

Date: July 19, 2023

Ref: Scrip Code: 12835  
Symbol: INCREFIN

<b>To,</b> <b>The National Stock Exchange of India Limited</b> Exchange Plaza, Bandra – Kurla Complex, Bandra (E), Mumbai - 400051	<b>To,</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Tower Dalal Street, Mumbai – 400001
---	---

**Kind Attn: Head – Listing Department / Dept of Corporate Communications**

**Sub: Compliance Report on Corporate Governance**

Dear Sir / Madam,

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Compliance Report on Corporate Governance of the Company for the quarter ended June 30, 2023.

We request you to kindly take the above on records.

Thanking you,

Yours faithfully,

**For InCred Financial Services Limited  
(erstwhile known as KKR India Financial Services Limited)**

**Gajendra Thakur  
Company Secretary  
Membership No. A19285**

**INCRED FINANCIAL SERVICES LIMITED**

(Formerly known as KKR India Financial Services Limited)

**Registered & Corporate Office:**

Unit No. 1203, 12<sup>th</sup> floor, B wing, The Capital, Plot No C-70, G Block, Bandra Kurla Complex, Mumbai, Maharashtra, India, 400051

**CIN:** U67190MH1995PLC360817 | **Email:** care@incred.com | **Contact:** 1800-102-2192 | **Website:** www.incred.com

## ANNEX I

**Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis**

1. Name of Listed Entity : InCred Financial Services Limited (erstwhile known as KKR India Financial Services Limited)
2. Quarter ending : June 30, 2023

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr./ Ms.)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-appointment</b>	<b>Date of Cessation</b>	<b>Tenure * (in months)</b>	<b>Date of Birth</b>	<b>No. of directorship in listed entities including this listed entity  [in reference to Regulation 17A(1)]**</b>	<b>No. of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]</b>	<b>Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)***</b>	<b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Bhupinder Singh	PAN - ANVPS2558R DIN - 07342318	Executive Director Chairperson	26-07-2022	-	-	-	14-11-1974	-	-	2	-
Mr.	Vivek Bansal	PAN - AEMPB6598Q DIN - 07835456	Executive Director	26-07-2022	-	-	-	26-03-1977	-	-	1	-
Ms.	Rupa Vora	PAN - AACPV0421E DIN - 01831916	Non-Executive - Independent Director	26-07-2022	-	-	11.05	21-07-1961	-	-	5	5
Mr.	Karnam Sekar	PAN - ADFPK4877R DIN - 07400094	Non-Executive - Independent Director -	26-07-2022	-	-	11.05	01-07-1960	1	1	4	-
Mr.	Vivek Anand PS	PAN - ACQPV0440H DIN - 02363239	Non-Executive - Non Independent Director	26-07-2022	-	-	-	30-12-1980	-	-	2	-
Mr.	Gaurav Trehan	PAN - AEWPT1544A DIN - 03467781	Non-Executive - Non Independent Director	26-07-2022	-	-	-	23-11-1975	-	-	-	-
Mr.	Rohan Suri	PAN – BBBPS6281C DIN – 03467781	Non-Executive - Non Independent Director	30-03-2023	-	-	-	11-03-1987	-	-	-	-
Ms.	Ambika Bisla	PAN – CDFPB4062F DIN – 09789579	Non-Executive - Independent Director	30-03-2023	-	-	3.02	31-03-1976	-	-	1	-

Ms.	Sunita Gupta	PAN – AAAPG0844J DIN – 06902258	Non-Executive - Independent Director	30-03-2023	-	-	3.02	18-08-1957	-	-	2	-
Mr.	Sankaran Nair Rajagopal	PAN – AAFPR1486C DIN - 03467781	Non-Executive - Independent Director	30-03-2023	-	-	3.02	13-05-1959	-	-	1	-

Whether Regular chairperson appointed: **Yes**

Whether Chairperson is related to managing director or CEO: **The Chairperson is the Whole-time Director and CEO of the Company.**

*\$PAN of any director would not be displayed on the website of Stock Exchange*

*&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen*

*\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.*

\*\* In accordance with Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements), 2015, only directorships in equity listed companies have been considered.

\*\*\* While calculating the committee positions of the directors, both listed and unlisted public companies including high value debt listed entities have been considered.

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)<sup>§</sup></b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>Audit Committee</b>	Yes	1. Rupa Vora	Chairperson- Non-Executive Independent Director	26-07-2022	-
		2. Karnam Sekar	Non-Executive Independent Director	26-07-2022	-
		3. Vivek Anand PS	Non-Executive Non Independent Director	26-07-2022	-
		4. Sunita Gupta	Non-Executive Independent Director	30-03-2023	-
		5. Sankaran Nair Rajagopal	Non-Executive Independent Director	30-03-2023	-
<b>Nomination &amp; Remuneration Committee</b>	No	1. Rupa Vora	Non-Executive Independent Director	26-07-2022	-
		2. Bhupinder Singh	Whole-time Director and CEO	26-07-2022	-
		3. Gaurav Trehan	Non-Executive Non Independent Director	26-07-2022	-
		4. Karnam Sekar	Non-Executive Independent Director	30-03-2022	-
		5. Sankaran Nair Rajagopal	Non-Executive Independent Director	30-03-2023	-
		6. Ambika Bisla	Non-Executive Independent Director	30-03-2023	-
<b>Risk Management Committee</b>	No	1. Rupa Vora	Non-Executive Independent Director	26-07-2022	-
		2. Bhupinder Singh	Whole-time Director and CEO	26-07-2022	-
		3. Vivek Bansal	Whole-time Director and CFO	26-07-2022	-
		4. Prithvi Chandrasekhar	Member	26-07-2022	-
		5. Saurabh Jhalaria	Member	26-07-2022	-
		6. Krishna Bahety	Member	17-01-2023	-
		7. Rohan Suri	Non-Executive Non Independent Director	30-03-2023	-
		8. Sankaran Nair Rajagopal	Non-Executive Independent Director	30-03-2023	-
<b>Stakeholders' Relationship Committee</b>	No	1. Bhupinder Singh	Whole-time Director and CEO	26-07-2022	-
		2. Vivek Bansal	Whole-time Director and CFO	26-07-2022	-
		3. Sunita Gupta	Non-Executive Independent Director	30-03-2023	-
		4. Ambika Bisla	Non-Executive Independent Director	30-03-2023	-

<b>III. Meeting of Board of Directors</b>					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
January 17, 2023	-	-	-	-	-
March 30, 2023	-	-	-	-	-
-	April 27, 2023	Yes	9	5	27 days between March 30, 2023 to April 27, 2023

*\* to be filled in only for the current quarter meetings*

<b>IV. Meetings of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present</i>	<i>Number of independent directors present</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
<b>Audit Committee</b>					
April 27, 2023	Yes	5	4	January 17, 2023	99 days between January 17, 2023 to April 27, 2023
<b>Nomination and Remuneration Committee</b>					
April 27, 2023	Yes	5	4	March 30, 2023	27 days between March 30, 2023 to April 27, 2023
<b>Risk Management Committee</b>					
May 16, 2023	Yes	6	2	-	-
<b>Stakeholder Relationship Committee</b>					
April 27, 2023	Yes	4	2	January 17, 2023	99 days between January 17, 2023 to April 27, 2023

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <i>refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

<b>VI. Affirmations</b>
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. – <b>Yes</b></li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee – <b>Yes</b></li> <li>b. Nomination &amp; Remuneration Committee – <b>Yes</b></li> <li>c. Stakeholders Relationship Committee – <b>Yes</b></li> <li>d. Risk management committee (as applicable) – <b>Yes</b></li> </ol> </li> <li>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. – <b>Yes</b></li> <li>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. – <b>Yes</b></li> <li>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. – <b>Yes</b></li> </ol>
<p><b>Name &amp; Designation</b></p> <p><b>Gajendra Thakur</b>  <b>Company Secretary and Compliance Officer</b>  <b>InCred Financial Services Limited</b>  <b>(erstwhile known as KKR India Financial Services Limited)</b></p>