

October 17, 2022

**National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051**

Dear Sir/ Madam,

**Subject: Quarterly Compliance Report on Corporate Governance**

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find hereunder, Quarterly Compliance Report on Corporate Governance for the quarter ended September 30, 2022.

Kindly take the above information on records.

Thanking you,

**For Hero FinCorp Limited**

**Shivendra Suman  
Head – Compliance & Company Secretary  
M.No. ACS 18339**

**Hero FinCorp Ltd.**

Registered Office : 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057  
Corporate Office: 09, Basant Lok, Vasant Vihar, New Delhi - 110057 India  
Phones: +91-11-49487150: Fax: +91-11 - 49487197 + 91-11- 49487198  
Website : [www.herofincorp.com](http://www.herofincorp.com) CIN:U74899DL1991PLC046774

**Compliance Report on Corporate Governance**

1. Name of Listed Entity     Hero FinCorp Limited  
 2. Quarter ending             September 30, 2022

**1. Composition of Board of Directors.**

Title(Mr./Ms.)	Name of director	PAN\$ and DIN	Category&	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 Directorsh ip 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 Regulation)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Dr.	Pawan Munjal	PAN - ACGPM7510D DIN - 00004223	Chairperson – Non Executive Director	16-12-1991				28-10-1954	1	0	0	0
Ms.	Renu Munjal	PAN - AIBPM4926G DIN - 00012870	Executive Director	11-07-1992	01-09-2020			06-03-1955	0	0	3	0
Mr.	Abhimanyu Munjal	PAN - AHXPM6486C DIN - 02822641	Executive Director	01-06-2016	14-09-2021			14-07-1983	0	0	2	0
Mr.	Sanjay Kukreja	PAN - AIQPK9454L DIN - 00175427	Non Executive- Non Independent Director	15-09-2016				24-06-1977	0	0	0	0
Mr.	Pradeep Dinodia	PAN - AAFPD2546M DIN - 00027995	Non Executive - Independent Director	29-05-2016	14-09-2021		76	02-12-1953	3	1	8	5
Mr.	Vivek Chaand Sehgal	PAN - AFDPS4265B DIN - 00291126	Non Executive - Independent Director	06-12-2019			34	28-09-1956	2	0	1	0
Mr.	Matthew Russell Michelini	PAN - NA DIN - 0009692765	Non Executive- Non Independent Director	03-08-2022				12-10-1981	0	0	0	0

Whether regular chairperson appointed	Yes
Whether Chairperson is related to Managing Director or CEO	Yes
\$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&	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. Pradeep Dinodia	Chairperson – Non Executive - Independent	29-05-2016	
		Ms. Renu Munjal	Member – Executive	27-04-2001	
		Mr. Vivek Chaand Sehgal	Member – Non Executive - Independent	06-12-2019	
Nomination & Remuneration Committee	Yes	Mr. Pradeep Dinodia	Chairperson – Non Executive - Independent	29-05-2016	
		Dr. Pawan Munjal	Member – Non Executive	24-02-2014	
		Mr. Abhimanyu Munjal	Member – Executive	21-10-2019	
		Mr. Vivek Chaand Sehgal	Member-Non Executive - Independent	06-12-2019	
Risk Management Committee	Yes	Mr. Pradeep Dinodia	Chairperson – Non Executive - Independent	29-05-2016	
		Ms. Renu Munjal	Member – Executive	19-11-2008	
		Mr. Abhimanyu Munjal	Member – Executive	01-06-2016	
		Mr. Sanjay Kukreja	Member - Non Executive	15-09-2016	
Stakeholders Relationship Committee	Yes	Mr. Pradeep Dinodia	Chairperson – Non Executive - Independent	29-05-2016	
		Ms. Renu Munjal	Member – Executive	26-05-2014	
		Mr. Abhimanyu Munjal	Member – Executive	01-06-2016	
Corporate Social Responsibility Committee	Yes	Ms. Renu Munjal	Chairperson – Executive	26-05-2014	
		Dr. Pawan Munjal	Member-Non Executive	26-05-2014	
		Mr. Pradeep Dinodia	Member-Non Executive-Independent	29-05-2016	
		Mr. Abhimanyu Munjal	Member-Executive	01-06-2016	

& Category means Chairperson and/ or Directors viz. executive/ independent/ Nominee. If a director fits into more than one categories separating them with hyphen.

III.

**Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
29-04-2022					
	03-08-2022	Yes	6	2	95 days

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

**IV. Meetings of Committees**

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	03-08-2022	Yes	3	2	29-04-2022	95 days
Nomination & Remuneration Committee	03-08-2022	Yes	4	2	29-04-2022	95 days
Risk Management Committee	02-08-2022	Yes	4	1	28-04-2022	95 days

\* To be filled in only for the current quarter meetings.

Note: This information has to be mandatorily be given for audit committee, for rest of the Committees giving this information is optional.

V. **Related Party Transactions**

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

Notes:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here

VI. **Affirmations**

1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>*The Company ("Hero FinCorp Limited") was complying with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to the Debt listed Entities.</p> <p>However with the applicability of SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021, the Company needs to align the composition of Board of Directors and Nomination and Remuneration Committee and the Company would be complying with the requirements as set out in terms of SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 in due course of time.</p>
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
	a. Audit Committee	Yes
	b. Nomination and Remuneration Committee	No*
	c. Stakeholder Relationship Committee	Yes
	d. Risk Management Committee	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 Board of Directors may be mentioned here.	<p>Report for the quarter ended June 30, 2022 was placed before the Board at its meeting held on August 03, 2022.</p> <p>The same has been noted by the Board.</p>

**For Hero FinCorp Limited**

**(Shivendra Kumar Suman)**  
**Head - Compliance & Company Secretary**

October 17, 2022  
 New Delhi