Regd. Office: B-301, Citi Point, Andheri-Kurla Road, Andheri (East), Mumbai - 400 059 India, Tel: +91-022-28266636 Email: investor@hdfccredila.com Website: www.hdfccredila.com CIN: U67190MH2006PTC159411

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Fifteenth Annual General Meeting of the members of HDFC Credila Financial Services Private Limited will be held on Wednesday, July 29, 2020 at 11:00 a.m. via Video Conferencing without the physical presence of the Members at a common venue, in compliance with General Circular No. 14/2020, 17/2020, 20/2020 issued by the Ministry of Corporate Affairs , to transact the businesses mentioned below:

Ordinary Business:

- 1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.
- 2. To appoint a director in place of Mr. V.Srinivasa Rangan (DIN: 00030248), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

- 3. To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution** for Appointment of Mr. Rajesh Narain Gupta as the Independent Director of the Company
 - "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV of the Companies Act, 2013, including any amendment, modification, variation or reenactment thereof, the Articles of Association of the Company, the approval of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Mr. Rajesh Narain Gupta (DIN:00229040) who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his appointment to the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. January 17,2020 AND THAT he shall not be liable to retire by rotation.
- 4. To consider, and if thought fit, to pass, the following resolution as a **Special Resolution** for reappointment of Mr.Biswamohan Mahapatra as the Independent Director of the Company
 - "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV of the Companies Act, 2013, including any amendment, modification, variation or reenactment thereof, the Articles of Association of the Company and the approval of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Mr. Biswamohan Mahapatra (DIN:06990345), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the next term of 5 (five) consecutive years under the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his re-appointment to the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (five) consecutive years commencing from March 30,2020 AND THAT he shall not be liable to retire by rotation"

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- 5. To consider and, if thought fit, to pass the following resolution as an **Ordinary** Resolution for appointment of Mr. Arijit Sanyal as the Director of the Company
 - "RESOLVED THAT Mr.Arijit Sanyal (DIN: 08386684), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 17, 2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company"
- 6. To consider and, if thought fit, to pass the following resolution as an **Ordinary** Resolution: for appointment of Mr. Arijit Sanyal as the Managing Director & CEO of the Company and approval of his remuneration
 - "RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Arijit Sanyal (DIN: 08386684), as Managing Director of the Company with effect from January 17, 2020 & CEO till January 16, 2025, as well as the payment of salary and bonus (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Arijit Sanyal."
 - **"RESOLVED FURTHER THAT** the remuneration payable to Mr. Arijit Sanyal (DIN: 08386684), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."
 - "RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."
 - "RESOLVED FURTHER THAT the Directors of the Company, Company Secretary and Chief Financial Officer of the Company, be and are hereby severally authorized to sign and file such forms or documents as may be required to be filed with Ministry of Corporate Affairs / Registrar of Companies or such other authority as may be required, and to do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution."
- 7. To consider, and if thought fit, to pass, the following resolution as **a Special Resolution** to convert the Company from a Private Limited Company to a Public Limited Company and to amend the Memorandum & Articles of Association of the Company
 - "RESOLVED THAT pursuant to the provisions of Sections 13, 14 and any other applicable provisions of the Companies Act, 2013, if any, Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and subject to such approval, permission or sanction of such appropriate authorities, as may be required, the consent of the members of the Company be and is hereby accorded to convert the Company from 'Private Limited' to 'Public Limited' and consequently the name of the company be changed from 'HDFC Credila Financial Services Private Limited' to 'HDFC Credila Financial Services Limited' by removing the word 'PRIVATE' from the name of the Company".

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"RESOLVED THAT pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the members of the Company be and is hereby accorded for substituting Clause I of the Memorandum of Association of the Company with the following clause: "The Name of the Company is 'HDFC Credila Financial Services Limited'

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, the consent of the members of the Company be and is hereby accorded to adopt the new set of Articles of Association to be in conformity with the provisions of the Act relating to a public limited company, primarily based on the form of Table F of Schedule I under the Act, in place of existing Articles of Association of the Company"

"RESOLVED FURTHER THAT the Directors, Company Secretary and the Chief Financial Officer of the Company be and are hereby authorized severally to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

By Order of the Board of Directors,

Place: Mumbai Date: July 06, 2020 Akanksha Kandoi Company Secretary

Registered office: B 301, Citi Point, Next to Kohinoor Continental, Andheri-Kurla Road, Andheri (East), Mumbai - 400 059

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NOTES:

- 1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means ("VC/OAVM"), without physical presence of the Members at a common venue.
- 2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars, the 15th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC") (hereinafter referred to as "AGM" or "e-AGM"). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the e-AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
- 3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the e-AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 - Institutional / Corporate Shareholder (i.e. other than individuals) is required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote during the e-AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Company Secretary at akanksha@hdfccredila.com
- 4. **Attending e-AGM**: Members will be provided with a facility to attend the e-AGM through video conferencing platform. Members may access the same at the given link by clicking Annual General Meeting of HDFC Credila. The link for joining the AGM through VC will be activated 15 minutes before the scheduled start time of the AGM and will remain open throughout the AGM.
- 5. Member's log-in to the Video Conferencing platform shall be considered for record of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6. In compliance with the aforesaid MCA Circulars, Notice of the e-AGM along with the Annual Report for the financial year ended on March 31, 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the e-AGM and the Annual Report has been uploaded on the website of the Company at https://www.hdfccredila.com/about/investor-relation.html
- 7. All documents referred to in the accompanying explanatory statement will be available for inspection at the e-AGM.
- 8. Members who wish to inspect, the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to companysecretary@hdfccredila.com. The same will also be available for inspection at the e-AGM.
- 9. In accordance with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, a brief profile of Mr. V Srinivasa Rangan, Mr.Biswamohan Mahapatra, Mr.Rajesh Narain Gupta and Mr. Arijit Sanyal are set out in this Notice.
- 10. Members desiring any information relating to the financial statement of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready at the e-AGM.

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Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 7 of this Notice.

Item No. 3

The Board of Directors of the Company had appointed Mr. Rajesh Narain Gupta as an Additional Director of the Company with effect from January 17, 2020. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Gupta shall hold office up to the date of the forthcoming Annual General Meeting The Company has received a notice under Section 160 of the Companies Act, 2013 from a member signifying Mr. Gupta's candidature as an Independent Director of the Company. A brief profile of Mr. Gupta, including nature of his expertise, is provided elsewhere in this Notice. The Company has received a Declaration of Independence from Mr. Gupta. In the opinion of the Board, Mr. Rajesh Narain Gupta fulfills the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company. He has also confirmed that he satisfies the fit and proper criteria as prescribed under RBI regulations. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available on the website of the Company www.hdfccredila.com. The same shall also be available for inspection during the e-AGM.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rajesh Narain Gupta and his relatives are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution as set out at Item no. 3 for approval of the Members.

Item No. 4

Mr. Biswamohan Mahapatra was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders on March 30,2015 for a term of 5(five) consecutive years ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.). The Nomination & Remuneration Committee at its Meeting held on January 17, 2020 after taking into account the performance evaluation of Mr.Mahapatra considering the knowledge, acumen, expertise and experience and the substantial contribution made by him during his tenure, has recommended to the Board that continued association of Mr. Mahapatra as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the reappointment of Mr. Mahapatra as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years w.e.f from March 30,2020. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Mahapatra for his appointment to the office of Independent Director. A brief profile of Mr. Mahapatra, including the nature of his expertise, is provided elsewhere in this Notice. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available on the website of the Company www.hdfccredila.com. The same shall also be available for inspection during the e-AGM.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Biswamohan Mahapatra and his relatives are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Special Resolution as set out at Item no. 4 for approval of the Members.

Item No. 5 and 6

The members are informed that Mr. Arijit Sanyal was appointed as an Additional Director by the Board of Directors of the Company, effective January 17, 2020. Further, the Board had, subject to approval of members, appointed him as the Managing Director of the Company, effective January 17, 2020.

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The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Sanyal for his appointment as the Director of the Company. It is further proposed to appoint Mr. Arijit Sanyal as the Managing Director of the Company for a period of 5 years, effective January 17, 2020 and approve his remuneration. The Board also proposes that appointment of Mr. Arijit Sanyal as CEO on December 12,2019 shall be continued till January 16,2025.

On the recommendation of the Nomination and Remuneration Committee, Board of Directors of the Company at its Meeting held on January 17, 2020 approved the remuneration payable to Mr. Sanyal as Rs. 8,716,739.52 p.a (deputation cost). The remuneration payable to Mr. Sanyal effective from January 17, 2020 is subject to the approval of the members. The same is within the statutory limits under section 197 and Schedule V of the Companies Act 2013.

None of the Directors or Key Managerial Personnel and their relatives other than Mr.Arijit Sanyal and his relatives (financially or otherwise) are concerned or interested in the said resolution.

Item No. 7

The approval of the members is sought to convert the Company to a public limited company from a private limited Company. As per the provisions of the Companies Act, 2013, the consent of the members by way of special resolution is required for conversion of the Company to a public limited company. None of the Directors and their relatives are concerned or interested in the said resolution.

The conversion of the Company to a public limited company will result in amending the name clause of the Memorandum of the Company since the name of the Company will change from 'HDFC Credila Financial Services Private Limited' to 'HDFC Credila Financial Services Limited' In terms of Section 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for amendment of the name clause in the Memorandum of Association of the Company(MOA) by removing the word "private" from the name of the Company. The Board has approved the amended MOA at its meeting held on May 11, 2020. None of the Directors and their relatives are concerned or interested in the said resolution.

The existing Articles of Association (AOA) are in line with the erstwhile Shareholders` Agreement dated Nov 13,2009 (SHA). With the exit of the promoter directors in December 2019 and redundancy of the said SHA, several articles of the existing Articles of Association of the Company require alteration / deletions.

The conversion of the company to a public limited company also requires the company to replace the clauses of AOA with that applicable to a public limited company. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of AOA, primarily based on Table F set out under the Schedule I of Companies Act, 2013. The Board of Directors at its meeting held on May 11, 2020 has approved the new set of Articles in place of existing AOA of the Company and seeks shareholders' approval for the same. In terms of Section 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in the said resolution.

	On Behalf of the Board of Directors
Place: Mumbai Date: July 06,2020	
Date. July 00,2020	Akanksha Kandoi Company Secretary

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CIN: U67190MH2006PTC159411

Information pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding re-appointment of Mr. V Srinivasa Rangan , Director retiring by rotation.

Mr. V. Srinivasa Rangan (DIN 00030248)

Age	60
Qualifications	B.COM, Member of ICAI and ICWA
Experience	Mr. V. Srinivasa Rangan is the Executive Director of Housing Development Finance Corporation Limited (HDFC). He holds a Bachelor's degree in Commerce and is an Associate of the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India. Mr. Rangan joined HDFC in 1986 and served in Delhi Region. He was the Senior General Manager, Corporate Planning & Finance function at Head office since 2000. He was appointed as the Executive Director of HDFC in 2010. He is responsible for the Treasury, Resources and Accounts functions of HDFC.
Terms and conditions of	Non-Executive Director liable to retire by rotation
appointment or reappointment Last drawn remuneration	Rs.12,05,000 as sitting fees
Date of first appointment on the Board	December 24, 2009
No. of shares held	NIL
Relationship with Directors, Managers & KMP	Not related
Number of Board Meeting attended during financial year 2019-20	Attended all 9 Board Meetings held during the financial year 2019-20
Other Directorship	 HDFC Trustee Company Limited Atul Limited HDFC Investments Limited HDFC Property Ventures Limited Computer Age Management Services Private Limited Housing Development Finance Corporation Limited TVS Credit Services Limited HDFC Education And Development Services Private Limited H T Parekh Foundation True North Corporate Private Limited
Chairman/ Member of the Committees of Boards of other companies	As given below:

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Details of membership in other Companies

Sr. No.	Name of the Company	Name of Committee	Members / Chairman
1	Atul Limited	Audit Committee	Member
2	HDFC Education and Development Services	Audit Committee	Member
	Private Limited	Allotment Equity	Member
		Allotment Debt	Member
3	HDFC Investments Limited	Audit Committee	Member
		Risk Management Committee	Member
		Nomination and Remuneration	Chairman
4	HDFC To the Common Limited	Committee	Member
4	HDFC Trustee Company Limited	Audit Committee Customer Service	Member
		Risk Manangement Committee	Member
5	TVS Credit Services Limited	Audit Committee	Member
6	Housing Development Finance Corporation Limited	Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Stakeholders relationship Committee	Member
7	Computer Age Management Services Limited	Nomination and Remuneration Committee	Member
8	HDFC Property Ventures Limited	Corporate Social Responsibility Committee	Chairman
9	H T Parekh Foundation	Audit Committee	Member
10	HDFC Capital Advisors Limited	Investment Advisory Body	Member

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CIN: U67190MH2006PTC159411

Information pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding appointment of Mr. Rajesh Narain Gupta as Independent Director

Mr. Rajesh Narain Gupta

Age	55
Qualifications	Bachelor of laws
Experience	Enrolled advocate since 1988. Managing Partner of SNG & Partners, a full service law firm, having presence in Mumbai, New Delhi and Singapore
Terms and conditions of appointment or reappointment	Independent Director for a term of 5(five) years from January 17, 2020, not liable to retire by rotation.
Last drawn remuneration	Rs. 2,25,000 as sitting fees
Date of first appointment on the Board	January 17,2020
No. of shares held	Nil
Relationship with Directors, Managers & KMP	No
Number of Board Meeting attended during financial year 2019-20	Attended 2 Board meetings out of 2 Board meetings he was entitled to attend
Other Directorship	Teesta Corporation LLP (Designated Partner)
Chairman/ Member of the Committees of Boards of other companies	No

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Information pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding reappointment of Mr. Biswamohan Mahapatra as Independent Director

Mr. Biswamohan Mahapatra

Age		65	
Quali	fications	MA, MBA, MSM	
Expe	rience	33 years of experience in the Reserve Bank of India and retired as its Executive Director.	
Terma	s and conditions of ntment or reappointment	Independent Director for a term of 5(five) years with effect from March 30, 2020 not liable to retire by rotation.	
Last	drawn remuneration	Rs. 7,90,000 as sitting fees for attending Board and Committee meetings	
Date of first appointment on the Board		March 30,2015	
No. o	f shares held	Nil	
	ionship with Directors, gers & KMP	No	
Number of Board Meeting attended during financiail year 2019-20		Attended 8 Board meetings out of 9 Board meetings held during the year	
Other Directorship		Edelweiss Financial Services Limited Ujjivan Small Finance Bank Limited ECL Finance Limited National Payments Corporation of India NPCI International Payments Limited	
	man/ Member of the Committees ards of other companies	As given below:	
Sr. No.	Name of the Company	Name of Committee	Members / Chairman
1	Edelweiss Financial Services Ltd.	Audit Committee Risk Management Committee Share Transfer Committee	Member Member Member
2	ECL Finance Ltd.	Audit Committee NRC IT Strategy Committee	Member Member Chairman
3	Ujjivan Small Finance Bank	Audit Committee Risk Management Committee Board Strategy Committee Wilful Defaulters Committee Fraud Committee	Member Member Member Member Member

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Information pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding

Mr. Arijit Sanyal

appointment of Mr. Arijit Sanyal as Managing Director

Age	43
Qualifications	Masters in Finance (London Business School) MBA (International Management Institute) BA (Hons) Economics (Delhi University) Level 3 Certifications for Investments, Derivatives and UK Financial Regulations from Chartered Institute of Securities & Investments, UK
Experience	Substantial experience in setting up financial services as well as scaling up existing businesses both in large global multinational and start-up banks. Global professional having worked in the UK (10 years) in global roles and India (8 years) Received Leadership Award from the Indo-British Business Forum at the House of Commons, UK Varied experience across both assets and liabilities. As Head of Product at OakNorth (a start-up bank in UK), was instrumental in building the Bank's product suite scaling up their Deposits book 15x simultaneously reducing funding cost Worked in a global Product Strategy role in HSBC, UK in their Global Trade and Receivables Finance business driving key strategic initiatives and projects driving revenue growth and cost rationalization Prior experience of working in a Credit Derivatives Trading desk at Nomura International, UK with experience of structuring and pricing credit products
Terms and conditions of appointment or reappointment	Set up HDFC's business in the UK and led it to substantial scale and a profitable size. Managing Director for a term of 5(five) years from January 17, 2020 not liable to retire by rotation.and CEO up to January
Last drawn remuneration	16,2025 Gross Salary of Rs. 726,394.96 /- per month.(Deputation Cost)
Date of first appointment on the Board	January 17,2020
No. of shares held	Nil
Relationship with Directors, Managers & KMP	No
Number of Board Meeting attended during financial year 2019-20	Attended 2 Board meetings out of 2 Board meetings he was entitled to attend
Other Directorship	Nominee Director for HDFC Limited at Feedback Infra Private Limited Promotor and Director in Northumberland Capital Limited
Chairman/ Member of the Committees of Boards of other companies	Feedback Infra Pvt. Ltd. Nomination & Remuneration Committee - Member