

January 20, 2023

BSE Limited
P J Towers,
Dalal Street, Fort,
Mumbai - 400 001.

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051

Sub: Corporate Governance Report - December 31, 2022

Madam/Dear Sir,

Pursuant to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith in **Annexure I** - report on Corporate Governance for the quarter ended December 31, 2022.

You are requested to take the above on record.

Thanking you.

Yours faithfully,

For ECL Finance Limited



 **Kashmira Mathew**
Head - Governance & Compliance (Company Secretary)

1. Name of Listed Entity – ECL Finance Limited
2. Quarter ending – December 31, 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 Cessa tion	T e n u r e *	Date of Birth	No. Of directorship in listed entities including this listed entity [in referen ce to Regula tion 17A(1)]	No of Independ ent Directors hip in listed entities including this listed entity [in referen ce 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.	Rashesh Shah	AAGPS5933G 00008322	Chairperson Non-Executive Director	01-08-2013	20-07-2018			30-09-1963	1	-	-	-
Mr.	Venkatchalam Ramaswamy	AADPR1740H 00008509	Vice Chairperson Non-Executive Director	05-03-2019	16-09-2022			12-08-1966	1	-	3	1
Mr.	Deepak Mittal	AHRPM1419R 00010337	Vice Chairperson Executive Director	01-12-2018	24-09-2021			03-07-1973	-	-	2	-
Mr.	Biswamohan Mahapatra	ABKPM7949M 06990345	Independent Director	18-07-2017	30-08-2017		66	03-08-1954	1	1	5	3
Mr.	Subramanian Ranganathan	AADPR6519A 00125493	Managing Director (Executive	26-07-2021	16-09-2022			03-11-1963	-	-	2	-

ECL Finance Limited

Corporate Identity Number: U65990MH2005PLC154854

Registered Office: Registered Office: Tower 3, Wing 'B', Kohinoor City Mall, Kohinoor City, Kiroli Road, Kurla (W), Mumbai - 400070 (I)+91 22 4272 2200 <https://eclfinance.edelweissfin.com>

			Director)									
Mr.	Kunnasagaran Chinniah	BIIPC7568J 01590108	Independent Director	18-02-2019	19-02-2022		47	10-05-1957	1	-	1	-
Mr.	Shiva Kumar	AGZPK5453C 06590343	Independent Director	28-07-2022	16.09.2022		5	20-02-1953	1	1	6	2
Mr.	Sameer Kaji	AAEPK7913N 00172458	Additional (Independent t) Director	29-09-2022	NA		3	27-11-1960	-	-	-	-
Mr.	Aalok Gupta	AAAPG6718R 08195214	Additional (Independent t) Director	29-09-2022	NA		3	15-01-1966	-	-	-	-
Ms.	Anita George	AKAPG5198D 00441131	Nominee Director	04-07-2020	15-10-2020			16-06-1960	1	-	-	-
Mr.	Phanindranath Kakarla	AKGPK4392K 02076676	Additional (Executive) Director designated as Deputy Managing Director	23-12-2023	-			03-06-1967	-	-	-	-
		Whether Regular chairperson appointed -YES										
		Whether Chairperson is related to managing director or CEO -NO										
		<i>\$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.</i>										
<i># The amendments to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which were Notified on September 7, 2021, are being implemented in due course.</i>												

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
1. Audit Committee	YES	Mr. Biswamohan Mahapatra	Chairperson of the Committee	29-09-2022 ⁵	
		Mr. Sameer Kaji	Independent Director	03-11-2022	
		Mr. Shiva Kumar	Independent Director	29-09-2022	
		Ms. Anita George	Nominee Director	14-08-2020	
		Mr. Kunnasagan Chinniah	Independent Director	27-10-2021	
2. Nomination & Remuneration Committee	YES	Mr. Biswamohan Mahapatra	Chairperson of the Committee	18-07-2017	
		Mr. Rashesh Shah	Chairperson of the Board (Non-Executive Capacity)	29-09-2022	
		Mr. Shiva Kumar	Independent Director	29-09-2022	
		Mr. Kunnasagan Chinniah	Independent Director	27-10-2021	
3. Risk Management Committee (if applicable)	YES	Mr. Kunnasagan Chinniah	Chairperson of the Committee	31-07-2019	
		Mr. Biswamohan Mahapatra	Independent Director	13-08-2019	
		Mr. Aalok Gupta	Independent Director	03-11-2022	
		Mr. Subramanian Ranganathan	Managing Director -Executive Director	10-06-2021	
		Mr. Deepak Mittal	Executive Director	30-11-2018	
4. Stakeholders Relationship Committee#	NO	Mr. Aalok Gupta	Independent Director	03-11-2022	
		Mr. Sameer Kaji	Independent Director	03-11-2022	
		Mr. Subramanian Ranganathan	Managing Director - Executive Director	10-06-2021	
<i>& 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</i> <i># The amendments to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which were Notified on September 7, 2021, are being implemented in due course.</i> <i>\$ Mr. Biswamohan Mahapatra has been a member of the Committee since 18-07-2017 and has been appointed as the Chairperson on 29-09-2022.</i>					
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* (excluding Independent Director)	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
		Yes / No			
28-07-2022		YES	5	4	35

29-09-2022		YES	5	3	63
	03-11-2022	YES	4	5	35

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*(excluding Independent Director)	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*
	Yes / No				

Audit Committee

03-11-2022	YES	0	3	28-07-2022	98
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* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional

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

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
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 (refer note ^ below)

Note:

- 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.
- If status is "No" details of non-compliance may be given here.

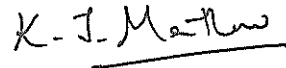
^The Audit Committee at its ensuing meeting will review the RPTs entered into

VI. Affirmations #

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee (as applicable)
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.
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.
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.

The amendments to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which were Notified on September 7, 2021, are being implemented in due course.

For ECL Finance Limited



viz Kashmira Mathew
Head - Governance and Compliance (Company Secretary)