

Date: 06 July 2022

Ref: Company Code: 11843

The National Stock Exchange of India Limited Exchange Plaza, Bandra – Kurla Complex, Bandra (E), Mumbai - 400051	BSE Limited Phiroze Jeejeebhoy Tower Dalal Street, Mumbai – 400001
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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, 2022.

We request you to kindly take the above on records.

Thanking you,

Yours faithfully,

For InCred Financial Services Limited**Gajendra Thakur**
Company Secretary
Encl: As above

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
 2. Quarter ending : June 30, 2022

I. Composition of Board of Directors												
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)]	Number 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.	Bhupinder Singh	PAN - ANVPS2558R DIN - 07342318	Executive Director - Chairperson	13-12-2016	-	-	-	14-11-1974	1	0	1	0
Mr.	Vivek Bansal	PAN - AEMPB6598Q DIN - 07835456	Executive Director	12-06-2018	-	-	-	26-03-1977	1	0	1	0
Mrs.	Rupa Vora	PAN - AACPV0421E DIN - 01831916	Non-Executive - Independent Director	27-10-2017	-	-	4 years 5 months	21-07-1961	3	3	4	3
Mr.	Karnam Sekar	PAN - ADFPK4877R DIN - 07400094	Non-Executive - Independent Director	17-12-2021	-	-	-	01-07-1960	3	3	2	0
Mr.	Debashish Dutta Gupta	PAN - AAFPD9764K DIN - 08950317	Non-Executive - Independent Director	01-12-2020	-	-	1 year 4 months	18-06-1968	1	1	2	0
Mr.	Vivek Anand PS	PAN - ACQPV0440H DIN - 02363239	Non-Executive - Non Independent Director	19-03-2018	-	-	-	30-12-1980	1	0	0	0

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.*

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)[§]	Date of Appointment	Date of Cessation
Audit Committee	Yes	1. Rupa Vora	Chairperson and Independent Director	27-10-2017	-
		2. Karnam Sekar	Independent Director	17-12-2021	-
		3. Debashish Dutta Gupta	Independent Director	01-12-2020	-
Nomination & Remuneration Committee	No	1. Rupa Vora	Independent Director	27-10-2017	-
		2. Debashish Dutta Gupta	Independent Director	01-12-2020	-
		3. Bhupinder Singh	Executive Director	13-06-2021	-
		4. Vivek Anand PS	Non-Executive Director	10-04-2018	-
Risk Management Committee	Yes	1. Bhupinder Singh	Whole-time Director and CEO	28-03-2017	-
		2. Rupa Vora	Independent Director	13-10-2021	-
		3. Vivek Bansal	Whole-time Director and CFO	28-03-2017	-
		4. Prithvi Chandrasekhar	Member	28-03-2017	-
		5. Saurabh Jhalaria	Member	28-03-2017	-
Stakeholders' Relationship Committee	No	1. Debashish Dutta Gupta	Independent Director	13-10-2021	-
		2. Bhupinder Singh	Whole-time Director and CEO	13-10-2021	-
		3. Vivek Bansal	Whole-time Director and CFO	13-10-2021	-

III. Meeting of Board of Directors					
<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 (in number of days)</i>
31-01-2022	April 29, 2022	Yes	6	3	51
08-02-2022	May 13, 2022	Yes	5	3	13
08-03-2022	-	-	-	-	-

* to be filled in only for the current quarter meetings

IV. Meetings of Committees					
<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>
Audit Committee					
29-04-2022	Yes	3	3	31-01-2022	87
13-05-2022	Yes	3	3	08-02-2022	13
Nomination and remuneration committee					
29-04-2022	Yes	4	2	17-12-2021	132
Risk Management committee					
-	-	-	-	28-03-2022	-
Stakeholder Relationship Committee					
-	-	-	-	28-03-2022	-

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <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

VI. Affirmations
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> a. Audit Committee – Yes b. Nomination & Remuneration Committee – Yes c. Stakeholders Relationship Committee – Yes d. Risk management committee (as applicable) – 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 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 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
Name & Designation Gajendra Thakur Company Secretary and Compliance Officer