy Tata (DIN 06888364), Non-Executive Director resigned with effect from June 30, 2020. He attended all the Board meetings (i.e. two meetings) held during his tenure as Director.

Mr. Aditya Puri (DIN 00062650), Chairman and Non-Executive Director of the Company resigned with effect from November 5, 2020. He attended all the Board meetings (i.e. four meetings) held during his tenure as Director.

Changes in Board Composition

The change in the Board composition during the year financial year 2020-21 is as under:

#	Name of Director	Nature of change	Effective Date
1	Mr. Jimmy Tata	Resigned as Non-Executive Director	June 30, 2020
2	Mr. Aditya Puri	Resigned as Chairman and Non-Executive Director	November 5, 2020

3. Meetings of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and Rules made thereunder as amended from time to time, one Meeting of Independent Directors was held during the year. The Meeting was conducted to enable Independent Directors, discuss matters relating to Company's affairs and put forth their views without the presence of Non-Independent Directors and members of the Management.

In this Meeting, the Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole. They have also reviewed the performance of the Chairman of the Company after taking into account the views of Executive Directors and Non-Executive Directors, assessed the quality, quantity and timeliness of the flow of information between the Management and the Board and its Committees which is necessary for the Board to effectively and reasonably perform and discharge their duties.

A Separate Meeting of Independent Directors was held on April 30, 2020, during the year under review.

4. Committees of the Board

Your Company has six Board level Committees - Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Information Technology Strategy Committee. All decisions pertaining to the constitution of Committees, appointment of members and terms of reference for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

a) Audit Committee

Your Company has an independent Audit Committee, which acts as a link between the management, the statutory and internal auditors and the Board. Its composition, quorum, powers, role and scope are in accordance with the provisions of Section 177 of the Companies Act, 2013 and Reserve Bank of India Master Direction No. RBI/DNBR/2016-17/45 DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 on Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. All the members of the Audit Committee are financially literate and possess high expertise in the fields of Finance, Taxation, Economics, Risk and International Finance.

Directors' Report



Composition:

All the members of the Audit Committee are Independent Directors. The Composition of the Audit Committee as on March 31, 2021 is as under:

Name of the Member	Category
Mr. Venkatraman Srinivasan	Chairman of the Committee, Independent Director
Ms. Smita Affinwalla	Member, Independent Director
Dr. Amla Samanta	Member, Independent Director
Mr. Adayapalam Viswanathan	Member, Independent Director

Brief Description of Terms of Reference:

The terms of reference of this Committee are in line with the regulatory requirements mandated in the Companies Act, 2013 and Rules made thereunder as amended from time to time. The scope of the Committee broadly includes discussions with the auditors on periodical basis, the observations of the auditors, recommendation for appointment, review & monitor the auditor's independence, performance and effectiveness of audit process, remuneration & terms of appointment of auditors, evaluation of internal financial controls and risk management systems, examination of financial statements before submission to the Board, effective implementation of vigil mechanism of the Company and also oversee compliance of internal control systems.

Meetings and Attendance during the year:

The Audit Committee met 7 (Seven) times during the year under review on April 15, 2020, May 1, 2020, May 5, 2020 (adjourned), May 13, 2020 (adjourned), July 22, 2020, October 15, 2020, October 16, 2020 (adjourned), November 10, 2020, January 15, 2021 and February 1, 2021. The details of attendance of the Members of the Committee at meeting are provided herein below:

Members	Number of meetings held during their tenure	Number of meetings Attended	% of attendance
Mr. Venkatraman Srinivasan	7	7	100
Ms. Smita Affinwalla	7	6	86
Dr. Amla Samanta	7	7	100
Mr. Adayapalam Viswanathan	7	7	100

b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) is formed in compliance with the provisions of the Section 178 of the Companies Act, 2013 and Reserve Bank of India Master Direction No. RBI/DNBR/2016-17/45 DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 on Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

Composition:

All the members of the Nomination and Remuneration Committee are Independent Directors. The Composition of the Nomination and Remuneration Committee as on March 31, 2021 is as under

Name of the Member	Category
Ms. Smita Affinwalla	Chairperson of the Committee, Independent Director
Mr. Venkatraman Srinivasan	Member, Independent Director
Dr. Amla Samanta	Member, Independent Director
Mr. Adayapalam Viswanathan	Member, Independent Director

Directors' Report



Brief Description of Terms of Reference:

The terms of reference of this Committee are in line with the regulatory requirements mandated in the Companies Act, 2013 and Rules made thereunder as amended from time to time. The scope of the Committee includes an annual review of the Nomination & Remuneration Policy, recommend to the Board appointment & removal of the Directors, approve performance evaluation framework, formulate the criteria for determining qualifications, positive attributes and independence of a director, review Human Resource strategy, to review remuneration paid to the employees & directors is as per the Nomination & Remuneration Policy and consider giving stock options to the employees in the form of equity shares of the Company.

The Nomination and Remuneration Committee met 3 (Three) times during the year under review, on April 30, 2020, October 5, 2020, January 14, 2021 and February 1, 2021 (adjourned). The details of attendance of the Members of the Committee at meeting, are provided herein below:

Members	Number of meetings held during their tenure	Number of meetings Attended	% of attendance
Ms. Smita Affinwalla	3	3	100
Mr. Venkatraman Srinivasan	3	3	100
Dr. Amla Samanta	3	3	100
Mr. Adayapalam Viswanathan	3	3	100

c) Risk Management Committee

The Risk Management Committee was formed in compliance with Reserve Bank of India Master Direction No. RBI/DNBR/2016-17/45 DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 on Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 which monitors the risk management strategy of the Company. In order to ensure best governance practices, the Company has established risk management process for each line of its business and operations. These processes have been implemented through the specific policies adopted by the Board of Directors of the Company from time to time. Nevertheless, entire processes are subjected to robust independent internal audit review to arrest any potential risks and take corrective actions.

The Risk Management Committee of the Board has been in place since the commencement of business of the Company, meets on a quarterly basis and reports to the Board of Directors. The minutes of such meetings are tabled before the Board of Directors.

Composition:

The composition of the Risk Management Committee as on March 31, 2021 is as follows:

Name of the Member	Category
Mr. Adayapalam Viswanathan	Chairman of the Committee, Independent Director
Mr. Venkatraman Srinivasan	Member, Independent Director
Mr. G. Ramesh	Member, Managing Director & Chief Executive Officer

Note: - Mr. Jimmy Tata ceased to be a member of the Risk Management Committee pursuant to his resignation as Director of the Company with effect from June 30, 2020.

Brief Description of Terms of Reference:

The terms of reference of the Committee includes approval and monitoring of the Company's risk management policies and procedures, review of portfolio & its delinquency at a product level, approval and review of the Non-Performing Asset Management policy, reporting to the Board of Directors of the Company on periodical basis on the various matters and review of Information Technology Risk assessment of Information Technology systems.

Directors' Report



The Risk Management Committee met 4 (Four) times during the year under review on April 30, 2020 & May 2, 2020 (adjourned), July 16, 2020 and October 14, 2020 and January 14, 2021. The details of attendance of the Members of the Committee at meeting, are provided herein below:

Members	Number of meetings held during their tenure	Number of meetings Attended	% of attendance
Mr. Adayapalam Viswanathan	4	4	100
Mr. Venkatraman Srinivasan	4	4	100
Mr. Jimmy Tata	1	1	100
Mr. G. Ramesh	4	4	100

d) Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee was formed as per the provisions of Section 135 of the Companies Act, 2013.

Composition:

The composition of the CSR Committee as on March 31, 2021 is as under:

Name of the Member	Category
Dr. Amla Samanta	Chairperson of the Committee, Independent Director
Ms. Smita Affinwalla	Member, Independent Director
Mr. G. Ramesh	Member, Managing Director & Chief Executive Officer

Brief Description of Terms of Reference:

The terms of reference of this Committee are in line with the regulatory requirements. The terms of reference of the Committee includes to formulate and recommend to the Board CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, to recommend the amount of expenditure to be incurred on the CSR activities and to institute a transparent monitoring mechanism for implementation of the CSR activities.

Meetings and Attendance during the year:

The Corporate Social Responsibility Committee met 3 (Three) times during the year under review on May 1, 2020, October 15, 2020 and January 14, 2021. The details of attendance of the Members of the Committee at meeting are provided herein below:

Members	Number of meetings held during their tenure	Number of meetings Attended	% of attendance
Dr. Amla Samanta	3	3	100
Ms. Smita Affinwalla	3	2	67
Mr. G. Ramesh	3	3	100

e) Stakeholders Relationship Committee

The Board of Directors constituted Stakeholders Relationship Committee as per the provisions of Section 178(5) of the Companies Act, 2013.

Composition:

The composition of Stakeholders Relationship Committee of the Company as on March 31, 2021 is as under:

Name of the Member	Category
Dr. Amla Samanta	Chairperson of the Committee, Independent Director
Mr. Adayapalam Viswanathan	Member, Independent Director
Mr. G. Ramesh	Member, Managing Director & Chief Executive Officer

Directors' Report



Note:-

1. Mr. Jimmy Tata ceased to be member of Stakeholders Relationship Committee pursuant to his resignation as Director of the Company with effect from June 30, 2020.
2. Mr. Adayapalam Viswanathan was appointed as Member of Stakeholders Relationship Committee with effect from July 23, 2020.

Brief Description of Terms of Reference:

The key responsibilities of the Stakeholders Relationship Committee is to consider and resolve the grievances of the security holders of the Company such as complaints related to transfer of shares/ debentures/ bonds, non-receipt of balance sheet, non-receipt of interest/ declared dividends etc.

No complaints were pending for resolution as on March 31, 2021.

Meetings and Attendance during the year:

The Stakeholders Relationship Committee met twice during the year under review on May 2, 2020 and October 15, 2020.

The details of attendance of the Members of the Committee at meeting, are provided herein below:

Members	Number of meetings held during their tenure	Number of meetings Attended	% of attendance
Dr. Amla Samanta	2	2	100
Mr. Jimmy Tata	1	1	100
Mr. Adayapalam Viswanathan	1	1	100
Mr. G. Ramesh	2	2	100

f) Information Technology Strategy Committee

Information Technology (IT) Strategy Committee was formed as per the provisions of RBI Master Direction No. RBI/DNBS/2016-17/53 DNBS.PPD.No.04/66.15.001/2016-17 dated June 08, 2017 pertaining to "Information Technology Framework for the NBFC Sector".

Composition:

The composition of IT Strategy Committee as on March 31, 2021 is as under:

Name of the Member	Category
Mr. Venkatraman Srinivasan	Chairperson of the Committee, Independent Director
Mr. Adayapalam Viswanathan	Member, Independent Director
Mr. G. Ramesh	Member, Managing Director & Chief Executive Officer
Mr. Sanjay Belsare ¹	Member, Chief Technology Officer and Chief Information Officer

¹Member of Executive Management

Brief Description of Terms of Reference:

The terms of reference of this Committee are in line with the regulatory requirements. The key responsibilities of the IT Strategy Committee include approving IT strategy & policy documents & ensuring that the management has put an effective strategic planning process in place, ascertaining that management has implemented processes & practices that ensure that the IT delivers value to the business, ensuring IT investments represent a balance of risks & benefits & their budgets are acceptable, monitoring the method that management uses to determine the IT resources needed to achieve strategic goals & provide high-level direction for sourcing & use of IT resources and ensuring proper balance of IT investments for sustaining Company's growth & becoming aware about exposure towards IT risks and controls.

Directors' Report



Further, key responsibilities for outsourced operations of IT include instituting an appropriate governance mechanism for outsourced processes, comprising of risk based policies and procedures, to effectively identify, measure, monitor and control risks associated with outsourcing in an end to end manner, defining approval authorities for outsourcing depending on nature of risks and materiality of outsourcing, developing sound & responsive outsourcing risk management policies & procedures commensurate with the nature, scope & complexity of outsourcing arrangements, undertaking a periodic review of outsourcing strategies & all existing material outsourcing arrangements, evaluating the risks & materiality of all prospective outsourcing based on the framework developed by the Board, periodically reviewing the effectiveness of policies & procedures, communicating significant risks in outsourcing to the Company's Board on a periodic basis, ensuring an independent review & audit in accordance with approved policies & procedures.

Meetings and Attendance during the year:

The Information Technology Strategy Committee met 4 (Four) times during the year under review i.e. April 30, 2020, July 16, 2020, October 14, 2020 and January 14, 2021. The details of attendance of the Members of the Committee, are provided herein below:

Members	Number of meetings held during their tenure	Number of meetings Attended	% of attendance
Mr. Venkatraman Srinivasan	4	4	100
Mr. Adayapalam Viswanathan	4	4	100
Mr. G. Ramesh	4	4	100
Mr. Sanjay Belsare ¹	4	4	100

¹Member of Executive Management

g) Other Committees

The Board has also constituted Asset Liability Committee, Debenture Allotment Committee, Bond Allotment Committee and Share Allotment Committee. These Committees are not Board Level Committees. However, Mr. G. Ramesh, Managing Director and CEO is a member of these Committees along with other senior executives of the Company.

i. Asset Liability Committee

As per the Reserve Bank of India Master Direction on Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, the Asset Liability Committee was formed to oversee the implementation of Asset Liability Management system and review its functioning periodically.

Composition:

The Composition of Asset Liability Committee as on March 31, 2021 is as under:

Name of the Member	Category
Mr. G. Ramesh	Chairperson, Managing Director & Chief Executive Officer
Mr. Haren Parekh ¹	Member, Chief Financial Officer
Mr. Rohit Patwardhan ¹	Member, Chief Risk Officer
Mr. Sanjay Belsare ¹	Member, Chief Technology Officer and Chief Information Officer

¹Member of Executive Management

Brief Description of Terms of Reference:

The terms of reference of this Committee are in line with the regulatory requirements. The key responsibilities of the Committee include review & management of liquidity gaps and structural liquidity of the Company, review & management of interest rate sensitivity of the Company and develop a view on future direction on interest rate movements & decide on funding mixes.

Directors' Report

Meetings and Attendance during the year:

During the FY 2020-21, the Asset Liability Committee met 12 (Twelve) times on April 15, 2020, May 27, 2020, June 19, 2020, July 17, 2020, August 19, 2020, September 18, 2020, October 22, 2020, November 23, 2020, December 23, 2020, January 22, 2021, February 23, 2021 and March 23, 2021.

Members	Number of meetings held during their tenure	Number of meetings Attended	% of attendance
Mr. G. Ramesh	12	12	100
Mr. Haren Parekh ¹	12	12	100
Mr. Rohit Patwardhan ¹	12	11	92
Mr. Sanjay Belsare ¹	12	11	92

¹Member of Executive Management

ii. Debenture Allotment Committee

The details of the meetings held and attendance of the members of the Debenture Allotment Committee is given below:

Members	Number of meetings held during their tenure	Number of meetings Attended	% of attendance
Mr. Jimmy Tata	4	1	25
Mr. G. Ramesh	13	13	100
Mr. Haren Parekh ¹	13	12	92
Mr. Bhavin Lakhpatwala ¹	11	11	100
Mr. Ashish Ghatnekar ¹	2	2	100

¹Member of Executive Management

iii. Bond Allotment Committee

The details of the meetings held and attendance of the members of the Bond Allotment Committee is given below:

Members	Number of meetings held during their tenure	Number of meetings Attended	% of attendance
Mr. Jimmy Tata	Nil	N.A	N.A
Mr. G. Ramesh	1	1	100%
Mr. Haren Parekh ¹	1	0	-
Mr. Bhavin Lakhpatwala ¹	1	1	100%
Mr. Ashish Ghatnekar ¹	Nil	N.A	N.A

¹Member of Executive Management

iv. Share Allotment Committee

The details of the meetings held and attendance of the members of the Share Allotment Committee is given below:

Directors' Report



Members	Number of meetings held during their tenure	Number of meetings Attended	% of attendance
Mr. Jimmy Tata	Nil	N.A	N.A
Mr. G. Ramesh	4	3	75
Mr. Haren Parekh ¹	4	4	100
Mr. Bhavin Lakhpatwala ¹	2	2	100
Mr. Ashish Ghatnekar ¹	2	2	100

¹Member of Executive Management

Note:

1. Mr. Jimmy Tata ceased to be a member of the Debenture Allotment Committee, Bond Allotment Committee and Share Allotment Committee pursuant to his resignation as Director of the Company with effect from June 30, 2020.
2. Mr. Bhavin Lakhpatwala ceased to be a member of the Debenture Allotment Committee, Bond Allotment Committee and Share Allotment Committee with effect from January 15, 2021.
3. Mr. Ashish Ghatnekar was appointed as a member of the Debenture Allotment Committee, Bond Allotment Committee and Share Allotment Committee with effect from January 15, 2021.

v. Separate Meeting of Independent Directors

The details of the meetings held and attendance of the members of the Separate Meeting of Independent Directors is given below:

Members	Number of meetings held during their tenure	Number of meetings Attended	% of attendance
Mr. Venkatraman Srinivasan	1	1	100
Ms. Smita Affinwalla	1	1	100
Dr. Amla Samanta	1	1	100
Mr. Adayapalam Viswanathan	1	1	100

5. Details of Remuneration to Directors

Remuneration to Executive Directors

The details of the remuneration paid to Mr. G. Ramesh, Managing Director and CEO during the financial year 2020-21 is as under:

Particulars of Remuneration	Amount `
Gross salary	
a) Salary as per provisions of section 17(1) of the Income-tax Act, 1961	3,78,90,656
b) Value of perquisites under section 17(2) Income-tax Act, 1961	9,322
c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
Perquisite value of stock options exercised	86,40,000
Sweat Equity	-
Commission	-
Company Car	28,800
Total	4,65,68,778

Directors' Report



Remuneration to Non-Executive Directors

Sitting fees

Sitting fees was paid to all the Independent Directors and Non-Executive Directors of the Company other than Mr. Aditya Puri.

The sitting fees for attending meetings of Board of Directors is Rs. 75,000/- per meeting. Sitting fees for attending meetings of the Audit Committee, Nomination and Remuneration Committee, Information Technology Strategy Committee, Risk Management Committee is Rs. 50,000. Sitting fees for attending meetings of the Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Separate meeting of Independent Directors meetings is Rs. 25,000/- per meeting.

Sitting fees payable to the Non-Executive Directors for attending Nomination & Remuneration Committee and Information Technology & Strategy Committee was increased from Rs. 35,000 to Rs. 50,000 and Risk Management Committee from Rs. 25,000 to Rs. 50,000 with effect from July 23, 2020.

Profit Related Commission

The Shareholders in its 12th Annual General Meeting held on June 21, 2019 had approved payment of profit related commission to Independent Directors at the rate of Rs. 60,000 per meeting of the Board and/or Committee attended subject to maximum of Rs. 7,50,000/-.

The details of sitting fees and commission paid to non-executive directors during the financial year 2020-21 is as under:

Amount `

Name of Director	Sitting Fees	Commission
Mr. Venkatraman Srinivasan	13,55,000	7,50,000
Ms. Smita Affinwalla	9,60,000	7,50,000
Mr. Adayapalam Viswanathan	13,80,000	7,50,000
Dr. Amla Samanta	11,60,000	6,60,000
Mr. Jimmy Tata	2,00,000	-

6. Performance Evaluation of Board, its Committees and Directors

The Nomination and Remuneration Committee (NRC) had approved a framework for performance evaluation of the Board of Directors, its Committees and the individual Board members in terms of Guidance note on Board evaluation issued by SEBI on January 5, 2017 vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004.

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the Board has carried out an annual performance evaluation of its own performance, evaluation of the working of its Committees as well as performance of all the Directors individually (including Independent Directors). Feedback was sought by well-defined and structured questionnaires covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, areas of responsibility, execution and performance of specific duties, obligations and governance, compliance, etc.

Performance evaluation framework of the Company is as follows:

- NRC would approve framework of performance evaluation of the Company;
- Board would evaluate the performance of the Independent Directors, Board as a whole and Committees of the Board;
- Independent Directors would evaluate the performance of the Chairman of the Company after taking views of other directors, Board as a whole and Non-Independent Directors;
- Self-evaluation of individual Directors.

The evaluation involves self-evaluation by the Board Member and subsequent assessment by the Independent Directors. A member of the Board will not participate in the discussion of his/her evaluation.

The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors.

Directors' Report



The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated. Performance evaluation of the Board and of its Committees was carried out by the Board. Qualitative comments and suggestions of Directors were taken into consideration by the Chairman of the Board and the Chairman of the Nomination and Remuneration Committee.

The Directors have expressed their satisfaction with the evaluation process.

7. General Body meetings (FY2020-2021)

Annual General Meeting

Date	Time	Venue	Special resolutions passed
June 30, 2020	12 noon	Held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	<ul style="list-style-type: none"> Re-appointment of Mr. Venkatraman Srinivasan as an Independent Director of the Company Re-appointment of Ms. Smita Affinwalla as an Independent Director of the Company To approve increase in borrowing limits of the Company from ₹ 70,000 Crore to ₹ 80,000 Crore To approve increase in limits for creation of charge on the assets of the company up to an amount of ₹ 80,000 crore to secure its borrowings Authority to issue redeemable non-convertible debentures and/or other hybrid instruments on private placement basis Authority to issue foreign currency/ rupee denominated bonds To approve related party transactions with HDFC Bank Limited

Attendance at the AGM

Name of Directors	Mr. Aditya Puri	Mr. Jimmy Tata	Mr. Adayapalam Viswanathan	Mr. G. Ramesh	Mr. Venkatraman Srinivasan	Ms. Smita Affinwalla	Dr. Amla Samanta
Attendance	No	No	Yes	Yes	Yes	Yes	No

Extra-Ordinary General Meeting:

During the Financial Year 2020-2021, no Extra-Ordinary General meeting of the Company was held.

Postal Ballot:

During the Financial Year 2020-2021, no resolution was passed through postal ballot under the provisions of the Companies Act, 2013. There is no immediate proposal for passing any resolution through Postal Ballot.

8. Disclosures:

a. Adherence to Accounting Standards

The Company has complied with the applicable Indian Accounting Standards (Ind-AS) notified by the Ministry of Corporate Affairs under Section 133 of the Companies Act, 2013. The financial statements for the year have been prepared in accordance with Schedule III to the Companies Act, 2013.

b. Risk Management and internal control policies adopted by the Company

The Company has a well-defined Risk Management Framework in place. The Company has procedures to periodically place before the Audit Committee and the Board, the risk assessment and mitigation plans being followed by the Company.

c. Secretarial Standards

The Company has complied with the applicable provisions of secretarial standards issued by The Institute of Company Secretaries of India.

Directors' Report



9. Investor Grievances

Ms. Dipti Khandelwal, Company Secretary of the Company is the Compliance Officer for the purpose of the SEBI Listing Regulations.

There were no investor complaints pending as at March 31, 2021.

10. Shareholding pattern as at March 31, 2021

Name of Shareholder	No. of equity shares held	Percentage
HDFC Bank Limited	75,05,96,670	95.11
Others	385,88,546	4.89
Total (Issued & Paid-up Shares)	78,91,85,216	100.00